

AGENDA

**For the 58th Highcliffe Sailing Club Annual General Meeting
To be held on Thursday, 22nd November 2018 at 8.00 pm at the Club
House**

1. The Chairman to open the meeting
2. Hon Secretary to give and receive apologies for absence
3. To appoint two Tellers to count the members present
4. To receive and approve the Minutes of the 57th AGM held on 23rd November 2017
5. To receive Hon Treasurer's Report and approve the accounts as set out in the Balance Sheet
6. To appoint an Auditor for the Club
7. The Committee's Report
8. To consider the resolutions (please see separate sheet)
9. To elect Flag Officers for 2018/19 (Nominations List posted on Club Notice Board)
10. To elect Committee members for 2018/19 (Nominations List posted on Club Notice Board)
11. Close Meeting

***** PRIZE GIVING AND AWARDS *****

Informal Meeting

Question and Answer Session

As only those items on the agenda can be discussed at the AGM, there will be an informal question and answer session afterwards. Please ask your questions and give the committee your ideas.

Highcliffe Sailing Club, Sea Vixen, Mudeford Quay, Christchurch, Dorset, BH23 4AB

HIGHCLIFFE SAILING CLUB (“the Association”)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (“**Meeting**”) of Highcliffe Sailing Club will be held at 8.00pm on Thursday, 22nd November 2018 at the Club House to transact the following business:

Resolution 1

To consider and if thought fit to pass the following resolution of the Association in accordance with rule 15.8 of the constitution of the Association:

“That a new clause 14.2 (Winding Up) be included in the Constitution in the following terms:

14.2 The members may resolve to transfer all the assets and liabilities of the Association to a limited company with similar purposes to those of the Association approved by the members and to wind up the Association by a resolution passed at a general meeting by a majority of not less than three quarters of the members attending and voting at the meeting.”

Resolution 2

Subject to the Resolution 1 being passed, to consider and if thought fit to pass the following resolution of the Association in accordance with clause 14.1:

“That the Association be wound up and pursuant to the provisions of clause 14.2)

(a) the assets and liabilities of the Association be transferred to Highcliffe Sailing Club Limited (company registered number 11218056) upon the terms of a draft transfer agreement produced to the meeting and initialled for the purposes of identification by the chairman with the intent that the winding up shall be effective upon the date set out in the transfer agreement and

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(b) the Committee be authorised to make such amendments to the transfer agreement (including any amendment to the effective date of the transfer) as may be necessary to give full effect to the resolution set out in paragraph 2 (a) above”.

Resolution 3

In accordance with Rule 15.8 (altering the Constitution) to amend the Constitution, Bye-Laws and Standing Orders by deleting clauses that are covered by the Articles of Association of the Company, change references to Constitution to Articles and wording to be consistent with the Articles, remove old CASC requirements and bring into line with GDPR and Licencing regulations. These will come into force at the effective date referred to in Resolution 2.

Please note that in accordance with clauses 15.8 and 14.2 respectively of the Constitution of the Association:

- (a) Resolution 1 will be passed if two thirds of the members present at the meeting vote in favour of it; and**
- (b) Resolution 2 will be passed if three quarters of the members present at the meeting vote in favour of it; and**
- (c) Resolution 3 will be passed if two thirds of the members present at the meeting vote in favour of it.**

Date of Notice: Friday, 12th October 2018

By order of the Committee

Highcliffe Sailing Club, Sea Vixen, Mudeford Quay, Christchurch, Dorset, BH23 4AB