



**CLIFTON COMMUNITY ARTS CENTRE LIMITED
ANNUAL GENERAL MEETING**

**Civic Offices, Larkin Way, Wellington, Telford TF1 6QP
28th April 2017@ 6.30 pm**

Present: Ray Hughes - Finance - acting as Chair
Fiona Hunter - PR & Media
Lee Dargue - Outreach Youth & Communications
Jackie Evans- Minute taker

Invitees: Members: Cllr Phil Morris- Jones, Mary Richards, Kath Howard, Joanna Deacon, Tony McPhee, Fay Easton, Pam Swales, Beryl Haynes , Barry Haynes, Paula Holden, Alison Rhodes, Alice Whittaker, Hilary Rainford.

No.	Item	Action
1.0	<u>Chairman's opening remarks</u> Ray Hughes opened the meeting by welcoming all present and introducing the Board.	RH
2.0	<u>Taking of attendees and apologies for absence</u> Apologies received from Bill Graham Chairman, John Clayton and Joy Clayton	ALL
3.0	<u>Minutes from the last meeting and matters arising</u> <ul style="list-style-type: none"> • Ray Hughes read through the Minutes for the last meeting. He notified members that this year Minutes have been published on the website. Notification has also been there for people to see. • He gave a quick resume notable points being the society's exploration of the HSBC building, the re-launch of our Share Offer and with that the option for people to ask for share money to be refunded- only three people took that option. • He reminded those present that no member could get capital gain from Shares all profits are ploughed back into the Society. • There were no matters arising. <p>The Minutes were duly agreed and signed.</p>	RH ALL
4.0	<u>Adoption of the accounts</u> Ray Hughes informed members of the following: <ul style="list-style-type: none"> • The Society had made a record profit in the last year • Attention was drawn to pages 3 & 4 the Chairman's report • The fact that further finance will be required through grant awarding bodies etc. to acquire the building 	RH ALL

	<ul style="list-style-type: none"> • Ray thanked Wellington Town Council for their continued support. • He also referred to the increase in attendance at the Film Festivals. • All Clifton volunteers who had contributed this year were thanked. • He reminded members that we are a Community Benefit Society and as such any time members could give to support us would be greatly appreciated. • Donations, grants and sponsorship are main sources of income. Ray referred to the grant last year from The Mayor of Wellington Town Council and the grant from Mid -Counties Co-Op which enabled us to undertake the Business Breakfast event. • Veolia had given a grant for the Foreign Film Festival. • Expenditure had increased with regard to advertising and marketing in particular with the re-issue of the Share Offer. • Balance sheets showed creditors as: Licence for 'Three Men in a Bow Tie', Chairman's fees and Dilys Law for independent checking of the accounts. • There was no Corporation Tax payable and a small amount is due back form Gift Aid and bank interest. • £150 of shares were cancelled £100 due to the motion and the remainder due to three members deceased • Overall it has been a pretty successful year. Please refer to the balance sheets on pages 7 & 8. Balance £39,188 Profits stand at £2248. • Accountants appointed for the next year yet to be decided due to the change of circumstance with Tranter Lowe • There were no further questions- accounts were approved. 	
<p>5.0</p>	<p><u>Application of profits</u></p> <ul style="list-style-type: none"> • It was agreed that these would be carried to the general reserve for the continuation and development of the Society. 	<p>RH ALL</p>
<p>6.0</p>	<p><u>Appointment of Directors</u></p> <ul style="list-style-type: none"> • Ray reminded everyone present that at each AGM one third of the Board are obliged to retire. This year Mr Lee Dargue retires. • The Board now consists of two executive directors: Mr Ray Hughes and Mrs Fiona Hunter and two non -executive directors: Mr Bill Graham and Mr Lee Dargue. • More local presence is required and Mrs Fay Easton has offered to stand as another non-executive director. • The proposal for Mr Lee Dargue to remain as a non-exec director was made by Mary Richards and seconded by Alison Rhodes. • The proposal for Fay Easton to join the Board as a non-exec. director was made by Paula Holden and seconded by Joanna Deacon. 	<p>ALL MR AR PH JD</p>

7.0	<u>Motions: *</u> <ul style="list-style-type: none">• Motion 1 – that the Society should proceed to work towards entering into an initial short term lease on the old HSBC bank building at 1 Station Road to set up an arts and culture venue.• Motion 2 – that the Society should write to Telford & Wrekin Council to press for the inclusion of the Clifton Cinema building within the Wellington Conservation Area.• Motion 3 – that the Society agrees that the Society will prepare the accounts for the year ending 31st December 2017 without the need of an audit but that this agreement will be subject to review if the HSBC acquisition goes ahead.• See notes on discussion separate sheet attached.	ALL
8.0	<u>Any Other Business (after the conclusion of the AGM)</u> <ul style="list-style-type: none">• There was a short update on forthcoming events:• Tiles – Local Giving ending 29th April• A Celebration of Dance 13th May staged at Charlton School• Two Circus workshops by Leo’s Loco Circus 30th May, 3rd June at Belmont Hall• Two quizzes at Sir John Bayley Club 21st May, 11th June• Local Giving fundraising next event 22nd June £25 donation will be matched.• We would also have a presence at summer events including Midsummer Fayre 10th June, Lions Day 9th July.• Followed by Autumn Film Festival September and October.• There was no other business the Chairman thanked all those present for attending and declared the meeting closed at 20:25	RH

Signed.....

