

## Annual General Meeting - Minutes

14<sup>th</sup> March 2016 20:00, Hanney War Memorial Hall

### Agenda

1. Apologises for absence
2. Election of Chair of the AGM meeting
3. Change to Constitution
4. Membership
5. Finance & Chairperson's Report
6. Steering Group Elections
7. Hanney Community Pub Ltd - Director Elections
8. Questions from the floor
9. Close of Meeting

#### **1. Apologises for Absence**

Apologises noted from:

Malcolm Allen; Delia Blomley; Adrian Bodimeade; Trevor & Joanna Brettell; Richard & Marcia Graham; Tony & Jan Jasper; David Johns; Guy Langton; Terry Palmer; Graham Siepen;

#### **2. Election of Chair of the AGM meeting**

Angie Miller introduced herself and then offered to chair the meeting, no objections were raised, and the offer was accepted by the room. Angie then introduced other Members of the HCA Steering Group: Geoff Brooker; Gill Parry; Graham Garner; Jim Stagg and Nigel Bennett.

#### **3. Change to Constitution**

##### **Preamble:**

- On 27<sup>th</sup> November 2014 the Hanney Community Association (the Association) was formed with the following objectives:
- *The objectives of the Association ('the objectives') are to promote the community interests of East Hanney & West Hanney ("The Hanneys") by acquiring assets, supporting organisations and events and maintaining facilities for community benefit in The Hanneys.*
- During its first year of operation the way in which The Association is being managed has matured and a review of the wording of the constitution is now appropriate.

- The Management Committee therefore wish to propose to Members that the following changes to the constitution be approved.
- To have effect, the constitution requires each of the following amendments to be approved by no less than two thirds of the Members present at the AGM.

***Proposed Amendments:***

- I. It is proposed to change the name of the Management Committee to Steering Group and all references to Members of the Management Committee to being Members of the Steering Group.

*Reason: Because the objectives of the Association are to acquire assets, support organisations and events and maintain facilities for community benefit in The Hanneys, the nature of these activities is envisaged to be project oriented requiring a Steering Group rather than on-going management as would be the role of a Management Committee.*

- II. It is proposed to reduce the minimum number of Steering Group Members (Honorary Officers) from three to two by the deletion of the need to have a secretary.

*Reason: Steering Group Members are volunteers and greater flexibility is achieved by having a continual Chairperson and Treasurer and being able to co-opt other Members, (as provided for in the constitution), on an as needs basis, if necessary for the duration of a particular project. The role of the secretary will be carried out by the Members of the Steering Group as required.*

- III. It is proposed to change the minimum number of the Steering Group from six to two Members.

*Reason: As stated above, the proposal is to have a minimum of two continual Members of the Steering Group, and then to appoint other Members who are willing to serve without the Association having to rely for its legality on a larger number of volunteers. The Steering Group has the power to co-opt Members during the course of a year and the maximum number is nine.*

- IV. It is proposed to change the month by which an AGM must be held from April to any time before 30<sup>th</sup> April.

*Reason: The current constitution requires an AGM to be held in April. The financial year runs from January to December. The change to any time before 30<sup>th</sup> April gives the Steering Group the flexibility to hold the AGM earlier in the year (i.e. Jan to April) and to co-ordinate the AGM with that of other relevant meetings (such as the AGM for the Hanney Community Pub Limited – one of the Association's projects).*

- V. It is proposed to change the minimum number of Members able to call a Special General Meeting (i.e. all Members of the Association), from 25 Members to at least one tenth.

*Reason: The current constitution requires that a Special General Meeting can be called by the Steering Group or by not less than 25 Members. As the current Membership is 120 households, this is felt to be too high a threshold and that given the nature of the Association, 10% is a more appropriate minimum.*

- VI. It is proposed to change the minimum number of Members that are required to be present at an Annual General Meeting in order for it to be valid to at least 10 Members, or if less, one-tenth of the current Members of the Association.

*Reason: The current constitution requires that at least 10 Members of the Association must be present at any general meeting for it to be valid. The purpose of the amendment is to enable a general meeting to be held even if there is a significant drop in Membership.*

- VII. It is proposed to change the distribution of assets in the event of the dissolution of the Association to include the option of distributing surplus assets to Members.

