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The Sector Skills Council
for the Places in which we Live and Work

asset  skills

ANNUAL GENERAL MEETING

Date: Friday 23rd November 2007 (1pm to 2pm)

Venue: Garry Weston Library, Southwark Cathedral, London Bridge, London SE1 9DA

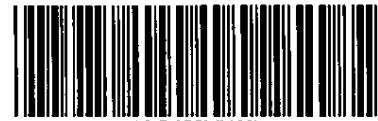
Present:

Davina Boakye	-	East Thames Group
Richard Bradford	-	Carlisle Group
Chrs Cracknell	-	OCS
Hector Grant	-	ESPC (UK) Ltd
Ian Fielder	-	BIFM
David Froggett	-	Association of Building Cleaning Direct
Ted Hartill	-	City of London
Stephen Howlett	-	Peabody Trust
Andrew Large	-	Cleaning and Support Services Association
Elizabeth Mountford	-	Initial Facilities Services
Mike Rutherford	-	Victoria Medical & General Cleaning
Maureen Taggart	-	Northern Ireland Housing Executive
Christine Walker	-	CSHS
Brenda Weston	-	UNISON

In attendance:

Jo Ashby	-	Asset Skills
Richard Beamish	-	Asset Skills
David Bell	-	Asset Skills
Steven Proudfoot	-	Asset Skills
Pip Lunberg	-	Asset Skills

TUESDAY



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COMPANIES HOUSE

Apologies:

Christine Amyes	-	New Charter Housing Trust Group
Jon Cross	-	Heart of England Housing Group
Paul Cutbill	-	Countrywide Surveyors
Roger Goodman	-	MITIE
D Hewett	-	ARMA
Michael Jones	-	Michael Jones Estate Agents Ltd
H Kelly	-	RPC Land and New Homes
Susan Laycock	-	BCHT
Chris Rispin	-	Allied Surveyors
James Scott Lee	-	Chancellors Estate Agent
Sanjeev Sharma	-	Prudential Property Investment Managers
K Taylor	-	Housing Hartlepool
Phil Toms	-	Newport Housing Trust
Martin Winn	-	CIH

MINUTES

1. Apologies for absence

Apologies were duly noted

COMPANIES HOUSE

2. Annual General meeting of the company dated 14th November 2006 – to receive the Minutes and, if appropriate, approve as a correct record.

The minutes were agreed, and were approved and signed by the Chairman

3. To receive the Annual report and accounts of the company for the financial year 2006/7.

All members received the Annual report and accounts in advance of the meeting. The Annual Report this year had been created as separate page inserts to allow for updates. Full copies could be requested from Pippa Lunberg.

Ted Hartill formally thanked the Finance Team for their work.

Ted Hartill proposed, Hector Grant seconded and they were agreed by unanimous vote.

4. To consider and, if appropriate, approve the following resolutions as Special Resolutions:

4.1 That Regulation 3 of the New Articles of Association of the Company shall be amended as shown by striking out and underlining

3 There shall be the following committees of members, the membership and conduct of which may be governed by the Membership Rules

~~3.1 The Asset Skills Council,~~

3.2 The Home Country Boards for Wales, Scotland and Northern Ireland,

3.3 Such other committees or forums as are deemed necessary by the directors from time to time

And membership of any such committee or forum shall not of itself confer the status of director on such a member

Removal of the requirement for the Asset Skills Council

4.2 That Regulation 33 of the New Articles of Association of the Company shall be amended as shown by striking out and underlining

33 The number of directors shall be not less than six and not more than fifteen persons who (except for the director appointed pursuant to regulation 33.5) shall either be members of the company in their own right or a representative of a member of the company. Subject always to the provisions of the Act the directors shall comprise the following

