



Canalside Community Food

a community supported agriculture scheme

Annual General Meeting Minutes

5pm for 5.30pm, Saturday 10th February 2018

Radford Semele Baptist Church hall, Lewis Road, Radford Semele, CV31 1UQ

Chair: Judy Steele

Steering group members present: Gareth Davies, Tom Ingall, Judy Steele, Ali Jeffery (minuting), Magali Fowler, Dom van Marsh, Xandra Gilchrist, Ruth Leary

Members present: 35 members were present:

Jane Ingall, Carolyn Pickering, John Pickering, Joseph Ingall, David Curran, Lena Sucker, Sumithra Konduru, Rebecca Sugisaka, Geof Elvyhart, Fiona Cottrell, Janet Saunders, Chris Philpott, Louise Male, Dave Fenton, Christine Fenton, Erica Moody, Ness Ainscow, Felicity Rock, Helga Weirather, Verity Thompson, Patricia Hollis, John Hollis, Simon Ashbell, Agnes Ashbell, John Liddamore, Helen Maiden, Andrew Maiden, Xavier Gross, Sarah Biddle, Gabi Siemon, Dave Steele, Bruce Knight, Jon Parry, Sam Elvyhart, Martin Eyles

Observers present: 3 observers were present:

Paola Guzman, Mord Seeker, Brian James

1. Introduction

Judy Steele welcomed everyone.

2. Apologies

Apologies had been received from:

Dick Ashworth, Ben and Clare Phillips, Paul Harmon, Clare Viney, Di Sinclair, Sally Hunt, Tori Moffett, Kath Pasteur, Carrie Worrall, Erin Amor, Martin Lloyd, Celia Russell, Sukhi Dhillon, Lucy Hawker, Debbie Collins, Dave and Julia Dimambro, Caz Ingall

3. Approve Minutes from last AGM

We approved the minutes of the last AGM.

4. Financial Report *Presentation of our accounts over the last year*

Gareth presented the accounts for the last year in the form of financial tables and pie charts. Copies were available at the AGM and a copy of these documents is filed with these minutes and will be available for members to see after the AGM.

Overall in our financial year 2016-17, we had an income of just over £84,500 with £71,400 coming from sale of shares.

The costs of running the company and growing the veg used about 2/3 of our income, with £40K spent on wages. The bulk of the remaining income covers company overheads, such as

administrative costs, rent of the land, social events.

The final chunk of money is for depreciation costs of investments in the company.

This year, we made a surplus of about £4,500 after tax. The price increase in 2017 has helped with giving us a surplus.

Our reserves stand at just below £45,000, of which about £6,000 is in fixed assets. The remaining (cash reserves) gives us money we can invest in the land purchase.

Over the years, our share member numbers have increased from 50 households to around 125 paying shares. In the early years we didn't make a surplus every year, but we now have a management objective to make a surplus each year and create reserves. This means when things happen, like a polytunnel collapses, we have the financial means to repair/replace it.

The members present at the AGM approved the accounts that had been prepared by the accountants for submission to company's house.

We also agreed to approve Harris Accountancy Ltd as our accountant for the time being (subject to possible changes which may be needed in light of the conversion of the company).

5. Land purchase, including special resolution for conversion of Canalside to a community benefit society (CBS)

Gareth outlined the process we have gone through so far with members, with a view to buying the land we currently rent.

Gareth introduced Mark Simmonds from Coop Culture who we have contracted to help us with the land buying process. He also introduced Ollie Rodker who works for the Ecological Land Coop and who will be helping out with the process.

Gareth also explained the principles of being a Community Benefit Society.

Finally Gareth outlined the plan and timeline for the land buying process.

All this information will be filed with these minutes.

Members had an opportunity to ask questions about the plans.

A special resolution was proposed to members to:

- agree to the conversion from a company to a CBS
- agree to the conversion with the rules appended to these minutes
- agree to the conversion with the named founder members (Gareth Davies, Judy Steele, Ali Jeffery)

We took a vote and members present unanimously agreed to accept the special resolution which is detailed in full below:

The Companies Act 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
CANALSIDE COMMUNITY FOOD LTD
Company No. 05921658

In accordance with the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution.

SPECIAL RESOLUTION

It is resolved that:

1. **This company, under section 115(1) of the Co-operative and Community Benefit Societies Act 2014 shall convert itself into a society registered under that Act.**
2. **In addition to the secretary, the following 3 members of the company shall sign the rules of the new Society:**

Member 1

Gareth Davies

Member 2

Judy Steele

Member 3

Ali Jeffery

3. **The 3 members listed above may accept any alterations made by the FCA without further consulting the company.**

Signed

Secretary/Director of the Company

Chairperson of the meeting at which the resolution was passed

Date of the meeting at which the resolution was passed **10th February 2018**

6. Steering Group elections

John Ingall stood down from the steering group in 2017 and we thanked him for his work on the steering group. Matt Western changed in role from a steering group member to an advisory steering group member who will participate in steering group activities when he can.

No-one joined the steering group in the last year. The other members of the steering group were co-opted to the steering group to work with the founder members of the new community benefit society. These are:

Tom Ingall, Magali Fowler, Dom van Marsh, Xandra Gilchrist, Ruth Leary

There are other Canalside members who have expressed an interest in joining the steering group. At the point when they decide they would like to become members of the steering group, the steering group will co-opt these people to the steering group until the next opportunity for them to be elected officially.

7. Meal

A bring-and-share mid-winter feast was enjoyed by those present.

8. Summary of year by Dom van Marsh, head grower

Dom van Marsh gave an illustrated talk entitled 'Canalside in 2017...from A to Z'.

9. Discussion and questions

There were opportunities for discussion and questions during the evening.

Questions asked included:

Land purchase:

How will people be able to leave the share offer if they need to?

Is there a limit to how much people can invest?

If you don't invest will you be able to vote?

10. Close

The meeting closed at about 8pm. Thank you to everyone who attended and brought delicious contributions for the meal.