

Brigadier L K Ford MBE



RAYC/Cdre/DO

**Commodore  
Royal Artillery Yacht Club  
ACOS J5  
SHAPE  
BFPO 26**

Telephone: +32 6544 6847/6  
NATO email: [KarlLudwig.FORD@shape.nato.int](mailto:KarlLudwig.FORD@shape.nato.int)  
Personal email: [Karlford9@gmail.com](mailto:Karlford9@gmail.com)

10<sup>th</sup> October 2016

*Dear fellow member of the RAYC,*

### **INCORPORATION – AN UPDATE TO ALL CLUB MEMBERS**

At the AGM on 25 February 2016, the Committee were given the authority to take forward incorporation of the RAYC into a Company Limited by Guarantee (CLG), with the objective of providing the committee members, and the membership generally, considerable legal protection from claims by third parties such as suppliers, employees, volunteers or members of the public affected by the RAYC's activities.

We therefore engaged a company to produce articles for the new RAYC CLG. These articles have been scrutinised (and as a result extensively modified) by the RAYC Committee As well as being subject to legal advice from an unbiased solicitor engaged for this purpose. She confirmed that incorporation would be the best way forward and agreed that the articles were suitable for us. The articles have been placed on the RAYC website.

I am delighted to inform you that the company has now been formed, is registered with Companies House and, once the accounts and assets have been transferred, will begin trading.

I would like to re-assure you that this transformation will not in any way affect the sailing facilities that the RAYC currently offers. Soldiers will continue to be able to take part in adventure training exercises on our yachts; our members will have the same access to the yachts and dinghies that they currently enjoy; the rules for membership will remain the same as they are now; and we will still be eligible to benefit from grants from the Regiment, Army Welfare and other sources.

That said, there will be a change in the way we manage the Club. The running of the RAYC will lie with a Board of Directors who will have a range of governance responsibilities. The RAYC Committee will continue to act in an operational and advisory capacity but the responsibility for delivery will lie with the directors. Initially, there will be four directors: the Commodore, the Vice Commodore, the Honorary Secretary and the Honorary Treasurer. Other directors may be appointed as required.

You may justifiably ask how incorporation affects the membership – to summarise:

- a. There will be no change in the operation of our sailing activities.
- b. The membership rules remain the same, as does the subscription charge.
- c. All current paid up members of the RAYC, regardless of their membership status, will become members of the new RAYC CLG unless they opt out. Subscriptions by standing order or direct debit will be transferred to the new company account.
- d. Members are legally obliged to agree to a liability, limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up (a highly unlikely event).
- e. There are rules regarding the appointment procedure and length of the term of office of the directors (similar to the present rules) in the articles. Appointment of directors will be subject to ratification by the AGM. There are no changes to the current rules on the appointment procedures of Flag Officers.
- f. There will be no change on the conduct of the AGM other than allowing proxy votes. The AGM will have the authority to make resolutions which are binding on the directors. The accounts will be submitted in a different format.

Currently, the only communication we regularly have with members is by way of the Year Book, which in the past was mailed to members annually. In 2015 this, and the accounts, were placed on line. In future, all accounts and reports may be communicated to members by posting them on the website, having drawn members attention to such postings by way of an email. We are legally obliged to ask each member whether the RAYC may send documents and information generally (or specific documents such as the annual accounts and report) to the member concerned by posting them on the RAYC website or by email to their elected account held by the Membership Secretary. Members wishing to take advantage of electronic communication should contact the Membership Secretary with their email address (unless already registered) stating their consent to this form of communication. Consent is deemed to have been received unless notice is given to the membership secretary by the member concerned within 28 days of receipt of this letter.

I commend that you read the Articles of the company which are posted on the website. ([www.rayc.org](http://www.rayc.org)) Should you require a written copy, you are asked to send a stamped addressed A5 envelope to the Honorary Membership Secretary.

At the last two AGMs there was much discussion on how we should gain protection for our Committee, Trustees and members against the possibility of legal action being taken against us. After much deliberation the consensus was the formation of a CLG and your Committee has worked hard to implement this. There will be some minor changes in the management of our affairs, but members should see no change to the active and energetic way we operate our sailing activities. I hope that you will all support this progressive move.

Yours crew  
