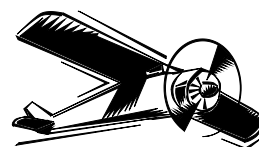


FENLAND AERO CLUB

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DRAFT MINUTES OF THE FENLAND AERO CLUB EGM

WEDNESDAY 25 NOVEMBER 2020

Video Conference Meeting Convened 7pm

Present:

Aaron Tivey	Edmund Comber	Ken Taber	Phil Parsons
Adrian Willis	Kerry Allen	Pippa Blaylock	Reegan Perry
Alan Plummer	Kieran Begley	Rachel Kingman	Richard Townsend
Angelo Sapiano	Felix Burford	Rainer Gellert	Rob Johnson
Annie Walton	Fred Hahn	Liam Leys	Rob Rowley
Barrie Colvin	Gavin Cole	Linda Edwards	Robert Fray
Bev Webb	George Georgiou	Lisa Brian	Robert Laming
Braden Connolly	George Ritchie	Mark Leyland	Roger Tunnard
Byron Hahn	Gordon Clouting	Mark Nixon	Rynardt Spies
Carl Husain	Graham Kiddy	Mark Tugwell	Spencer Rowell
Carl Jarvis	Ian Higgins	Martin Brooks	Stephen Dawson
Carole Evans	James Baldwyn	Mary Payne	Steve Brown
Charles Papworth	Jeff Helm	Mat Burnham	Steve Burnside
Chris Rees	Jeremy Davis	Matt Covey	Steve Culpin
Claire Buckley	Jeremy Winder	Michael Humphrey	Steve Lyden
Colin Albone	Jim Blaylock	Mick Hammerton	Steve Pearson
Craig Fleming	John Bush	Mike Caskey	Stuart Belding
Darren Adkins	John De'Pear	Miles Sheppardson	Ted Smeeth
Daryl Hill	John Higgins	Neil Buck	Thomas Simpson
Dave Capon	John Parker	Neville Stamford	Tim Dighton
Dave Westall	John Petters	Nick Beehoo	Tim James
David Baird	John Stubbs	Nigel de Soyza	Tim Leader
David Hammond	Jon Tyrrell	Oliver Wheeldon	Todd Cleaver
David Murfitt	Jordan Shillings	Paul Avery	Tony Fisher
David Newman	Joseph Connolly	Paul Brian	Wayne Precious
David Petters	Josh Peggs	Pedro Araujo	Wendy Hinchcliffe
David Russell	Ken Kelso	Pete Suckow	Zbigniew Krasa
David Squire	Ken Payne	Peter Begley	

1) APOLOGIES: Peter Watson (FAC chairman)

2) CHAIR: (Jeff Helm)

The Chair introduced the meeting and talked through the agenda and voting platform. Online meeting etiquette was explained including how to mute microphones, how to raise a virtual hand and how not to talk over one another.

3) DAVE CAPON PRESENTATION

Dave Capon introduced himself on behalf of the proposed management team, FAC flying member for 6 years. The recent decision to grant the British Aerobatic Academy (BAA) a licence to operate at Fenland three days after the EGM notice was issued shows the resistance of the committee to involve the members in decisions. The EGM notice was blocked by the committee and only sent when the membership secretary Mary overruled them. The club rules are specific and the EGM is fully supported by rule 4.6, the committee nor the president can prevent it. Rule 5.5 states committee shall retire annually and their online poll is not covered in the club rules. Rule 4.2 stating an AGM shall be held not more than 14 months following the previous AGM has also been contravened.

He was surprised to receive an email from the club secretary on 24 October introducing a new flight training organisation, followed by finding out a few days later that Fenland Flying School (FFS) had received a solicitors letter to leave the airfield, remove the building and make good all damage. In making such a serious decision without member consultation they have exceeded their authority given to them by the members and all faith has been lost.

A separate email from the club President questioned the legitimacy and practicalities of the EGM using the internet. With the availability to vote by phone, Dave cannot understand why the committee and President have been so against the opportunity for members to exercise their rights.

Even some of the new members have had their memberships and voting rights questioned because the committee argued they have not had a chance to vet them, contrary to the club rules and community amateur sports club status.

In respect of FFS he continues that he has seen the hard work Steve has put into the school from the runway and fuel check, refuelling, sorting out problems, PPR, and previously taking landing fees from visitors. Some tasks are a requirement of the licence but he does not think members appreciate the additional work done in the background. As a club, we are lucky to have a CFI who does not compromise on safety.

