

## **BUXTON TOWN TEAM - SETTING UP GROUP**

### **NOTES ON THE MEETING HELD TUESDAY 20<sup>TH</sup> AUGUST 2012**

**Present:** Alan Thompson, Bill Barratt, Janet Miller, Joe Dugdale, Judith Milling, Julian Cohen, Neil Scowcroft, Peter Dewhurst, Roger Floyd, Roddie McLean, Trevor Gilman

**Apologies:** Mike Bryant, Nina Lubman, Suzanne Pearson, Tina Heathcote

## **1. SETTING UP BUXTON TOWN TEAM CIC**

### **1.1 REQUIREMENTS AND PROGRESS**

The paperwork needed for Companies House is as follows:-

- **Form CIC36** - this defines what the company intends to do, who will benefit and how; a first draft was circulated before the meeting
- **Articles of Association** - the Sub-group had looked into various options and ascertained that a company limited by guarantee (as opposed to by shares) with a large membership (as opposed to just the directors) was the appropriate template; a first draft was circulated before the meeting
- **Memorandum of Association** - this is essentially a list of members wanting to set up the company
- **Form INO1** - this includes details of the directors and the company registered address
- **£35** registration and regulatory fee

Janet will circulate web links to all of these forms and to the various relevant guidance notes.

### **1.2 CIC36**

**Section A:** defining the beneficiaries - the statement in the draft was accepted.

**Section B:** activities and related benefit - the sub-group had proposed four groups of beneficiaries:

existing businesses, new businesses, the community and visitors. It was agreed that the sentence about the town being in decline should be removed (we need the statement to apply in the long term), and that the section about benefits to the community should be strengthened. Discussion concluded that while visitors are a very important part of the town's economy, we need to be explicit that we are working on behalf of the whole community, not just those involved in retail or tourism. It was also agreed that we should add a section covering work in collaboration with other similar organisations in the town.

Janet will circulate a revised draft, comments and suggestions to be sent to her by email.

### **1.3 MEMBERSHIP**

#### **1.3.1 Eligibility for Membership**

To form a CIC, a defined membership is essential, and the sub-group proposed that membership should be open to anyone who contributes to the aims of the company. This should not be restricted to being a member of one of the groups; taking part in activities, responding to consultations, providing services pro bono, or even simply making a financial contribution, should also count.

The sub-group therefore proposed that to become a member individuals should:

- apply in writing giving their full contact details
- sign to confirm they agree with the aims and objectives of the company and will abide by the rules
- commit to contribute personally towards those aims in whatever way is appropriate to them

This was agreed with the exception that 'commitment' was felt to be too strong, and that an indication of intent was sufficient. It was also agreed that any system that required us to measure members' continued level of involvement was impracticable and would be impossible to apply consistently.

The sub-group was asked to devise a suitable application form.

It was also confirmed that members must be individuals not organisations, and that there would be a single category of membership, with each member having one vote.

#### **1.3.2 Expulsion from Membership**

It was agreed that where it was necessary to expel someone from membership, for instance if they were deemed to be working against the best interests of the company, speed might be important, and that it was therefore impractical to insist on the full membership being involved in the decision. It was agreed

therefore that expulsion could be a decision taken by the directors alone, with the proviso that they must account for their action to the membership at the first opportunity.

## 1.4 ARTICLES OF ASSOCIATION

The draft Articles of Association were discussed, particular points as follows:-

**Transfer of Residual Assets:** We have to nominate another asset locked body to receive any residual assets should the company be wound up. Suggested beneficiaries were:-

- The trust that owns (or will own) the Crescent - Roddie will investigate this
- Buxton Civic Association
- Buxton & District Volunteer Centre
- High Peak CVS
- Derbyshire Wildlife Trust

**Directors being Members:** The template Articles allows for the situation where a director is not a member of the company; the consensus was that a director must be a member, and that if (s)he resigned or were expelled from membership, (s)he would also cease to be a director.

**Directors Remuneration:** The template Articles allows the directors to award themselves a salary simply for being directors. It was agreed that they should not have this power, but that there should be provision for directors to be paid for specific additional services provided, for example in a professional capacity, and for the reimbursement of genuine expenses incurred in carrying out their duties.

**Proxy Voting:** It was agreed, given that a member can be defined as present at a meeting even if not physically in the same place, that sending proxies to vote at meetings would not be allowed. Votes submitted in writing either ahead of or during the meeting however should be allowed.

The sub group were asked to re-draft the Articles of Association and circulate for further comment. Alan had obtained a copy of Dewsbury Town Team's constitution and will circulate this for information; this is an unincorporated body, however, so in a number of ways will be set up differently.