Date:

Ray Hughes, Chair

	*Notes on discussion arising from item 7 on the Agenda 'Motions'	
	<p>Motion 1 – Ray Hughes (RH) Chair reported that David Lowe of Barbers did a very good job and presented a very detailed report. They came up with a figure as the open market rental value which for the time being will remain confidential</p> <p>Ray has sent a letter to HSBC in March setting out our proposal. which includes a tenant’s only break clause so if the Clifton building itself were to become available we could terminate the HSBC agreement. Ray was then asked to provide further financial information a 59-page document has been sent plus accounts and a business plan.</p> <p>Ray has looked at comparable buildings e.g. OMH Shrewsbury and comparable community centres and lease cinemas including the Minton’s business a cinema in Melton Mowbury. Approximately 24,000 people live in Wellington. Melton Mowbray is a similar size and their last cinema accounts show £52,000 profit. He has taken into account additional facilities e.g. the café bar and exhibition space. If managed well the business could be debt free and profitable after 5 years and in a position to offer the landlord a freehold price should the building become available and should the situation with the Clifton itself be no further forward. If the Council were to make the building an asset of community value then the owner would be obliged to offer the building for lease or sale to the community. Profits could be in the region of £40,000 per annum.</p> <p>There are basically four options: If it fails then there is no appetite in the town for such a facility If we get in the building and are successful we can ultimately move into the Clifton we will have generated finance It could become a dual site alongside the Clifton Once the lease expires the landlord has a decision to make and may offer the freehold.</p> <p>Preliminary discussion revealed the rates to be approx. £27,000 on review. The indications are that Council would agree to full exemption as we are a charity We would take on the insurance At the end of the lease HSBC would have to restore the building The lease expires in 2023 In order to progress with the project Ray, felt we needed trading premises asap.</p>	RH
	<p><i>Paula Holden</i> brought up the issue of parking outside the HSBC and pointed out the distance from the existing car parks, plus the issue of parking meters now in the short stay car parks. This is an issue that would</p>	PH

	have to be considered to see what if any arrangements or flexibility could be obtained.	
	<p><i>Kath Howard</i>- emphasised disability access. There is no lift to the 1st floor so would restrict access to wheelchair users etc. Ray explained on a short-term lease it would not be cost effective but we could look into a possible stair lift or alternative? Ref disabled parking spaces this is something that could be looked into ref the taxi rank outside as most taxis pick up from the car park side.</p> <p>Proposer: Kath Howard Seconder Joanna Deacon Members voted unanimously to accept the motion. <i>Paper votes sent in 16 for,2 abstained 1 did not vote</i></p>	KH
	<p>Motion 2 – Ray explained the background. He also explained that he did not think Dunelm were currently looking to sell the freehold. On the open market Ray’s personal opinion – and no professional valuation had been sought – was that the value is probably not more than £150,000 there is asbestos in there, plus water ingress absent the income coming from the radio masts. Going forward to protect the cinema building for future investment the motion would make sure that the building could not be demolished. The conservation area is currently inside the ring road.</p>	RH
	<p><i>Fay Easton</i> asked if we could get Dunelm to tidy it up at all? Ray explained that this involves separate legislation.</p>	FE
	<p>Proposer: Alison Rhodes Seconder: Hilary Rainford Motion accepted (16 in favour, 2 no comment, 2 against) <i>Paper votes: 15 for, 2 abstained, 2 against</i></p>	
	<p>Motion 3- Accounts last year had been carried out by Tranter Lowe pro-bono They have now merged with Baldwins and therefore cannot provide a free service to us. Ray approached another firm in Wellington but they do not do audit work. He has also discovered Chantelle at White Collar Consultants in Walker St. However, Chantelle is not a qualified auditor but can sub-contract the work out. Dilys Law Management Accountant has independently reviewed the accounts for this year. Members agreed it would not be cost effective to pay £3000 for an audit on a turnover of £8000 however, if we get HSBC in the next 12 months this situation will need to be reviewed.</p> <p>Proposer Paula Holden Seconder Mary Richards. Members accepted the motion unanimously, no objections. <i>Paper votes 15 for, 1 abstain, 2 against 1 non-vote</i></p>	RH