He suspects the committee will cite reasons why FFS cannot continue but it is the members decision, not the committee. The decision to terminate the licence at this time, especially with Covid and no grant, has been cruel. He recognises the difficult task a committee member has, but it is a balancing act between authority and abuse of that authority. Decisions should be made on facts and not personal allegiance. This is a decision for the members to decide and we need a period of reflection and due diligence.

4) TIM JAMES PRESENTATION

Tim James introduced himself on behalf of the committee and says the committee will do their best to answer the members' questions. He says that none of the committee have any interest to declare other than the future of the club. He asks the proposed management team to declare any interests later in the meeting.

He accepts the members have the right to call the EGM. He thanks all the people that work behind the scenes and we rely on professionals such as David Beale, Ray Nicholson, Simon Cooke, the President and the CFIs. Professional people do not hold grudges. He accepts a lack of communication with the members and apologises, but disagrees there is a lack of

transparency. Whatever the outcome of the EGM, we will deal with it. Not having FFS on the committee does not make the committee any less transparent and means the committee can get things done, as they have. He is sincerely sorry about FFS but is bound to the decision. Many of the committee all learned to fly at FFS and no one can fault them on their instruction, administration and marketing. He can't understand why FFS did not apply for a new licence and refuse engagement with the committee. This is not about Steve, it is about his behaviour and you will have to make your own mind up.

He refers to Jim Blaylock's email and says aspects of it are worthy of further thought. If the management team win, the committee will hand over properly. This committee has no intention of standing down until 2021 as there is too much that remains to be done for the club.

If the motions tonight are defeated, the committee will be boosted with the approval from members to improve communications. The cost of flying needs to be reduced through microlight training, helicopters too and getting young people into flying by any means. The FAC chairman has even offered to purchase an aircraft himself for the club and others would contribute.

The cost of fuel has been reduced to members for a trial period and this is through managing the fuel properly. We don't know how long the tanks will last and need to keep costs under control. Martin Williams is working with the planning authorities to erect signs on the hangars to promote the airfield. The committee are working with the CAA on the problems with hare coursers, and drainage work on the runways is on hold due to Covid. The future plans needed to be handed over to any future committee. He praises Dave Westall and the expanding group of IER volunteers and Angelo has also offered air experience flights for our volunteers.

The next AGM should include a review of club rules to improve, not out of malice but simply the need to improve the club. After the AGM there will be 8 vacancies, so get your CVs drawn up.

Finally, the club solicitor acts on behalf of the club. We've had to contact them because whatever happens it needs to be legal. The advice will be sent to all members as soon as possible (see Annex 1).

5) PROPOSED MANAGEMENT TEAM INTRODUCTIONS

David Capon was already introduced.

Jeff Helm was the FAC club secretary for 3 years prior to handing over to Claire. He's flown fixed wing and helicopters for 20 years and moved to Lincolnshire 7 years ago. He has never owned an aircraft, always rented. He currently flies Steve's Marchetti G-AVEH.

David Petters has been coming to Fenland since he was 12. He did his PPL with FFS, currently a captain with Ryanair for the last 10 years and also a flying instructor. His Chipmunk is recently certified for air experience flights and remunerated flight training. He is currently under the FFS DTO and has also agreed with Adrian that he can also operate under their ATO.

Alan Plummer, a retired accountant previously working in public sector, commerce and practice. He learnt to fly with FFS but hasn't flown for a few years. He states he helps Steve with his tax return once a year and no reward is sought nor offered.

Michael Humphrey has been an FAC member for 25 years and has previously served on the committee. He has a group share in G-FNLD. He has 27 years experience in local government and an elected member on district and parish councils. Farmer by trade. He did his PPL in 1995 and has flown with FFS but has no declaration of interest and no connection with the flying school.

6) QUESTIONS & ANSWERS

Q: (Linda Edwards) Regarding the committee's compliance with clause 6.2 of the FFS licence (both parties should act in good faith), do the committee feel they have promoted interests by using club funds to invoke a solicitor to remove the flying school? Do they feel the airfield was operated safely when the runways were dug up whilst a member of FAC was airborne?

A: (Tim James) The airfield was NOTAMd closed by the accountable manager. The events surrounding the incident were totally wrong by both sides. Nevertheless the accountable manager is in charge of the airfield. The club has done nothing to detract from FFS ability to operate, there have been breaches by FFS regarding the licence.

