**Ilmington Community Shop Limited (Register No: 32295R)**

**Annual General Meeting 2.30pm 18th February 2017: Village Hall Ilmington**

**1.** Introduction to the format of the meeting: Tim Allen, Company Secretary

**2.** Apologies for absence

**3.** To receive the Chairs Report for the trading year to 30th September 2016: Tim Allen

**4.** To receive the Treasurers Report for the trading year to 30th September 2016: Mark Dobson.

**5.** To approve the Ilmington Community Shop Financial Statements to 30th September 2016 prepared by David Cadwallader and Co Ltd as the accountants retained by Ilmington Community Shop Limited: Mark Dobson.

**6.** To consider and vote on the Management Committees recommendation that Ilmington Community Shop Limited does not require the appointment of an auditor: Mark Dobson.

**7.** To consider progress to date since 30th September 2016, including financial projection for the current trading year (1st October 2016 – 30th September 2017) and subsequent years: Tim Allen & Mark Dobson.

**8.** To consider and vote on Management Committee recommendations for future management and staffing for the shop and café.

**9.** To receive a brief membership strategy, consider and vote on the strategy: Tim Allen.

**10.** To elect the Management Committee for the coming year: Tim Allen as Company Secretary to facilitate.

**11.** Any other business and close (we will close by 4.00pm at the latest).

Please note: the rules governing Ilmington Community Shop Limited, including requirements for the AGM, are available to any member: please ask at the Shop, request by telephone on 01608 682838 or email [admin@ilmingtonshop.co.uk](mailto:admin@ilmingtonshop.co.uk)

**Management Committee Membership**

1. The current Management Committee is as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Name** | **Term Start Date** | **Term End Date** | **Nomination** | **Start Date if Appointed** | **End date if Appointed** |
| **Tim Allen (Chair / Company Secretary** | 2015 | 2018 | N/A | N/A | N/A |
| **Mark Dobson (Treasurer)** | 2016 | 2019 | N/A | N/A | N/A |
| **Nicky Schlatter (Vice Chair)** | 2016 | 2018 | N/A | N/A | N/A |
| **Jane Neate** | 2016 | 2019 | N/A | N/A | N/A |
| **Lee Bridges** | Co-opted 2016 | 2017 | Yes | 2017 | 2020 |
| **Angie Dobson** | Co-opted 2016 | 2017 | Yes | 2017 | 2020 |
| **Michele Hall (Shop Manager)** | 2016 | 2017 | Yes | 2017 | 2018 |
| **Liz Morris** | 2015 | 2017 | Yes | 2017 | 2019 |

2. Members attending the AGM will have an explanation of the process to ensure clarity, but Members are asked to note the following:

1. That the AGM is quorate if 39 Members or more (including the current Management Committee) are in attendance.
2. That voting is on the basis of one member one vote.
3. That voting will be by a show of hands at the AGM.
4. That members unable to attend the AGM may either nominate another member or the Company Secretary who can vote at the meeting on their behalf by proxy, subject to their informing the Company Secretary by 18.00 hours on Thursday 16th February 2017 and providing their name, and either the name of the member attending who is to vote as proxy, or naming the Company Secretary in this capacity.
5. Members voting as a proxy will be asked to identify themselves to the Company Secretary before the formal AGM proceedings start.
6. All members may nominate another Member (or themselves) to be on the Management Committee by completing the proforma below. In all cases, the nominee must have other Members to propose and second them. Nominations must be received either by email ([t.d.allen@btinternet.com](mailto:t.d.allen@btinternet.com)), at the Shop, or to the Hayloft, Front Street, Ilmington, Shipston-on-Stour, Warwickshire CV36 4LA by 18.00 on Thursday 16th February 2017.
7. Society Rules allow for a minimum of 4 Management Committee members and a maximum of 10, however, please see the current Management Committees recommendation below.

4. The Current Management Committee:

* Tim Allen, Mark Dobson, Nicky Schlatter and Jane Neate will continue following election at either the 2015 or 2016 AGM, so are not up for election this year: they are willing to continue on the Committee.
* Remaining Committee members (Liz Morris, Lee Bridges, Angie Dobson and Michele Hall) are either up for election this year, or were co-opted during the year and therefore need to be formally considered and voted for as members of the Management Committee. All are willing to stand.
* Members will be advised of all nominations at the meeting, both those from the current Management Committee and any additional nominees.

5. The voting will therefore be as follows:

1. Members will then be asked if they are happy to vote for Liz Morris, Michele Hall, Lee Bridges and Angie Dobson en bloc: if not
2. Members will be asked to vote for all nominees individually including current Management Committee nominees (if not elected ‘en bloc’): successful nominees will be those attracting the most votes on a show of hands up to the agreed number of Committee members (10); or
3. If current Management Committee nominees are voted for en bloc, then any other nominees will be voted for individually: successful nominees will be those attracting the most votes on a show of hands up to the agreed number of Committee members (10).

**Timothy Allen**

**Company Secretary**

**Ilmington Community Shop Limited**

**Invitation to Propose Membership of the Ilmington Community Shop Ltd Management Committee: Nomination Form**

1. The Management Committee works in a collaborative and friendly way and we welcome potential additional members to stand at the AGM for election. The maximum number of people who can comprise the Committee is 10.

