



President Roger Downing

Minutes of the Swim England South West Region Special General Meeting held via Zoom on 21ST March 2021 at 1400 hours

Present:

10 Board members, 10 Counties representatives, 5 Past Presidents/Life Presidents, 4 Discipline representatives, 42 Club representatives & 3 Regional Staff (non-voting)

The Chair welcomed everyone to the meeting and explained the rationale around becoming incorporated.

Questions/comments were invited:

Barry Wilkins (Devonport) commented that is seemed the sensible thing to do.

Dennis Toogood (PP) enquired who the directors would be and the Chair informed him there would be the current Chair, Vice Chair and the Finance Officer plus nominations from each county.

Nicholas Tod (Gloucs County Sec) enquired where he could find the articles – Brian Armstrong sent him a copy of the email which contained them.

Jackie Petherbridge (Exeter City committee member) asked where the background information could be found regarding the Chair, Vice Chair and Finance Officer and was told this can be found on the website.

Jackie also enquired about the rationale for setting the company up prior to this meeting to which the Chair responded it was in order to obtain the name we required.

Jeremy Dudley (Gloucs County Treasurer) asked if there were any particular drawbacks to becoming incorporated and the chair responded that there were none so far as can be seen at this time.

Kim Scotting (Horton & Broadway) asked how it will affect clubs to which the response was it will not affect the clubs in any way.

When asked if Club constitutions would need amending it was stated that whether incorporation goes through or not the Counties would need to amend their constitutions as the regional constitution will need to be amended to accommodate new procedures introduced by Swim England.

Do clubs need to become incorporated? The recommendation from Sport England is that if a club has paid employees or other assets it would advise them to.

Will directorship be linked to SW Region posts – it will remain as before and Chair Finance Officer and Vice Chair will change every 4 years and county appointments will be made every three years.

Rachel Smith (Bath Dolphin) enquired as to the cost involved in becoming incorporated. The chair responded the initial outlay was £12.50 paid to Companies House plus £350.00 to have the Articles reviewed.

In no way would this affect the finance down the food chain to grass roots swimming as it is to protect the volunteers.

Nadine Honeybun (Wareham) asked how it protects and Nicholas Tod (Gloucs County) explained how the volunteers would be protected. Currently, if anyone chose to sue the

Region they would sue the officers as individuals. By becoming incorporated the company would be held responsible.

Jackie Petherbridge asked if all of the individual directors are aware of their own personal obligations which will arise once they become a director of a formal company, such as tax returns. It was explained that they will be non executive directors , with no income from this Company and therefore for a tax return the figure will be nil.

Colin Trudgeon asked if the region would reimburse Directors if they incurred any costs relating to completing a tax return, Mrs C.Robinson stated that the Region not cover these costs

Post meeting note:

<https://www.taxfile.co.uk/2020/11/as-a-director-do-i-need-to-file-a-self-assessment-income-tax-return/>

HMRC now states that where all of a director's income is taxed at source and there is no other sources of income, then there is no need for them to register for self-assessment and to file a return. If as a director you have been requested to submit a self- assessment tax return, but have no other taxable income to report, then you can request for that notice to file to be withdrawn.

At present the auditors will be the same as used before but going forward this will be reviewed.

Robert Margetts suggested that we now vote on the Resolutions

RESOLUTION (1)

The members of AMATEUR SWIMMING ASSOCIATION SOUTH WEST REGION authorise the Region's Management Board ("the Board") to take all necessary steps to incorporate the Region as a company limited by guarantee, and to arrange for new banking accounts in the new company, provided all the following conditions are met.

Note: 'The Region' refers to the existing unincorporated organisation called Amateur Swimming Association South West Region, trading as Swim England South West, 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 because of fraud or gross negligence on any individual's part.

Robert Margetts proposed Resolution 1
Sue Dors 2nd this proposal

Vote was 96% in favour

Resolution 1 carried
Proposed date for Incorporation by board – 01.05.2021

RESOLUTION (2)

- a. Once the transfer of assets and activities has been completed, the Board is authorised to close the Region's bank accounts, transfer all sums to the new company's bank accounts and the unincorporated association Amateur Swimming Association South West Region shall cease to exist. Consequential changes are made to the existing constitution.*

Gerry Griffin proposed Resolution 2
Sue Dors 2nd this proposal

Vote 99% in favour

Resolution 2 carried
Meeting concluded – SGM now complete

The meeting was closed by the Chair and then the following meeting was brought to order with the same attendees.

A GENERAL MEETING

OF

Swim England South West Limited

Company No. 12563251 ("The Company")

A General Meeting of the Company was held via Zoom on the 21st day of March 2021 at 2pm - immediately following the Special General Meeting of Swim England South West Region where the decision was taken to progress with incorporation with effect from 1st May 2021.

Mrs Christine Robinson, currently the sole Director of Swim England South West Ltd was in attendance with 71 members of Swim England South West Region.

To support this decision the following resolution was proposed as a Special Resolution (and will be reviewed in conjunction with all ancillary documentation):

SPECIAL RESOLUTION:

1 **THAT** the regulations contained in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof.

By order of the Board

Gerry Griffin proposed the Special Resolution
Paul Robbins 2nd this proposal

Vote 97% in favour

The Chair closed the meeting at 14.55 and thanked everyone for attending.

Before everyone left Chrissie Robinson also advised everyone the last ACM for the Region will be held on 25.04.2021

She also took the opportunity to advise the members present that Chris Tremellen and Robert Margetts had made the decision to stand down from the Swimming Committee following the ACM.

Chrissie thanked Robert again for his years of dedication and service to the sport.

David Flack also echoed this thanking Robert Margetts for all he has done for swimming over many years for the region and also on behalf of Swim England Board.

This will mean that a new Regional Swimming Manager, as well as a Swimming Events Co-Ordinator will be needed by the Region before any competitions will be able to be hosted by the Region.