

Ordinary Resolution to be Decided by the Annual General Meeting

of

Hawley Lake Sail Training Centre

on

6th February 2020

Ordinary Resolution 1

Changes to Articles of Association of Hawley Lake Sail Training Centre relating to the Trustees of the Charity.

Rationale: The original Trustee structure was based on HLSTC being a 'Non-Public Service Fund', although a charity in its own right. For this reason, two Trustees were ex-officio based on their appointment within 3 RSME Regiment and the Hon. Treasurer was appointed by the Regiment. This gave the Army three of the five Trustee positions. HLSTC ceased to be a Service Fund three years ago and although it has been very useful having that Army involvement in the stewardship of the Club, there is no longer a requirement for the Regiment to have that level of control. Removing the ex-officio Trustees and the specific role of Hon. Treasurer provides a better reflection of HLSTC as it is now.

Article 1.1

Delete:

“Elected Trustee”

means the first Elected Trustees referred to at Articles 20.1.4 and 20.1.5 or subsequent Elected Trustees appointed/re-appointed pursuant to Articles 20.6 and 20.7, as the case may be;

Replace with:

“Elected Trustee”

means the Elected Trustees referred to at Articles 20.1.1 to 20.1.5 or subsequent Elected Trustees appointed/re-appointed pursuant to Articles 20.5 and 20.6 , as the case may be;

Delete:

“Ex Officio Trustee”

means the first ex officio Trustees appointed by virtue of their office as referred to at Articles 20.1.1 and 20.1.2 or subsequent ex officio Trustees appointed by virtue of their office as referred to Articles 20.2.1 and 20.2.2, as the case may be;

Delete:

“Honorary Treasurer”

means the first Honorary Treasurer referred to at Article 20.1.3 or subsequent Honorary Treasurers referred to at Article 20.2.3 and as nominated pursuant to Article 20.3, as the case may be;

Delete:

“Regiment”

means the Regiment of the British Army called the 3 Royal School of Military Engineering Regiment (3 RSME Regt) and in the event that the Regiment is superseded, reconstituted or renamed then this definition shall apply to any successor organisation provided that such successor substantially succeeds to the function of 3 RSME Regt;

Article 15.1

Delete:

Subject to Article 15.2, the quorum necessary for the transaction of business of the Trustees may be fixed from time to time by the Trustees and, unless so fixed at any other number, shall be three PROVIDED THAT the quorum shall comprise at least one Ex Officio Trustee and an Elected Trustee.

Replace with:

Subject to Article 15.2, the quorum necessary for the transaction of business of the Trustees may be fixed from time to time by the Trustees and, unless so fixed at any other number, shall be three.

Article 18 CHAIRING OF TRUSTEES’ MEETINGS

Delete:

- 18.1 The Commanding Officer of the Regiment as an Ex Officio Trustee shall chair meetings of the Trustees and he/she shall be known as the Chairman.
- 18.2 The Chairman shall immediately cease to hold such appointment upon ceasing to be a Trustee.
- 18.3 If the Chairman is not participating in a Trustees’ meeting within ten minutes of the time at which it was to start, the participating Trustees must appoint one of themselves to chair it.

Replace with:

- 18.1 After each General Meeting at which Trustees are elected, the Trustees must appoint one of themselves who shall chair meetings of the Trustees and he/she shall be known as the Chairman.
- 18.2 A Trustee appointed as Chairman shall hold this appointment until the next General Meeting where an election of Trustees takes place, subject to Articles 18.3 and 18.4.
- 18.3 A Trustee appointed as Chairman shall immediately cease to hold such appointment if, at a Trustees’ meeting, there is a majority vote by the other Trustees to terminate such appointment. In such event, the Trustees must appoint one of themselves as a new Chairman.
- 18.4 The Chairman shall immediately cease to hold such appointment upon ceasing to be a Trustee.

- 18.5 If the Chairman is not participating in a Trustees' meeting within ten minutes of the time at which it was to start, the participating Trustees must appoint one of themselves to chair it.

Article 20 **COMPOSITION OF TRUSTEE BOARD AND APPOINTMENT AND RETIREMENT OF TRUSTEES**

Delete:

