

Minutes of a Meeting of the Hansa Class Association (UK) Committee 22nd March 2016

An HCA(UK) committee meeting was held at 10.30am on Tuesday 22nd March at Whitefriars SC, Lake 26, Cotswold Water Park, Ashton Keynes, , SN6 6QR.

Present

David Durston	Chairman - CIO Trustee
Marcus Frith	Vice-Chairman - CIO Trustee
Tom Harper	Treasurer - CIO Trustee
John Figgures	HCA (UK) Class Measurer
Bob Scull	Southern Co-ordinator
Pat Crowley	Rutland
Ron Sawford	Secretary - CIO Trustee

Co-opted Members:

1. Apologies

Richard Smallwood, Mike Stoker, Lindsay Burns, Ric Cassell, Keith Harris, Mike Spencer, Moira Campbell, Steve Sawford

2. Introduction

David welcomed us to the meeting and confirmed that our association's charity status was confirmed on February 8th 2016 with the Hansa Class UK being given the Charity Number 1165467.

This meeting is a special and necessary meeting in our progress towards establishing the new constitution.

Marcus and David have worked on a presentation of the new constitution for us, which they will present at this meeting.

3. Presentation of the proposed new constitution.

Marcus and David talked us through the following PowerPoint presentation:

3.1 Hansa Class UK - CIO

Charity Status was confirmed on February 8th 2016 with the Hansa Class UK being given the Charity Number 1165467

3.2 Charitable Incorporated Organisation (CIO)

The CIO is a new legal form designed specifically for charities. The structure aims to provide charities with some of the benefits of being a company, without the additional reporting and legal requirements which incorporated charities may be subject to.

A CIO:

- Is an incorporated form of a charity and not a company.
- Is only created once it is registered by the Charity Commission, but does not need to register separately with Companies House.
- Is required to provide a single annual report and annual return to the Commission, with no requirement to produce a director's report or an annual return to Companies House.
- Can register and file information free of charge
- Will need to register amendments to our constitution with the Commission before they are implemented, and will require prior consent for some amendments; Is covered by insolvency law.
- Can enter into contracts in its own right, and its trustees will have limited or no liability for debts.

3.3 Current Position

- We have a first constitution duly approved by the charity commission.
- We have appointed the initial Trustees as required by the charity commission application process.
- Initial Trustees are (Chair, Vice Chair, Secretary and Treasurer at time of application)
 - Marcus Frith
 - David Durston
 - Ron Sawford
 - Tom Harper
- We submitted a revision of the initial constitution to meet the charity commission requirements. This has been approved.
- There is a requirement to have the first AGM of the Hansa Class UK within 18 Months of formation.
- There is now a proposed slightly revised constitution as a draft for consultation.

3.4 How we achieve our objects

- The development and promotion of inclusive learn to race sessions providing education, training and support for potential and existing sailors. Offering training courses to volunteers in race coaching and race management and to allow the development of Hansa class racing around the country.
- Running a national racing programme at three levels Blue Fleet, Travelers and Grand Prix offering inclusive racing for everyone. That is accessible to everyone.
- Provide coaching and teaching sessions for aspiring sailors. Running coaching clinics for experienced sailors in preparation for major events and competition.
- Encourage disability awareness in the field of sailing, racing and volunteers support.
- Provide loan boats equipped for inclusive sailing to promote the opportunities for all disabilities to sail and race.
- To assist in the health and welfare of participants, developing personal and team skills, confidence and physical wellbeing.
- Visiting sites with potential for inclusive sailing and racing to develop interest, support local development and participation while mapping the progress of new sailors.
- Promotion of the opportunities to independently sail and race with any disability through marketing and promotion and signposting interested individuals to our programmes.

3.5 Current Position

HCA (UK) committee - -< > - -Hansa Class UK CIO

3.6 Position after 2016 AGM

Hansa Class UK CIO - Board of Trustees - -< >- - Hansa Class Committee - Delegated Powers.

3.7 New CIO structure

There will be a Chairman, Vice Chairman, Secretary and Treasurer.

These positions will form the Executive committee and be the permanent

Trustees for the CIO - Candidates will be nominated prior to the AGM and voted in at the AGM. These positions will make up four of the members of a 12 person management committee.

