

FROYLE NATURE CONSERVATION GROUP

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

AT 7.30PM IN FROYLE VILLAGE HALL ON THURSDAY 16th MARCH 2017

Notice is hereby given of an Extraordinary General Meeting of Froyle Nature Conservation Group (“the Group”), to consider and, if thought fit, to pass the following resolutions:

1. To approve the transfer of the activities and assets of the Group to Froyle Wildlife in consideration of Froyle Wildlife assuming the liabilities of the Group;
2. To agree that the current membership of the Group be transferred to become the membership of Froyle Wildlife;
3. To approve the winding up of the Group.

EXPLANATORY NOTES

Froyle Wildlife has been set up as a Charitable Incorporated Organisation, a form of limited company designed specifically for charities, in order to provide protection for the members and trustees against any liabilities arising as a result of the activities of Froyle Wildlife, including in particular any liabilities arising from association with the wildlife pond in Froyle Park.

Under an agreement to be concluded between the Group and Froyle Wildlife, the Group will transfer all of its activities and assets to Froyle Wildlife in exchange for Froyle Wildlife taking on all the liabilities of the Group. In substance, apart from the limitation of liability and the need to observe a few additional formalities, nothing will change in terms of the activities of the Group. There may be advantages from Froyle Wildlife being a charity. Resolution 1 authorises the Management Committee to enter into the transaction with Froyle Wildlife, in accordance with an agreement between the two organisations (Froyle Wildlife’s trustees are the same people as those on the Management Committee).

It is assumed that the current membership of the Group will wish to continue to be members of Froyle Wildlife. Resolution 2 allows for the current members to become members of Froyle Wildlife.

Following the transfer of the Group’s activities and assets to Froyle Wildlife it will have nothing left and no members, and so Resolution 3 allows it to be wound up.

All resolutions require a simple majority to be passed.