



Association of UK Course Measurers

Chairman: *Hugh Jones*

Secretary: *Phil Holland*

Minutes of Special General Meeting

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

Present: Chairman, Treasurer, Secretary and 8 other members.

Apologies: 6 apologies received.

1. Dissolution of the Association

The following resolution was proposed by the Committee:

1. That the operations and assets of the Association in its present form be transferred to a new company limited by guarantee. The company name to be the Association of UK Course Measurers.
2. That the Association in its current form be dissolved following the transfer of assets as provided by Clause 11 of the Constitution of the Association.
3. That Committee members be authorised to sign the Asset Transfer Agreement.

Phil Holland quoted the following extract from the preamble to the asset transfer agreement to summarise the action.

(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.

He reported that the Committee resolved to proceed with the transfer on 9 September 2016 and the new company had been registered at Companies House on 26 January 2017.

The resolution was **passed unanimously**. (Hugh Jones and Ken Kaiser had been authorised by CMWP to sign the Asset Transfer Agreement.)

The meeting closed at 10:50 am.