

Company no 530666

Minutes of the Annual General Meeting of AMP Ltd held on Tuesday 11 May 2010 in the Masonic Hall, Alston at 10 30am.

Present:

Tom Bell (Director, Cumbria CVS, STRPS & SAM)
Jules Cadie (Director & resident)
Simon Danby (Resident)
David Doxford (PEANuT)
Rebecca England (Director)
Alan Houghton (Eden District Council)
Holly Ho (Director & AMPC)
Chris Johnson (Co Secretary)
Sonia Kempsey (Steering Group & resident)
Andy Lloyd (Cumbria Rural Housing)
Malcolm Smith (Director & Eden District Council)
Richard Turner (Director & Alston Moor Historical Society)
Les Wallace (Director)



Apologies, introductions and declarations of interest.

June Abbott, Norman English, Alan Green, Mary Robinson, R Thomson, & R Townsley
There were no declarations of interest

1 Board of Directors' Report

JC reported that he had offered to put a report together and will post it on the AMP website with links to the blogsite. He offered to contact Johann Rosseuw to ask if he could take over the running of the AMP website, as it has become very out of date
Action¹

2 Approval of accounts and balance sheet

The 2009-2010 year end report was circulated and questions invited. None were received.

Resolved to approve the 2009-2010 year end accounts. Proposed by MS and seconded by RE.

3 Election of directors including the replacement of those retiring

RE, HH and MS offered to stand down as directors and indicated their willingness to stand again if nominated. MS reported that his appointment as Eden District Council's representative on AMP was subject to approval by members, but he did not anticipate any objections to continuing.

Resolved to re-appoint RE, HH and MS as directors. Proposed by JC and seconded by TB.

Further nominations were invited, as there are still vacancies on the board. None received.

Meeting Agenda

1 To approve the minutes of the last meeting

The minutes of the meeting held on Tuesday 9 February 2010 were approved as a correct record. Proposed by MS and seconded by TB.

2 Matters arising from the last meeting

- 2a Re attendance** - since the last meeting Carol Robinson's post with the North Pennines Heritage Trust had been made redundant, and Abi Wilde from the North Pennines AONB Partnership had moved on. Their valuable contribution to AMP was acknowledged.

3 Application to register AMP as a Charity

TB reported that the directors asked him to investigate AMP's legal status to check if it allowed them to do everything they wanted to and he confirmed that it did. However, new legislation for charitable companies is in the pipeline and would be the best option, but unfortunately is not yet available so AMP will have to apply to become a registered charity in the interim. The advantages are that if property is involved charities are eligible for a 90% rate reduction, and there are many funders who will only give money to registered charities.

TB contacted the Charity Commission, who said there was no need to change the Articles other than the following:

1) Memorandum of Association

Add a new clause 7 and renumber existing Clauses 7 to 9 to be 8 to 10

- 7** *If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this memorandum or the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply*

- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,*
- (b) the conflicted Trustee does not vote on any matter and is not counted when considering whether a quorum of Trustees is present at the meeting,*
- (c) the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying*

2) Articles of Association

- A) Alter Article 34 which currently reads –**

34 Under no circumstances shall any of the following serve as Directors -

- a) employees of the Company,*
- b) persons aged under eighteen years of age,*
- c) persons who are bankrupt or otherwise disqualified by law from serving as Directors,*
- d) becomes prohibited from being a Director by reason of any order made under Section 295 of the Act*

So that section b) reads - persons aged under sixteen years of age

- B) Add a new Article 53 as follows and renumber existing articles 53 to 68 to be 54 to 69**

- 53 *Each Member of the Council must provide a complete list of their interests in any other Company, Charity, Partnership or Co-operative which could result in a conflict of interest with their duty as a Member of the Board of Alston Moor Partnership Limited. The registration of such an interest does not preclude a person from acting as a Member of the Council of this Charity providing,*
- a) *Before the commencement of any meeting of the Council or sub-committee the Member declares that s/he has a conflict of interest regarding specified item(s) on the Agenda*
 - b) *Following a consideration of the nature and extent of the conflict the unconflicted Members may –*
 - (i) *request the conflicted Member to absent himself or herself from the discussion on the specified item(s),*
 - (ii) *allow the conflicted Member to remain for the discussion on the specified item(s) to provide expert comment unavailable from any other source,*
 - c) *Under no circumstances is the conflicted Member permitted to vote on the specified item(s)*

There is also a requirement to assess the public benefit of the organisation, which can be done by providing examples of what has been undertaken to date. Subject to approval TB and CJ would go through the list and amend as required **Action²**

Resolved that AMP would apply to become a registered charity. Proposed by MS and seconded by JC

