

**THE CONWAY CLUB 93rd ANNUAL GENERAL MEETING HELD AT
THE MARRIOTT HOTEL, PETERBOROUGH ON 9th OCTOBER 2004**

<u>Present:</u>	Captain D N B Nutman	President
	S W L Martin	Vice President
	J R Hughes	Vice President
	J McCaughrean	Hon Treasurer
	Mrs M S Hollinrake	Hon Secretary

and 124 members

Before the meeting commenced, the President introduced Captain David Smith, a Patron of the Club, who wished to say a few words.

Captain Smith addressed the meeting:

He welcomed all to the general meeting, in particular those who had come from abroad. He had two points to make which were his personal views straight from his heart. Firstly, members will have received his message of 16 July and he was most grateful to the Hon Secretary, Conway Club members in the North West and to branch secretaries for their efforts to circulate the text to our membership. He thanked them for their efforts. He had nothing to add or subtract from his message.

Secondly, he said that today we are all here to represent the Conway Club. Between general meetings we exercise our governance, by which he means our management and our administration, through a committee, elected annually at this meeting, and that committee is chaired by the President. All are aware that the committee system has broken down over the last several months; it had a severe breakdown recently, and it's now really rather like a ship with defective steering gear with no set course at the moment. Today our prime object must be to repair the damage and get the ship back on course.

He said that as officers and gentleman, he earnestly hoped that all of this can be done in a spirit of common sense and good will, so that we in the Conway Club will enjoy the twilight of our years - and they're pretty finite right now - and during those years, continue to enjoy the comradeship that we have had hitherto. So that is what we need to do today and I hope we can achieve it. Thank you very much.

The President thanked Captain Smith and reiterated his welcome to all, especially the visitors from overseas.

The President announced two changes to the Agenda: Motion 10 has been withdrawn and Motion 13 has been satisfactorily resolved and withdrawn. There is one new composite motion, which will be proposed by amendment from the Committee, further down the agenda which will come under 7B.

1. APOLOGIES FOR ABSENCE

A D Braithwaite, R Fairbairn, J Foster, R P Frost. S P A Guy, G Haskins, N Hulse, I Minchin R Moss. M Northrop, D Owen, P Robson, B Smalley.

2. MINUTES OF THE 92nd AGM HELD AT YORK, 11 OCTOBER 2003

These were put before the meeting. Proposed B Singleton, Seconded K Huggins and accepted.

3. MATTER ARISING

Item 9 - Robert Fielder asked why a venue for the 2006 AGM and Dinner had not been mentioned. The President replied that venues were to be discussed in item 16, but he was looking at a hotel in Bristol as a possibility for 2006.

Item 10 (f) - Jim Thompson asked the President to comment on the result of the election of Committee Members. The President replied that the ballot was taken, and at that point in time, James Wright and Eddie Gale were not re-elected. About six weeks after the event, he was informed that there had been a major discrepancy in counting for the ballots. This was six weeks after the event; however, at the meeting itself, the result had been announced and accepted at the AGM, and I was advised by somebody in the legal profession that that must stand and so it did.

Item 10, e) - Harry Benson asked the President if he had written to Clive Woodward and Ian Duncan-Smith. The President reported that he had done so and had received a reply from Ian Duncan-Smith but nothing from Clive Woodward.

4. REPORT FROM THE PRESIDENT

A copy of the Report was included in a welcome pack given to each member at registration. It read as follows:

'To say that this year has been eventful would be an understatement and whilst my Social and Flag waving activities on behalf of the Club will be reported in my Newsletter address, today I concentrate on Club business.

I must first thank all those Old Conways who replied to my letter of 7 June. As a result 374 (94%) of you indicated support and 18 (4%) otherwise. 10 (2%) of the replies were incomplete and therefore invalid. I am sure that by now you are all aware that Members of the Committee and I have sincere, but different, views as to how our Club should be run. These views, rightly or wrongly, have been in the public domain for some months now, both on the Internet and in the Newsletter. The Committee and I have received many calls from Old Conways both at home and overseas to put our differences aside, seek a reconciliation and protect the good name of the Club. I propose to respond to this call by making no further references to our differences at this meeting. We have more important matters to debate at this AGM and our time is limited. Reconciliation is another matter and must be between the Committee and me on another occasion, and in private.