Q: (Fred Hahn) As a member for over 20 years do you understand the damage to the club by one party saying they didn't dig up the runway whilst someone was flying vs FFS saying the opposite? It's academic, what is important is that the club's name is being damaged. The source of the problem needs to be understood.

A: (Tim James) The directors of Fenland Licensing Ltd have limited powers, they can sack, back and hire an accountable manager, no-one else can. No-one can overrule the accountable manager. If David Beale says the airfield is closed, it is closed.

(Charles Papworth) What a sad day for Fenland. Fenland has to operate as a club and we need all the members to stick together. The landlord has the ultimate authority and we don't want to upset the landlord. I hope it can all be resolved in a sensible manner.

Q: (Pippa Blaylock) When was the NOTAM issued? Should everyone have been aware of the NOTAM? Have you acted in good faith by digging up a serviceable runway.

A: (Braden Connolly) I was the pilot concerned. I was aware of the NOTAM. I chose to fly because I was aware the airfield was closed on Mondays and people still fly on Monday. He also checked with the CFI. The issue is really whether the runway should have been dug up after I departed.

A: (Tim James) The NOTAM was issued at least 24 hours before the event. They should be checked before you fly. Had there been an emergency, the pilot would have been able to land. The NOTAM probably wasn't properly drawn up, we used to have a system run by the CFI but the CFI refused to co-operate.

Q: (Pippa Blaylock) It's clear there is poor communication between the committee and the CFI, and this is a safety issue. What good is the point of the committee staying?

A: (Tim James) We have a safety management system. As a result of that incident, changes will be made if necessary.

(Jeff Helm) Spencer Rowell messaged, if the landlords have ultimate responsibility, what is the point of the committee?

(Claire Buckley) Multiple times people describe the occasion with the NOTAM as digging up the runway. There was a lot of water and the airfield was not in a good condition. A short notice plan was put in place with 10-12 people working to drain the runways. To describe it as digging up the runway is incorrect. The members were emailed the day before around 4pm to notify them of the NOTAM.

(James Baldwin) To clarify the NOTAM was raised 16:44 the day before.

(David Petters) I offered to mediate between the flying school and the committee. I do know that the FAC chairman specifically told FFS the evening before that they could fly and cancelled lessons were un-cancelled. I'm not sure where it went wrong.

(Tim James) I was due to fly on that Saturday with Steve for a check. When the working party was announced, I phoned Lisa to change the booking so that I could volunteer for the working party. Steve and told me they had permission to fly on the Saturday, the point is the accountable manager has the last say.

(Jeff Helm) Numerous messages on chat saying this topic isn't relevant to the meeting.

(Todd Cleaver) As a bystander I hear one party which is thinly veiled attempt to keep the flying club going and another party looking forward to how they are going to make the club better for everybody. I want to draw people's attention that proposals 2 and 3 should not be consider if proposal 1 is not passed.

Q: (Thomas Simpson) As a member that relies on hiring aircraft, how does the committee expect members to fly when the BAA rates are significantly higher than FFS?

A: (Tim James) Current rates are for operating from an airfield with overheads, fuel costs he can't control and the rates published include instruction. BAA don't charge membership. BAA also do CPL training and that will be available from Fenland.

Q: (Thomas Simpson) How can we appoint a new training organisation if we don't have a full understanding of their commercial hire rates?

A: (Tim James) We know what their hire rates are now, if they get less it's a good deal. Don't forget the rates include instruction. In my experience I have no argument with the rates FFS charge.

(John De'Pear) Don't lose concept of the meeting, my view is that it's a sad time, there has been errors from both side. The committee haven't involved the members. I've found FFS very professional in my 17 years of flying. Do we want the committee to remain or press forward with a new committee.

Q: (Jeff Helm) A couple of messages mention that a few people offered arbitration between FAC and FFS but the committee didn't take up their offer?

A: (Tim James) I personally asked for it to be mediated. The President went to see Steve and got no co-operation. We are where we are. The committee aren't doing things for themselves, they are doing them for the members. Hands up, we didn't communicate well enough but we believe we are doing what's right.

Q: (Rynardt Spies) One of the points in the solicitor letter is to refund the subscriptions to the FFS members. Is that the committee saying those members are ejected from the club?

