

	Col (Retd) J S K Swanston Lt Col (Retd) R A Dudin Lt Col (Retd) P R E Searle Maj (Retd) R A Lewin Maj S J Hart Capt (Retd) H C Vivian Sgt A Hearn	Rear Commodore (Offshore)	
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	Action
<p>Item 1 – Introduction</p> <p>1. The Chairman of the Board of Trustees welcomed the members to the meeting and thanked the Main Committee (MC) for their preparation in advance of the AGM. He also thanked the Governance Review Team for all their hard work that has allowed the continuing transition from Excepted Charity (EC) to Charitable Incorporated Organisation (CIO).</p> <p>2. The Cdre also welcomed the members and echoed the thanks of the Chairman of the Board of Trustees (BoT) and added a big thanks to those members of the committee who contribute to allowing members to get out on the water. He drew attention to the work of the bosuns and thanked them, on behalf of the members, for their hard work.</p> <p>Item 2 – Previous AGM Minutes</p> <p>3. The minutes of AGM 18 were discussed. No amendments were proposed.</p> <p>Item 3 – Previous AGM Minutes - Vote</p> <p>4. A motion was put to the AGM ‘that the AGM 18 minutes were a true representation of that meeting’. The motion was proposed by Lt Col Patrick Clarke and seconded by WO2 Eddie Morrison. The motion was unanimously carried.</p> <p>Item 4 – REYC Governance Review</p> <p>5. Brig Innes introduced the subject by specifically thanking Col Bob Hendicott and his team for leading the governance review so ably. He explained that while 2017/18 had been about preparation, 2018/19 would be about implementation. He explained that the BoT have been familiarising themselves with their new roles and responsibilities. He outlined that the Board remained responsible to the members but accountable to the Charity Commission. Equally, the MC has been adjusting, but have been able to maintain a full racing, sailing, training programme – both offshore and inshore.</p> <p>6. Formation of REYC CIO. The Charitable Purpose was introduced as well as the organisational structure. These can be found at Annex A. Members were also informed that the Constitution that was presented to the Charities Commission (CC) was accepted with no comments, so the constitution that was presented at AGM 18 is now approved and no further vote is required. The concurrent and interlinked activities of the three bodies involved in the transition were briefed by Col Bob Hendicott (Hon RC) as follows:</p> <p>a. Governance Review Group (RG). The RG quickly achieved registration of the new CIO with the CC in May 2018. The Part 1 re-registration of the yachts, less Hebe, was completed and a Managing Agent was appointed and approved by the trustees. It was also briefed that the finalised Deeds of Transfer and arrangements with the MOD to close the Excepted Charity were being prepared.</p>	

b. **Main Committee (MC).** The MC had notified members of the formation of the CIO. The Club asset register and insurance, less items held in the RE HQ Mess, was fully reviewed and the 3 RSME Regt accounting arrangement was closed. Agreement was sought from Corps Funds to hold new accounts there. In order to complete the process the only remaining tasks were an audit of final accounts for the EC, completion of the information for the deed of transfer and the asset register and the activation of new accounting support.

c. **Board of Trustees (BoT).** The Elected Trustees transferred the ownership of the yachts to the CIO, the BoT agreed a form of words for the new rules and a new trustee was proposed in accordance with the governance structure.

7. **Dissolution of REYC EC.** Col Nigel Montagu (Hon RC) outlined the actions required to dissolve the REYC EC.

a. Completion of the Audit Report of the Service Non-Public Fund (achieved this week).

b. Preparation of the Chapter 15 application to the ASPG for the disposal of assets and transfer to the CIO. Col Montagu declared that the document is prepared and ready for signature

c. Submission to ASPG. The submission is planned for next week.

d. Receipt of authority from ASPG.

e. Execute the final Deeds of Transfer to transfer all of the assets to the CIO.

f. Once these are completed the CIO will have assumed all assets and liabilities and the EC will then cease to exist. Original copies of the significant documents will be held by Corps Funds on behalf of the Charity, for auditing purposes for the first full audit of the CIO's accounts.

g. **Timing.** It is thought that ASPG will be able to turn the application around in only a few weeks and Col Montagu intends to visit ASPG with the Corps Treasurer to ensure that there are no complications and that they understand the documentation.