Before you today are a number of proposed motions which, if approved by you, will have a long lasting effect on the way our Club is run in the future. Hopefully you have all had a chance to look at these proposals in the 'Welcome Pack' which, I hope, will be a feature of our AGMs in future. It gives you an opportunity to form a 'considered opinion' before the meeting takes place. Those making the proposals have had a chance to discuss their Motions with each other and, where there were similar proposals, a Motion has been amended or withdrawn.

Motions 8-12 on the agenda will, if approved, reflect the wishes of the Membership. It must be

made clear, however, that the implementation of some proposals is down to a future Committee elected by you to run the Club on your behalf. Other proposals, of course, may necessitate immediate implementation.

When we get to item 14 on the Agenda, under the present Club rules, I will stand down as President and offer myself for re-election seeking a mandate to update and improve the administration of our Club. Vice President Stan Martin is also standing down and offering himself for re-election. Vice-President. John Hughes, will take the Chair for items 14 & 15.

The result of the election for the Committee will be announced later this evening when time and circumstances permit.

At the AGM last year, the Membership voted for a venue at Hull which subsequently proved to be unsuitable. The alternative at that time was the Glasgow Moat House which is still available but the Committee have made a provisional reservation at the Nottingham Moat House. I make no further comment other than pointing out that in recent years we have had Dinners at Portsmouth (twice) and Plymouth, and that Old Conways residing in the North and across the borders deserve consideration.'

5. REPORT OF THE HON SECRETARY

The Hon Secretary reported that since the 2003 AGM, the Club has welcomed 20 new members and 8 have been reinstated. At present the membership stand at 1640 approximately.

She then read out the Shop Report written by David Hilton:

'From 1 September 2003 to 31 January 2004 was a successful period even when allowing for additional sales at the AGM/Dinner. Sales in January 2004 have shown a 500% increase over the same period last year. Turnover for this four month period is up by £862.00 against the eight months of the previous period. Comments with regard to stock in my previous report still apply and it is becoming apparent that some items may disappear altogether as suppliers demand much larger minimum orders, which would leave the Club holding larger stocks for several years. No action will be taken in reducing the shop list without further consultation.

For the period February to July 2004, turnover was £1557.00. The same period last year was £1630.00 showing a drop this year of £73.00. Were it not for a large reunion organised by Alfie Windsor affecting June's figures, I estimate takings would have been down by as much as 50%. Decisions will have to be made in the future as to whether the Club can afford to stock certain items which can take several years to get a return on our outlay. For example the last order for car stickers was placed in 1997, 7 years ago. Cost have doubled and minimum quantities per order have increased affecting many items.

I have agreed with the Club Treasurer that bookmarks will not be reordered when present stocks are exhausted. The cost is prohibitive before we add our own margins and we would be carrying a large stock for several years.

There has been an overall increase in turnover against the same period last year of £12.30. Had it not been for two specific reunions, turnover would have been down by 51%.

I have to say that from the e-mails I receive it is clear that the Club's internal problems and the long intervals between Newsletters recently, have adversely affected shop activity.

The Hon Secretary was asked how many members do we have in the UK and how many of these are members of branches. She did not know but John Hughes answered that 75% are in the UK, under 50% of them belonged to a Conway Club Branch.

The President thanked the Hon Secretary for the work that she does for the Club.

6. REPORT OF THE HON TREASURER AND ACCOUNTS

The Report of the Hon Treasurer and the Conway Club Accounts for the year ended December 2003 had been included in the 'Welcome Pack'. The Report read as follows:
'On behalf of the Conway Club Committee, I am pleased to present the Treasurer's Report and Accounts for the year ending 31 December 2003.

Firstly, I would like to thank on your behalf the various Officers and Members for their work in ensuring that all the relevant paper work has been dealt with promptly and efficiently, and forwarded to me in order to compile these accounts. I would also like to thank Clive Plummer for his efforts and the facilities of his office, to ensure that you are presented with an accurate and fair view of our Accounts.

I hope that the accounts are clear and sufficiently detailed to allow you to understand the state of the Club's finances.