2. Any Member (i.e. shareholder) of Ilmington Community Shop Limited can stand for election as a Committee Member. So if you, or anyone you know is willing to stand, please fill in the simple form below and send to Tim Allen, Company Secretary, either by email at [admin@ilmingtonshop.co.uk](mailto:admin@ilmingtonshop.co.uk) or by hard copy delivered to The Hayloft, Front Street, Ilmington, CV36 4LA, by Thursday 16th February 2017. If you would like to discuss a potential nomination, please speak to Tim on 01608 682646 or email [t.d.allen@btinternet.com](mailto:t.d.allen@btinternet.com) . Proposers and seconders need to be Members of the Society

|  |  |  |
| --- | --- | --- |
| **Name of Nominee** | **Proposer** | **Seconder** |
|  |  |  |

**Signature and Address of Nominee**

**Signature and Address of Proposer (can be the Nominee**)

**Signature and Address of Seconder**

**Ilmington Community Shop Limited**

**(Register No: 32295R)**

Temporary Registered Office: The Dower House, Back Street, Ilmington,

Shipston-on-Stour, Warwickshire, CV36 4LJ

**Minutes of** **Second Annual General Meeting**

**Ilmington Village Hall: 4th April 2016 at 7.30pm.**

**(Covering the Trading Year October 1st 2014 to 30th September 2015)**

**Attendees**:

* Management Committee: Tim Allen, Mark Dobson, Jane Neate, Liz Morris, Michele Hall & Nicky Schlatter (all Society Members)
* 48 Members in addition to the Committee

**The AGM was confirmed as quorate**.

1. **Introduction:** Tim Allen
2. **Apologies:** Jenny and Peter Daniel, and Belinda and David Derrington
3. **Acting Chairs report for year to 30th September 2015**

Tim Allen summarized developments described in the report (available at <http://www.ilmingtonshop.co.uk/blog> ). The report covered both the Company year to 30th September 2015 and an update on subsequent progress to date covering the purchase of the former church, opening in May 2015, the results of fund raising that has enabled completion of the project and opening the café and plans for a celebration in July.

Tim summarized the results of customer feedback and a survey, and lessons learned from early experience in running the shop.

Also, there was a successful response to the March 2016 share offer with 39 new shareholders and 37 existing investing investors contributing, a donation of £1,500 and share holdings and benefactor loans totalling approximately £34,000. We now have a total of 385 shareholders. We have sufficient funds to complete all work on the café and grounds.

Improving member and customer communications is a focus for the Committee.

Q***uestions covered:***

* Plans for recruiting and training volunteers: included a suggestion that we might seek funding to support a relationship with Stratford College who run catering courses.
* Potential to develop opportunities for involving young people, providing work experience. Also prompted that we should contact local schools re volunteering experience / Duke of Edinburgh.
* The Treasurer cautioned that we are not in a position to pay volunteers without external funding – the shop and hopefully the café, will be cash generative, but not sufficient ta lest yet to pay people to work in the shop or café.
* The difference between best before date & sell by date: best before relates to quality, sell by relates to safety issue.
* Name badges for volunteers – all agreed a good idea and the Committee agreed to action.
* Improving communications.
* The café will be licensed to sell alcohol.

**The AGM agreed** to accept report

1. **Treasurers Report**: Mark Dobson

Mark introduced himself & thanked Mike Tremellen for support during hand over. Mark summarized developments described in the report (available at <http://www.ilmingtonshop.co.uk/blog> ). The report identified that the shop was trading successfully and modestly cash generative given that the shop is still in the first year of trading and inevitably incurred one off set up costs.

Looking forward Mark advised that there is no room for complacency and that we are on a learning curve in understanding which products sell but that we expect a modest trading surplus in 2015 – 16. Also, there are uncertainties about the performance of the café once open.

* **Financial statements to 30th September**: Mark Dobson

**The AGM agreed** to sign off on accounts

* **Auditor:** Mark Dobson

**The AGM agreed** that there is no necessity to appoint auditor.

**5. Membership Strategy**

The Acting Chair introduced the Membership Strategy Report and covered the need for improved communications, the availability of key documents through the shop, plans to develop the volunteer base and a proposal to re-open for to new members on an adhoc basis.

In response to the proposal to agree that to open to new members, questions arose around:

* Confirming that this is an opportunity to repay benefactor loans.
* Confirming that new Members can purchase shares up the maximum value allowed under the Society rules and not constrained to £10 (except where required by the rules)

**The AGM agreed** to open to new members as and when they wish to join from June 2016.

**6. Management Committee Membership**: Tim Allen

Tim explained that:

* The rules require that Committee members are an even spread of service across a three year period.
* As there are no nominations for additional Committee members this means 2 should be on a 1 year tenure in any given year, 2 on a 2 year tenure and 2 on a 3 year tenure.
* As a result of the previous AGM, Tim Allen continues to 2018 and Liz Morris to 2017
* Michele Hall and three current co-optees (Mark Dobson, Nicky Schlatter and Jane Neate stood up for election.

**The AGM agreed** on a show of hands that:

* Mark Dobson and Jane Neate are elected to 2019
* Nicky Schlatter is elected to 2018
* Michele Hall is elected to 2017

**The AGM also agreed** that the Management Committee could coopt further members up to the maximum allowed in the rules (10)

**7. Any Other Business**

Attendees made a number of points:

* A suggestion that we should open the shop and particularly the café on a Sunday afternoon: in discussion, the Committee advised that the current planning permission does not allow provide for this, and that we’d need to be sure that volunteers were available before considering, but that this is something we can consider further with members once the café is up and running and viable.
* Discussion about how the café would run, what it would provide etc. **Agreed that the Management Committee** would hold an open meeting for all interested before the ‘soft opening in late May to give Members an opportunity to hear and consider how the café will operate.
* Confirmed that the café would provide services on Saturday of the Open Gardens weekend on 25th June 2016.

Meeting closed at 2030hrs.

**Timothy D Allen**

**Company Secretary**

**Ilmington Community Shop Limited**

**Tel: 01608 682646**

**Mobile: 07813 799131**

**Email:** [**t.d.allen@btinternet.com**](mailto:t.d.allen@btinternet.com)