8. **Transfer of accounts.** The mechanics of the movement of the accounts was explained by the VCdre. Margaret Hughes (Corps Accountant) is loading the accounts. The Offshore account ceased trading on 31 Dec 18. The Chatham Branch account is yet to move their Lloyds account, but all accounts will be combined by the end of the year. It is foreseen that the first CC submission for the CIO will take place at the end of the year. The VCdre explained that a combined asset register is implemented and a BOO has been conducted on the Offshore and Inshore account, and the asset register is being kept up to date. Chatham Branch holdings need confirmation. An audit of Silver needs to be completed forthwith by the Hon Sec.

9. **REYC CIO rules.** Lt Col Douglas briefed that the rules required a significant revamp and responsibilities were broken down among the RG and were agreed after 13 related meetings on 26 Feb 2019. The following comments were made:

a. Previous rules were carried forward where possible.

b. Membership categories have been simplified and made easier to administer. Full, Associate and Honorary members have been retained. Reciprocal membership has been introduced to allow for charters to members of other Service yacht clubs, which remains within the objects of the Club. Family, Local Associate and Non-sailing membership is to be absorbed into the other categories.

Chatham Br
Hon Sec

- c. The new rules record aspects of character, ethos and history.
- d. The rules belong to the Trustees, but the association model of CIO means that the members are involved. Rules are in draft format at the moment, and members will have the opportunity to comment on the rules. They will be made available electronically. Comments are invited over a period of 4 weeks (by 30 April). Comments on both errors and matters of substance are welcomed. At the AGM later in the year, the new rules will be able to be accepted by the membership.

10. **Annual Governance Timetable.** Brig Innes briefed that the Club was now having its finances run by the Corps Treasurer, with a year end of 31 Dec. Having an AGM before Easter (traditionally when we've had it) is no longer deliverable in the mechanics of getting everything done. It could in the future be in April/May – at that point all major decisions should have been completed. Alternatively, the AGM could be in September or October time rather than early in the year. Advantage is that the Hon Treasurer is looking at budget for the following year and he should do this before the year start. This is to be briefed at the CIO AGM later in the year.

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11. RC(Regions) requested clarity as to whether the rules are effective as of this meeting. The issue was then discussed by the members at the GM and a motion was discussed that 'The GM believes that these rules should be adopted'. Col Bob Hendicott (Hon RC) stated that the intent was that at this point the new CIO would be moving forward with new rules and a new constitution. The rules should be adopted now, because otherwise we have a new constitution, but old rules that align to the old constitution, which no longer exists. Brig Mike Hill agreed with Col Hendicott; in this case, if any member wants something changed, they can ask for them to be changed. Col James Anderson (Hon RC), speaking for RC(Offshore), mentioned that there is a certain amount of activity required by the Offshore Committee to get its processes aligned with the new rules. Brig Tony Carruth mentioned that parallel organisations and rules could lead to confusion and error and called for a clear resolution that we are going to accept the rules (formally) for a period until they are confirmed. It was noted that a vote is not required, and so Brig Carruth called for direction that the new rules are in place. Brig David Innes (Chairman of the BoT) was reluctant to impose the rules on the membership, despite understanding that they do belong to the Trustees. Col Ross Wilson (Trustee) took a different point of view believing that there was danger in holding two constitutions (EC and CIO), a set of rules for the CIO, and for as long as the funds and assets belonged to the EC its constitution should have precedence. He maintained that this was not sensible and that it also sets a poor precedent if the Club adopts these rules, available to meeting attendees only, without giving all members adequate opportunity to comment. Col Montagu confirmed the funds and assets still belong to the EC. After some discussion, Brig Innes stated that the Club needs to be pragmatic and suggested a proposition.

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12. The Chairman of the BoT's recommendation is that we should adopt the draft rules as of today, and that comments would be welcomed over the next few weeks before endorsement by the trustees. This proposition was put to the members. There was one vote against, three abstentions and all other votes for the proposition, which was carried.