I would only draw your particular attention to a few points:

Investment income continues to suffer from the results of a lack-lustre market. The Shop had a better year, although increases in the price of purchases and postal charges influenced the surplus on an increased turnover, which was up by 48% against 2003, to result in an increased surplus of 41%.

A modest surplus was achieved from the annual dinner, reversing a loss last year. Fundraising at both the annual dinner and the cocktail party continue to form a significant and welcome contribution to the Club's income.

Gains on investments were reduced as a result of the write-off of Aberdeen Income Trust, as mentioned in Note 6.

Newsletter costs reflect the improvement in presentation, with a firmer Cover and more photographs, as well as more pages.

Obviously the decrease in the final surplus is a reflection of the above points.

Otherwise, we had a year in which the Club's finances remained in a healthy state, but these are still subject to the vagaries of the Stock Market and increasing costs. We also have to consider retaining funds for future commitments which are not defined, but include expenses to support the proposed 150th Anniversary Event in 2009".

The Hon Treasurer thanked Clive Plummer and the facilities of his business, for thankfully helping out and verifying our accounts. He does a very good job, and it's all, of course for free.

J A Davey asked if there was anyone who looked after the investments, or advises on investments. The Hon Treasurer replied that the Club has an Investment Committee which consists of John Dickie, John Hughes and himself. In addition to that we have brokers, at Fiske plc in London, who look after the mechanics and offer suggestions as to our investments.

Ernest Barron queried the costing of the Newsletter, going on now towards £4000. He asked if most of this cost was on postage. The Hon Treasurer replied that the increase in cost is an increase in the size and quality of the Newsletter and the postage.

Another member asked if using the e-mail system, as many hundreds of us must be on it, for the Newsletter. The Hon Treasurer said that there were approximately 290 members on e-mail. We are going to come back to the point of electronic business later.

The Hon Treasurer reported that the value of the stock market at the end of September was down from £56,500 to £52,000, which isn't a very high sum, but that is a result of some of the problems within the organisation on the financial side. To illustrate one situation, he informed the meeting of an e-mail sent to himself and the Hon Secretary from the President who said in it that he had suspended the bank mandate. As a result the bank manager had made the decision to cancel the mandate with a requirement for all signatories to sign the cheques until a properly draw and revised mandate is presented and accepted by the bank. This can create problems in terms of time and absence and things of that nature.

Denis Hughes asked about the difficulties for the Treasurer and the rest of the Committee to work in a situation where effectively they have no income from the members yet provide an ongoing service. When the cost of life membership was set, I doubt if anyone foresaw the inflation we've had in the past 25 years. The Hon Treasurer replied that there really was not any difficulty. As long as there is money within the Club due to what I hope are reasonably good investments and income each year - from rejoining subscriptions, donations, shop sales, and the profit from investments - if that is sufficient to contain the Newsletters and provide the Dinners, then he thought that unless Club members want to have a huge bank balance at the end of the day, I don't find it too difficult.

The President asked for a proposal to adopt the Accounts.

Archie Smith proposed that the Accounts be adopted by the Members. Seconded by John Sheldrake.
Accepted

The President thanked the Hon Treasurer for his sterling work on the accounts.

7. CONWAY ARCHIVE REPORT

Bert Singleton, Chairman of the Conway Club Archive, submitted to the meeting news of the Conway Archive:

The National Heritage Lottery money, £28.000, has now been used. This bald statement on its own does not give you any indication of the difficulties encountered in finding skilled -paper restorers and

binders; the cost of materials and the use of museum conservationists and staff to do much of the work.

All items are now stored in separate boxes (expensive in themselves), and are kept in the museum warehouse under temperature controlled conditions. These items are available for inspection by the general public if arrangements have been made with the archive department. Exceptions are the punishment books, which have restricted access for some years. This was a Committee stipulation to avoid possible distress to old boys, their families and descendants.

All the costing had to be itemised in detail before we were eligible for heritage lottery money, and the archive had to be given to the museum.

The MMSA Conway Archive which was given into custody of NUMAST is also held by the Merseyside Maritime Museum under a separate agreement with NUMAST. This is currently not accessible to anyone and needs to be catalogued.

The Conway Archive continues to receive additions to it many facets. It now houses a substantial library of John Masefield's works including limited signed editions and important biographies. In addition there is a small collection of books by and about Old Conways. The museum is hoping for further contributions to this collection and I am endeavouring to help in this direction. As the pre-eminent museum on pre-sea training establishments they now hold books on HMS Worcester.

