

## Minutes of the Annual General Meeting held on 18<sup>th</sup> March 2010

At 8.10 pm at the Members' Room, 7 Pier Road, St Helier, Jersey

Present: 28 members

### **Apologies**

Apologies were received from Mr W M Ginns MBE & Mrs J Ginns, Mr D Horn, Mr G Delanoe, Mr J Mesch, Mr A Chalker, Mr N Le Fondre, Mr P McCarthy, Mr & Mrs I Norman, Mr D McGarry and Mr I Chatterley.

#### **1. The Minutes of the 2009 Annual General Meeting**

The Secretary read the minutes from the 2009 Annual General meeting and they were adopted on the proposition of Mr R Le Sueur and seconded by Mr M Costard.

#### **2. Matters arising therefrom:**

**Conversion to a Guarantee Company** – The matter was covered at the end of the meeting (see item number 10).

#### **3. To approve the Secretary's Annual Report**

The Secretary's report was considered and adopted on the proposition of Mr D Maindonald and seconded by Mrs Satchwell

#### **4. To approve the Treasurer's Report and Financial Statements**

The Treasurer, Mr D Letto, referred to the financial statements as distributed to the meeting. He explained that 2009 had been a reasonable year in terms of overall revenue, although subscriptions were down on the previous year. The sale of publications had generated revenue of £3,743.33, which had included the sale of the annual Review to Guernsey. Bunker donations were lower as La Carrière had remained closed for most of 2009. Excluding funding in 2008 (£5,987) the figure of £20,455.79 for 2009 compared favourably with £18,146.13 of gross income for 2008.

Turning to expenditure, Mr Letto referred to the works at Noirmont, which were a jointly funded initiative with the Tourism Development Fund. Mr Letto added that an electricity installation bill would be included in next year's accounts although it was expected that the cost of fuel for the generators would be lower as a result of the conversion of the Command Bunker to mains.

Referring to the balance sheet he confirmed that net assets were £36,432.30 with a bank balance of £20,370.58.

The Treasurer thanked all the helpers at the bunkers and also the two Auditors, Mr R Le Sueur and Mr N Le Fondre.

The adoption of the financial statements was taken on the proposal of Mr M Costard and seconded by Mrs E Satchwell.

#### **5. To discuss and (and adopt if approved) any changes to Rules and/or Resolutions**

The Secretary confirmed that no proposals had been received.

#### **6. Election of Officers and Committee Members**

The nominations as outlined on the notice of meeting were considered.

The Secretary explained that the post of Committee Member was still vacant. Mr A Chalker had spoken with the Secretary prior to the meeting and had agreed to stand for the post and was proposed by Mr R Russell seconded by Mr D Maindonald.

The proposed officers were therefore:-

	Name	Proposer	Seconder
President	Paul Burnal	D Letto	W M Ginns MBE
Vice president (1)	Michael Ginns MBE	J Ginns	P McCarthy
Vice President (2)	Ian Chatterley	A Chatterley	C McNamara
Secretary	Jeremy Hamon	I Chatterley	T Hunt
Treasurer	David Letto	M Costard	J Hamon
Editor of Publications	Matthew Costard	J Hamon	D Horn
Archivist	Colin Isherwood	J Hamon	P Burnal
Social Secretary	Noel Le Fondre	D Gardener	O Gardener
Press Officer	Bernard Morris	P Burnal	J Hamon
Committee Member (1)	Patrick McCarthy	W M Ginns MBE	D Letto
Committee Member (2)	Damien Horn	R Russell	G Delanoe
Committee Member (3)	Tony Chalker	Mr R Russell	Mr D Maindonald

The adoption of all posts as outlined above was adopted on the proposition of Mr R Le Sueur and seconded by Mr J Pasturel.

7. **Election of Sub-Committees and Chairmen**

The continuation of the Fortifications Sub-Committee with Mr M Costard as Chairman was adopted on the proposition of Mr C Isherwood seconded by Mr M Lamerton.