Item 5 – New Elected Trustee

13. Brig David Innes (Chairman of the BoT) introduced a motion to elect a new trustee, Brig Tony Carruth. The motion was proposed by Col Mike Gill (Hon RC) and was seconded by Lt Col Patrick Clarke. The motion was supported unanimously by the members present.

Item 6 – Finance Report

14. **Introduction.** The VCdre introduced the Finance report which accompanied a comprehensive document pack that was made available to members. It included notes to accompany the figures as well as trustee observations. During the 11 month period the Income (£76,404) over Expenditure (£44,577) was £31,827, the most positive for the last 5 years or so. This was caveated by the fact that this was only an 11 month period, with some expected costs lying outside the period. Headlines from the report included:

- a. Moorings income was down, but this is partly due to 11 month period.
- b. Chatham Branch operated at a profit.
- c. Insurance costs have increased due to the insurance review identifying both gaps and crossovers.
- d. No receipt has yet been received from Gift Aid, but a receipt of money is expected from this source.
- e. Balance Sheet. Cash in the bank has increased, but some assets have reduced in value.
- f. Disbursements of H&M Funds were low this year, but accounting changes mean that accessing this money was slower than usual.
- g. Townsend Trust Fund. The value of the TTF has reduced as a result of a reduction of the valuation of Ilex, which the TT holds 15%. Col Anderson briefed that the TT had made a proposal to fund purchase of two Laser 2000 dinghies to allow expansion of sail training. This proposal had been developed by RC(I) in 2018, reviewed and endorsed by the MC and was supported by the TT Trustees. Once the purchase was complete, the TT would be run down (a sinking fund) principally supporting maintenance of the 2 dinghies.
- h. 12 Year Financial Plan. The 12 year financial plan was presented to the members. It is based on a 2 year asset replacement schedule for inshore, and a 5 year asset replacement schedule for offshore. It was noted that the 12 year financial plan takes no account of inflation, so there is a decreasing position of the cash balance of the Club. Accordingly, membership subscriptions, charter rates and other incomes (including challenging the size of grants) may need to be reviewed.
- i. Budgets and Delegations. Budgets are predicated on target incomes and responsibilities, with delegations to the operating centres (Inshore, Offshore etc). Spending is authorised by the Officers of the Club and is actioned by the operating centre Treasurers.

15. Col Bob Hendicott (Hon RC) thanked the VCdre for his efforts in getting the Club accounts to a better state than has been seen for some time.

16. **Finance Report Vote.** A motion that 'The REYC accounts are to be accepted as presented' was introduced. It was proposed by Col Bob Hendicott (Hon RC) and seconded by Brig Tony Carruth (Trustee). The motion was passed unanimously.

Item 7 – Main Committee Reports

17. The Cdre introduced the MC reports by thanking the MC for overseeing the financial aspects of the Club, for keeping the boats and people safe, and for getting members out on the water.

Item 8 – Inshore Report

18. **Report.** The Inshore report is published on Sappersailing.org. Highlights from the Inshore report were briefed by RC(I) as follows:

- a. The RE dinghy team have managed to retain the Lagos Trophy (Army Competition).
- b. The Medway Yacht Club partnership with 1 RSME Regt facilitated by Club Officers continues to be successful with 140 Sappers introduced to dinghy sailing over the last two years.
- c. Finance. The Inshore Committee plan to purchase one new boat this year, another in 2020 and expect to spend £500 a year for maintenance.
- d. The Inshore Committee is keenly watching developments in foiling, which is widely seen as the future of the sport.

19. **Townsend Trust.** Brig David Innes (Chairman of BoT) mentioned that the inshore efforts fit completely with Stan Townsend's aim to get young people sailing. He added that he thought that this was a particularly encouraging report, with exciting looking activities and he gave a formal vote of thanks to RC(I) for an outstanding report.

