

# PORTSMOUTH NAVAL GLIDING CENTRE

Minutes of Extraordinary General Meeting – 6<sup>th</sup> April 2013

The meeting was opened at the PNGC Clubhouse at 19:00.

**Committee** Chairman: Capt David Durston RN (DD)  
**Present:** General Manager: Tony World (TW)  
Full Members' Representative: WO1 Cat Stevens RN (CS)  
Membership Secretary: John Hale (JH)  
Minutes Secretary: Lloyd Brown (LB)  
Ordinary Members' Rep: Martin Heneghan (MH)  
Special Events Co-ordinator: Neil Shaw (NS)

## Members

**Present:** see Annex A

	Item	Action
1	<p><b>OPENING REMARKS AND WELCOME</b></p> <ul style="list-style-type: none"><li>The meeting was opened by the Chairman who offered a welcome to those attending. He explained that the purpose of the EGM was to communicate the changes to the organisational structure of PNGC over recent months. While this would normally have been covered at an AGM, historically happening at this time of the year, one of the effects of the changes is to move the AGM to much later in the year. He felt it important that members should understand the nature of, and reasons for, the re-structuring as soon as possible after their inception, which should not wait until the next AGM.</li></ul>	
2	<p><b>APOLOGIES</b></p> <ul style="list-style-type: none"><li>Apologies were received from : Sarah McCulloch Andy Durston Gerry Holden Siggie Ingasson Chris Hensman Mike Jarman</li></ul>	

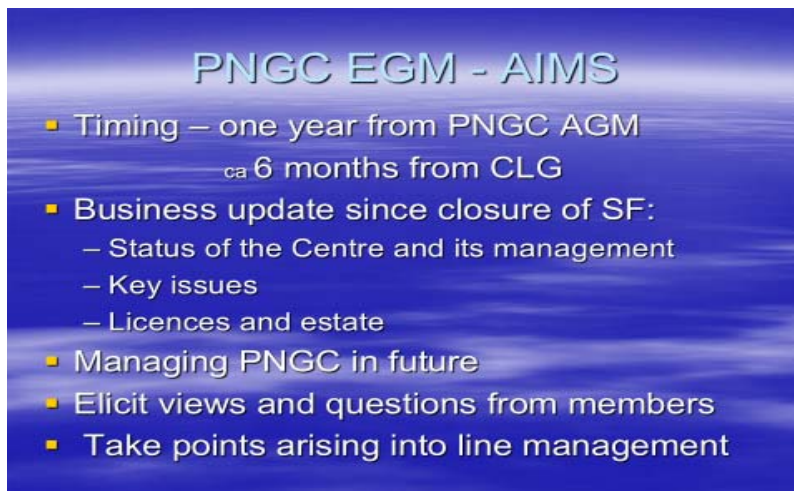
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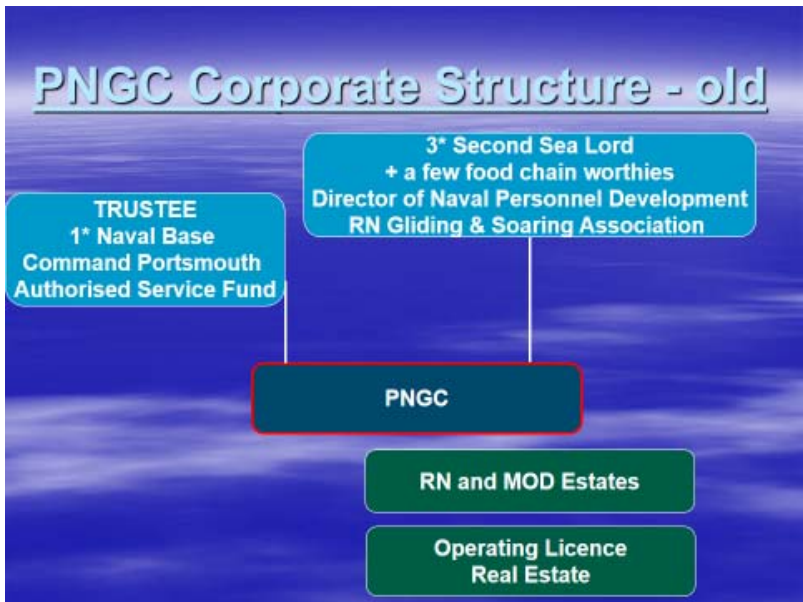
Page 1 of 10

3

**CHAIRMAN'S BRIEFING**

- The Chairman spoke to the Powerpoint presentation below. He expanded on the individual bullet points where necessary.



