

**Saffron Walden Community Pub Ltd**

**ANNUAL GENERAL MEETING**

Saturday 27th October 2018

at Fairycroft House Audley Rd, Saffron Walden, Essex CB11 3HD

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| **Management Committee** | | | | **Office** |
|  | Dave Kenny | | | [Chair] |
|  | | | Tim Walker | [Vice-Chair] |
|  | | | Gemma Perry | [Secretary] |
|  | | | Tom Bennett | [Treasurer] |
|  | | | Bob Eastham |  |
|  | | Jules Hales | |  |
|  | | Steve Langford | |  |
|  | | Kenny Wright | |  |

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|  | **Welcome and apologies for absence**  Dave Kenny, the Chairman welcomed all to the first Annual General Meeting of the Saffron Walden Community Pub Ltd [the Society].  Apologies for absence had been received from Dave Hanson, Andy Basham, Jezz and Barbara Leckenby, John Lodge, Nick and Sarah Hodgson, Simon Langton, Tom Bogie and Janet Drysdale. |  |
|  | **Notification of Any Other Business [AOB]**  The Chairman proposed and the meeting agreed to change the order of the items to be discussed such that the election of the Management Committee members should now be held prior to AOB to allow time for the election ballot papers to be counted.  No members declared an item for later discussion under AoB. |  |
|  | **Notification of business interests/ self declaration**  Barbara Light declared a non-pecuniary interest as a District and Ward Councillor and Sara Eastham declared a non-pecuniary interest, being a Saffron Walden Town Councillor.  No other member declared a potential conflict of interest on the matters to be discussed at the meeting. |  |
|  | **Annual report and financial Statements**  The meeting received the draft Annual Report and Financial Statements for the year ended 30 June 2018.  Tom Bennett, the Treasurer, provided an overview of the Annual Report and Financial Statements and highlighted the following.   * The Management Committee’s Annual Report set out the Society’s governance, structure and management arrangements, its achievements and performance over the year to 30 June 2018 and its plans for the future. * The financial statements set out the financial results for the year and the Society’s financial position as at 30 June 2018. * As the Society had yet to purchase the Railway Arms Pub, the financial statements only reflected the costs incurred in, the formation and registration of the Society as a Community Benefit Society, the share launch, applying for loan finance and employing an agent to represent the Society in its negotiations with the owners of the Railway Arms Pub. * These costs had been funded by donations from Save the Railway Arms Pub, the campaign group set up the save the pub. This had allowed the Society to ensure that, in the unlikely event of the Society being dissolved, shareholding members would receive their investment without deduction. * The financial statements did not reflect the grants and loan funding offered to the Society as they were contingent on the Society purchasing the Railway Arms Pub. * The Annual Report set out the Management Committee’s responsibilities for preparing the report and the financial statements in accordance with applicable law including the Co-operative and Community Benefit Societies Act 2014 and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) * In accordance with the Society’s governing document and the provisions of the Co-operative and Community Benefit Societies Act 2014, the Management Committee were proposing to waive the requirement to appoint auditors and have the financial statements audited.   Simon Taylor asked whether the Management Committee had considered investing the shareholders’ funds in an account that provided a financial return to help maintain the real value of the funds held.  It was reported the Management Committee had not predicted Charles Wells’, the owners, decision to take the Railway Arms Pub off the market and to reopen it themselves. It was agreed that if the shareholders agreed the Society should maintain a long term interest in acquiring the pub, the Management Committee would to look into moving shareholders’ funds to an interest earning bank account.  In response to a question on how future expenditure would be funded, it was reported, the Society would endeavour to ensure all expenses were funded by donations and other fundraising activities to protect shareholders’ funds. Should the owners of the Railway Arms Pub enter into negotiations with the Society for it to purchase the pub, the Society would then use the grant funds offered to pay for the legal and other purchase costs as set out in the Society’s business plan.  Following a proposal from Simon Taylor seconded by Anthony Armon Jones, it was unanimously agreed to:   1. approve the Annual Report and Financial Statements for the year ended 30 June 2018; and 2. approve the proposal to waive the requirement to appoint auditors and have the financial statements audited. |  |
