



LYMINGTON COMMUNITY ASSOCIATION ("the Charity")

(Charity registered number 301880)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS GIVEN that a Special General Meeting of the Charity will be held at Priestlands School, North Street, Pennington, SO41 8FZ on Thursday 5th September 2019 at 6 pm, registration from 5.30pm to consider and if thought fit to pass the following resolutions:

RESOLUTION 1. AMENDMENT TO THE GOVERNING DOCUMENTS

Pursuant to section 280 Charities Act 2011 and the provisions of the Constitution of the Charity dated 18th May 2012, the administrative provisions in the conveyance dated 9th August 1948 relating to the sale of Lymington Community Centre be amended by the deletion of the first sentence of Clause 5 ending with the words "the Council may let or sell the said premises or any part thereof" and its replacement with the words:

"The Trustees (as defined in the Constitution of the Lymington Community Association dated 18th May 2012) may let or sell any freehold or leasehold property held by or on trust for the Lymington Community Association (charity registered number 301880) provided that any sale is approved by a majority of not less than two thirds of the members of Lymington Community Association present at a general meeting and who are

- (a) entitled to attend and vote on the resolution; and
- (b) vote upon the resolution".

RESOLUTION 2. INCORPORATION BY THE TRANSFER OF ALL ASSETS AND LIABILITIES TO A NEW CHARITABLE INCORPORATED ORGANISATION

- (a) The Trustees shall be authorised to transfer all the assets and liabilities of the Charity to a newly formed charitable incorporated organisation ("CIO") with a constitution in the form of the draft produced to the meeting and initialled by the Chair, subject to such amendments as may be required by the Charity Commission.
- (b) The Trustees shall be authorised to:
 - (i) transfer the freehold of the Centre and all other assets and liabilities of the Charity to such CIO;
 - (ii) execute such documents and to do all such other acts or things as the Trustees may be advised are appropriate to effect the transfer of the freehold of the Lymington Community Centre and all other assets and liabilities of the Charity to the CIO;
 - (iii) execute an indemnity by the CIO in favour of the Trustees against any liabilities properly incurred by the Trustees in their capacity as Trustees of the Charity provided that such indemnity shall be limited in amount and scope to the indemnity to which they are entitled by law from the assets of the Charity.

FOLLOWED BY OPEN FORUM DISCUSSION

Notes:

1. Each Resolution requires a majority of not less than two thirds of the members present at the meeting and who are
 - (a) entitled to attend and vote on the resolution; and
 - (b) vote upon the resolution".

2. If Resolution 1 is not passed, Resolution 2 cannot be put to the meeting.