

Minutes of the 12th meeting of the Board of Directors held on 5th July 2017
at the Pat Loseby Room, Royal Hong Kong Yacht Club at 1:00pm

Present:

Raymond Ma Sui Wing	(RM)	Chairman
Mike Tanner	(MT)	Vice-Chairman
Johnnie C K Chan	(JC)	Vice-Chairman
Luk Wai Hung	(LWH)	Director
Anthony Chan Wai Lun	(AC)	Director
Ng Kong Wan	(NKW)	Director
Peter Lam Kwok Leung	(PL)	Director
Ron Yeung	(RY)	Company Secretary
Mike Arnold	(MA)	Board Secretary

In Attendance

Chloe Lam	(CL)	Representing TW
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Apologies for Absence:

Hans Joachim Isler	(HJI)	Director
Kevin Lewis	(KL)	Director
Li Hong Man	(LHM)	Director
Terence HY Wan	(TW)	Hon Treasurer
Robert L Wilson	(RLW)	Hon Adviser
Ian Brownlee	(IB)	Hon Adviser and Technical Consultant
MK Lau	(MK)	Hon Executive Director

Action

Prior to the agenda being considered, RM noted that AC had been awarded the BBS in the HKSAR's Honours List for 2017, the award being for his meritorious public and community service. The Board unanimously expressed its congratulations to AC.

1. Confirmation of Agenda

- 1.1 The Board AGREED that the draft agenda for the meeting be confirmed without amendment. .

2. Confirmation of Minutes of the 11th Meeting

- 3.1 MT proposed and LWH seconded that the minutes of the 11th meeting be confirmed. The Board UNANIMOUSLY AGREED. RM then signed the minutes.

3. Matters Arising from the 11th Board Meeting

- 3.1 Para 4.1 Change of bank signatories and re-activation of the HKWSC's account at HSBC: TW
The Board considered Paper BD 17/3 and APPROVED the decision sought in paragraph 2 CL
of the paper. The quorum of Directors and Officers present then signed a copy of the Resolutions to indicate that the Board had RESOLVED –
1. That all previous instructions given by the Company to HSBC pertaining to persons authorized to operate the Company's account be and are hereby superseded with

immediate effect and that henceforth the account of the Company be operated by any two of the signatories below:

Chairman	MA Siu Wing, Raymond	D032228(9)
Vice-chairman	CHAN Chi Kau, Johnnie Casire	E809739(2)
Vice-chairman	TANNER Michael Scott	XD291600(8)
Hon Treasurer	WAN Ho Yuen	G247642(7)
Board Secretary	ARNOLD Michael John	XD487441(8)

2. That in the event of any change in the persons authorized in the foregoing resolution, any two extant Officers or Directors of the Company be and are hereby authorized to certify to HSBC the name or names of the person or persons authorized to sign on behalf of the Company together with their specimen signature(s) with the same force and effect as if such new authorized person or persons were named in the foregoing resolution in place of the person or persons named therein.
3. That these Resolutions be communicated to HSBC and remain in force until an amending resolution be passed by the Board of Directors and a certified copy thereof communicated to the bank.

The original copy of the Specimen Signatures and Signed Resolutions was retained by CL for her to pass on to the bank.

- 3.2 Para 4.2 Invoicing of membership fees: CL reported that she had re-issued the invoices in respect of the overdue payment of membership fees by the HK Triathlon and HK Water Ski Associations. JC advised that he had spoken to the President of the TriHK, who had promised to bring the matter to the attention of his board. MT said that he was likewise trying to contact Chris Howarth of the HKWSA. JC
MT
- 3.3 Para 4.3 Update on Kai Tak Runway Fire Station Site- EKTWSC: MT reported that the revised Marine Traffic Impact Assessment had been passed to the DLO and Marine Department. He understood that this was the final requirement. MT went on to say that a working group, comprising MA, Steven Li and Fung Wai Chung, had been set up under the Executive Committee to work on the preparation of tender documents covering the works to be funded from the \$3 million approved by the SDTF, so as to be ready to issue tender invitations once the STT was granted. In reply to RM asking how close the grant of the STT was likely to be, MT thought that this was very close. LWH said that he had heard that there might still be a problem with the pontoon. MT
- 3.4 Paras 4.4 to 4.6 Update on Tseung Kwan O Site: MT reported that the consultants, Advisian, had put together their proposals, which would be passed to HAB after the Council had given its approval. He noted that there was still a need to resolve the competing use of the site for windsurfing, and said that he and HJI had met with Trisha MT

Leahy of the HKSI to discuss the matter. He considered that Advisian's proposals could be submitted to HAB without including any actual provision for HKSI elite windsurfing, but with the comment that the HKWSC was in discussion with the HKSI to find a suitable solution. MT said that before Advisian formally submitted their proposals to HAB, he would go back to the Executive Committee, and depending on the latter's views, the Board. He added that because of other projects, Advisian had a close relationship with both the HKJC and HAB, and might also use its contacts with the two to first informally sound them out on the way ahead.