|  | **Future Development**  The Chair provided a summary of a discussion document circulated at the meeting setting out a number of options available to the Society following the decision by the owners to take the pub off the market to develop and re-open it themselves.  The owners had already submitted a planning application to extend the internal and external space to provide food, a courtyard garden and to partition-off the outbuildings.  It was noted that the success of the owners being able to develop, re-open and operate the pub on a sustainable financial basis was dependent on first being granted planning permissions, finding a tenant to rebuild the customer base, and to operate the pub on a financial basis that provided the owners the return on capital they were looking for as well as a living for the tenant.  The owner’s plans could result in a significant period of time whilst the planning application is considered and a suitable tenant is found. Under these circumstances the Society needed to consider its future and what, if any, role it could ultimately play at the Railway Arms or in providing hospitality and community benefit, perhaps elsewhere, in the town.  One option would be to wind up and dissolve the Society and repay the shareholding members their investment. However, there was a strong underlying feeling that the time period would only be for short to medium term solutions for the Railway Arms. The Society had received professional advice suggesting that, as a tenanted pub, it would be difficult for the owners to achieve the financial return for themselves as well as for the tenant and the pub was only viable as a community owned not-for-profit pub.  Members at the Special General Meeting held in May had suggested the Society should keep a “watching brief” and remain in a position to provide a safety net should the owners fail in their plans and put the pub up for sale again.  It was noted none of the options being discussed prevented individual shareholding member applying to withdraw their investment at any time in accordance with the Society’s rules.  The Management Committee were confident that if a number of shareholders withdrew their investments, the Society could easily issue a new share offer to meet any shortfall in funding, should the owners remarket the pub.  If it was agreed to keep a “watching brief”, the Society should consider ways of maintaining interest among its shareholding members and other supporters campaigning to save the Railway Arms and perhaps start to deliver some of the community benefits that the Society was established for.  The programme of “Pop up Pubs” at Fairycroft House run by STRAP already provided the community with an opportunity for community activities and engagement. This had led to the creation of “Pop up Choir” events. These events were inevitably intermittent and the Society could decide to offer more regular community events and benefits.  An alternative and complementary suggestion had emerged at the Special General Meeting when it was proposed the Society should consider establishing a micro-pub in leasehold premises in town. The Management Committee was asked to investigate the feasibility of such an option.  The Management Committee have undertaken a preliminary review and had drawn up an outline plan to set up a micro-pub. Should the members wish the committee to continue with the proposal, the Management Committee would need to draw up a business plan setting the costs and funding needed and how to fund the new venture.  In the discussion that followed the following points were made:   * The More Than a Pub [MTAP] programme, administered by the Plunkett Foundation, had agreed to provide the Society initially with a joint grant/loan of up to £100,000. However, the programme was closing having allocated all the programme funds to communities wishing to purchase pubs. Due to Charles Wells’ decision to reject the Society’s offer and to re-open the pub itself, the MTAP had made the decision to withdraw this funding to allow them to offer the money to other communities who were at a further stage in their plans to purchase their local pubs. The Plunkett Foundation was currently seeking alternative funders to keep the programme going. * Charles Wells’ planning application to extend the internal and external space compromised the access to, and isolated, the garden. The garden was part of the registration of the Railway Arms as an Asset of Community Value as well as the Local Heritage Building listing. The owner’s planning application would be “called in” and considered by the UDC Planning Committee rather than decided by the Council’s Planning Officer. Members would have an opportunity to make written representations as well as attend and make verbal representations at the planning committee’s meeting to consider the application. * The proposal to deliver some of the community benefits in the meantime, by setting up a “micro-pub” should not be funded from the funds raised by the members. These were raised on the basis of the Society’s current business plan and the share prospectus to make a bid to purchase and operate the Railway Arms. The venture could be funded from a separate share issue based on a new business plan. Shareholding members, if they wished to support the new venture, could withdraw all or some of their investment from the Society and re-invest it in the new venture.   It was **agreed** to:   1. Maintain a “watching brief” for a year and to be in a position to make a bid should Charles Wells fail to achieve their plans. 2. Draw up a business plan setting the costs and funding needed and how to fund the “micro-pub” venture, for presentation to members at a future meeting. |  |
|  | **Election of the members of the Management Committee**  It was noted that In accordance with the Society’s Rules, all members of the Management Committee were required to stand down at the end of the meeting.  The members were being asked to elect new members to the Management Committee. Ballot papers setting out details of those wishing to be elected were circulated.  Following the ballot, the following were elected as members of the Committee Management:   |  |  | | --- | --- | | **Name** | **Term of Office** | | Dave Kenny | 3 years | | Gemma Perry | 3 years | | | | Tom Bennett | 3 years | | | | Tim Walker | 2 years | | | | Jules Hales | 2 years | | | | Steve Langford | 2 years | | | | Bob Eastham | 1 year | | | Kenny Wright | 1 year | | |  |  | | |  |
|  | **Any other Business**  None. |  |
|  | **Date/time of future meetings**  TBC |  |

**Signed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Chairman**