A: (Claire Buckley) There is no question that the committee would throw anyone out and it was hopeful Adrian would be able to pick the training up. Any commercial arrangements between the members and FFS are separate.

Q: (John Petters) I received a welcome pack followed by an email from the secretary offering me my money back. If the committee are operating in the interests of the club, why are they discouraging new members? I see nothing in the rules for the committee to operate after 14 months, where is your authority from?

A: (Claire Buckley) We had an unusual influx of new members around the time of the EGM notice being issued and this invoked a review of which the committee has that authority. Page 2 of the application says accepted yes/no and processes are not being followed. We have people flying on social memberships.

A: (Tim James) There was an online vote and more people voted than at any AGM. If we had known that this kind of system tonight worked as effectively, we'd have used it. The rules are full of holes. We shouldn't be turning down new members but it was very suspicious.

Q: (Colin Albone) I was shocked to hear earlier that the committee would not accept or resign if the vote goes against them?

A: (Tim James) There is no question, if we lose we stand down. But we hand over to the new team. That's the way democracy works.

Q: (Braden Connolly) Thank you for respecting the EGM and the vote. If you lost is it correct you wouldn't you hand over before Summer 2021?

A: (Tim James) No, I was referred to Jim's proposal where the committee was asked to stand down early, and FFS had a period of grace. It wouldn't be an immediate change but it would be a proper handover.

Q: (Steven Burnside) Why were the members not consulted about the non-renewal of FFS and bringing in another flying school? Many FAC members are FFS members. If the landlords had an issue with FFS, is it not something the members could have discussed?

A: (Tim James) There's a lot of things we'd have done better if we thought it necessary at the time. The committee has the power to grant a new licence subject to the approval from the landlords. We have the ability to approve a new licence for a new operator. I envisaged FFS and another flying school flying from Fenland, it wasn't to be. We invited Steve to bid, Steve rejected our advances and said he didn't think it necessary to come to the committee. At the 2015 AGM the decision had already been made by the committee, it was simply ratified at the AGM.

Q: (Steven Burnside) The question is not specific to FFS, it's why the members weren't consulted about a completely new organisation being brought to Fenland?

A: (Tim James) If we had consulted the members about bringing in another flying school, we would have had the same problem we have now with members saying we don't want another flying school, we've already got FFS. No progress has been made in years.

(Steven Burnside) Isn't that making an assumption based on what the members are going to think.

Q: (Liam Leys) If the management team win all 3 points, how will they deal with the fact that FFS haven't been approved by the landlords?

A: (David Petters) We don't need approval from the landlords because FFS have a 5 renewable year licence and rule 5.7 says that FAC have the power to maintain licences for business that operate under them. The clause in the lease refers to new organisations coming to Fenland and is a one-off. Traditionally Fenland has done this a few times before at an AGM.

A: (Tim James) FFS have a licence because a renewable licence is a tenancy. The licence simply expires and FFS have not applied for a new one.

(Martin Brooks) As a member for 33 years, there has always been politics at times between FAC and FFS. But nothing on this scale. Never has a committee assumed that they know better than the members and that is the big issue. There are faults on both sides and quoting rules, but the bottom line is that the committee have to listen to members. We should not have considered postponing the AGM. The committee is doing what they think is right but the way they are going about it is wrong. The need for them to step down is evident.

(James Baldwin) We did reach out to the landlords and the response was emailed out earlier today.

Q: (Carole Evans) Does anyone know why the landlords have said FFS have told lies? Do we really think the landlords will throw the aero club out?

A: (Tim James) The landlords took exception that 6 months after his licence was signed, the club were approached by a potential microlight organisation. FFS told those people they couldn't come. When Claire tendered for flying schools the microlight organisation subsequently wrote to FAC to explain what had happened previously. Nothing is minuted and there could have been a microlight school here. I believe that we should encourage young people to fly and we should do all in our power to lower the cost to get them in.

A: (Steve Brown) I'm disappointed to hear about this. We were approached by an instructor that wanted to join forces with FFS, not set up a separate microlight school. We asked for him to put his proposal in writing and he never did. He wanted to use his own microlight and due to weight limits it wasn't practical.

A: (Paul Brian) What Steve said is correct. We had a chat and he wanted to join forces with Steve. It wasn't practical unless you had a skinny instructor and it was suggested I should become an instructor, which is what I did. Steve asked for a proposal with figures. At the request of John Parker, Humphrey purchased a brand new microlight, there wasn't a massive uptake and the committee kicked him out anyway.