- 3.5 Funding for HKWSC Secretariat: JC advised that on 29 June 2017 he had signed (on behalf of the Chairman) a letter covering an application to the HKJC for some \$12 million to provide for the operating and staff costs of the HKWSC Secretariat for the next five years. He would report the HKJC's response in due course. JC
MK
- 3.6 Para 4.7 Application to IRD for charitable status for the HKWSC: JC reported that he had reviewed the situation with Patrick Wong CPA Ltd and the latter had advised that it would be very unlikely that IRD would grant charitable status based on the Council's current objectives and activities plan. He noted that MT had agreed to attempt a draft of revised objectives to provide a better fit with charitable activities. MT said that once the draft was ready, this could be submitted to Patrick Wong. MT
JC
- 3.7 Para 4.9 Audited Accounts for the year ended 31 May 2016: RY reported that the accounts had been submitted to the Companies Registry, which had queried the reasons for the late submission. A detailed explanation had been provided in the Chairman's letter signed on 7 June 2017. Nothing had since been heard from the Companies Registry.
- 3.8 Para 4.10 HKSAR 20th Anniversary Celebration water sports event to be organised by HKWSC: MT reported that there had been insufficient time to organise anything for 1 July. RM had suggested speaking to the HKSF to see if it might be possible to join in with the Sailing Federation's planned event to be held at the end of Kai Tak at the end of the year. RM said that he would speak to the HKSF's President, Tong Yiu Shing. RM
- 3.9 Para 4.11 Water Safety Day held on 1 May 2017: JC reported that the "Water Safety Day" held at Repulse Bay on 1 May 2017 had been a great success. In describing the activities on that day, he expressed his thanks to the HKCU, HKCDBA, HKWSA and HKCRA for their participation. As the Government had agreed to designate 1 May every year as "Water Safety Day", he supported AC's suggestion that the HKWSC should aim to participate in the event so as to promote water sports. MT noted that the need for water safety formed an essential part of all water sports. RM concluded by saying that the Council should look forward to 2018. JC
- 3.10 Para 4.12 East Kowloon Permanent Water Sports Centre: MT reported that a paper to be submitted to Government had been drafted and JC had passed a copy to Hon Ma Fung Kwok for his comments before sending to HAB. JC reported that he had held a meeting last 45 minutes with Hon Ma and the latter had put forward a few ideas and suggestions for the Council's consideration. He was also interested in improving the water quality in the Kai Tak area. Hon Ma had said that he would wish to see the paper again after suitable changes had been made and before it was submitted to HAB. MT noted that a meeting with Hon Ma had been suggested in mid July. JC mentioned Ronnie Wong's interest in the water quality issue and MT suggested that JC and AC might consider asking Ronnie Wong if he might be interested in joining the meeting with Hon Ma. JC
AC
MT
MA

3.11 Para 4.14 HKWSC website: MT reported that Caritas had indicated that it could not spare the resources at this time to prepare the website and had suggested approaching an outside web designer. This could cost \$12,000 to \$15,000. MT said that he had agreed to look around to see if he could find someone who was prepared to do the work at no cost. RM asked PL if the VTC might be able to help by, for example, organising a student competition with a small prize to be offered to the winner. PL agreed to explore this. RM asked that the way ahead be decided by the next Executive Committee meeting.

MT
PL

3.12 Paras 5.1 and 5.2 Proposed STT for Wanchai Basin: MT reported that the HKSF had expressed concern about the working group not having been set up to look at this issue. He offered his apologies and proposed that the working group should be asked to come up with proposals to be put in the first instance to the Executive Committee. He noted the concerns expressed by the Board about the potential future maintenance costs and said that there would be a need for the working group to consider all the issues carefully.

MT
HJI
IB
MA

4. Paper IP BD 14/4 Financial Performance Report ending 31 May 2017

4.1 RY referred to Paper IP BD 17/4 which had been circulated before the meeting and which set out the Council's accounts as at 31 May 2017. He noted that the donation of \$200,000 from Seiko would not be credited to the income statement until the Kai Tak centre was started. He also tabled a letter from IRD stating that the Council would not have to file a tax return form. MA reminded the Board that the Council would still need to retain sufficient records of its income and expenditure for at least 7 years to permit the IRD to determine if any assessable profits were made during that time.

4.2 JC asked if John Barrett had been paid the \$30,000 for the Kai Tak fire station site survey. RY and CL confirmed that the cheque for payment had been signed by both RM and MT and would be issued to John Barrett. JC said that he would wish to have the minutes record the Board's appreciation for the services provided to the Council by RY, CL and TW. The Board UNANIMOUSLY AGREED.

4.3 MT proposed and JC seconded a motion that the Board CONFIRM that the accounts could now be passed to the auditor in order to prepare the Directors Report and Financial Statements for the year ended 31 May 2017, so that these documents could be submitted to the AGM to be held later in the year for approval.

TW
RY
CL

5. Proposed Date of 4th Annual General Meeting

5.1 The Board AGREED that the AGM should be held on 4 October 2017, which was the scheduled date of the next Board meeting. The Board meeting could be combined with and follow the AGM. MA advised that it would be necessary for all the Officers and Directors to stand for re-election at the AGM. Although the M&A only required that 21 days' notice be given of the AGM, he would aim to give earlier notice to the NSAs ahead of issuing the formal 21 days' notice. This would give more time for the NSAs to decide on their proposed candidates to be put forward for election/re-election at the AGM. MT asked that MA keep the Members up-to-date on the progress of nominations.

MA

6. Any Other Business

6.1 Members had no matters of other business to raise.

7. Date of Next Board Meeting

7.1 The Annual General Meeting and next Board meeting are scheduled to be held beginning

at 1:00 p.m. in the Pat Loseby Room on Wednesday, 4 October 2017.

There being no other business, the meeting closed at 1:45 p.m.



Raymond Ma
Chairman