TB asked all the directors to complete Charity Commission form F5 and CJ to notify Companies House of the revisions to the articles and memorandum **Action³**

4 **Report from David Doxford (PEANuT) on the Securing a Future Community Assets project**

DD reported that Alston Moor has been subjected to a boom and bust funding cycle, which has left the community dependant upon external funding, a situation that cannot be expected to continue indefinitely. The directors of AMP decided that they would try and find an asset to generate income that would enable the community to become more self-reliant by providing a source of investment for future projects. They obtained funding from the RDPE and appointed PEANuT to research potential assets, put together a Steering Group from members of the community, chaired by Les Wallace. DD presented a report to the Steering Group drawn from the 'hard data' - demographics, economic activity of the area etc and out of a long list of potential assets whittled down the list to 6 options. The criteria for selection was agreed to be income generation, creation of employment especially for young people both skilled and unskilled, sustainability and environmentally friendly, complimentary to existing businesses, longevity and with community support and enjoyment.

Site visits have been made to Gatehouse of Fleet and the Glendale Development Trust at Wooler to look at examples of successful projects. Glendale have been going for 13 years and now own social housing, shops, a youth hostel and a community building, but had initial revenue support from a local businessman. Gatehouse of Fleet have been more reliant on the voluntary sector and have a community wind turbine, which has not been without its share of problems. They were involved in the renovation of a former cotton mill for use as a public building and also provide an advisory service and manage grant aid to tackle fuel poverty in the area.

The PEANuT team have started on their task of consulting the community, DD met with Alston Moor Business Association and has a meeting set up with the Golf Club. CB and RM are targeting the hard to reach people such as young people, the elderly, farmers, and parents of young children. CB set up a questionnaire on surveymonkey and facebook and JC has put in a link from www.ashgill.info/alston

DD circulated copies of the questionnaire and the results in so far and which included a list of additional suggestions from residents

DD updated the group on the assets list

Social Housing – popular with respondents

Mixed development – there are a number of potential sites in private ownership which could be developed in partnership with the community and a developer. The High Mill site has potential as it is in the middle of town, is a large site and has a waterwheel of historic interest, but would need a creative solution to the problem of parking

Micro hydro – the South Tyne has potential and could be linked with the five proposed micro hydro schemes in Northumberland, but a concern is that the technology is not yet mature and it is difficult to get unbiased advice. There is also possible interest from other groups on Alston Moor

Wind turbine – there are issues around planning and polarised views from residents

Community woodland and wood fuel project – this could operate in a variety of ways and be built up from a simple project such as buying and selling wood fuel to a community owned wood with facilities for locals. AH and DD met with Jim McNeil from the Forestry Commission, who was enthusiastic and had help draw up a list of woodlands with potential in the area

Car pool – suggested as a response to the lack of public transport

LW queried how the hard to reach groups would be reached, and pointed out that although the web based surveys were useful they could be seen as exclusive by some. The difficulty of getting people to realise that they were part of the community and that decisions taken could affect them was discussed. Noted that community support might depend upon individuals seeing the benefits. Fuel poverty could be an issue that draws people in, and the community woodland project might encourage this as wood has a future as a reliable source of fuel.

DD reminded everyone that the list was not mutually exclusive and more than one option could be followed up. However, with the election so recent what will happen to funding sources is an unknown factor

5 Project updates

5a Community Assets Steering Group – CJ reported that Dave Smith from the RDPE made a pre-monitoring visit, and congratulated the interview panel on their professionalism. He had also looked at the list of potential assets and confirmed that all except a social housing project could be supported by the RDPE.

JC agreed to attend the working group lunch after this meeting with PEANuT, LW, AH and CJ.

5b Affordable Housing Group – RT reported that there had been no activity since the workshop last year, which did not attract much public interest. RE offered to organise a meeting in the near future. **Action⁴**

5c Community Knitting Group – HH reported that nothing further had happened, but she will distribute more leaflets in September.

6 Partner updates

6a STRPS – TB reported that the new season has started and the Sierra Leone coach is in service, fitted out with a buffet car. STRPS has taken over the lease of the cafe from Hazel, who has retired and will run it for two years to see how it goes. They approached Northumberland and Cumbria County Councils about transferring assets and received a positive response from both, and the transfer is progressing. (The old Station House at Slaggyford is now in private ownership, so is excluded from the assets transfer.)

There have been issues about opening the station car park and toilets, which are a cost to the organisation. Discussions have been held about charging for the car park, but no conclusions reached as yet.