Item 9 – Offshore Report

20. **Report.** The Inshore report is published on Sappersailing.org. Highlights from the Offshore report were briefed by Col James Anderson (Hon RC) on behalf of the RC as follows:

- a. **Boats.** Ilex is now registered as Ilex rather than Ilex of Upnor, retrieving the Club's ownership of that name. Right Royal is mainly used for cruising as she is comfortable. Her Tacktick instruments have been replaced. Trojan has now had three seasons and has proved very popular; she regularly beats other Army Yacht Clubs on the water. Hebe is not as popular as had been hoped and she has been expensive to run and maintain. She has never run at a profit. Spr Lewis Bird (Bosun) added that he felt that Hebe isn't advertised as well as she could be, and that she has a '*Unique Selling Point*' that no other Service Yacht Club has. Maj Rob Duke added that the money spent on Hebe might just be an inevitable initial outlay.
- b. **Usage.** The proportion of usage of the Club's yachts is approximately 3:1 serving to retired members. The Cdre added that statistics like this are useful for the Sports and Games Fund bids to the Corps.
- c. **2018 Season.** The 2018 season saw the REYC supporting Ex PACIFIC LONGBOW as well as a win of the Dolphin Trophy (Army Cup) at the Army Offshore Regatta. The Club was involved in Cork Week, one of the friendliest events that many have been involved in. Col Anderson also mentioned that this event has an important Defence Engagement and Political dimension to it too. The RESTW remains the primary point of recruitment and was oversubscribed this year, but unfortunately only one VIP visitor (CO 33 Engr Regt) attended. The Cdre agreed that the MC should assist in pushing this event harder.
- d. **Manning.** The Offshore Committee is looking for a secretary, and Maj Murray Smith has been the Racing Sec for 13 years and is looking for a replacement. Cpl Colin Henry has been chosen as the new Senior Bosun. Spr Reeve and Spr Bird are leaving the Army this year. They are competent sailors who have done a lot for the Club. They received a round of applause for their efforts. Capt James Brown is also leaving the Army and is being replaced by Capt Mark Tillman.

e. **Future Events.** Future events include the Fastnet, the Army Offshore Regatta, the Sail Training Week, the Tp Comds' Course, and the Ilex Trophy. Much effort is being done with RORC to ensure both Ilex and Trojan receive their entries into the Fastnet. Their support has been crucial.

f. **Offshore Regt.** While the policy is still in draft, 36 Engr Regt have been chosen to be the Offshore Regt (replacing 22 Engr Regt) and may be a source of an Offshore Sec.

Item 10 – Offshore Fleet Review

21. **REYC Hulls Paper 2019.** The Hulls paper has been published on Sappersailing.org. Questions were sought from the membership regarding the paper which recommends that the fleet should be reduced to a racing yacht and two cruising yachts of between 32 and 36 ft. This would be achieved by selling Hebe and Ilex at the conclusion of the 2019 season, retaining Trojan and Right Royal and the purchase of a suitable replacement for Ilex.

22. **Hebe.** Col Mike Gill (Hon RC) stated that Hebe was a gift and asked if she is ours to dispose of as we see fit. Col James Anderson replied that she was only accepted on the condition that the Club could sell her if it decided that it needed to.

23. **Timing.** The VCdre mentioned that the purchase of a new yacht needs to link with the Nuffield trust grant date. The timing is right now (2020) to go ahead with this. The Cdre added that the thinking needs to be done this year so that a new hull can be found early next year. Col Bob Hendicott proposed that it might be worth thinking about selling Hebe and Ilex earlier, just in case it isn't possible to sell. He added that it would be a shame if we couldn't sell them in time to allow for a purchase of a new yacht.

24. **Type of Yacht.** It was discussed that within the budget available, a new yacht is unlikely and that a medium weight, second hand cruiser racer, would be more likely.

25. **Vote.** The conclusions of the Hulls paper were put to a vote. The motion introduced was that the REYC should take the following approach:

- a. The Fleet should be reduced to a racing yacht and two cruising yachts of between 32 and 36 ft.
- b. Hebe should be sold at the end of the 2019 Season.
- c. Ilex should be replaced at the end of the 2019 Season.
- d. Trojan should be retained as the racing yacht, and Right Royal should be retained for cruising.
- e. A Working Group should be established to identify a suitable replacement for Ilex.
- f. The MC is authorised, subject to financial approval from the Board of Trustees, to proceed with a hull purchase programme within the following parameters:
 - (1) Hebe sold;
 - (2) Ilex sold;
 - (3) A not to exceed financial envelope of £130K.

