



**CLIFTON COMMUNITY ARTS CENTRE LIMITED**  
**ANNUAL GENERAL MEETING**  
**Civic Offices, Larkin Way, Wellington, Telford TF1 6QP**  
**22<sup>nd</sup> July 2016 at 6.30 pm**

**Present:** Bill Graham - Chair  
 Fiona Hunter - PR &Media  
 Lee Dargue - Outreach Youth and Communications  
 Ray Hughes - Finance  
 Jackie Evans -Taking Minutes

**Invitees: Members:** Adrian Harris, Byron Grainger-Jones, Sue Robinson, Joan Tilly, Terry Boxall, Sue Harris, Pauline Davies, Joy Clayton, John Clayton, Margaret Eatough, Ann Dewhurst, Mary Richards, Dave Weston, Richard Kemp, Susan Hadley, Beryl Watson, Mayor Cllr Phil Morris-Jones, Hilary Rainford

**Non-Members:** Amy Dourward (Shropshire Star), Andrew Hewkin (BBC Radio Shropshire), Sharon Williams, Alison Rhodes, Kevin Tanner, Chris ? S. McInts?

No.	Item	Action
1.0	<b><u>Chairman's opening remarks</u></b>  Bill Graham Chair opened the meeting by welcoming all present and introducing the Board.	BG
2.0	<b><u>Taking of attendees and apologies for absence</u></b>  Apologies received from: Jacky Cooper, Robert Cooper, Anne Liston, Wayne Beese, Cllr John Alvey, all were invited guests.	ALL
3.0	<b><u>Minutes of the last meeting and matters arising</u></b>  Chair Bill Graham read through the Minutes from the last meeting. The Minutes were duly agreed and signed.	BG ALL
4.0	<b><u>Adoption of accounts</u></b>  Chair BG formerly thanked Ray Hughes for getting these in order.  <ul style="list-style-type: none"> <li>• Ray stated he in turn was very grateful to local accountants Tranter Lowe for attending to these on a pro-bono basis. He reminded all present that at the EGM members had voted to dispense with a formal audit which would have cost approx. £3000 and to accept a report by the accountants. This was more detailed than last year and has been done on a formal accrual's basis in accordance with established accounting process. He also reminded all present that we are governed by the Community Benefits Societies Act 2014.</li> <li>• Ray pointed out that on Page5 (profit/loss) amounts are down from 2014 the main reason for this being a change of basis. Page 8 also reflected various prior year adjustments to reflect profits of previous years. Also the 2015 grant from</li> </ul>	BG  RH  RH

	<p>the Co-Op will not be expended until 2016. The run-on could therefore be expected to be more or less even from one year to the next.</p> <ul style="list-style-type: none"> <li>• The Film Festivals are very popular income was up from these but donations are down. The profit from film shows was approx. £1500 and we anticipate similar this year.</li> <li>• Chair BG made a formal vote of appreciation to Wellington Town Council for £1000 grant.</li> <li>• Ray noted we had also had a £1000 from Veolia which would be used this Autumn for the Foreign/Four Continents Film Festival, reflected in creditors</li> <li>• FH also thanked Cllr Phil Morris Jones for £1000 from the Mayor's Charity 2015, which will come into next year's accounts</li> <li>• Ref creditors we had made one late payment due to circs. beyond our control</li> <li>• The balance sheet shows £5802 in the Revenue acc. and £31,834 in the Shareholder's acc.</li> <li>• We are requested by law to display the balance sheet and this is held at our registered office Wellington Town Council.</li> <li>• Proposal to adopt the accounts and the re-appointment of Ian Davies of Tranter Lowe as the Auditor, made by Terry Boxall seconded by Sue Harris. Carried by unanimous vote.</li> <li>•</li> </ul>	<p>BG</p> <p>FH</p> <p>ALL</p>
<p><b>5.0</b></p>	<p><b><u>Application of Profits</u></b></p> <p>Ray explained there are basically 3 ways to apply profits:</p> <ul style="list-style-type: none"> <li>• Carried to general reserve for the continuation and development of the Society</li> <li>• Pay members interest</li> <li>• Donate to another body</li> </ul> <p>Members voted unanimously to plough any profits back into the organisation for the development of the project. Proposer: Byron Grainger-Jones Seconder: Pauline Davies</p>	<p>RH</p> <p>ALL</p>
<p><b>6.0</b></p>	<p><b><u>Appointment of Directors and Accountants</u></b></p> <p>The member/s standing down from the Committee who were prepared to be re-elected to the Board were: Fiona Hunter. (1/3<sup>rd</sup> of the Board are required to stand down by rotation for re-election each year)</p> <p>There were no objections to the names put forward. It was proposed that the Board be re-elected as listed:</p> <p>Bill Graham Lee Dargue Ray Hughes Fiona Hunter</p> <p>Re-election of Fiona Hunter Proposer: Jackie Evans Seconder: by Bill Graham. Carried unanimously.</p> <p>Re-appointment of Ian Davies from Tranter Lowe as the Accountants Proposer: Bill Graham Seconder: Ray Hughes. Carried unanimously.</p>	<p>ALL</p> <p>JE</p> <p>ALL</p>

