



CO-OPERATIVE PUB

HEBDEN BRIDGE

The Fox and Goose (Hebden Bridge) Limited

**Minutes of the Annual General Meeting
held on**

**Saturday 27th April 2019, 12.00 pm in the meeting room at
St James the Great Church, Church Lane, Hebden Bridge.**

Attendance: See end of minutes.

Director and Chair, Dave Young, welcomed shareholder members to the meeting and introduced himself. The other Directors, Nigel Sagar (Treasurer), Jonny Owen (Secretary), Tudor Gwynn and Hannah Nadim then introduced themselves. The Chair informed shareholder members that there were some non-shareholders present to observe, but who could not vote. No objections were raised.

The meeting was quorate.

1. **Apologies for absence**
See end of minutes.
2. **Minutes of the Annual General Meeting held on 21st April 2018**
 - 2.1 The minutes of the previous AGM were approved by a show of hands.
3. **Matters arising from the Annual General Meeting held on 21st April 2018**
 - 3.1. Minute 8 “The Board will look at the question of the size of the quorum required for future meetings and to avoid a clash of dates, if possible”. The Secretary, Jonny Owen, reported that the quorum was a resolution to be discussed at this meeting. He also reported that the AGM date had been chosen to avoid clashing with Calderdale CAMRA’s meeting and to avoid Easter.
4. **Chair’s Report**
 - 4.1. The Chair, Dave Young, read out his report which had been circulated to shareholders before the AGM.
 - 4.2. Director, Tudor Gwynn, read out extracts from a report produced by the Manager, Hannah Thurman.
5. **Treasurer’s Report**
 - 5.1. The Treasurer, Nigel Sagar, presented: the accounts and balance sheet for the period ending 31st December 2018; the budget for the period 1st January to 31st December 2019; along with his previously-circulated written report.

The Fox and Goose (Hebden Bridge) Limited

Registered Society, Number 32021R

Registered Office: 7 Heptonstall Road, Hebden Bridge, West Yorkshire, HX7 6AZ

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- 5.2. The Treasurer gave a summary of the report and highlighted improved trade post the period.
- 5.3. The Accountant Mark Hill noted the improved profits of the business and pointed out that tax liability arising from this can be offset against previous years' losses.
- 5.4. The Treasurer noted present cash and cash equivalents stood at about £42000.
- 5.5. The accounts were accepted by a show of hands.

Action: Treasurer to submit the signed accounts to the Financial Conduct Authority.

6. Extraordinary resolution to amend rule 43 (quorum)

- 6.1. The Secretary, Jonny Owen, introduced the resolution, referring to the notes circulated previously with the agenda:

"It is proposed to amend the wording of Society rule 43 from "10% of membership" to "5% of membership". The new wording to read, "No business shall be transacted at a general meeting unless a quorum of Members is present which shall include those Members not present in Person. Unless amended by Extraordinary Resolution, a quorum shall be 3 Members or 5% of the membership, whichever is the greater."

- 6.2. Jonny Owen presented the Board's opinion with reasoning that the resolution should be approved and referred to the document regarding this resolution circulated prior to the AGM on the reverse of the agenda.
- 6.3. Question: how many members do we have today and how many will a 5% quorum represent?
- 6.4. JO: we have 281 members presently, so 5% will mean for a general meeting to be quorate, there will have to be 15 or more members attending.
- 6.5. The resolution was passed by show of hands.

Action: Secretary to amend the Rules accordingly and submit them to the Financial Conduct Authority for their approval.

7. Ordinary resolution regarding audit

- 7.1. The Treasurer, Nigel Sagar, introduced the resolution:

"To disapply the requirement to undertake a full professional audit for the year of account 2019 and replace with an accountant's report."

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7.2. There were no questions and the resolution was approved by a show of hands.

8. **Ordinary resolution regarding the application of profits**

8.1. The Secretary, Jonny Owen, introduced the resolution:

“The Directors’ recommend paying 3% interest on issued share capital at 31st December 2018.”

8.2. The Chair asked if there were any questions.

8.3. Question: The opportunity to collect interest tokens for the 2018 payment seemed to close too quickly.

8.4. Jonny Owen: we held that opportunity open for five months until February this year.

8.5. In response to a question as to whether the process would be the same for the 2019 interest payment, members were advised that the Board had not yet made a decision.

7.6 The resolution was approved by a show of hands.

Action: Secretary to arrange payment of interest.

9. **Resignation of one-third of the elected Directors**

9.1. The Chair, Dave Young, advised that Director and Secretary, Jonny Owen, would be standing down as Director. Dave thanked him for his work over the previous two years. Those attending thanked Jonny Owen.

9.2. The Chair advised that the two co-opted Directors, namely Hannah Nadim and Tudor Gwynn, are stepping down and seeking election at this meeting.

10. **Election of Directors**

11. In accordance with clauses 61 to 64 of the Society’s Rules, a Board of Directors shall be appointed, noting that a maximum of seven Directors was agreed at the Annual General Meeting held on 11th April 2015.

12. The Chair, Dave Young, advised that two people, Tudor Gwynn and Hannah Nadim, had been co-opted to the Board and that a nomination had been received from Aziza Mills. Shareholder members were given information provided by the nominees and the Chair asked the meeting to vote to elect Tudor Gwynn, Aziza Mills and Hannah Nadim. They were elected by a show of hands.

Action: Secretary to induct the three elected directors to the board.

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The Chair thanked the Directors and the staff for their work on behalf of the Fox and Goose, and the shareholder members present for attending, and closed the meeting at 12.32pm.

Attendees (38 shareholders):

Sian Ahern	John Hartley	Michael O'Donoghue
Rachel Baines Holmes	Mark Hill	Jonathan Owen (Director)
Julie Burrows	Jack Hornby	Peter Owen
John Cattemull	Peter Keal	George Parker
Adrian Cornforth	Allen Keep	Susan Pooley
Gerry Crookes	Fran Labrom	Chris Rowland
Doug Croxon	Andrew Marsh	Nigel Sagar (Director)
David Dunne	Aziza Mills	Fyfe Sainsbury
Andrew Grant	Hannah Nadim (Director)	Susan Sands
Tudor Gwynn (Director)	Barry Newton	Dave Young (Director)

Non-Shareholders present:

Jenny Bromley (Director and Secretary, Puzzle Hall Community Pub), Sam Irvine (Director and Treasurer, Puzzle Hall Community Pub), Christine Williams.

Shareholder apologies for absence received:

Camilla Asher	Andy Haigh	Mic Stocks
Andrew Bibby	Phil Kennedy	Sue Turner
Justine Brian	Rachael Loise	Gail Williamson
Patrick Culkin	Helen Plant	Roy Williamson
Amanda Daw	Nigel Plant	Gareth Wright
Stuart Daw	Mark Simmonds	Tony Wright

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