There is a growing interest in University circles on pre-sea training in the 19th and 20th Century and apprenticeship throughout that era. I have read one such thesis prepared for a PLD which makes fascinating reading.

Captain Hewitt's family have given his effects to the museum. This collection is a valuable addition to the Archive.

Other items continue to turn up including an original letter from Spooky to an Old Conway. The museum has been in touch with this Old Conway and he has been able to provide further information pertaining to the letter.

There is a collection of items held by the Friends of Conway and I have been given a firm promise by Captain Nutman, who is a Trustee, that these will be transferred to the museum. The negotiations between the Club, the Museum and Friends of Conway has now been going on since June 2002 with little, if any, progress. If these items had been received in time their restoration costs could have been covered by the Heritage Lottery Fund. We will now have to find the money from other sources.

Bert asked John Dickie to give an up to date report on the Club's silver.

John Dickie reported: "there's nothing much to add in recent months about the silver - we were hoping at one stage to display the silver collection in the Conway Chapel at Birkenhead. Unfortunately, because of security problems, it was decided that our magnificent silver cabinet, with its contents, would enhance the risk of burglary in the room. As a consequence, we had to look for other venues. Prior to my taking over as President, the Conway Silver was stored in the respective Presidents' attics, or wherever they could find a place for it. And so I had it restored and re-valued, and I also has a cabinet made for it, which the Club paid for. So it's out cabinet, it's our silver and it

is in the safe custody of the Devonport Naval Museum, and they made those who were down at Plymouth for the reunion, AGM and Dinner welcome. It is newly in place in the Museum and it looks very good. They've enhanced it with details of the Ship when she was HMS Nile

The only thing is, there's going to be a Heritage Trust responsibility for the Museum as a whole, and it was taken on the condition that the Heritage Trust, of course, would want our silver. We still don't know the outcome of that; it is a matter which the current President or his successor will have to follow up, but we have lent the silver at this stage only, until we know that the Heritage Trust are happy to keep it. The silver is now in safe hands".

Alan Burns said that he would like to point out that the bulk of the Masefield Collection in the Archive comes from Bert Singleton's own personal collection, which he gave generously to the Archive. He proposed a vote of thanks for this action. Accepted.

A member said that he was aware that a lot of the documents held in the Archive had been transferred onto microfiche and easily accessible for anyone to see at the Maritime Museum. He asked who had paid for the transfer. John Dickie replied that the Heritage Lottery fund had assisted in the cost.

The President proposed a vote of thanks to Bert Singleton for his work on the Archive. Accepted.

7A ELECTORAL REFORM SOCIETY

Matt Burrow, a member of the Committee, addressed the meeting. He said that the members of the Club had probably had more communications from the Committee than ever before. This is mainly because the President, when he took office, called for change. He saw that there could be some improvements in the way the Committee operates, the way that voting was done and looked at whether the Committee really needed to be the size that it is, and he set up a working party to have a look at all these aspects. The working party was not really very well structured through the Committee, so it was not of the Committee but was really a presidential working party, under the chairmanship of James Wright, who did an excellent job, co-ordinating the view of various members of the Club. Unfortunately the final report was inconclusive and has not been presented to the AGM or to the Committee for further consideration. At the same time the President sent out a letter to all members, on his own initiative, calling for backing for change within the Club, hoping for the support of a majority of the Club. Responses were received from about 25% of the membership, most agreeing that there should be some change, and giving their support, but being 25% of the membership replying, one must view it as also inconclusive.

At the same time the Committee has been bombarded by comments from an Internet chat group (the HMS Conway Yahoo Group site) which has approximately 270 members. Many have been forthright in their views, calling for proxy voting; postal voting. They want more responsibility for each individual member, rather than leaving everything up to the Committee. All views have been taken on board and listened to by the Committee.

At its last meeting, the Committee decided to try to gauge the views of the membership, as a whole, as to what they think the way forward should be on something like postal voting.

Therefore the Committee contacted the Electoral Reform Society for guidance. The outcome was

a ballot circulated to all members asking if they would support one-man-one-vote for the Club. Out of 1690 papers sent out 332 voted Yes (47.2%) and 372 voted No (52.8%). As the wording of the ballot proved ambiguous the result is inconclusive.