(Neil Buck) I served on the committee until August until I resigned. I'm grateful for the day to day running but I cannot agree with their refusal to consult members views. The attitude of we will lead and you will follow is not acceptable. The final straw was the way the AGM was not handled. With regards to a flying school, I think too many current members of the committee have allowed their personal grievances with Steve to cloud their judgement. From some correspondence I have, I believe a decision was taken back in June. FFS is a significant part of Fenland to a lot of members. We now know they forced through the BAA licence in the last few days. It's for the members to decide what happens, the club belongs to all of us.

Q: (Tim Leader) What liabilities have the committee occurred on behalf of the membership without consulting them, as members we are all jointly liable. Have you lumbered me with liabilities without asking me first?

A: (Tim James) No, we haven't.

Q: (Tim Leader) What arrangement have you entered us into with this new training organisation? It would have been nice to have been asked first.

A: (Tim James) We have a licence with the BAA, based on the FFS licence. I don't see what liabilities have to do with it. They will put a training facility on the airfield and will remove it at the end of their licence. We struggle to get people on the committee. Myself I was told at the last AGM I couldn't be on the committee because I was one week short of 2 years service, even though I had already served on the committee. Being on the committee is not easy, put your CV in.

Further questions had to be cut short due to the time. The Chair closed the meeting at 20:47.

ANNEX 1

Dear Claire I have now spoken with Mark about your email dated 20th November 2020.

I have also reviewed the Lease between you and the Landlord dated 13th November 2002. You confirm in your email that the landlord has refused to give consent to a further licence as would be required under 5.9.3 on the 2002 Lease. In note that the 13th November 2002 Lease was for a term of 5 years with provision for a new lease or the Term to be extended at 8.10. As we do not have a copy of any further lease I am basing this email on the fact that the term in the 2002 has been extended under clause 8.10.

Under clause 5.9.3 there is a procedure that must be followed in granting a new licence. Please confirm whether any written communications have taken place with the Landlord. There has been no request by you to extend the licence as far as I am aware. Please confirm whether the prospect of extending the licence has been discussed with the landlord, and the landlord indicated they would not agree? What reasons does the landlord have for not allowing a new licence to be granted to Fenland Flying School Limited?

If it is the case that if the Club appoint a new committee and they give permission for Fenland Flying School Limited to enter into a new licence in January this permission will hold no water if the Landlord refuses permission under clause 5.9.3. The new committee would have to follow the procedure set out at 5.9.3 which requires written notice being provided to the Landlord in relation to any new licence.

In addition, as noted in your email, if the land owner does not permit Fenland Flying School to operate at Fenland Airfield then any such operations by the Flying School will both invalidate the insurance and therefore breach any licence granted between them and the Club (as it would currently be in breach of clause 4.1 in the licence as the Lease requires at clause 7 that the club have insurance and comply with its terms and not do anything which could cause any policy to become void or voidable wholly or in part). If the club attempt to permit Fenland Flying School to continue to fly or operate without the landowners permission then this clearly will breach the terms of the insurance.

In essence therefore it would be very risky to proceed on any basis that might be in breach of the terms of the lease or the insurance.

I am aware that an EGM will take place at 7pm today and I would be grateful for an update following that meeting.

Should you require any further information prior to the meeting please do not hesitate to contact me.

Kind regards

John Veasey

ANNEX 2 – VOTING QUESTIONS AND RESULTS

1) That the current acting FAC committee be dissolved.

YES = 96 (56%)

NO = 69 (41%)

ABSTAIN = 5 (3%)

2) That a FAC management team be appointed immediately in place of the FAC committee, comprising of Jeff Helm (admin), Alan Plummer (finance), David Petters (FI), Dave Capon and Michael Humphrey, to carry out the duties necessary to run the Club, airfield and maintenance of the aerodrome licence, until the next AGM.

YES = 96 (56.5%)

NO = 67 (39.5%)

ABSTAIN = 7 (4%)

3) That the new FAC management team be authorised to revoke the decision to terminate the Fenland Flying School's licence on 9 January 2021 and extend the current licence until the next AGM, whereupon a decision by members shall be taken on the grant of a further extension to its current licence.

YES = 105 (62%)

NO = 59 (35%)

ABSTAIN = 6 (3%)