

**Elsa Park Community Trust Annual General Meeting Minutes
Monday 9th November 2015**

Present:		
Jono Brough	JB	Resident Director (Chairman)
Duncan Ashwell	DA	Resident Director (Vice Chairman)
Matthew Upex	MU	Resident Director (Finance Director)
James Cook	JC	Resident Director
Jane Whitehead	JW	Resident Director
Martin Hughes	MH	Resident Director
Cllr Jane Kingman	CJK	Director (Representing SKDC)
John Kirkman	JK	Director (Representing Elsa Park Primary School)
In attendance:		
Robert Anderson	RA	Streets Accountants
Daniel Belsham	DB	Buckles Representative
Barry Cook	BC	Trust Manager
Rebecca Jones	RJ	Finance and Admin Officer
Lynda Souch	LS	Centre Administration
Emma Ralph	ER	Centre Administration

The meeting opened at 19:00.

1. Welcome & introductions

JB welcomed all present to the meeting and thanked everyone for their attendance. A total of thirty-one members (representing nineteen properties) attended the meeting.

Apologies for absence were received from the following members: Mr Crane, Mr Leech, Mr & Mrs Crawford Clarke, and Mr & Mrs Ward.

Apologies for absence were received from the following Directors: Dan Browne, Adam Cooke, and Paul Fellows.

2. Approval of the Minutes of the last AGM held on 17th September 2014

The minutes of last year's AGM were reviewed. It was proposed by Mr G Penny and seconded by Mr D Forrest that the minutes be accepted as a true and accurate record of the minutes of the AGM held on 17th September 2014. Carried unanimously.

3. Chairman's Report

JB delivered the Chairman's Report in the form of a PowerPoint presentation, attached at Appendix A to these minutes.

4. Finance Directors Report and Approval of Annual Accounts 2014-2015

MU presented an overview of the accounts. During his presentation, a question was raised.

Q1 What areas have been adopted? Are we going to get professional advice prior to taking on any land?

A1 MU and JB advised that The Trust will be seeking professional advice whenever it is felt that such advice is required.

MU introduced RA (Streets Auditors). MU advised that Streets have given us a clean audit report.

It was proposed by Helen Morris and seconded by Steve Broughton that the Accounts for the Year Ending 31 March 2015 be approved and adopted. Carried unanimously.

5. Appointment of Auditors

It was proposed by resident Mr G Penny that the auditors be reappointed; seconded by Dave Forrest. Carried unanimously.

6. Special resolution – New Articles of Association

BC gave a brief explanation as to why The Trust needed to adopt new Articles of Association. In essence, The Trust wants to break away from the lead developer (Kier) in accordance with the original aims and objectives of The Trust, and Kier are entirely supportive of this aim.

BC described how Kier currently guarantee to underwrite the financial obligations of The Trust in terms of maintenance of the Public Open Space on Elsea Park in the event that The Trust should fail. South Kesteven District Council have insisted that before any new articles are adopted that would release Kier from this obligation, a bond is lodged with them to the value of Kier's guarantee. The Trust has offered to provide the bond, which needs to remain in place only until September 2016 (when the guarantee provided by Kier expires).

BC then invited Daniel Belsham from Buckles (who produced the new articles) to give a detailed explanation of what the new articles would mean for members. In summary:

- The existing articles give the Director appointed by Kier a controlling vote that enables them to out vote all other board members. The new articles give the Kier representative a single vote.
- Kier are currently "the appointer" and can determine who serves as Owner (Resident) Directors. Under the new articles, the responsibility to appoint new directors moves to The Board, allowing that appointment to be ratified by all members at the AGM following that appointment.
- Changes to The Companies Act (2006) removed the requirements for a company to have a Memorandum of Association, and the aims and objectives of the company that were originally specified in the memorandum have been incorporated into the new articles.

- DB advised that the new articles broadly mirror the previous articles, with an added clause that will permit Owner Directors to receive remuneration up to the value of the Annual Charge. This clause has been included as it is felt that at some time in the future, it may be helpful to be able to offer a small financial incentive to encourage Owner Members to serve as Owner Directors.

Q2. Mr Forrest stated that there had been no indication that the status of The Trust would change from that of a charity, and asked for clarification that The Trust would remain a charity under the new articles.