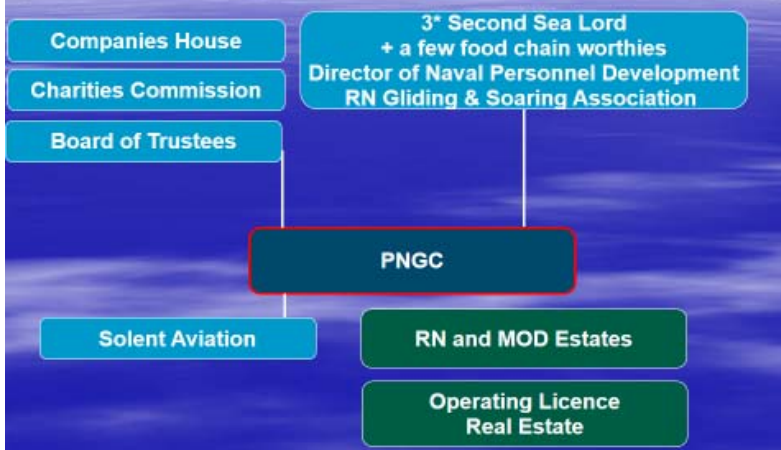


- ### Charities Act
- Armed Forces Service Funds no longer 'excepted' from Charities provisions
  - Major funds (>£100,000) to re-register as civil charities with Charities Commission
  - Risk boundaries limited by CLG
  - Must demonstrate acceptable charitable benefits to the Armed Forces, not to individual members
  - In-service checks and balances ceased

### Charities Act – relevant criteria

- Form a Board of Trustees vice SMT
- Restricted the promotion of efficiency of the Armed Forces for the benefit of the public
- Moral component of warfare
- Members of the Naval Service and Auxilliaris
- RN directed PNGC to associate a CLG
- Accounting – close the SF and SMT
- Within Charities Commission & Company Law

### PNGC Corporate Structure - new



### Governance and management

- CLG - Companies House for financial probity
- CC - Charities Act compliance
- BGA – Flying regulation
- MOD – duty of care for MOD personnel



## Remit for the Royal Navy

- Moral Component of Warfare
- 3 pillars – all within scope of Gliding
  - Adventurous Training / Teamwork
  - Sport and competitive edge
  - Psychological development – working effectively outside normal 'comfort zone' etc
- Sponsored by DNPD and within Directorate of Physical Training, Sport and Recreation
- Time ON for Sport / AT (i.e. on duty, not off)

## PNGC LTD

- Company Limited by Guarantee
- Application to CC was by the SMT (CNBCP) specifically appointing in-post leaders at the time for best continuity
- Subordinate companies adopt same characteristics as parent, thus Solent Aviation is NOT a subsidiary, but a separate trading company for earning capacity outside allowable charitable business

## PNGC BUSINESS SCOPE

- Formal requirement of CLG and Charity
- Any service ownership of assets tracked
- FAAOA / FAAS supportive of PNGC Aims by contributing to esprit de corps and specified activities
- Real Estate remains independently held in lease with new airfield owners (HCA)
- Operating Licence between Secretaries of State (for MOD(Navy) and HCA)

## PNGC BOARD OF TRUSTEES

- Fully accountable in law by name
  - David Durston (Named Chair)
  - Martin Westwood
  - Chris McCulloch
  - Tony World
- Ex-officio
  - Collingwood (CNBCP transition) (RN)
  - DNPTS (RN)
  - FAA HQ (RN)
  - RNGSA (RN)

## SOLENT AVIATION LIMITED

- Independent trading.
- Appointed Directors
- Taxable revenues
- Donations at FY end to PNGC Ltd

## Management Committee

- Chair originally appointed by RN
- Deliberate overlap with Board of Trustees for continuity during transition
- Representative of the membership – possible scope to broaden because PNGC remit is not for members' benefits *per se*
- Effectiveness may be limited by management duties drawing on limited pool of people within the elected group

## PNGC MANAGEMENT

- Board of Trustees to oversee
- Propose in future to offer posts for individuals from outside the Management Committee
- Sought RINGSA agreement to removing the Service numerical balance requirement
- Accountability to Board of Trustees

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**PNGC EXTRAORDINARY GENERAL MEETING – 6 APR 13**