8. **Election of Auditors**

The Treasurer advised that Mr R Le Sueur and and Mr N Le Fondre had both offered to stand as Auditor and on the proposition of Mr M Walton seconded by Mr M Newton, Mr Le Sueur and Mr Le Fondre were re-elected.

9. **Approval of Subscription rates for 2010**

The Secretary advised the meeting that the Committee recommended retaining the subscription rates as follows: Single member £15 p.a., Couple £22.50, Junior (under 16) £11.25, Family £22.50 (plus £6.00 for each child), Overseas (not including UK) Members EUR30/US\$30/£20.

The membership expressed the view that this was excellent value for money and the rates were adopted on the proposal of Mr M Garnier seconded by Mr D Hocquard.

10. **Any other Business**

**Limited Guarantee Company** – Mr Letto tabled a note explaining the main points of the current proposal. He explained that Voisin's had been engaged to advise in relation to the proposed change as they had already performed similar work for other Jersey based associations and clubs. They had also agreed to a fee cap of £1,100 + costs for any actual incorporation. This arrangement meant that the time taken to complete the process would be slightly longer than would normally be the case for a commercial agreement.

The primary driver for change was to ensure that members were personally protected from any litigious claim should an accident occur, especially in one of the fortifications managed by the CIOS. Mr Letto added that insurance to the sum of £5m was in place and negligence would have to be proven in any claim. He further added that English Heritage had issued guidelines for safety and it was generally acknowledged that extra care is required by visitors to historic buildings.

The proposal was to form a Parallel Company limited by Guarantee, to operate all the activities of the CIOS (Jersey). The Association would be retained for the sole purpose of membership fee collection. The rules would therefore be able to be retained, although

some minor changes may be required. All activities such as publications, bunker openings, events and working parties would be in the name of the Guarantee Company. Leaflets, publications and signage would reflect the Company name.

With regard to timing, draft documents were available for inspection on the CIOS website (with copies available to any member on request). The intention was to seek approval to move forward and finalise documentation and seek any required further approvals at the April meeting of the CIOS, with the Company coming into existence soon thereafter.

Mr R Le Sueur expressed the view that the legal fees in relation to the advice represented excellent value for money.

A question was raised as to whether becoming a Company would reduce the public's inclination to make donations to the CIOS. This had been considered by the Committee and there was an intention to apply for registration as a Charity at the same time as incorporation. Voisin's brief had been to ensure that the structure and legal documents complied with the Jersey Charity bodies regulations.

Mr Letto added that the Committee had been briefed as progress had been made with the proposal and was recommending to the membership that the proposal be taken forward and implemented.

Mr Le Sueur suggested the following proposition to the meeting:-

"The meeting gives the authority to the Committee of the CIOS (Jersey) to go ahead and form a Guarantee Company to conduct the activities (exclusive of membership) of the CIOS Jersey, when the Committee has satisfied itself that the constitution proposed meets all the safeguards necessary."

The proposition was seconded by Mr W Goode. A show of hands indicated unanimous approval and the proposition was carried.

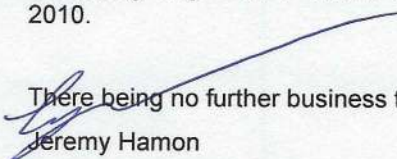
**Other matters:-**

**Fortress Command Bunker** – Mr M Costard outlined the planning process and representations made in relation to the proposed development at the Living Legend. The Planning Minister was due to consider the matter shortly and there was a strong representation by local residents against the proposal. No action would be taken until this was decided.

The floor expressed a vote of thanks to Mr Costard who had made a number of representations in relation to various proposals during the year, including Plémont, the electricity substation at South Hill, the Living legend and others.

**Guernsey Trip** – Mr P Burnal outlined the proposal for a trip to Guernsey on 19 June 2010.

There being no further business the meeting closed at 9.35pm

  
Jeremy Hamon

Secretary 18 March 2010