



**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
CITIZENS ADVICE ESSEX LIMITED
CHANGE OF ARTICLES OF ASSOCIATION**

Company number: 06150651

At the meeting of the Board of Trustees of Citizens Advice Essex Limited on the 17th November 2016 as recorded in the minutes under Matters Arising Item 3 it was proposed that the Articles of Association be amended by the members so that the representatives of a Local Citizens Advice should only have one vote.

This proposal was agreed by the Board at the meeting on the 17th November 2017.

At an Extraordinary General Meeting to be held on the 29th March 2017 at Citizens Advice Witham the following Special Resolution to amend the Articles of Citizens Advice Essex Limited will be submitted to Members:

Special Resolution

- **Resolution 1**

That Clause 34 of the Articles of Association is deleted and the following new clause is inserted:

"Each member may appoint one Trustee to the Trustee Board and each Trustee shall have one vote at all meetings of the Trustee Board, or one vote on a written or email resolution of the Trustees."

Secretary

A handwritten signature in black ink, appearing to be "R. McLeod", written over a horizontal line.

Richard McLeod

Note: As a member of Citizens Advice Essex Limited ("the Company"), you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at this General Meeting. A proxy does not have to be a member of the Company but must attend the General Meeting to represent you.



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COMPANIES HOUSE

**Minutes of meeting held on Wednesday 29th March 2017 at 10.00 am in
Witham Bureau conference room**

Present:

David Pickles	Maldon Chair (Exec)
Janet Woods	Epping Chair
Andy Hunter	Basildon Chair
Philomena Drake	Colchester Chair
Sue Wilson	BHW Chair (Exec)
Richard Armitage	Uttlesford Chair (Exec)
Brian Terry	Castle Point Chair (Exec)
Neil Muir	Rochford & Rayleigh Chair
Ivan Armstrong	Brentwood Vice Chair
John Barber	Harlow Chair
Phil Stepney	Southend Chair
Ian Harris	Chelmsford Chair
Richard McLeod	Brentwood CEO
Richard Aldridge	Colchester CEO
Russ Mynott	Chelmsford CEO

Apologies for absence:

Geoff Morgan	Brentwood Chair
Mike Hursthouse	Thurrock Chair
Robert Clubb	Tendring Chair

1. Welcome and introductions/

2. Apologies for absence

- As above

3. Acceptance of minutes from the last meeting of 17th November 2016

- were reviewed and they were agreed.

4. Matters arising

- Special Resolution

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Special Resolution

• Resolution

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Vote Proposed by **DP** seconded by **PD** passed unanimously including a proxy from Tendring.

5. Accounts

RMc distributed a summary page of the accounts for 2016-17 each line was reviewed, no questions raised.

A discussion followed about the payment and liabilities for the Essex County Council Funding investment Team. There are several projects that have been progressed by the team including the phone strategy bids and the Contact Centre bid.

It was explained that the original Contact Centre project was diverted by resource being allocated to the Tendring equip project (and the consumer service bid).

Recently a review with the Lottery indicated that the Contact Centre bid would not be successful in its current form. It was suggested by the Funding team that a smaller pilot bid with another grant holder (the Tudor Trust) could be successful.

RMy was of the opinion that the Tudor Trust bids had a track record of not being successful.

It was proposed that CA Essex representatives meet with the Financial Team to develop a strategy for fund raising. Also that we stop work on projects and ask for a status, and ascertain what was left of the budget. Chelmsford CA also has a budget with FiT.

RMy to contact Rochelle (FiT) to set up a meeting towards the end of April to resolve.

6. Managers Report

RMc provided feedback from the Manager's Project Operations review meeting held on 15/03/2017. It covered:

- The items that would be discussed at this meeting
- FABA project status
- Contact Centre bid update
- Essex SLA new arrangement through Essex CA
- New projects update

There was some discussion about the BBO bid and if it was through Essex CA or Basildon.

The SLA discussions with the commissioners was successful albeit that the way we work with Essex CC will change in that we will focus on helping them meet their priority areas of focus. They will work with CA Essex as the representative of all the Essex Advice Centres and distribute the grant through us. The grant level will remain as it was for last year.

7. Chair's report

- a. Since becoming the interim Chair of Citizens Advice Essex Limited it was reported that the Executive Sub Committee of Citizens Advice Essex Limited had met on three occasions.