A2. BC explained that although The Trust had charitable purposes, it had never been established as a charity, and has always existed as a Limited (not for profit) Company.

Mr Forrest added that it would have been useful if the changes between the original articles and the new articles could have been marked in the new articles as there have so been many amendments.

DB responded that with the Memorandum of Association being removed through changes in the Companies Act 2006, the new articles incorporated the provisions of the Memorandum and the original Articles in a single document. The Memorandum for The Trust effectively disappeared in 2009. In regards to charity status, the laws surrounding charities have evolved and the Trust were caught in the middle of this evolution. Companies were either a charity or were not, and the government of the time wanted to give companies like The Trust charitable benefits but without giving them the tax relief enjoyed by charities.

DB added that the extract that Mr Forrest had read would have referred to this fact, and that the new articles replicate the goals of a Community Interest Company.

Q3. What would be the status of the company if the new Articles of Association are to be adopted?

A3. DB advised that there would be no change in the status of the company.

BC advised that rather than The Trust applying to become a charity, it might be possible to apply for charitable status for The Centre as it appears unlikely that charitable status would be granted to The Trust as a whole.

Q4. Have Kier had a close look at the new articles and are they happy with them?

A4. BC replied that Kier are extremely supportive of the new articles, and but for delays caused by SKDC, the new articles would have been put to the vote at last year's AGM. He added that under the terms of the bond, £3500 will transfer from the bond back to The Trust as each month passes, until the balance draws down to zero in September 2016.

Q5. Does the Section 106 Agreement still apply under the new articles?

A5. DB responded that it does; there is no change to the S106 Agreement.

Q6. Have the changes to The Articles resulted in any extra liabilities to The Trust?

A6. DB advised that the changes have not increased The Trust's liabilities, which remain the same as in the original Articles of Association. The previous restrictions all still apply, with the same protections in place under the new articles.

DB added that there had been a typographical error in the new Articles regarding the number of people required for a meeting to be quorate. The articles stated thirty, but the number should read three, and this amendment would be incorporated if the articles were adopted by the meeting.

Finally, DB added that if the new Articles were adopted by the members, they would not come into force until the bond is in place with SKDC, at which point they will be lodged with Companies House.

The Special Resolution to adopt the New Articles of Association was put to the vote, and was passed unanimously.

7. Questions submitted prior to the meeting

The AGM calling notice invited members to submit questions in advance; two questions were received ahead of the meeting.

Q7. When will superfast broadband be implemented on Elsea Park?

A7. BC advised that some homes had benefited from Superfast Broadband for over two years. Three cabinets on Elsea Park are awaiting upgrade, two are being funded by Lincolnshire County Council under their Rural Broadband programme, the third by BT Commercial. Cabinets 28 (on The Pollards) and Cabinet 26 (on The Gables) are expected to be upgraded during December using the LCC funding.

A resident has already been in touch with the local MP, Nick Boles, and his office has contacted BT to see if they could exert any pressure on them to undertake the upgrade to Cabinet 18 (on Marigold Avenue at its junction with The Pollards). Sadly, BT's response was *"cabinet 18, which is part of Openreach's programme, has unfortunately not yet been scheduled into our upgrade build"*.

DA advised he has seen the correspondence between the office of Mr Bowles and BT, and intends to make a further attempt to apply some pressure.

BC added that having checked with the SKDC Planning Department, he was advised that current planning regulations only require developers to run a copper pair to new build houses. The regulations do not specify what must be provided in terms of connecting

infrastructure, although developers sometimes contribute towards the costs of upgrading that infrastructure.

Q8. Is the covenant regarding caravans and commercial vehicles being enforced.

A8. BC advised that this has been looked into previously, and there is a potential problem in that the definition of a commercial vehicle is not specified in the Deed of Covenant or the TP1 and therefore might even be deemed to include a company car rather than just larger vans and lorries etc.

DB added that the provision (to the extent it applies) is something that the Trust could not enforce, as the obligation to enforce the covenant regarding commercial vehicles remains with the original owners (ie the developers). On the grounds of fairness, the covenant would need to be enforced under all circumstances, which would incur significant costs, without any guarantee of success.

