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SPECIAL GENERAL MEETING

Present at the meeting and eligible to vote were :-

Glenda Sheppard – Chairperson, Chris Bramall – Treasurer, Keith Bird – Secretary, Beverley Buxton – Executive Member, Brian Lee – Executive Member, Christine Lyon – Executive Member, Nancy Marsh – Executive Member, Lisa Nadin– Executive Member, Eileen Marsh– Executive Member, George Needham – Executive Member, Kristina Ruddy – Executive Member, Colleen Studd – Executive Member, Jean Barnes, Gillian Bates, Bert Beaumont, Tracey Bramall, Terry Dixon, Lena Ferreyhough, Patt Myers, Doreen Parry, Marleen Taylor.

Also present were the three Darfield ward councillors and several members of the public who were not eligible to vote.

The chairperson gave the following opening address :-

Welcome Ladies & General to this meeting of the Darfield Community Association as constituted in June 2003. Tonight's meeting is the culmination of 2 years work along the road to becoming a sustainable enterprise.

The Darfield Community Association was reconstituted in June 2003 at the AGM with a defined structure to allow us to begin to grow and develop within the Community.

We have now reached a point where in order to secure what we have achieved to date and to enable us to continue to grow it has been necessary to become a company limited by guarantee.

This process was started in March 2004 and was notified to the AGM in June 2004. A consultation process was undertaken with the executive committee and a solicitor which was provided to us under funding obtained by Voluntary Action Barnsley.

In October 2004 the completed memorandum and articles were presented to the executive committee and were passed by a majority vote.

On the 28th October 2004 the Darfield Community Association was formed as a company limited by guarantee.

On the 6th November 2004 the executive committee of the Darfield Community Association resolved that the organisation should be dissolved and all assets and liabilities be transferred to the new company.

This process has taken two months to reach today's meeting, where the debts of the Darfield Community Association upto the 6th November 2004 have been settled and all monies due have been received.

The next stage is for the Darfield Community Association (As constituted in June 2003) to be closed down.

The meeting was then opened to questions from the floor,

Cllr Fisher raised a question regarding voting rights of Councillors on the constituted organisation.

The Treasurer of the Darfield Community Association Chris Bramall stated that how the original constitution was produced the councillors were ineligible to vote at general meetings, however this along with several other points had been taken on board when the memorandum and articles were produced and all residents of Darfield who take up membership in the company limited by guarantee and are over the age of 18 regardless of any other post they may hold are eligible to vote at general.

A Question was raised regarding 19 additional members application forms who have not been contacted regarding this meeting :-

In response the Treasurer Chris Bramall responded that 19 membership forms were received some time after the meeting of the 6th November 2004 however new memberships can only be activated by an executive meeting. With no meetings scheduled prior to the dissolutions we contacted those who had included their phone numbers.

We were dismayed to find that in the majority of those contacted from this batch that they knew little or nothing regarding the association and had not completed any membership form. They also stated that they did not wish to become members. In one case the same person had actually been completed for two different addresses. On inspection of the membership forms it became evident that the forms were completed in only two had writing styles.

In order not to discriminate against anyone who did wish to become members of the new company we ensured that they received a membership form and covering letter. Of these (which were hand delivered) none have been returned.

Therefore we can only assume that these have been completed using records from another organisations membership register which is contrary to the Data Protection Act

A Question was raised regarding the fact that Barnsley Councils solicitor had determined that the actions of the executive were illegal and this meeting should not be held.

In response the Treasurer Chris Bramall stated that we had received a letter from the Borough Secretaries department asking questions, this was dated the 24th January and was received the 25th January. The letter was faxed to the treasurer who contacted the Borough Secretaries department by phone to discuss and a subsequent confirmation letter was submitted to BMBC today 26th January. An offer was made by the Chair for any who wished to read the letter that they could do so.(See Attached). The Treasurer stated that from these responses Barnsley MBC could find no fault with either the calling notice or with the actions of the Darfield Community Association and that the meeting could go ahead.

A member from the floor presented an argument against the motion reiterating the points that they had raised above, a second member from the floor present arguments for the motion stating the fact that all those who were involved with the running had no personal benefit from the association and have given there time freely to the village over many years to try and make it a better place for everyone.

A motion was made from the floor that progress should be made and that sufficient discussion had been held.

The chair then called the meeting to order and asked for the eligible members present to vote on the resolution as follows :-

That the Darfield Community Association as constituted on the 2nd June 2003 shall be dissolved and that all current assets & liabilities be transferred to the Darfield Community Association (Company Limited by Guarantee) registered in England under company number 05268373.