Last season was a bad year for the STRPS as the bad weather meant that lost the last three days of the Santa special, and the bad weather at Easter was not a good start to the new season, although there are no worries yet

- 6b **Alston Moor Community Plan** – CJ reported that Alston Moor Parish Council are supporting ACT in a bid of around £4,000 to the CIEP fund (Cumbria Improvement and Efficiency Partnership) to update the 2002 Community Plan. The outcome of the bid will be known in June
- 6c **Futures Jobs Fund** – RT reported that Pam Young, on behalf of AMP has sent out letters about the scheme to local businesses and received a number of expressions of interest, although the requirement to provide community benefit is a difficulty for some. TB reported that STRPS has taken on two employees under the Northumberland scheme, who have made a start on painting the Advance factory
- 6d **Alston Moor Film** – SD reported that the film club has been re-launched and now has a 100 plus members and is financially viable. They aim to show a wide variety of films for adults and children, and are encouraging filmmakers to give seminars about their work. Applications to funders have been made for club members to make their own movies
- 6e **Cumbria CVS** – TB reported that the restructuring process was completed by the 1st April, and that financially they are better off than anticipated as the County Council did not make any funding cuts
- 7 **Any Other Business**
- 7a HH reported that she was planning to organise a sponsored walk to raise funds to support the community

	Actions	Priority	
1	Contact JR about management of AMP website	asap	JC
2	Amend list for Charity Commission & apply for charitable status	asap	TB/CJ
3	All directors to complete Trustee details form & notify Companies House of changes to Mem & Art	asap	All directors CJ
4	Affordable Housing Meeting	asap	RE

The meeting closed at 12 30pm

Signed

Date

Company no 530666

Minutes of a board meeting of AMP Ltd held on Tuesday 11 May in the Masonic Hall at 9 30am

Present

Tom Bell (Director & Cumbria CVS)
Jules Cadie (Director)
Rebecca England (Director)
Alan Houghton (Eden District Council)
Holly Ho (Director)
Chris Johnson (Co Secretary)
Malcolm Smith (Director & Eden District Council)
Richard Turner (Director & Alston Moor Historical Society)

Apologies

Alan Green, Mary Robinson & R Turner for lateness
TB (Vice-chairman) chaired the meeting

1 Minutes

The minutes of the meeting held on Tuesday 9 February 2010 were agreed as a correct record Proposed by MS and seconded by HH

2 Matters Arising

2a Re 9b/FEB/10 Futures Job Fund – TB reported that STRPS have taken on two people under the Future Job Fund scheme

2b Re 6/FEB/10 Corporate membership of SAM – TB reported that he is now the corporate representative on SAM

AH mentioned a concern he had about the proliferation of different organisations on Alston Moor, and that it would be useful to have a conversation with SAM to avoid any conflicts of interest over potential projects such as the micro-hydro scheme TB pointed out that SAM has involved a different set of people, and that AMP has a role in bringing the different organisations together to report on activities This is the ideal but does not always happen AH observed there is a limit to the capacity of volunteers The Glendale Trust at Wooler is an example of a community with a single development organisation that has been very successful

It was suggested that AMP could put out publicity about recent activities and JC offered to write the Annual Report for posting on the website¹ **ACTION**

3 Report from Dr T Bell on a proposal for Alston Moor Partnership to become a registered charity

TB reported that the Affordable Housing Group's visit to Wooler threw up queries about whether AMP's legal status allowed the partnership to do everything it wants to He confirmed that there were no issues with being a limited company, but the new legislation coming in charitable companies could offer more flexibility Unfortunately, this option is not yet available, so AMP will have to apply to become a registered charity in the interim TB contacted the Charity Commission, who said there was no need to change the Articles other than the following

Memorandum of Association

New clause 7 and renumbering of Clauses 7 -9 to 8-10 to deal with conflicts of interest

Articles of Association

Alter Article 34 b so that people under 16 (from 18) cannot serve as directors

Add a new Article 53 and renumber 53-68 to 54-69 to require members to provide a complete list of their interests, which could result in a conflict of interest with their duty as board members

There is also a requirement to assess the public benefit of the organisation, which can be done by providing examples of what has been undertaken to date

MS observed that another organisation he was involved with had found it difficult to obtain charitable status, but TB explained that as an existing company with appropriate aims it should be achievable. Advantages are that if property is involved charities are eligible for a 90% rate reduction, and there are many funders who will only give to registered charities

Resolved that AMP would apply to become a registered charity subject to the approval of members at the Annual General Meeting. Proposed by MS and seconded by RE **Action²**

4 Financial Report

The accounts for the year 2009-2010 were circulated. Noted that the Chairman's report is still to do

Resolved to approve the end of year accounts for 2009-2010. Proposed by MS and seconded by RE

5 Correspondence

None received

6 Any Other Business

None

	Actions	Priority	Contact
1	Annual report for website	asap	JC
2	Registered charity – request to AGM	Following meeting	Directors

Meeting closed at 10 30 am

Signed

Date