

Step plan for incorporation

TASK	RESPONSIBLE
Preparatory	
Appoint professional advisor(s) to approve plans and executions of those plans for an agreed fee.	Club
Plan informal member consultation to obtain agreement in principle to proceed.	Club
Consult and inform any employees pre incorporation and write to them post incorporation.	Club
Decision to be taken on structure of incorporation (Charity vs CLG).	Club
Issue notices and hold relevant general meetings to agree incorporation with members.	Club
Rules & Bye Laws	
New Club rules to be reviewed and rewritten by the Club. To be approved in line with Articles.	Club
Reviewing the Club's proposed amended rules/bye-laws to ensure consistency with the new articles.	Club
Decide board, club, and committee structures.	Club
Identify proposed first directors of Newco and advise board members to be of Corporate responsibilities.	Club
Attending to the adoption of the new articles and appointment of directors.	Club
Obtain and provide property title information.	Club
Identify any third party charges over Club assets.	Club
Arrange 1st Board meeting and send minutes to professional advisors along with signed transfer agreement for Companies House info.	Club
Legal	
Incorporation and registration of new company at Companies House.	Lawyer

Prepare draft Notice of General Meeting and members' resolution to approve the Incorporation.	Lawyer
Draft Business and Asset Transfer Agreement to govern transfer of Club assets to Newco.	Lawyer
Registration of transfer of title of property to NewCo with Land Registry.	Lawyer
TUPE considerations and actions list to draft and implement (inc staff pensions agreements).	Lawyer
Accounting and Tax	
Obtain CGT tax clearance.	Tax Adviser
Confirmation no SDLT due.	Tax Adviser
Agree accounting reference date.	Club
Register new company for VAT and PAYE as appropriate.	Tax Adviser
Commercial	
Identify third party contracts requiring special consideration e.g. inform licensing authorities of change of status.	Club
Re-issue employee contracts.	Club
Advise banks of incorporation plans and set up new bank accounts as necessary as well as new online banking facilities.	Club
To change: membership application forms, website, printing stationery, etc.	Club
Notify insurers of incorporation plans and dates with change of insured party (to Newco) immediately upon completion.	Club
Notify suppliers – especially any with credit terms - of change of status e.g. brewery.	Club