<p>7.0</p>	<p><b><u>Motions*</u></b></p> <ul style="list-style-type: none"> <li>• Motion 1 – that the Society should explore the possibility of acquiring an alternative site or sites in the event that the Clifton site cannot be secured and that the share offer should be revised on that basis.</li> <li>• Motion 2 – that the revised share offer will not be time limited and will be open to new members.</li> <li>• Motion 3 – that existing members will be allowed at the discretion of the directors to withdraw their existing shares by giving notice within three months of the relaunch date but thenceforth withdrawals of any shares will only be permitted at the discretion of the directors.</li> <li>• Motion 4 – that the Society’s rules shall be amended to show the cap on the interest rate on borrowings to be the higher of 5% and the Bank of England base rate</li> <li>• Motion 5 – that the Society’s rules shall be amended to show that any profits generated by the Society can only be applied towards the future development of the society.</li> </ul> <p><b>* see notes on discussion separate sheet attached.</b></p>	<p>ALL</p>
<p>8.0</p>	<p><b><u>Any Other Business:</u></b>  <b><u>Fundraising</u></b>  <i>We will look at all ways of fundraising:</i>          BG informed that we would re-draft the Share Offer booklet</p> <ul style="list-style-type: none"> <li>• <i>Shares would be re-launched 30<sup>th</sup> July at the BBQ at ‘The Pheasant’ in Wellington, Clifton beer would be available profits to the project by kind agreement of the Landlord.</i></li> </ul> <p>Joy Clayton commented that perhaps there should be different levels for shares e.g. corporate level? Members felt the £10 starting level was sufficient as any amounts could be bought but that this is something for the Board to consider at the next meeting.          Fiona to check the legal position on addendum to existing share booklets/certs but SH was clear that a re-issue of share certs would not be necessary as existing shares are still valid.</p> <ul style="list-style-type: none"> <li>• <i>Beer Mats</i> now also for sale along with other merchandise</li> <li>• <i>Gift Aid</i> it is essential to exploit this option more effectively</li> </ul> <p>RH stated we are just awaiting final clearance from HMRC ref <b>SITR</b> (social investment tax relief) where individuals could loan larger amounts of money and gain by reducing their overall tax bill-more info. to follow on this.</p> <ul style="list-style-type: none"> <li>• New ‘<i>Power to Change</i>’ application is proposed asap</li> <li>• Arts Council have 2 new ‘capital’ grant schemes these would need study</li> <li>• Christmas Draw</li> <li>• Business Breakfast scheduled for 13<sup>th</sup> September 2016 at Rechobite Hall.</li> <li>• Film Festivals- 2 are scheduled for the autumn.</li> <li>• Other ‘live’ events e.g ‘Three Men in a Bow Tie.’</li> <li>• Re-engage with local schools/colleges.</li> <li>• Seek to stage smaller acts in Wellington e.g .at Rechobite Hall( = Telford Arena)/smaller touring companies with no need for a stage.</li> </ul> <p>LG stated; <b>‘the project is ultimately about ‘community’ and the community needs to get involved!’</b> the Arts can also link with support to mental health projects and <i>we need to be positive about the benefits CCAC would bring.</i></p>	<p>BG</p>

