

Sailing for the Disabled – Manx Charity No. 325

Resolution to Dissolve The Charity in accordance with The Constitution Article 31.

It is proposed to convert the Trust, Manx Registered Charity 325 “Sailing for the Disabled” (SFTD) into a charitable company limited by guarantee, named “Sailing for the Disabled”.

The Charity’s Constitution allows for the Charity to be dissolved in accordance with Articles 31 and 31.2, subject to the approval of members; see below:

Dissolution

31. If at any time the members at a general meeting decide to dissolve the Charity, the Trustees will remain in office and be responsible for the orderly winding up of the Charity’s affairs. After making provision for all outstanding liabilities of the Charity, the Trustees apply remaining property and funds in one or more of the following ways:

31.1 directly for the objects

31.2 by transfer to one or more other bodies established for exclusively charitable purposes which are within, the same as or similar to the objects

It is proposed that the conversion takes place on 1st April 2022, so approval of members at the General Meeting on Wednesday 17th November 2021, is requested to enable the Trustees to make application to the Attorney General to wind up the Charity’s affairs and convert to a charitable company limited by guarantee.

Notes to support the Resolution

It is considered best practice for charities in the Isle of Man to be incorporated, in the form of a company limited by guarantee, if they provide services to users, as is the case with SFTD.

Inclusion of the charity under a limited company structure will limit the personal liability and risk to the Charity’s members and trustees in case of potential third party claims, e.g. for damages for personal injuries, damage to other vessels and claims for breach of contract by a supplier of goods or services.

The limited company “Sailing for the Disabled” will be private company formed under the Isle of Man Companies Act 1931 to 2004, no shares will be issued.

The existing charity constitution will be adopted and will apply to the new company. For members and donors, Sailing for the Disabled” will have the same look and feel.

Interim directors will be appointed by the current charity’s committee and retire at the next AGM in Qtr 3/4 2022, at which time, new directors will be proposed for members’ approval.

Current charity members will become members of the new limited company.

Some further details of the proposed conversion are included in the attached papers, including answers to potential questions.