

## **Somerset Association of Local Councils**

### **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the Somerset Association of Local Councils will be held at The Edgar Hall, Somerton

on 18 December 2018 at 6pm for the purpose of considering the following agenda and, if thought fit, passing the specified resolutions.

#### **ORDINARY BUSINESS**

1. Apologies for absence
2. Minutes of the Annual General Meeting held on 28<sup>th</sup> October 2017 (attached) and matters arising
3. Election of Officers: members are asked to endorse 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 are asked to endorse 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 are asked to endorse 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
7. To receive the Annual Report and Accounts for the year to 31<sup>st</sup> March 2017 (copies attached)

#### **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.

### **PROPOSED RESOLUTIONS (as ordinary resolutions)**

(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.

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

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.

Dated the 25<sup>th</sup> Day of November 2018

Justin Robinson

County Executive Officer

Somerset Association of Local Councils