



Incorporation Working Group Report to 2026 AGM

After the members' vote at the Special General Meeting to undertake the process of incorporating HISC as Hayling Island Sailing Club Ltd, a Company Limited by Guarantee, the work to implement this has been ongoing.

The main tasks undertaken have been:

- Preparing the land and property ready transfer from the Trustees to the Company. The presence of an Agreement about potential (but unlikely) future development profit on the land we bought in 2019, which needed the agreement of the other party to complete the transfer to HISC Ltd, is creating some additional cost and complexity.
- Registering Directors of the Limited Company (currently John Message, Graham Williamson and Sarah Mitchell) with Companies House.
- Preparing GC members to take on the new role of Company Directors.
- Preparing the documents to effect the transfer of the club's operations to the Company.
- Consulting and preparing the transfer of staff under TUPE.
- Preparing membership records to produce the requisite list of Voting Members.
- Planning the meetings which will effect the transfer.
- Checking that the Articles and Rules approved at the Special General Meeting remain applicable and correct as the processes above are completed.
- Preparing leases and contracts to transfer to the Limited Company.
- Preparing changes to club documentation, website and Facebook.

From the outset, it was highlighted that dealing with our bankers has become increasingly difficult and was a key driver for the project. This has been evident while setting up the Bank Accounts which has been a painful and tortuous process, and only progressed after a formal complaint was raised. As we write now on 4th October we have completed all the tasks asked of us, and have just received confirmation that the new account is open, and are awaiting the issue of new account details. We have been assured that these will be with us before our target incorporation date of the 2nd November.

All other tasks have either been concluded, or are on track for us to complete the transfer to the new company on Monday 2nd November. Subject to confirmation from the bank, on that day the final meeting of the current General Committee will take



place, at which the approval to transfer will be signed. The meeting will immediately be followed by a Board Meeting of Hayling Island Sailing Club Ltd at which the current Directors, John, Graham and Sarah, will appoint the current General Committee Members as Board Directors. The new Directors will then sign off the receipt of the Clubs' assets and Operations, and adopt the Articles and Rules that the members approved at the SGM in April 2026. Graham Williamson will resign as a Director, and the new Board will assume management of the club's operations. Rod Carr and Tim Hancock cease to be Trustees at this point, and Mike Massey has opted to continue and become a Director. Enormous thanks are due to Tim and Rod for their sterling work on behalf of the club over many years.

Members of HISC will automatically transfer to the Company on the 2nd November.

A key benefit of HISC Ltd becoming a Company Limited by Guarantee, is that in the remote event that the company is ever subject to a claim each members' liability is limited to £1. Each member is required to guarantee that they would contribute that £1; given the nominal amount involved, and the time and effort that would be required to get each member to sign a specific form, it has been agreed with our lawyers that payment by a member of their annual subscription, whether by Direct Debit or as a single payment, will be deemed as acceptance of the £1 Guarantee commitment.

Membership Subscriptions will fall due in January as usual. Direct Debits will automatically be drawn from the new account, and members paying by bank transfer will be given the new account details to send subscriptions and fees into. Payments onto members' club cards through ESP will be unaffected.

The terrific work done by the Working Group of Helen Everest, Caroline Alster, Graham Williamson, John Message, James Yearsley and Chris Bamforth has kept the legal costs of incorporation to a minimum, and the project has been completed within the original budget floated when this was first proposed. The very substantial contributions of Helen and Caroline in particular deserve special mention.

The completion of the transfer of HISC to Hayling Island SC Ltd is a major milestone in the life of the club, and will provide valuable protection to current and future members, and help secure our fantastic club for the generations to come.

Incorporation Working Group

8th October 2026