26. The motion was proposed by Lt Annie Milton and was seconded by Maj Rob Duke. There were two abstentions but all others voted for the motion and the motion was carried.

Item 11 – Regions Report

27. **Report.** The Regions Report is published on sappersailing.org.
28. **Lymington.** RC(R) briefed that the Lymington Meet is on Sat 11 May 19.
29. **RSME.** RC(R) briefed that the relationship between the REYC and RSME (Boats Sect) is improving thanks to RC(I) and Maj Tim Ives' efforts.

Item 12 – Membership Report

30. **Numbers.** The Membership Sec reported there were currently 434 members, including 336 Full Members, which was similar to previous years. The trend towards a greater proportion of retired members continued. The Membership Sec urged members to consider recruiting and retention initiatives, including advice on how to train and qualify as well as sail training and development (requiring instructors).

31. **Membership Sec.** The Membership Sec announced that this would be his last report as Membership Sec as he is retiring from the position. He mentioned that he would be doing the 2019 Yearbook and taking part in the AOR and assisting with the RESTW. He made a plea for suggestions for a new Membership Sec. The Cdre added that it was regrettable that Lt Col Andrew Douglas has submitted his resignation and added that he has been a key link between the retired members and the serving members. He has given sage and useful advice and is a strong enthusiast for sailing. The REYC will be sorry to see him leaving post and any replacement will have big shoes to fill, but will find the job interesting and fulfilling. Brig David Innes added a vote of thanks for Lt Col Douglas' hard work, dedication and time.

Item 13 – Dinner Night Details

32. The Hon Sec briefed on the 2019 Dinner arrangements, which was to be held in the RE Museum. He also briefed that Loyal Greetings had been sent to HRH The Duke of Edinburgh on the occasion of the dinner.

Item 14 – Prize Winners

33. Corps Colours.

- a. Capt James Brown
- b. Lt James Lethbridge

34. Trophies.

- a. **Anderson Trophy.** Capt Curry
- b. **REYC Seamanship Trophy.** Spr Reeve
- c. **Brewer Trophy.** No nomination
- d. **Blagden Trophy.** Lt James Lethbridge
- e. **Jardine Trophy.** LCpl Josh Crisp
- f. **Peter Clarke Memorial Trophy.** No Nomination
- g. **Carlier Plate.** RLymYC
- h. **Torch Trophy.** Col Bob Hendicott MBE
- i. **Avalanche Trophy.** Maj Tim Ives

Item 15 – Club Officers

36. A motion was introduced to elect Lt Col Patrick Clarke as Hon RC. It was proposed by Maj Rob Duke and seconded by Col Bob Hendicott. The vote was unanimous and the motion was passed.

Item 16 – AOB

37. There was no other business.

Item 17 – Date of Next Meeting

38. A provisional date of Thu 27 Jun 19 was set for a brief meeting followed by the BBQ with the RESTW participants.

39. The Cdre thanked the MC, Trustees, Hon RCs and the Bosuns for all their hard work this year. The Cdre closed the meeting.

[Original Signed]

O P R Donaghy
RE Maj
Hon Sec

Annexes:

A. Charitable Purpose and REYC CIO Governance Structure

All other documents can be found on Sappersailing.org.

Charitable Purpose and REYC CIO Governance Structure

Charitable Incorporated Organisation – approved 9 May 18



Charitable Purpose (Object)

- The object of the CIO is, for the public benefit, the promotion of the efficiency of the armed forces of the Crown by:
- a. the provision and support of sailing facilities, equipment and activities for the efficiency and well-being of Service personnel;
 - b. increasing physical fitness of members of the Services through sailing;
 - c. providing opportunities for Service personnel to gain additional experience and develop the military virtues of courage, self-reliance, mental robustness, endurance and leadership relevant to their jobs;
 - d. encouraging esprit de corps and fostering high morale through representation in sporting competitions;
 - e. providing an association which supports the Corps of Royal Engineers and enables serving and former members to mix together, and creating opportunities for mentoring junior leaders by older, more experienced members.

Proposed REYC governance structure