- 20.1 The first Trustees shall be the subscribers to the Memorandum as set out below:
- 20.1.1 Lieutenant Colonel James Edouard Fernandes MBE, the Commanding Officer of the Regiment on the Incorporation Date (Ex Officio Trustee);
 - 20.1.2 Major Fiona Jane Scotter MBE, the Officer in Charge of the Charity on the Incorporation Date (Ex Officio Trustee);
 - 20.1.3 Major (Retd) Damar Ghale MBE (Honorary Treasurer);
 - 20.1.4 Kevin Moore (Elected Trustee);
 - 20.1.5 Gemma Louise Frohlich (Elected Trustee);
- 20.2 At all times the Trustee board shall comprise the following:
- 20.2.1 the Commanding Officer of the Regiment for the time being, ex officio;
 - 20.2.2 the Officer in Charge of the Charity for the time being, ex officio;
 - 20.2.3 an Honorary Treasurer nominated by the Regiment pursuant to Article 20.3;
 - 20.2.4 a maximum of two Elected Trustees appointed/re-appointed pursuant to Articles 20.5 to 20.7.
- 20.3 The Honorary Treasurer shall be nominated by the Commanding Officer of the Regiment for such period as the Commanding Officer of the Regiment shall determine and the Commanding Officer of the Regiment:
- 20.3.1 may nominate someone for that purpose without qualification;
 - 20.3.2 shall have power at any time to withdraw a nomination and make a replacing nomination
- PROVIDED THAT all nominations and withdrawals of nominations shall be in writing to the registered office of the Charity signed by someone authorised for such purposes.
- 20.4 The first Elected Trustees as referred to at Articles 20.1.4 and 20.1.5 shall retire as follows:
- 20.4.1 Kevin Moore on the date of the annual general meeting held nearest to two years from the Incorporation Date;
 - 20.4.2 Gemma Louise Frohlich on the date of the annual general meeting held nearest to three years from the Incorporation Date.

- 20.5 Upon the expiry of their office pursuant to Article 20.4, the first Elected Trustees may be re-appointed any number of times pursuant to Article 20.6.
- 20.6 Save as otherwise provided in the Articles and, in particular Article 20.8, the Charity may by Ordinary Resolution appoint or reappoint a person who is willing to act to be an Elected Trustee either to fill a vacancy or as an additional Elected Trustee for a period of three years. Upon the expiry of his/her office pursuant to this Article an Elected Trustee may be reappointed any number of times.
- 20.7 Subject to Article 20.8, the Trustees may appoint a person who is willing to act to be an Elected Trustee either to fill a vacancy or as an additional Elected Trustee PROVIDED THAT the appointment does not cause the number of Elected Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Elected Trustees. An Elected Trustee so appointed shall hold office only until the next following general meeting. If not reappointed at such general meeting, he/she shall vacate office at the conclusion thereof.
- 20.8 No person may be appointed as a Trustee:
- 20.8.1 unless he/she has attained the age of 18 years;
 - 20.8.2 in circumstances such that, had he/she already been a Trustee, he/she would have been disqualified from acting under the provisions of Article 21.

Replace with:

- 20.1 Following the changes introduced by Ordinary Resolution 1 at the General Meeting of 6th February 2020, the following will serve as Elected Trustees:
- 20.1.1 Lieutenant Colonel Claire James (Chairman);
 - 20.1.2 Major Adam Rollinson;
 - 20.1.3 Mr. Steven Davis;
 - 20.1.4 Mrs. Lynda Rawlings
 - 20.1.5 (vacant tbc)
- 20.2 At all times the Trustee board shall comprise of a minimum of three and a maximum of five elected members.
- 20.3 The Elected Trustees as referred to at Articles 20.1.1 to 20.1.5 shall retire as follows:
- 20.3.1 Lieutenant Colonel Claire James on the date of the annual general meeting 2021;
 - 20.3.2 Major Adam Rollinson on 30th April 2020;
 - 20.3.3 Mr. Steven Davis on the date of the annual general meeting 2022;
 - 20.3.4 Mrs. Lynda Rawlings on the date of the annual general meeting 2021;
 - 20.3.5 (vacant post) on the date of the annual general meeting 2023;
- 20.4 Upon the expiry of their office pursuant to Article 20.4, the first Elected Trustees may be re-appointed any number of times pursuant to Article 20.6.

- 20.5 Save as otherwise provided in the Articles and, in particular Article 20.8, the Charity may by Ordinary Resolution appoint or reappoint a person who is willing to act to be an Elected Trustee either to fill a vacancy or as an additional Elected Trustee for a period of three years. Upon the expiry of his/her office pursuant to this Article an Elected Trustee may be reappointed any number of times.
- 20.6 Subject to Article 20.8, the Trustees may appoint a person who is willing to act to be an Elected Trustee either to fill a vacancy or as an additional Elected Trustee PROVIDED THAT the appointment does not cause the number of Elected Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Elected Trustees. An Elected Trustee so appointed shall hold office only until the next following general meeting. If not reappointed at such general meeting, he/she shall vacate office at the conclusion thereof.
- 20.7 No person may be appointed as a Trustee:
- 20.7.1 unless he/she has attained the age of 18 years;
 - 20.7.2 in circumstances such that, had he/she already been a Trustee, he/she would have been disqualified from acting under the provisions of Article 21