The matter of caravans was then discussed, and there was agreement from the floor that the restriction regarding caravans should be enforced by The Trust (as it is a party to the covenant).

Q9. Is McDonalds collecting their rubbish?

A9. BC advised that over Christmas last year ten more bins were placed around the development. The bins are emptied regularly by The Trust, and roughly two thirds of the rubbish contained therein originates from McDonalds; it is a similar ratio when litter is picked each time the grass is cut on Raymond Mays Way. McDonalds advise they will not litter pick along Raymond Mays Way as it is a national speed limit road and they feel it would put their staff at risk. BC advised that The Trust have asked for the matter to be raised at the next Bourne Town Council Meeting. BC will raise the matter again with McDonalds if the Town Council can't help.

Q10. It isn't McDonalds who is dropping litter but maybe SKDC need to enforce litter picking and educate people?

A10. BC agreed, but advised that prior to McDonalds being built, much of the litter originated from Tesco.

Q11. A resident of The Ridings asked if the knee rail that ran alongside the drainage ditch could not be replaced with a higher fence and a hedge?

A11. BC advised that the land is still in the ownership of Kier. He added that the plans show that a post and rail fence should have been installed, and before taking the land on, he would be requesting that Kier comply with the plans and install the correct type of fencing.

Q12. When will the all-weather path be completed along the spinney and will it be wheel chair friendly?

A12. BC advised that the completion date was not known, but that the path will be a combined pedestrian and cycle path, and would be wheelchair and buggy friendly.

Q13. A member asked if the new play area in the David Wilson Homes Site would be suitable for disabled children.

A13. BC advised that despite promising to engage with the Trust to provide play equipment that would be inclusive to all users, they had built and equipped the play area without any consultation whatsoever.

Q14. The Board were asked if they would work alongside Little Miracles regarding the provision of new play equipment?

A14. BC advised that can't dictate what the developers install, but try to influence them. Kier have promised to engage with The Trust on future play areas that they provide.

Q15. Do Ground Control carry ID with them? We have had gentleman coming down Springbank drive carrying sacks. Nobody knows anything about them.

A15. BC advised that the Ground Control Contractors wear branded clothing so should be easily identifiable

Q16. How late is too late for door knocking?

A16. BC said he believed they were allowed to operate as late as 9pm. He added that he had canvassed residents interest via the newsletter in a Neighbourhood Watch scheme for the whole of Elsea Park which would include a no cold calling zone. The Trust did not receive a single email, letter or phone call in support of a scheme, so it was not progressed.

DA asked for some neighbourhood watch schemes to start up with people to come forward to volunteer their time.

Q17. A member advised that a light in the court yard serving properties on Setts Green is not working, and asked what could be done about it?

A17. BC replied that the lamp is in a private parking court, and the member would need to take it up with the freeholder / management company.

MU advised that the light in his communal carpark is fed from the consumer unit in his home! A separate management company maintains the lights and shrubbery etc.

BC advised the resident that E.on's call out charge to repair a street lamp is £60 plus the costs of replacement bulbs or controllers.

Q18. A member said they wanted to give their thanks to The Board for all their efforts, and asked if the retail units would also be paying the annual charge?

A18. BC advised that he was not sure if the retail units would be obliged to pay the Annual Community Charge.

Q19. Are we any closer to the roundabouts painted and signposted?

A19. BC advised that he has asked LCC Highways Department, but they were not very supportive. BC advised that he had finally managed to get the white lines put in on the roads that were being adopted under Phase 1, and that all junctions and roundabouts on the spine / feeder roads through the development should be marked in the same. It was unlikely that this would be prior to adoption.

AOB – including questions from the floor

DA advised that he has been elected to South Kesteven District Council, and had stood to make a difference and to be a voice and representative for Elsea Park Residents. He is concerned that there is no safe footpath linking the Taylor Wimpey development at Oak Spring Gardens through to the rest of Elsea Park. He added that he is trying to determine if residents shared his concerns and to try and help to resolve the issue. DA advised he had escalated his enquiries to authorities who might be able to assist. He believes that if the new shops have been approved then this might help strengthen the case to get a footpath provided.

There being no other business, the Meeting closed at 20:55.