In conclusion, there is a movement for change within the membership. All the attempts that the Committee has done this year to make change have been inconclusive. This is because our actions have not been thought through carefully and has not been assessed for reaction and long-term results. We have not got anywhere. All aspects of the future Conway Club need careful consideration: proxy voting, postal voting, administration of voting, size of the Conway Club Committee, branch representatives on the Committee and electronic voting. Any change must be made retaining the necessary checks and balances and scrutiny obviously required by an organisation in charge of others money. Therefore, it is suggested that we step back from all these knee-jerk reactions and think about this very carefully and give the current Committee, or the Committee that you are going to vote for today, the chance of studying all of this and reporting back to the AGM in 2005.

Members from the floor discussed what Matt Burrow had said and some vociferously gave their views on the Committee's actions during the last few months.

The President said that the next item on the Agenda is a composite motion which had been put to him today, from the floor. If this particular motion, if accepted by yourselves at this AGM, it means that the following motions: 8, 9, 11 and 12 (see attached), will be deferred to the next AGM. The members present each had a copy of the composite motion.

7B COMPOSITE MOTIONS

1. Review of Procedures for AGMs and EGMs.

"That the President, Officers and Committee review current arrangements for AGMs and EGMs to identify the options, benefits, implications and costs of introducing postal, electronic or proxy voting for those who cannot attend AGMs or EGMs. This is to include arrangements for notifying members of what is proposed for and discussed at AGMs an EGMs"

This motion is intended to incorporate Motions 8.1, 9.1, 9.2, 12.1 and 12.2.

2. Review of Club Operations

"That the President, Officers and Committee review opportunities to improve the efficiency, effectiveness and economy of Club organisation and operations, particularly the greater use of technology."

This motion is intended to incorporate Motions 11.1, 11.2 and 12.3.

Alfie Windsor explained the meanings of the two sets of proposals. He said that the Committee feel that they should look at them very carefully, evaluate the options, understand the implications, the benefits, the costs, and come back with specific argued proposals. The intention is not to prevent change; it is not to block or prevent these motion going before the Committee. It is simply to say that we feel there is a more practical and sensible way of taking it forward, to find out the best way for the Club and make sure that everyone is behind us.

Eric Nevin and Michael Rushforth both asked if the composite motions have the recommendation of the Committee behind them. Alfie Windsor replied the majority of the Committee gave their recommendation.

George Brown asked the President for his feelings on the motions. The President replied that he had not agreed with the Committee on several motions and he did not agree with them on this.

David Riley asked if these motions are to be passed, can we have some assurance that the President, the Officers and the Committee will discuss them openly and progressively and come to some conclusions on them that we can all accept. The President said that if this motion is passed, you have our assurance that that will take place.

Further discussion took place before a vote was taken by a show of hands.

Motion 1 is carried with 72 in favour, 42 against.

Motion 2 is carried unanimously.

Motion 8.3 (proposed by David Brown) was read out by the President:

"Should a major disagreement continue after the time of the next meeting of the Club, it is hereby proposed that serious consideration be given to a mass resignation at an annual general meeting so that the decks might be cleared in the hope of making way for a fresh start, ideally free from animosity."

The President asked David Brown to say a few words about it. He said that because the disagreements within the Club had been brought to the attention of the Yahoo Internet Group, it was felt that there was a need to respond as silence would have meant that we did not care. It seemed that there was a choice: either reconciliation or an entirely clean slate. If reconciliation is not possible because people think that would betray carefully considered principle stands, that is understood, then the only way forward is an entirely clean slate; not necessarily a new President and a new Committee, but a President and Committee who would realise that they are there to serve; not to make narrow judgements but to seek the good of the whole. So, a reconciliation has a certain poignancy and a certain urgency. But this is a decision that has to be made by the President and the Committee in the first place, and we thought that if we can't get anywhere; if we go into 2005, then the only answer is to start afresh in some way. That was the thinking behind this motion.

A discussion followed ending by Alfie Windsor saying that if the motion was read very carefully, there is absolutely no problem in putting it to the vote because it calls upon the Committee to consider resigning; it does not discharge them or tell them they must resign; it calls upon them to consider resigning.

