

# AMATEUR SWIMMING ASSOCIATION NORTH EAST REGION

## (Swim England North East)

*A resolution to incorporate Amateur Swimming Association North East Region, which will involve transferring the Region's assets and activities to a new not-for-profit limited company provisionally called "Swim England North East Limited".*

### RESOLUTION

(1) The members of AMATEUR SWIMMING ASSOCIATION NORTH EAST REGION authorise the Region's Management Board ("the Board") to take all necessary steps to incorporate the Region as a company limited by guarantee, provided all the following conditions are met.

*Note: 'The Region' refers to the existing unincorporated organisation called Amateur Swimming Association North East Region, trading as Swim England North East, and 'the company' refers to the new company limited by guarantee.*

The conditions are:

- a) that the company is registered at Companies House with Articles of Association that have been approved by the Region's membership
- b) that the Region will transfer its activities to the company and the company will continue these activities
- c) that no price will be payable to the Region by the company for the transferred property
- d) that the company has agreed to accept the property of the Region on the terms stated
- e) that all necessary consents have been acquired from third parties (if any)
- f) that on the Transfer Date (a date to be established by the Board following the company's registration) the Region shall deliver to the company all its cash and assets and shall assign all contracts and debts to the company
- g) that from the Transfer Date the company shall undertake and perform all contractual obligations of the Region
- h) that from the Transfer Date the Region appoints the company as its agent to collect in outstanding debts and discharge outstanding obligations
- i) that the company shall indemnify the Board of the Region against any liabilities which may arise from actions taken prior to incorporation, except for any which may arise as a result of fraud or gross negligence on any individual's part.

(2) Once the transfer of assets and activities has been completed, the Board is authorised to close the Region's bank accounts, and the unincorporated association Amateur Swimming Association North East Region shall cease to exist.