4	<p><b>FINANCES</b></p> <ul style="list-style-type: none"><li>• The Centre Manager (TW) outlined the revised financial structure of PNGC associated with the change of status detailed by the Chairman. He advised the meeting that in broad terms PNGC Ltd assets now totalled some £500,000, most of which have been acquired via the Royal Navy and associated charities. The only assets not in PNGC unencumbered ownership now are the Duo Discus and the diesel bowser.</li><li>• He advised the meeting that he was investigating with HMRC the possibility of PNGC membership fees qualifying for Gift Aid status thereby increasing their value to PNGC by some 20%. <i>(pmn: this now seems unlikely to be approved).</i></li><li>• TW went on to discuss the function of Solent Aviation Ltd which he explained was a necessary subsidiary of PNGC Ltd, as being a charity PNGC Ltd could not itself make a trading loss. Solent Aviation would therefore be the trading subsidiary to enable such commercial activities as fuel sales, with end of year profits from Solent Aviation being gifted in toto to PNGC Ltd.</li><li>• TW emphasised that PNGC Ltd is, and must be run as, a business rather than a pure club which has been the case since its formation in 1949.</li></ul>	
5	<p><b>QUESTIONS AND ANSWERS</b></p> <p>Questions raised from the floor included:</p> <ul style="list-style-type: none"><li>• Q. What assets have been transferred into Solent Aviation?</li><li>• A. <i>Fuel in bowser value £20k – bowser on loan from RN</i></li> <li>• Q. Who are the Directors of Solent Aviation Ltd?</li><li>• A. <i>Tony World, Chris McCulloch &amp; Martin Westwood</i></li> <li>• Q. Will there be other trading activities?</li><li>• A. <i>Yes, e.g. caravan park rental and O Hangar income</i></li> <li>• Q. Please clarify the Duo Discus ownership</li><li>• A. <i>The Duo is was purchased with £25k each from Nuffield Trust, Sports Lottery and PNGC. Should it be sold now or in the future the charities could request partial or total refund of their contribution</i></li></ul>	



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- Q. What are the implications of increasing numbers of GA?
- A. *This is undoubtedly a major issue for PNGC and a number of initiatives are under way to address the situation. Firstly the TA have agreed to provide the materials and build 2 take off strips to the east of 23/05, each approximately 300m long and 4m wide. The CAA has been consulted and, subject to there being no simultaneous take offs, approve of the plan. In addition it is intended to provide a number of readiness platforms adjacent to the runway at each end. This will allow gliders to be ready for immediate hook on and departure when a tug is available thereby minimising runway occupancy time*
  
- Q. Do the members carry any liability?
- A. *No, limited liability is borne solely by the Trustees. It is possible that Scout and CCF leaders could require HSAW checks in exercising their duty of care*
  
- Q. Please clarify the operating licence situation
- A. *The basis on which we have previously operated could not be extended. Defence Estates are in negotiation with HCA for a new operating licence with a 3 year review in the first instance, but when this has been granted we shall immediately seek an increase to 10 years*
  
- Q. Could gliding operations become marginalised by GA?
- A. *Yes, this is quite possible, hence the plan to provide the readiness pans and strips to better facilitate operations*
  
- Q. Could PNGC construct the platforms and charge?
- A. *No, the builder will construct them when working on the runway*
  
- Q. Any chance of consistent patterns by light a/c?
- A. *This is a major problem with no immediate solution. The CM and Martin Heneghan will continue to highlight the problem when meeting with the airfield management and operators*
  
- Q. What is the situation regarding 17/35 operations?
- A. *17/35 will come into use in 1-2 months' time with CAA approval. While the fence remains in situ at the 35 threshold it will not be usable for PNGC*
  
- Q. Will we winch from 17/35?
- A. *Given a 25 kt wind 35 can be very good for lift from a winch launch*
  
- The Chairman emphasised that with the change from SEEDA to HCA it is important to reinforce our status. He stated that N Hangar rental is £6k pa but the rest of our estate costs £1 pa. O

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**PNGC EXTRAORDINARY GENERAL MEETING – 6 APR 13**

	and Q hangars pay no rates which represents significant savings	
6	<b>ANY OTHER BUSINESS</b> <ul style="list-style-type: none"><li>• The CM explained that the new airfield entry gate would come into use on 1<sup>st</sup> May. Each member would be provided with a key fob at cost. Users should actively discourage 'tailgating' by possibly unauthorised drivers. The Argus gate will remain available</li><li>• The CM stated that the Cirrus is overdue and agreed to hasten delivery</li><li>• The CM advised that visitors should still use the Argus gate, but this is under discussion with airfield management.</li></ul>	
7	<b>CLOSING REMARKS</b> <ul style="list-style-type: none"><li>• In closing the meeting the Chairman reminded members that PNGC is historically a well-respected and professional organisation. He asked members to maintain high standards so that we do not invite criticism from other organisations who might not support continued PNGC operations at Daedalus</li></ul>	

The meeting closed at 2115

Signed:

Date:

**ANNEX A – THOSE ATTENDING**

Dave Howell  
Richard Lovell-Butt  
Ben Bennett  
Richard Marsh  
Alan Turner  
Roger Smithers  
Simon Gutman  
Chris Terry  
Tom Edwards  
Chas Perry

Martin Westwood  
Kevin Hills  
Graham Tucker  
Keith Walton  
Geoff Clark  
Erik Terry  
Dave Hurst  
Paul Groves  
Del Giladjian

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PNGC EXTRAORDINARY GENERAL MEETING – 6 APR 13

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Page 11 of 10