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**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ADUR COMMUNITY LEISURE**

COMPANY NUMBER 5386540. REGISTERED CHARITY NUMBER 1112020

RESOLUTIONS

The following Resolutions were passed at a members meeting held in the de Brock suite, Lancing Manor Leisure Centre on 16th March 2015 at 6 30pm

Background

The Members noted that

- Adur Community Leisure ("ACL") and West Chanctonbury Recreation Association ("WCRA") are both incorporated as companies limited by guarantee and registered charities
- ACL and WCRA have compatible charitable objects
- The Trustees of ACL and WCRA have determined that the objects of both organisations can be better fulfilled by merging and operating as a single charitable entity and have carried out and completed a thorough due diligence exercise to their respective satisfaction
- The Trustees of ACL and WCRA have accordingly agreed to merge the two organisations by way of a transfer of assets and liabilities from WCRA to ACL
- The Charity Commission's consent is not required to the merger but has been notified of the proposal in accordance with good practice

Resolutions

The Members of ACL have passed the following Resolutions

Resolution 1

To approve the merger between ACL and WCRA with an effective date of 1 April 2015, by the transfer of the assets and liabilities of WCRA to ACL, being, in the view of the Trustees, the most effective means of fulfilling the objects of both ACL and WCRA in the future

Special Resolution 2

To approve the changes to the Memorandum and Articles of Association for ACL, including in particular, the objects clause

Resolution 3

To approve the Merger Agreement between ACL and WCRA being based on the heads of terms already agreed and entered into by ACL and WCRA

Resolution 4

To approve the composition of the board of ACL and, in particular, the appointment of the following individuals as Trustees and Members of ACL with effect from 1 April 2015

THURSDAY



A30 "A47EFZQB" 14/05/2015 #189
COMPANIES HOUSE

- John Seymour (JS)
- Philip Pickard (PP)
- Beth Gale (BG)
- David Daley (DD)
- Stephen Kibblewhite (SK)
- Juliette Lester (JL)
- Malcolm Roberts (MR)

Resolution 5

To accept the residual assets of WCRA once it has been wound down and dissolved

 - Wilson

Chairman