*Reason: In the event of the dissolution of the Association (being approved by two-thirds of those present and voting at a general meeting), the Steering Group will have the power to realise any assets held by or on behalf of the Association. The current wording of the constitution requires any assets remaining after all proper debts and liabilities are paid to be transferred to an Association or charities with identical or similar objectives, as decided by the Association Members. Failing that, the assets will be applied for some other charitable purpose for the benefit of the residents of East Hanney & West Hanney.*

*As, the Association may hold in Trust shares bequeathed or granted to it in companies it may have set up as part of its activities, (for example Hanney Community Pub Ltd.) it wishes to retain the option of distributing those shares or the value of those shares, if realised to Association Members.*

Two questions from the floor:

Is the HCA a charity? To which the answer was no

Could number VII be explained a little further? Geoff Brooker answered that it gave the HCA more options to distribute assets to Members if for any reason the HCA was discontinued.

All seven proposed amendments were offered to the floor as one resolution and accepted as such unanimously and the constitution will be subsequently changed.

#### **4. Membership**

Currently Membership stands at 120 households representing 195 Hanney residents.

Membership fees were initially set at £10 and intended to be annual subscriptions. However, it has been decided to set fees at a one off joining fee with project specific funds raised at an appropriate time. A base level of funds will be maintained to ensure any administrative costs or initial project fees can be covered. This buffer will be set at £750.

## **5. Finance and Chairperson's report**

A slide was shown with a basic summary of accounts.

One question from the floor as to 'can we see more detail'?

It was established that the question was aimed at the Hanney Community Pub Ltd and not the Hanney Community Association and would be covered by the HCPL's AGM that follows this one. HCA finances are predominately an admin exercise of expenses and Membership fees not a Profit and Loss account.

### **Chairperson's Report**

During 2015 HCA worked on a number of projects. We have distributed a newsletter to all Members in December so this update will be brief, please contact us if you would like more information on any of our projects or indeed have suggestions for future ones.

### ***Save the Plough***

As most of you are shareholders and have been kept up to date on this project, I will just say for the record that in less than 1 year the villagers of the Hanneys saved this gem, which reopened on 10<sup>th</sup> July 2015. It continues to trade profitably. The HCPL AGM will no doubt cover this in more detail.

### ***The Hanneys website***

With the help of volunteers Dene Stringfellow and Trevor Page, the Hanneys website has been updated and refreshed. We intend to revamp the website and may change the platform the site is run on, possibly allowing some significant changes. We have contacted a number of community groups to seek their requirements before choosing which route to follow to ensure it meets the needs of the Hanneys.

### ***The Neighbourhood Plan***

HCA have representation on the joint Steering Group for the development of the Neighbourhood Plans for East and West Hanney. The joint Steering Group are pooling the resources necessary to develop the plans for each village, but two individual plans will be produced for the villages. We continue to support this initiative, which is led by the parish councils and I am sure you will see more information on this over the coming months.

### ***Start-a-heart/Defibrillator***

The team leading the defibrillator project and more recently, the second piece of equipment, continue to work on acquiring this. HCA will become involved in the installation as and when appropriate. This will be linked in with the 'Start a Heart' campaign that is currently running.

### ***HCPL Shares***

The Association has been donated shares by a very generous Member. This now allows the Association to hold shares and accept donations or bequests with the ultimate aim of retaining increasing ownership in the Plough, along with other community groups. This will help ensure that the Plough remains within the control of the community.

## **6. Steering Group Elections**

According to the HCA constitution the Steering Group may have up to 9 Members. Currently interested in standing are Nigel Bennett, Angie Miller, Geoff Brooker, Graham Garner, Jim Stagg and Gill Parry. As this does not exceed the maximum number of 9 Members, elections are not required and the committee seeks agreement that these Members become re-appointed to the Steering Group for 2016. There was a show of hands for each member in turn, unanimous acceptance was shown and all six will continue to sit on the Steering Group.

## **7. Hanney Community Pub Ltd – Director Elections**

The current director nominated by HCA is Angie Miller, who is happy to continue. The current Steering Group Members fully support Angie, no other nominations were proposed. Subsequently Angie Miller remains the HCA representative on the Hanney Community Pub Ltd Board.

## **8. Questions from the floor**

Q1: Is there any conflict between the HCA and the Parish Council (East and/or West) with cross-over activities?

A1: The HCA is all about *supporting* all village endeavours not *conflicting* with them.

Q2: Is the Neighbourhood Plan political and will it set up conflict?

A2: Referendums are being suggested to canvas opinion so definitely not political

Angie Miller finished with inviting and encouraging all members of the Association to make their views known to members of the Steering Group, especially any ideas for new projects or improvements they would like to see to the Hanneys.

## **9. Meeting closed**

Meeting closed at 20:20