

Minute of the Special General Meeting

4th July 2023 at 19:30hrs in the Club House.

1. Welcome

Kirsty Brown welcomed everybody to the meeting as Chair. She had been asked by the Commodore to Chair the meeting in his absence as both other officers were involved with the presentation.

2. Sederunt

There were 30 voting members in attendance¹ which is 22% of the members entitled² to vote and as this is more than the 15% threshold the meeting was quorate. Details of those attending are attached.

3. Apologies

A number of apologies have been received and details of those are attached.

4. Background

Sallie Condry a member of the Sub Committee who have been investigating alternative governance models gave a brief presentation on the reasons for change and background along with the recommendation at the AGM when it was agreed that the Club would pursue becoming a SCIO³. The next stage from this was the development of a revised constitution based on OSCR's model and on which members were now being asked to vote. Sallie's slides are attached.

5. Questions

There were a number of questions.

The Draft Constitution was too long and not easy to understand why it can't be simpler.

The Constitution is not there for when things are running smoothly but rather to provide guidance when things are not. Considerable work has gone into including as many items as possible that are in the current constitution in the template. Unfortunately, there is little we can do to revise the template as it is set by OSCR, and we saw that there were differences in Clubs constitutions over time as OSCR have revised the template.

Sailing Clubs are not really charities.

A Charity has to be established exclusively for what is known as public benefit which we have already agreed to in our current constitution. Many Clubs have gone down the route of adopting to become charities and we could find at least 9 other organisations operating in Cowal who Charities are and at least 26 other Sailing Clubs in the west of Scotland. Becoming a SCIO reinforces our current aims.

Why does our insurance not cover the risks?

We have always had insurance to cover both the risks the Club faces but also to indemnify the Committee and Office Bearers. However, in these more

¹ Attendance includes virtual attendees.

² All members over the age of 16 are eligible to vote.

³ Scottish Charitable Incorporated Organisation.

litigious times we can not guarantee that it would cover all risks leaving members open to being personally responsible.

6. Vote

Members were asked to vote on the following motions. In line with the current constitution this was by show of hands. It was noted that as both motions are constitutional matters, to pass they would require a two thirds majority (67% in favour) of those present and entitled to vote to pass.

- a) **Members are asked to agree the attached constitution, as the Club seeks to become a Scottish Charity SCIO, subject to the approval and guidance from OSCR (Office of the Scottish Charity Regulator).**

For 26 Eligible Votes 30 87% in favour
Motion passed.

- b) **Members are asked to agree that on approval from OSCR to become a SCIO the club will transition away from being an unincorporated association and Community Amateur Sports Club (CASC).**

For 26 Eligible Votes 30 87% in favour
Motion passed.

7. The Next Steps

The Committee will now arrange for the application form to be completed and sent off along with the details of the Trustees. After this we will await contact from OSCR in the meantime there will be some work on revising the policies and other preparatory work. The Committee will keep the members updated on progress.

The initial timetable is

Submission of application and supporting documents by August
Committee approval of revised policies at September Committee Meeting.
Development of Handbook to be started by October.

Meeting closed 21:00

Proposed

Date

Seconded

Date

Commodore

Date

The HLSC Club Minutes of Meetings are not subject to the Requirements of Writing (Scotland) Act 1995, so this Minute can be 'signed' by the Members and Commodore typing their names into the electronic document

Presentation



Holy Loch Sailing Club
Sandbank, Dunoon, Firth of Clyde

Holy Loch Sailing Club SCIO Briefing 4 July 2023

S CONDY



Holy Loch Sailing Club
Sandbank, Dunoon, Firth of Clyde

- Background
- Shifting Focus to SCIOs
- SCIO advantages
- What next for HLSC in the process
- Questions

Evolution not Revolution



Holy Loch Sailing Club
Sandbank, Dunoon, Firth of Clyde

Unincorporated Association

- Easy to set up
- Cost effective
- Less regulation
- Cannot be sued

👍

- Difficult to access funding
- Individuals own assets
- Individuals let contracts & employ staff
- Personal risk

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Holy Loch Sailing Club
Sandbank, Dunoon, Firth of Clyde

Shifting Focus

- RYA recommend reviewing governance
- Scottish Charitable Incorporated Association
- SCIO = charity run by board of trustees
- 25K charities in Scotland
- 6K SCIOs
- Very few issues with well-run SCIOs





Holy Loch Sailing Club
Sandbank, Dunoon, Firth of Clyde

Why Bother with a SCIO?

- Greater personal protection
- Beyond insurance cover
- Legal entity to own assets & contracts
- Employ staff
- Life is more complicated
- Register of land ownership
- No stamp duty

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Holy Loch Sailing Club
Sandbank, Dunoon, Firth of Clyde

Why Bother with a SCIO?

- Higher expectations of standards
- Clarity and fairness
- For members
- Preferred with funders and sponsors (becoming essential)
- Detailed constitution and policy and procedures

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Holy Loch Sailing Club
Sandbank, Dunoon, Firth of Clyde

What next?

- Vote tonight
- Submit application
- Approval by OSCR
- Run SCIO in parallel
- Charitable purposes
- Accounts & annual return



Evolution not Revolution

Sederunt of the Special General Meeting
Held 4th July 2023

Jim Lee	Neil Stewart	Bob Donaldson
Jim Maclean	Neil Towart	Caroline Clark
Jonathan Bond	Robert Towart	Chris Bowen
Kirsteen Brown	Rowena Donaldson	Douglas Forrest
Les Cox	Ruth Lee	Frances Maclean
Lorn Campbell (Remote Attendance)	Scott Crossley	Graeme Murray
Louise Perret	William Aitchison	Ian Hurrell
Maureen Stewart	Abigail Stone	Iain Sinclair
Michael Condry	Alisdair MacVicar	James Hoey
Sallie Condry	Andrew Leech	Alasdair Marshall

Attendance 30 or 22% of the membership entitled to vote

Apologies Received for Special General Meeting
Held 4th July 2023

Roberta Brown	Duncan Chalmers	Stuart Brown
Trevor Lenthall	Angus MacDonald	Ruairidh Campbell
Alex Bisset	Lewis Crossley	Derek Parlane
Alison Chalmers	Marion Bowen	Kirsty Manuel