- b. When DP became Chair it was established that Citizen Advice Essex Limited had no "rules of engagement". The Executive Sub Committee in the intervening period had concentrated upon creating the "Citizens Advice Essex Framework for Co-operation and Collaboration". This had been circulated to all Local Citizens Advice in Essex for their consideration prior to the meeting. This will be voted upon later on the agenda.
- c. The Chair has also attended meetings with the following:
- i. Mark Carroll *Executive Director for Economy, Localities and Public Health, ECC*
 - ii. Mike Gorgarty *Director Public Health, ECC*
 - iii. Phil Martin *Commissioning Delivery Manager, ECC*
 - iv. Adrian Coggins *Commissioning Delivery Manager, ECC*
 - v. Cllr. David Finch *Leader ECC*
 - vi. Gavin Jones *CEO ECC*

As has been reported elsewhere on each occasion CA Essex and the services it delivers and the use of volunteers was considered very positively by ECC.

ECC are currently undertaking an initiative called "Strengthening Communities" led by Gavin Jones.

The meeting was reminded that CA Essex did also include Unitary Authorities and to date contact had been focussed upon ECC.

- d. New Associate Membership Agreement for the Essex Consortium: It can be confirmed that this needs to be signed by the 1st April 2017 – as yet no extension had been granted by CA. If this was necessary then the maximum that would be granted would be one calendar month.

Framework for Co-operation and Collaboration: RA explained the value of the proposed document and that it was the first step in creating a structure and build relationships with potential funders and identifying opportunities. Concern was expressed about the number of relationships that we would need to establish and it would be too much for one individual. RA pointed out that it was intended to create a Communication Protocol as outlined Para. 5 of the Framework and that the tasks could be shared amongst a number of people including Trustees.

- e. DP confirmed that he had received one question concerning the "Framework" and that related to Para. 7 with reference to the risk this was also raised by JB. It was explained that for example the LCA may have to recruit staff prior to receiving initial payments. RA also drew the meeting attention the Para 6 "Project Participation" and that any risk would only lie with the participating LCA.
- f. It was accepted by the meeting that the "Framework" and New Consortia Agreement were interrelated decisions. It was agreed that the meeting would vote upon Resolution 2 initially.
- g. It was proposed that the requirement for reporting on "Leadership" to CA would at this stage be limited to the Trustees on the CA Essex Executive Board. This had

been discussed with CA and although no confirmation had been explicitly received this was proposed as the current approach that would be adopted.

8. Citizens Advice Essex Limited Company Business

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Ordinary Resolutions

- a. Resolution 1: "The members of Citizens Advice Essex Limited agree to the signing of the Associate Membership Agreement for the Essex Consortium"**

Vote Proposed by **DP** seconded by **NM** passed unanimously including a proxy from Tending.

- b. Resolution 2: "That the members of Citizens Advice Essex Limited adopt the Citizens Advice Framework for Co-operation and Collaboration as a regulation under Clause 44 of the Articles of Association"**

Vote Proposed by **DP** seconded by **BT** passed unanimously including a proxy from Tending.

9. AOB

- a. Director/Trustee; "That Sue Wilson the Chair of Braintree, Witham and Halstead be elected as a Director/Trustee of Citizens Advice Essex Limited".**

Vote Proposed by **DP** seconded by **PD** passed unanimously

- b. Framework for Co-operation and Collaboration – Citizens Advice Executive Board**

The current CAE Board comprised of Messrs Pickles, Terry, Armitage & Wilson. To meet the requirements of the Framework Para 3 these should now be voted upon.

Vote proposed by **PD** seconded by **JW**. Passed unanimously.

It was also highlighted that we are one Trustee short of the maximum number on the Executive Board.

It was proposed by **PD** that one of the Trustees from a unitary authority should be elected and proposed **PS**.

PS accepted the nomination.

Vote proposed by **PD** seconded by **AH**. Passed unanimously.

- c. Pensionwise income: The matter of the use and distribution of the income that CA Essex had retained as a result of the Pensionwise contract was raised. It had been agreed by the Trustees at a previous meeting that the sums to be paid for use of**

accommodation would be retained by CA Essex. The situation had now changed as the number of LCA providing this facility was limited.

PS believed that the amount of money that was left to be distributed was £15k. PS proposed that £7.5k should be distributed this financial year 2016/17 to those LCA who were still providing accommodation and the balance in the following financial year.

AH felt that the amount that should be distributed was considerably in excess of this figure, but as it was pointed out some of that money could relate to when all the LCA were providing accommodation.

It was agreed that CA Essex Executive Board should examine the options and make a proposal to the Trustees for their agreement.

- d. PD reported that Colchester and Tendring were now working closely together and this initiative was considered positive by both Local Authorities. They had appointed a joint "Strategic Director" and that RA would be leaving Colchester to pursue other interests.
- e. DP stated that the commitment to the Ned's (Exec) group is to attend a meeting every 2 months and that the full board meeting should occur every quarter including the AGM.

Meeting Dates

Next Managers/Project Meeting

Wednesday 28th June 2017 at 10.00am in Witham

Next Exec Meeting

Monday 8th May 2017 at 10.00am in Witham Bureau.