This resolution was passed by 15 Votes in favour and 3 Votes against. (83% in Favour), therefore it is resolved that the Darfield Community Association as constituted on the 2nd June 2003 is dissolved and all assets are transferred to the Darfield Community Association (Company Limited By guarantee)

A request was made from the floor to identify the Trustee's of the Company Limited By Guarantee.

The trustee's identified themselves and what there role in the organisation was.

The Treasurer Chris Bramall outlined how the trustees were comprised and that there are at present 9 trustee's as three of the dissolved associations executive committee had declined to become trustee's and these posts were vacant to any eligible member who made application to the board of trustee's and was accepted. It was outlined that at the AGM in July 2005 the officers of the company would stand down and could offer themselves for re-election, Also any trustees who were co-opted onto the board would stand down and could offer themselves for re-election. One third of trustees must retire at each AGM (including co-opted in this number). General Members may offer themselves up for appointment to the board of trustees at the AGM.

The Chairperson, Glenda Sheppard outline the active programs and thanked everyone for attending.

The meeting was closed at 8:02pm.



BARNSELEY

Metropolitan Borough Council

Borough Secretary's Department

Borough Secretary and Solicitor to the Council: A.C. Frosdick LL.B Dipl.G.
Town Hall, Barnsley, South Yorkshire. S70 2TA
DX 12266 Barnsley 1
Tel. (01226) 770770 Fax. (01226) 773099

My Ref. JN/LMH/CP/037/00001

Your Ref.

Date 24th January 2005

Enquiries to Mrs. Needham

Dial Direct (01226) 773027

Rec:

*Personal Callers to Central Offices, Kendray Street, Barnsley
(Fax No. 01226 773095)*

Ack:

Miss Glenda Sheppard,
Chairperson,
Darfield Community Association,
Darfield House,
36A Snape Hill Road,
Darfield,
Barnsley,
S73 9JU.

Dear Ms. Sheppard,

Darfield Community Association

I have recently been consulted by a number of concerned members of the Darfield Community Association regarding the Special General Meeting to be held on the 26th January 2005.

I have had sight of the calling notice for the Special General Meeting and should be obliged if you would confirm that this meeting is being called by the Management Committee of the **unincorporated** Darfield Community Association, prior to it being dissolved. Some of your members were concerned that you had already resolved to transfer the assets and liabilities from the original organisation to the new company at a meeting held on the 6th November 2004 (Minute 6 refers). It would however appear that you are in fact aware that the assets and liabilities cannot be transferred until the original organisation is dissolved, as this is reflected in your calling notice.

The particular concerns of the members who have consulted me are as follows:-

1. Whilst it was understood that the two organisations, i.e. the unincorporated association and the new company would exist in tandem, I am advised that subsequent to concerns relating to the Articles being discussed at the 6th November meeting, George and Eileen Needham and Christine Lyons have not been invited to any further executive meetings. If the two organisations were indeed existing in tandem, I would have thought that executive meetings would have continued to date.

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I understand that Mr. Needham requested two amendments to the Articles of Association, in relation to Article 1.4 and 2.86. It would be very helpful for Mr. Needham if you could explain more fully why these were not acceptable.

2. Your calling notice of the Special General Meeting states that it is the recommendation of the Management Committee that members attend the Special General Meeting and vote in favour of this resolution. Can you please advise me at what meeting this recommendation was made? I presume it was subsequent to the meeting held on the 6th November 2004. Whilst I appreciate that any executive members not completing Form 288A would not be appointed directors of the new company, they would nonetheless remain executive members until the old association was dissolved. In the circumstances, it would have been appropriate for those individuals to have continued to be invited to the executive committee until dissolution on the 26th January.
3. I understand that a short while ago 19 people requested to become members of the Community Association. It would appear, however, that they were requested to complete application forms for membership of the new company. Whilst I can understand your forethought in this regard, those persons should nonetheless have been admitted to membership of the existing Community Association until it is dissolved. The consequence of this is that those persons are unable to vote at the General Meeting to be held on the 26th January.

I hope you will understand that I am not writing this letter in an attempt to cause you further difficulties in your very worthwhile community endeavours. You do, however, have a number of aggrieved members who would like their positions clarified. In the circumstances, therefore, perhaps you would consider it worthwhile attending a meeting to resolve these issues and hopefully continue to operate what is obviously a successful organisation in the community spirit for which it was established.

Yours sincerely,

A.C. Frosdick

A.C. Frosdick
Borough Secretary.