	<p><b>Chair BG closing remarks</b> were to encourage everyone to <i>continue to support</i> the project, we are <i>desperate for more volunteers</i> on the stall and at events, people need to <i>attend the Supporter's Meetings</i>. We also need <i>help with IT</i> so any volunteer web developer skills would be welcomed urgently. <i>Supporting the Gift Aid scheme</i> would also help enormously.</p> <p>There being no other business the Chair thanked all present for attending and declared the meeting closed at 20:20</p>	BG
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Signed .....  
W Graham, Chair

Date: .....

<b>* Notes on discussion arising from Item 7 on the Agenda: 'Motions'.</b>	
<p><b>Motion 1:</b>  <b>BG</b> – Chair explained that the Rules were ‘quite light’ originally. The current situation being that <i>we were still in a position of not knowing what was happening with the Clifton site</i>. T&amp;W BC (Telford and Wrekin Borough Council) had told WTC (Wellington Town Council) that the site had been sold. <i>This is not true</i>. Dunelm have told CCAC that they are in discussion with one prospective developer however, nothing is proceeding at the moment. CCAC have not been able to find out who the developer might be or for what purpose they may purchase the site. <i>BG confirmed no pre-planning or planning application had been made to T&amp;W BC and that checks with the Land Registry confirmed the site is still owned by Dunelm.</i></p> <p>As we <i>may not</i> be able to acquire the site the Motion asks members to allow CCAC to consider alternative locations within Wellington for cinema/theatre/community arts albeit possibly at reduced capacity, whilst still actively pursuing the Clifton site. Other venues to tbc include: Nat West Bank building, HSBC, YMCA. Commercial building close to the current site.</p>	
<p>Sue Robinson (<b>SR</b>) asked about the Stead and Simpson building. BG informed that this was a building we were looking at along with its upper floors.</p> <p>?? asked about the Nat West Bank .BG advised that this could have structural issues as banks were very solidly built and conversion could be difficult.</p>	
<p>Cllr Phil Morris-Jones (<b>PMJ</b>)asked ‘<i>how long were CCAC prepared to wait for answers on the Clifton site</i>’? He felt people had lost interest and CCAC needed to be realistic ref the amount of money needed etc. He proposed members consider abandoning the Clifton and focusing efforts elsewhere immediately.</p>	
<p>John Clayton (<b>JC</b>) stated he came to the group to save the Clifton and not any other building. He disagreed that CCAC should take any other action whilst the Clifton site remained a possibility.</p>	
<p><b>BG</b> stated that whilst the Clifton did ‘tug at people’s heart strings’ CCAC has to be realistic balance the options.</p>	
<p>Lee Dargue (<b>LG</b>) pointed out <i>the ‘Clifton’ name could be transferred</i> and other options should be considered. Also, T&amp;W BC Conservation Officer had been cynical about the historical value of the building.</p>	
<p><b>FH</b> (Fiona Hunter) reminded everyone about the Charlton Hotel situation- and that Dunelm effectively don’t have to do anything and the building can sit there and decay over a number of years.</p>	
<p><b>Another Mem.</b> Asked; ‘<i>Is it for sale? Can we make an offer</i>’?</p>	
<p><b>BG</b> explained the relationship of CCAC with Dunelm and that no concrete figure had been proposed. T&amp;W Council had originally valued the site at £350,000 as a cleared space but with water ingress etc. as it stands with demolition costs and asbestos removal costs it could be around £220,000. This was around one-sixth of what Dunelm were originally asking.</p>	
<p><b>BG</b> explained there are various methods of raising revenue including: The Charity Bank, The LEP, grant from up to 25 different bodies (to fund development) capital funding grants - possibly 2 bodies (quite new- still to be explored) we can go to besides share capital, fundraising activities etc. We cannot apply for development grants without a building however.</p>	
<p><b>SR</b> stated that people must understand the Clifton will not be a replica of what it was but that the community still wanted an ‘Arts’ venue in the Town.</p>	

