



## Annual General Meeting 2019

### Minutes

**The Hall Get Involved Ltd (FCA registration no 31628R)  
7:30pm, Friday 4<sup>th</sup> October 2019  
Exeter Street Hall, 16-17 Exeter Street, Brighton, BN1 5PG**

#### **1. Members Present**

A register of attendees was taken on arrival. The number of voting Members was 47 throughout the AGM, including proxies.

Directors present: David Fellows, Norman Wright, Jo Camplisson, Sunita Shier.

The Chair, David Fellows, opened the AGM at 7.35pm and explained the voting procedure and order of the meeting.

##### **1.1 Approval of Minutes of last AGM**

Copies of the Minutes from the 2018 AGM were distributed to attendees, having been previously available on the website. There were no matters arising from the Minutes.

A resolution to approve the Minutes of the 2018 AGM was proposed by David Fellows and seconded by Jo Camplisson.

The Minutes were approved unanimously (47 votes in favour; none against; no abstentions).

#### **2. Presentation of the Directors' Report**

Copies of the report were distributed to attendees, having previously been available on the website. The Chair, David Fellows, presented the Directors' Report for the financial year April 2018 – March 2019. The report showed operational income from hirers rising faster than expenditure, gave details of building works and renovations, and showcased the wide variety of uses of the Hall during the year by hirers and the Hall events team, including a number of 'social justice' events.

A resolution to approve the Directors' Report was proposed by Norman Wright and seconded by Sunita Shier.

The Directors' Report was approved unanimously (47 votes in favour; none against; no abstentions).

The achievements of Hall employees and volunteers during the year were applauded.

### **3. Presentation of the Financial Report**

Copies of the full report were available on the website. The Treasurer, Jo Camplisson, presented the Financial Report for the financial year April 2018 – March 2019. She summarised the published accounts and explained the balance sheet as at 31<sup>st</sup> March 2019. She also explained the income and expenditure account for the year to 31<sup>st</sup> March 2019. The Hall made a surplus of £12,405, all of which will be used either to restore reserves which had been depleted in the previous year or for restoration works and building improvements.

A resolution to approve the Financial Report for the year April 2018 – March 2019 was proposed by Sunita Shier and seconded by Dexter Coombe.

The Financial Report was approved unanimously (47 votes in favour; none against; no abstentions).

### **4. Appointment of Auditors (if required)**

David Fellows explained that the Co-operative and Community Benefit Societies Act 2014 gives the Directors the option **not** to have an external audit but instead for the accounts to be scrutinised and signed off as correct by the secretary and two committee members and then presented to the AGM for approval. This has to be agreed at AGM every year for the current financial year.

A resolution not to have an external audit of the accounts for the current financial year April 2019 – March 2020 was proposed by Graham Thomas and seconded by Susan Corlett.

The resolution not to have an external audit for 2019-20 was approved unanimously (47 votes in favour; none against; no abstentions).

### **5. Appointment of Directors**

David Fellows explained that under our rules a minimum of one third of all Directors must stand down at each AGM, in order of those who have held office the longest. Directors who stand down may be re-elected.

Current directors are:

David Fellows, who is standing down and seeking re-election;

Jo Camplisson, who is standing down and seeking re-election;  
Norman Wright, who will continue as a Director;  
Sunita Shier, who will continue as a Director.

In addition, one further nomination for Director had been received from Graham Thomas.

The following have been appointed by the Management Committee as co-opted members to serve for the coming year:

Dexter Coombe (Premises Licensee and Bar Manager)  
Graham Thomas (Secretary – co-option if necessary, subject to election result).

### **5.1 Election of Directors:**

As he was standing for re-election David Fellows vacated the Chair of the meeting in favour of Sunita Shier. Sunita introduced the election and the candidates and called for votes for each candidate in turn.

**Jo Camplisson**, nominated by David Fellows and seconded by Graham Thomas

47 votes in favour; none against; no abstentions.

**David Fellows**, nominated by Paul Winter and seconded by Rita Bowman

47 votes in favour; none against; no abstentions.

**Graham Thomas**, nominated by Norman Wright and seconded by Caroline Norman

47 votes in favour; none against; no abstentions.

Jo Camplisson, David Fellows and Graham Thomas were declared elected as Directors.

David Fellows resumed the Chair.

## **6. Transfer of the business of The Hall Get Involved Ltd (THGI) to Exeter Street Community Hall Ltd (ESCH)**

Graham Thomas explained the background to this resolution. Because of a problem with its asset lock rule THGI needs to transfer its business (legally a 'transfer of engagements') to a newly-created Charitable Community Benefit Society so that the society that runs the Hall can continue to be recognized as charitable. ESCH has been set up and has been granted charitable status by HMRC. Members are being asked to vote twice to transfer THGI's business, once at this AGM and again at a Special General Meeting to be held a few weeks later. Once the transfer takes place THGI shareholders will

automatically become ESCH shareholders, with the same number and value of shares.

After questions from Members the following resolution was proposed by Graham Thomas and seconded by David Fellows:

**This meeting of members of *The Hall Get Involved Limited* hereby resolves to transfer the whole of the stock, property and other assets and all engagements of the society to *Exeter Street Community Hall Limited* in consideration of *Exeter Street Community Hall Limited* issuing to each member of *The Hall Get Involved Limited* paid up shares equal to the amount standing to the credit of each member in the share ledgers of *The Hall Get Involved Limited* on the date when the transfer of engagements becomes effective.**

The resolution to transfer THGI's engagements was approved unanimously (47 votes in favour; none against; no abstentions).

## **7. Notice of Special General Meeting**

A notice of a Special General Meeting, to be held at 7:30pm on Sunday 20<sup>th</sup> October at Exeter Street Hall, had already been circulated to Members more than 21 days in advance of the meeting. Graham Thomas confirmed the date, time and place of the meeting and urged Members to attend what will probably be just a short meeting but will certainly be an important one.

The single item of business at the Special General Meeting will be a vote to confirm the transfer of THGI's engagements to ESCH.

## **8. Any Other Business**

David Fellows gave a brief outline of proposed building works for the coming year.

Glynn Sweet provided an entertaining update on recent and forthcoming events and activities in and around the Hall. Members showed their appreciation both for the update and for the work done by Jo Sandgrove on the garden behind the Hall.

There was no other business and the Chair formally closed the AGM at 8.45pm.