

Somerset Association of Local Councils
Minutes of the Annual General Meeting
Held on 18th December 2018 at Edgar Hall, Somerton

Present: 55 councillors and clerks, representing 37 member councils

In the Chair: Cllr Jean Allgrove (President)

In attendance: Cllr Dave Mitton (Chairman) Justin Robinson (CEO), Simon Pritchard (Assistant CEO)

ORDINARY BUSINESS

1. Apologies for absence
Apologies were received from 27 member councils
2. Minutes of the Annual General Meeting held on 28th October 2017
It was unanimously resolved that the minutes be approved as a correct record. There were no matters arising
3. Election of Officers:
Members unanimously endorsed the recommendations of the County Committee for the offices of President (Cllr. J Allgrove), Chairman (Cllr. D Mitton) and Vice Chairman (Cllr J Lawrence) of the Association
4. Appointment of Reporting Accountants:
Members endorsed the recommendation of the County Committee that Apsley's of Tiverton be appointed for one final year
5. Election of one representative and one deputy representative to the Assembly of the National Association of Local Councils:
Members endorsed the recommendation of the County Committee that Cllr L Whetlor and Cllr D Mitton (deputy) be elected
6. Election of one representative to the Somerset Playing Fields Association
It was resolved that Cllr J Lawrence be appointed as the Association's representative
7. To receive the Annual Report and Accounts for the year to 31st March 2017
The report was received and duly noted by the meeting

SPECIAL BUSINESS

To consider the current structure of the Somerset Association of Local Councils ('the unincorporated Association') as an unincorporated association and the advantages to its present and future County Committees and member councils of transferring the operation and undertaking of the unincorporated Association to a corporate body with a legal personality and limited liability.

After discussion, the following resolutions were passed without dissent:

(A) that the County Committee takes, or authorises the taking of, the necessary steps to establish a company limited by guarantee called 'Somerset Association of Local Councils Limited' and to register the new company ('the Company') with Companies House;

(B) that the draft Articles of Association (attached) which have been produced to the meeting are approved and adopted as the constitution for the Company;

(C) that Ashcott, Brympton, Chilcompton and Comeytrowe Parish Councils and Watchet Town Council be approved as the first members of the Company and be authorised to sign the Memorandum of Association;

(D) that Dave Mitton, Jean Allgrove, Loretta Whetlor and Jenny Lawrence be appointed the first directors of the Company;

(E) that Justin Robinson be appointed the company secretary of the Company;

(F) that the registered office of the Company be Edgar Hall, Somerton Business Park, Somerton, Somerset TA11 6SB;

(G) that following the registration of the Company all the current assets and any outstanding liabilities of the unincorporated Association be transferred to the Company; and

(H) that the County Committee and County Executive Officer be authorised to undertake all necessary actions to achieve the above resolutions and to make such other arrangements as are necessary for the Company to operate as the successor to the unincorporated Association at such appropriate date as the County Committee determines.

DISSOLUTION RESOLUTION (as a resolution requiring a two-thirds majority)

The following resolution was passed unanimously:

That following the transfer of the unincorporated Association's assets and any liabilities to the Company, and the Company taking over its activities, the members authorise the County Committee to prepare a closing account for the unincorporated Association, and to dissolve the unincorporated Association at such time as the County Committee decides is appropriate.

Justin Robinson

County Executive Officer

Somerset Association of Local Councils