



Association of UK Course Measurers

Chairman: Hugh Jones

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Notice of Special General Meeting

A Special General Meeting of the Association of UK Course Measurers will be held on

Saturday 4 February 2017 in the Priory Rooms, 40 Bull Street, Birmingham, B4 6AF, commencing at 10:30 am.

Members may also attend as observers the meeting of the Course Measurement Working Party (CMWP) following the SGM. The meetings will finish by 12:30 pm.

AGENDA

1. Motion to dissolve the Association in its present form and transfer operations and assets to a new company limited by guarantee. The company name will be the Association of UK Course Measurers. (Background details are given on page 2.)

All members wishing to attend the SGM must notify the Secretary by **Friday 27 January 2017** so that seating and security arrangements can be made. Members wishing to claim the travel subsidy (details given in email notification) must notify the Secretary by **Monday 30 January 2017**.

Background Details.

As a result of correspondence between Mike Sandford and runbritain, we received strong advice from Muckle LLC (England Athletics solicitors) that AUKCM should become a company limited by guarantee. This would protect CMWP members from the possibility of becoming personally liable for a claim against AUKCM. The liability of members would be limited to £1.

England Athletics offered to meet the costs of legal advice and support by Muckle LLC in transferring our operation to a limited company. CMWP took a majority decision to proceed on this path on 9 September 2016 and we have agreed Articles of Association for the new company.

The following extract from the preamble to the asset transfer agreement explains the current situation.

(A) The Unincorporated Association Trustees consider that the Objects of the Unincorporated Association would be best achieved through the transfer of the Undertaking to the Company as its corporate successor and the Unincorporated Association has promoted the establishment of the Company with appropriate objects for this purpose.

(B) The Unincorporated Association Trustees have resolved, in accordance with the Constitution and pursuant to the Objects, to effect such Transfer on the terms of this Agreement and have delegated authority to complete this Agreement (and any ancillary documents).

(C) The directors of the Company have resolved, pursuant to its charitable objects, to accept such Transfer on the terms of this Agreement.

(D) It is intended by the parties that the Transfer shall not affect the operation, management or activities of the Undertaking and that the Unincorporated Association shall be dissolved following the Transfer.

CMWP members have signed a Memorandum of Association to form the company. This is being submitted to Companies House and the new company should be incorporated by mid-January. The directors of the company will be the CMWP members.

The motion on the Agenda will give authorisation for signature of the asset transfer agreement and subsequent winding up of the unincorporated association.