3.8 Management Committee Positions

Marketing ,Social Media and website

Fundraising

Results for TT

GP and Nationals

Training and Blue Fleet

Events Coordinator - GP & Nationals

Events Coordinator - TT (North)

Events Coordinator - TT(South)

Technical

3.9 Non committee members

Training Sub – Committee

Fundraising Sub – Committee

Technical Sub – Committee

Fleet reps - Liberty, 303 S303, 2.3

Membership

3.10 MEMBERSHIP and VOTING RIGHTS

- Membership is open to anyone subject to approval from the committee.

There shall be the following category of memberships

- **Full Member** - eligible to vote any person who renews membership by email each year.
- **Associate Member** - for supporters and other individuals who do not renew each year, this category is ineligible to vote.
- **Life Member** - this is conveyed by the Board of Trustees and Management Committee and such members shall be eligible to vote.

Each Full Member shall be entitled to a vote at an Annual General Meeting or Extraordinary General Meeting of the Association.

3.11 Pathway to AGM

- Committee meeting presentation of consultation constitution – 22nd March 2016 - committee adopts draft constitution.
- Committee members to update members March 22nd - April 16th 2016
- Submission of new constitution to Charities Commission. May 1st 2016
- Nomination forms for Class Trustees and Management committee members available May 1st 2016

- Closing date for nominations for Class Trustees and Management committee members to be received by HCA (UK) secretary June 8th 2016
- Notice of AGM and nominations for Class Trustees and Management committee including email or proxy voting procedures information sent by email. June 10th 2016
- Closing date for email votes and copies of email Proxy vote authorisation to be received by the HCA(UK) Secretary August 1st 2016
- AGM Hansa Class (UK) Saturday 6th August 2016 7pm.

3.12 Charitable Incorporated Organisation (The transition process we are now going through)

- Constitution Presentation to full committee at full meeting, include how this fits with other governing documents – see this PowerPoint presentation
- Board of Trustees – see 3.3 above
- Management committee – see 3.7 above
- Documents Constitution Delegated Powers Committee structure
- Committee structure – see 3.8 above.
- Full meeting of existing committee approves constitution and procedures for August AGM – see 4 below.
- Presentation on new structure and governance – see this PowerPoint presentation
- Approved document and supporting information made available for member consultation – see 3.11 above
- Final document submitted to Charities commission for approval –on approval adopted at August AGM – see 3.11 above
- Delegated powers
- Defines role and responsibility of Hansa Management committee
- Prepare list of Independent Trustee responsibilities
- Complete trustee reporting and accounts

End of presentation.

4. Proposal:

The adoption of the draft constitution as a consultation document to the membership.

Proposed by Marcus Frith. Seconded by Pat Crowley.

Voted for = 7, Voted against = none, Abstained = none The motion was carried by unanimous approval.

5. Questions and Answers:

- **5.1 Question =** Why a CIO – **Answer =** See 3.2 above plus it gives Trustees the protection that, providing the trustee works within the constitution and other organisational rules and guidance, the organisation is liable at law not the individual.

- **5.2 Question =** Are there any powers that the trustees cannot delegate to others if so what are they. **Answer =** Yes. The Board of Trustees cannot delegate 1. The Annual Accounts. 2. The Annual Report and 3. Health and Safety
- **5.3 Question =** How will the new membership rules be managed at AGM. **Answer =** We will have a list of Full Members as of the closing date of nominations for office. These will be the Members that will be eligible to vote
- **5.4 Question =** Why should I become a Member. **Answer =** By becoming a member you are able to vote, you can sail in any of our UK events, you can also sail in any of the International Hansa Class events and your vote gives you a voice within the Association with which you can influence and support all aspects of our activities and developments.

6. Any other business

6.1 2016 AGM – Due to attendance problems with the planned date it was agreed that the date should be changed. Therefore the 2016 AGM will now be held at the RYA Multiclass event on Saturday 6th August at 7pm.

6.2 Pat asked for clarification on the format and prizes expected for the International Hansa Nord Cup and Hansa GP that will be incorporated into the 2016 RYA Multi-Class at Rutland on 5th to 7th August 2016.

Marcus told him that both will be sailed on the same course, separate from the other Multi-Class classes and confirmed that all details had been sent to Ralph. Ron confirmed that the GP would have the usual 1st, 2nd and 3rd place prizes for each class and that they are provided by the host club (Rutland Sailability) but to check if RYA were providing them as the event is part of their Multi-Class. Marcus said that there were to be no separate prizes for the International Nord Cup.

Marcus said that there is to be a “Blue Fleet” event on the Friday of the Multi-Class. (For full details of the whole Multi-Class event see the 2016 RYA Multiclass Notice of Race that is available on our website and on the RYA website)