

BUXTON TOWN TEAM - SETTING UP GROUP NOTES ON THE MEETING HELD TUESDAY 18TH SEPTEMBER 2012

Present: Janet Miller, Jean Ball, Joe Dugdale, Judith Milling, Neil Scowcroft, Roger Floyd, Suzanne Pearson

Apologies: Alan Thompson, Durham Grigg, Julian Cohen, Nina Lubman, Roddie McLean, Tina Heathcote, Trevor Gilman

1. NOTES OF LAST MEETING

It was agreed the notes circulated represented an accurate record of discussions.

2. REGISTERING BUXTON TOWN TEAM CIC

2.1 COMMUNITY INTEREST STATEMENT (CIC36)

A revised draft had been circulated. A few people had responded verbally or by email:-

- one suggestion was that Section B should include more detail about exactly how the company would benefit the community, and which organisations we would work with; the consensus of the meeting was that this was not needed and might not stand the test of time
- one query was whether we needed to mention carbon reduction in both the residents and the visitors sections; the consensus was that it did apply to both
- other responses were simply that people were happy with the wording as it stood.

Jean proposed that we adopt the wording as circulated on 12th September, this was seconded by Judith and agreed unanimously.

2.2 MEMBERSHIP

A proposed application form had been circulated. The only query was whether the joining fee could be higher than £1, but it was felt that it was important to keep it low and affordable for all, and that the amount raised in this way was not very insignificant. It was agreed unanimously to adopt the form as circulated on 17th September.

2.3 ARTICLES OF ASSOCIATION

The Articles of Association had been redrafted in accordance with decisions at the last meeting, particular points were discussed as follows:-

Transfer of Residual Assets: A default option had been discovered whereby the recipient of assets can be left to the Regulator to decide, in consultation with Directors and members.

Special resolutions: These are resolutions by the membership instructing the Directors to do (or not do) something they are reluctant to do. Concern was expressed that Article 9.2 (which states that such a resolution does not invalidate actions already taken) could be misinterpreted by the board in a way that made the special resolution meaningless. Janet will seek expert advice on this issue.

Appointment of Directors: Clauses had been included that the number of Directors should be at last three and no more than nine, and that they should be appointed each time for no more than three years. It was agreed this was sensible to ensure the board did not stagnate, and that the number of consecutive terms to which a person could be appointed could be determined by the membership at any general meeting (minor revision required to this article).

Directors Remuneration: Revised articles prohibiting directors from receiving remuneration for their normal duties, and specifying that any remuneration for additional work and reimbursement of expenses should be declared to the membership, were agreed.

Resigning Membership: A clause had been inserted to allow members to resign at any time.

General Meetings: It was agreed that although we would want the Directors to call a general meeting approximately every year, it was safer to allow some flexibility, and intervals of no more than two years in the legally binding articles (adjustment to wording required here).

Voting in Advance: It was agreed this facility should be given to all resolutions not just special ones.

Quorum and other Numbers: The various numbers included in the draft were discussed and agreed.

Janet will amend the Articles in line with the above. Solicitors Brooke Taylors had offered pro bono to check through and ensure our variations from the template are valid and not likely to cause problems in future, Janet will liaise with them on this.

2.4 COMPANY REGISTERED ADDRESS

Solicitors Brooke-Taylors may be willing for us to use them as our registered address, Janet will follow this up.

2.5 INTERIM TEAM OF DIRECTORS

Tina has confirmed she is willing to stand as a Director in the initial period, Janet will circulate the list of six names around the full list in case of any objections. All six (Alan, Janet, Joe, Roddie, Roger, Tina) will need to sign lots of forms, including applying for membership and paying their £1; those who have not already done so need to send Janet their personal details for inclusion on Form INO1.

2.6 PAYMENT OF THE £35 FEE

It was agreed that one person should fund this for the time being, to be reimbursed from the joining fees of the first 35 members.

3. POST REGISTRATION ACTIONS

It was agreed that beyond the legally binding things included in the articles, there will be a lot more detail of how the company will operate, that we need to address. Issues are likely to include:

- Terms of reference for the Board
- Terms of reference for the Scrutiny Group
- Agreed remit and delegated powers for Ideas & Vision Group and the Communications Group
- Codes of Conduct for Directors and Members
- Job Descriptions for the Directors and the Board Chair
- List of skills required on the board and a process for selecting Directors so as to provide these
- Requirements on the board for keeping the membership fully informed
- Opening a bank account and authorising signatories
- Proposed resolutions for the first general meeting

It was also suggested that a 'Plain English Guide' to the Articles of Association should be produced. Janet offered to do this once the registration documents had been accepted.

4. CO-ORDINATING OTHER GROUPS

4.1 COMMUNICATIONS GROUP

The communications group had held a second meeting. Summarising their work to date:

- The Brand Buxton sub-group had been researching existing websites promoting the town, and concluded that the best way forward would be to work with Vision Buxton to develop their Visit Buxton site. Vision Buxton seemed reasonably open to that approach so far.
- Work had also started on adapting the existing Buxton Town Team website to meet future needs, and update it from its early Portas bid focus.
- Preliminary ideas for a Buxton Town Team logo and letterhead had been presented, with a view to selecting one option for further development.
- A press release was being prepared regarding our signing up as a Town Team Partner, however the sub-group set up to take on this role was at present down to just one person.

The view was expressed that the priority at this stage should be promoting the Town Team and making it functional, and that re-branding Buxton was actually a project that would be assessed alongside others on the Ideas & Vision Group schedule. There was also some concern that a co-ordinator and someone to take on the secretarial functions of this group has not yet emerged.

4.2 IDEAS & VISION GROUP

Mike Bryant has volunteered to take on the role of co-ordinating the group and writing up notes of the meetings.

At the last meeting the Town Team Partner scheme was discussed, and a form of words agreed for the application, detailing what the £10,000 grant money would be used for. This had to be part of what was in the original bid, and the group had agreed that they should choose projects that would benefit residents at least as much as visitors, would be visible and tangible and would represent good value for money; the result was an illustrated map, a pop-up shops scheme, the Buy Local scheme and the first Street Fair. The form had been sent through to Andrew Bingham who was making the application, and seemed keen to be involved.

The group are currently in the process of going through the schedule of ideas and categorising them, prior to setting up small groups of people who will lead and further develop the priority projects.

5. DATE OF NEXT MEETING

This will be at 7:30pm on Wednesday 10th October, venue to be advised.

JCMM

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