Voting took place by a show of hands. **Carried.**

Item 13 on the Agenda has been withdrawn.

14. ELECTION OF OFFICERS

The President said that he felt that it was inappropriate for him to Chair the meeting for this and the next item. He handed over the Chair to Vice President, John Hughes to take the two items

Ballot papers had been distributed, one for the President and one for the Vice Presidents.

Nominations for the President were Captain David Nutman and Cdr John Dickie.

Nominations for the Vice Presidents were Ken Huggins, Haydn Lockwood, Stan Martin and John Hughes.

John Hughes said that we have four tellers who will count the votes at the back of the room. They will then bring the results to him and he will announce them.

Tony Menzies asked if the Hon Treasurer and the Hon Secretary were prepared to stand as there were no other nominations. The answer was in the affirmative.

15. ELECTION OF COMMITTEE

Three members of the elected 2004 Conway Club Committee had resigned; Bob Frost, Sean Guy and Brian Smalley. Three nominations for new members had been received; Michael Rushforth, Andrew Linsley and Eddie Gale.

A ballot sheet, which included new nominees and present members making a total of 18, had been given to the members present for the election of the Conway Club Committee for 2005.

John Hughes announced that as there are a number of references for a number of holes, then there is no need for a ballot for the Committee. The list will effectively be the new Committee.

John Hughes handed the Meeting back to the President.

16. VENUE FOR THE 2005 AGM & DINNER DANCE

The President said that at the AGM last year, there were two alternatives for the venue for 2005: one was at Hull and one was at Glasgow. On the Committee's recommendation, the AGM voted for Hull. It was subsequently discovered that the hotel at Hull was not suitable for a Conway function. The Committee is now recommending Nottingham for next year's AGM. My comments are that Glasgow deserves consideration. It was proposed for 2007 but is an option for 2005 if the meeting want it.

Michael Llewellyn pointed out that that the Rules states that the Committee decides the venue of the AGM and Dinner and it is reported to the AGM for comment as a matter of courtesy. The President replied that he appreciated that but the AGM also has an option to make a choice if they wish.

After discussion, the President asked the meeting to indicate, with a show of hands, to the Committee

whether they wish to go to Nottingham or Glasgow.

Counting took place and as the result was very close a second counting was taken resulting in: 52 in favour of Glasgow; 48 in favour of Nottingham.

17. ANY OTHER BUSINESS

- a) The President wished to bring to the attention of the meeting, thanks to Alfie Windsor for presenting the photographic exhibition.
- b) Derek Parfect announced that there will be an unveiling and dedication of the second largest window in the Chapel on 13 November.
- c) Michael Bonnet said that he was delighted to see that proposition 13 has been withdrawn. He said that for many years Jim Thompson was the backbone of this Club. He had been President; Editor of the Newsletter and had given marvellous support to many people. Michael Bonnet said that he wished to make this comment so that people did not get the wrong idea.
- d) A member said that, on behalf of the members, he would like to express thanks to Alan Burns for all his hard work in producing the 2004 Address List.

The President then announced that there was a decision on the vote for the President but the votes for the Vice Presidents were too close, so there is going to be a recount.

The votes for the President are 74 in favour of David Nutman and 50 in favour of John Dickie.

Ken Huggins is certainly, on both counts, the leader of the Vice Presidents but the others are too close. The results of the recount will be announced after the Meeting.

- e) James Wright proposed that Clive Plummer is reappointed the Reporting Accountant for the Club. The proposal was seconded and agreed.
- f) Philip Van Bergen announced that if any member wished to join the Yahoo Chat Group, they would be very welcome. The President thanked him for the work he does on the web-site.
- g) Andrew Lysley announced that a Dinner had been arranged on board the HMS Trimcomalee to celebrate the 200th anniversary of the Battle of Trafalger. He could be contacted regarding tickets.

Michael Llewellyn proposed to the AGM, a vote of thanks to David Nutman for the manner in which he has conducted a very difficult meeting. All in agreement.

On being questioned, the President clarified that Stan Martin was standing for Vice President but not standing for the Committee. John Hughes was standing for Vice President and for the Committee.

There being no other business the meeting closed at 17.30 hours.