	Adrian Harris ( <b>AH</b> ) wanted <i>clarification on the term 'acquiring'</i> . This could mean renting or buying. Renting would allow us to start the project until ready to move into the Clifton should we acquire it.	
	<b>BG</b> confirmed that any decision would be voted on by the members, <i>nothing could be signed without members' agreement</i> .	
	<b>BG</b> also stated that the new engagement CCAC had with Wellington Arts Festival meant more elements could be input and that this was an opportunity to <i>raise the profile of CCAC</i> . He felt we should look at alternatives.  <b>Proposal to adopt Motion 1 made by Terry Boxall, Seconder: Sue Harris</b> <b>The Motion was adopted unanimously. No objections.</b>	
	<b>Motion 2:</b> <b>BG</b> explained that CCAC <i>proposed to re-launch a 'revised share offer'</i> with no end date and open to existing members to add to shares and to new members to acquire shares. All existing shares can be carried forward.  <b>The Motion was accepted unanimously. No objections</b> <b>Proposed by Terry Boxall. Seconded by Byron Grainger-Jones.</b>	
	<b>Motion 3:</b> If members had <i>invested only to save the Clifton building itself</i> then they should be given a 3-month window to request withdrawal of their funds. This however would still be <i>'at the discretion of the directors'</i> as the information advised.	
	Sue Harris( <b>SH</b> ) <i>queried the original wording</i> i.e. 'have the right to' (withdraw funds) <b>BG</b> clarified that info goes on to say that the final decision remains at the discretion of the directors.	
	Ray Hughes ( <b>RH</b> ) defined the 2 options as being 'transferable' or 'withdrawable'. The directors decided that <i>shares can be withdrawable at any time unless the directors suspend this system</i> . The directors now want to say that members can only withdraw funds purely if they entered into the offer to 'save' the Clifton building alone. Directors also have to guard against people just wanting to claim their money back. <b>BG</b> stated if someone can prove a good reason then withdrawal would most probably be allowed. <i>In this instance the directors are stating that after the 3 -month deadline this could not happen.</i>	
	<b>JC</b> commented that not knowing the final situation with the Clifton building may drive people to withdraw monies.	
	<b>BG</b> stated that <i>directors can refuse if such withdrawals if it would threaten the viability of the Society</i>	
	<b>LD</b> re-iterated that requests can be made but that decision lie with the directors.	
	<b>A member</b> asked if we should rescind the motion as under the Rules the shares are withdrawable (on request/at discretion of Directors) anyhow?	
	<b>BG</b> explained that the directors could decide to give the money back based on 'market value'. A problem arose however in the <i>definition of 'market value'</i> as there could potentially be 12 versions of this! <i>Realistically CCAC needs stability</i> as the funds are for the acquisition of a building.  <b>The motion was passed unanimously. No objections.</b> <b>Proposed by Joan Tilly. Seconder: Byron Grainger-Jones.</b>	
	<b>Motion 4:</b>	

	<p>CCAC were banking with the CO-OP but the Wellington Branch has now closed and Stafford/Shrewsbury were too far. <i>The motion seeks to ask members for permission to change bank.</i> The Rules say <i>borrowings relate to the CO-OP</i> but we need to <i>delete CO-OP from the rules</i> and amend to show the cap on interest rate on borrowings to be the higher of 5% and the Bank of England base rate in relation to any bank.</p> <p><b>Proposer: Joan Tilly</b> <b>Seconder: Byron Grainger-Jones.</b> <b>Motion passed unanimously. No objections</b></p>	
	<p><b>Motion 5:</b> <b>BG</b> explained that <i>potentially shares can earn interest</i> but this would effectively be through the issue of additional shares e.g. if 100 shares had been issued and interest was 10 % then this could take share holding to 110 if dividend paid in shares. The motion proposed to <i>remove this</i> so that <i>all profits be ploughed back in to the project</i> and applied to future development as effectively we are a charity as deemed by HMRC.</p> <p><b>Proposer: Lee Dargue</b> <b>Seconder: Sue Harris</b> <b>The motion was adopted unanimously – no objections.</b></p>	