## 1.5 SELECTION OF DIRECTORS

### 1.5.1 Initial Appointments

The intention is for the board eventually to consist of nine people, and the minimum we need to set up the company is two. It was suggested that we should probably select no more than six people now, to give us the flexibility to add others at a later date. The following volunteered to be considered:

- Alan Thompson
- Janet Miller
- Joe Dugdale
- Roger Floyd
- Roddie MacLean

It was also agreed to ask Tina Heathcote if she was willing to stand.

Those named above should send their contact details as required on form INO1 to Janet for inclusion, though the form will have to be signed by each director before submission.

It was agreed that before we send these names to Companies House we should circulate the list to the full Town Team list for approval.

### 1.5.2 Longer Term Selection Process

At some stage this group will have to devise a selection process for directors, and revisit for instance whether there should be a limit on how long they can serve. Some aspects of how directors are appointed may need to be included in the Articles, the sub-group were asked to consider this when re-drafting these.

## 1.6 REGISTERED ADDRESS

Form INO1 requires us to register a company address. This needs to be somewhere permanent (PO Box Numbers are not acceptable) but where we will guarantee that correspondence sent there will actually reach us. Possibilities suggested were:-

- Durham Grigg's business address

- Some other solicitors' office eg Brooke-Taylors
- Nina Lubman's business address
- The Town Hall

The sub-group will investigate these options and make a recommendation.

## **2. CO-ORDINATING OTHER GROUPS**

### **2.1 COMMUNICATIONS GROUP**

The communications group had met once so far, and agreed the remit we asked of them, ie

- internal communications
- setting up and maintaining Town Team website, plus various social networking
- prepare and make press releases
- market our ideas to the outside world
- undertake market research, collate ideas etc

In addition they suggested they take on:-

- ensuring effective communications between ourselves and others eg HPBC, TOP, Danubius etc

Actions were agreed and sub-groups formed as follows:

- Press releases - Lydia, Nina, Tina - had met once, with Roger and Mike, but decided there was nothing that would warrant a press release just now
- Develop existing Town Team website into more usable communications tool - Andy is in contact with Dave Golding and with Janet and Neil, who has agreed to manage communications element of revamped website
- Create Town team letterhead - Eric
- Research into marketing and branding - Emma, Lydia, David, Jen, Eric - but the greatest enthusiasm here is on re-branding Buxton, which is in effect a project, rather than strictly a part of the Communications Group remit.

Agreed that the PR sub-group would be asked to sort out a press release for when we submit the paperwork to Companies House, hopefully in September.

### **2.2 IDEAS & VISION GROUP**

This group had met for a second time, and because of a last minute change of chair this meeting had not been as structured as we would have liked. That said, the group formed itself into small teams to work in more detail on four specific project areas:

- reviving the market
- pop-up shops
- shop local schemes
- improving the street environment

Nothing was specifically agreed regarding further work on these projects but we do know that Vision Buxton have agreed to pursue the Pop-up Shop scheme, Alan and Becky have been working on ideas for supporting new businesses, and the street environment group intend to work their ideas up into a more detailed proposal.

It was noted that there is considerable risk of overlap with other groups working on similar schemes. Paul Armstrong has circulated an annotated version of the Schedule of Ideas, outlining the projects he knows of that are already taking place. Peter offered to do a presentation at some future meeting covering the University's plans for Business Incubator units and such like. It was agreed that the I&V Group would be asked to include in its remit the research and monitoring of projects being run by other groups in the town with potential for overlap with Town Team projects.

Concern was also expressed about the lack of a process to identify which projects were worthy of further work, and the risk that the various ideas people came up with would be competing for resources. It was agreed that the I&V Group should be asked to draw up a draft method of assessing and prioritising projects.

### **2.3 GENERAL STRUCTURE**

Concern has been expressed that we are racing ahead with ideas but there is no overview and no strategy. It was accepted that in an ideal world we would not be trying to develop and implement projects before we even had the organisation set up, let alone a strategy and vision in place. There is tremendous enthusiasm for getting on with the various ideas, however, and we have no authority to tell people to stop work while we catch up, even without the inevitable loss of momentum if we did that.

There was also discussion about the proposals that came out of the second workshop, and concern that we might be setting up an overly bureaucratic structure. The consensus was that we probably did not need any more groups, and it would probably be more effective if a 'task force' were set up for each project when it was adopted, which would include the various skills (eg fund-raising, project management etc) needed. The question arose as to whether there was even a need for the Ideas & Vision group to exist in the longer term, or whether all the ideas should just be submitted to the directors in the first instance; the general feeling was that this would make the job of the directors impossible and some sort of group was needed to co-ordinate the project teams and assess new ideas as they came through.

## **7. DATE OF NEXT MEETING**

This will be at 7:30pm on Tuesday 18<sup>th</sup> September, venue to be advised.

JCMM  
21August12