33.1 Up to one person representing employers and appointed by the Home Countries Board for Wales,

33.2 Up to one person representing employers and appointed by the Home Countries Board for Scotland,

33.3 Up to one person representing employers and appointed by the Home Countries Board for Northern Ireland,

33.4 *This regulation removed by Special Resolution at the 2005 AGM*

33.5 Up to one person appointed by the TUC,

~~33.6 Up to two persons appointed by the Asset Skills Council,~~

33.7 Up to ~~nine~~ eleven persons to be elected by employer members at the Annual General Meeting

To ensure that directors are either members of the company or representatives thereof

Consequential on the removal of the requirement for the Asset Skills Council

4 3 That Regulations 38 to 43 of the New Articles of Association of the Company shall be amended as shown by striking out and underlining

- 38 At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors (except for the director appointed pursuant to regulation 33 5) ~~appointed pursuant to regulation 33-7~~ or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but if there is only one director who is subject to retirement by rotation, he shall retire
- 39 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 40 If the Company at the meeting at which a director retires by rotation does not fill the vacancy ~~by election pursuant to regulation 33-7~~ the retiring director shall, if willing to act, be deemed to have been reappointed
- 41 No person other than a director retiring by rotation shall be appointed elected or reelected a director ~~pursuant to regulation 33-7~~ at any general meeting unless not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a member qualified to vote in respect of the election or reelection of that person at the meeting has been given to the Company of the intention to propose that person for election or reelection stating the particulars which would, if he were so elected or reelected, be required to be included in the Company's register of directors together with a notice executed by that person of his willingness to be elected or reelected
- 42 No person may be appointed or elected as a director
- i if they are under the age of 18 years unless the Company is a registered company, or
 - ii in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of regulation 47
- 43 Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment election or reelection as a director ~~pursuant to regulation 33-7~~ The notice shall give the particulars of that person which would, if he were so elected or reelected, be required to be included in the Company's register of directors

To simplify and clarify the provisions relating to the retirement of directors by rotation on a 3-yearly cycle

Ian Fielder (Chair, Asset Skills Council) commented that in the past changes had been made so that the Chair and Vice-Chair of the Council could sit on the Board. Currently the work of the Council and Board was being duplicated, and therefore the Council needed to merge into the Board. He would personally like to become a Director of the Board rather than advisor, and would accept the full commitment that's comes with it, and would like this also for the Trade Associations and Professional Bodies

It was agreed that this would be discussed at the next Board meeting, and if necessary a further amendment could be made

A suggestion of Council issues being taken to the Board, and having separate meetings such as away days on occasions was agreed

The above regulations 4 1, 4 2 and 4 3 were proposed by Richard Bradford, seconded by Maureen Taggart and agreed by unanimous vote

5. Retirement by rotation – the following employer directors have agreed to resign and offer themselves for re-election.

- Chris Cracknell, (OCS)
- Roger Goodman (MITIE)

The above re-elections were proposed by Mike Rutherford, seconded by Stephen Howlett and were agreed by unanimous vote

6. Other directorships:

- Davina Boakye (East Thames Group) – wishes to resign her directorship
- Ted Hartill OBE (City of London) wishes to resign his directorship
- Robert Chick (Gwalia) who has resigned his directorship
- Rosalie Ward (Unison) who has resigned her directorship
- Phillip Toms (Newport Housing Trust) – the new chair of the Board for Wales directorship to be ratified
- Elizabeth Mountford (Rentokil Initial) directorship to be ratified

The above directorships were proposed by Ian Fielder, seconded by Andrew Large and agreed by unanimous vote

7. To re-appoint Messrs Wortham Hills Jaques as Auditors for the forthcoming year and to authorise the directors to approve their remuneration.

The re-appointment was proposed by Ted Hartill, seconded by Ian Fielder and agreed by unanimous vote

8 Any Other Business

Thanks was expressed to Davina Boakye and Ted Hartill for their contributions

Richard Beamish conveyed his thanks to the Asset Skills team for their support over the past year

Chris Cracknell thanked those who were resigning their directorship, and welcomed those joining us. He also expressed thanks to the Board and Members on the past years achievements

Following the meeting Richard Beamish gave a short presentation on Asset Skills activity