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Mrs Needham
Barnsley MBC
Borough Secretary's Department
Town Hall, Barnsley,
South Yorkshire
S70 2TA

25th January 2005

Dear Mrs Needham,

Further to your letter of the 24th January 2005 and our subsequent telephone call please find the following in response to the letter. You should be aware as discussed that three individuals named in your letter have been asking similar questions to local councillors, area forums and senior officers of Barnsley MBC. In all circumstances the DCA has not been contacted or invited to attend discussions and has been bombarded with similar letters and Press articles to this stemming from the same source.

In response to the specific allegations in your letter please find the following points in response:-

The minute point you have referenced in the minutes of the 6th November 2004 is the enabling action for the dissolution meeting. The assets and finances of the Darfield Community Association (Constituted) were to be provided as a trust loan to the Darfield Community Association (Company Limited by Guarantee) until such time as the trading debts of the Darfield Community Association (Constituted) had been realised and the organisation dissolved.

In response to item 1, as of the executive meeting held on the 6th November 2004 it was resolved that the next meeting of the executive shall be the general meeting for the dissolution of the organisation.

This had been outlined to Mr Needham, Mrs Needham and Mrs Lyons at the previous executive meeting and that failure to become trustees of the Darfield Community Association (Company Limited by Guarantee) would effectively be a resignation from the management as the only other executive meeting after incorporation would be the dissolution meeting.

In order to close an organisation down it must cease trading and settle it's debts prior to be dissolved.

As to Mr Needham's requests for amendments to the Memorandum and Articles of Association these were received after the Memorandum and Articles of Association had been approved by the majority of the executive and had been signed by the initial subscribers as required by law.

Mr Needham's requests were referred to our solicitor who agreed with our interpretation as detailed in the minutes of the meeting of the 6th November 2004 that they seem to be incompatible with the requirements of the Companies Act and the Charity Commission Standards as follows :-

- 1) amendments to clause 1.4 restricting classes of membership to none residents is incompatible with our legal duties and responsibilities to our existing membership which includes minors.
- 2) Amendments to clause 2.8.6 are in direct conflict with a members powers under the Companies Act. A majority of members at a legally convened general meeting can decide by majority vote any legal resolution which directors can not dispute. Any director who disagrees with a legal resolution has the option to resign the office as detailed in 3.7.5.

Mr Needham has not responded in writing to any correspondence sent to him after the executive meeting of the 6th November 2004.

It should also be noted that Mr Needham, Mrs Needham and Mrs Lyons had been sent the calling notice for the 6th November 2004 which was on the normal scheduled date and time but did not attend.

In response to Item 2, as detailed in the minutes of the 6th November 2004 in item 6b it was resolved by the executive committee that the Darfield Community Association (Constituted) be dissolved and the assets be transferred to the Darfield Community Association (Company Limited by Guarantee) at the next general meeting.

As to the second part of your item two I can only reiterate that at the executive meeting held on the 6th November 2004 it was resolved that the next meeting of the executive shall be the general meeting for the dissolution of the organisation. There fore they have not been excluded from any executive meeting, If they had taken up the trustee status within the specified time period for the new organisation then they would have been eligible to attend meetings of the Darfield Community Association (Company Limited by Guarantee). You must understand that when offering posts to any individual they must have a defined time span for acceptance, this has now expired. If they wish to become members or trustees then this will take place in the normal manner for all general members.

In response to your item 3, membership forms for a number were received some time after the meeting of the 6th November 2004 however new memberships can only be activated by an executive meeting. With no meetings scheduled prior to the dissolutions we contacted those who had included their phone numbers.

We were dismayed to find that in the majority of contacted from this batch that they knew little or nothing regarding the association and had not completed any membership form. They also stated that they did not wish to become members. In one case the same person had actually been completed for two different addresses. On inspection of the membership forms it became evident that the forms were completed in only two had writing styles.

In order not to discriminate against anyone who did wish to become members we ensured that they received a membership form and covering letter. Of these (which were hand delivered) none have been returned.

Therefore we can only assume that these have been completed using records from another organisations membership register which is contrary to the Data Protection Act.

I understand that you have been approached by Mr Needham, Mrs Needham and Mrs Lyons and some of the Darfield councillors regarding these matters.

The members concerned have been involved in the consultation process for both the original constituted organisation and the subsequent company limited by guarantee. They were also given the opportunity to discuss the Memorandum and Articles with the solicitor who produced them.

We operate as a democratic organisation where the majority decision is binding on all, in this case the decision of the majority is as detailed in the minutes. What ever the personal opinions of individuals are once a vote has been taken the outcome is the decision of the organisation and must be abided by.

Over my time on the executive it appears that any vote on which Mr Needham, Mrs Needham and Mrs Lyons find themselves in the minority they attempt to subvert by challenges outside the correct channels by lobbying individuals and organisations who have no legal responsibility or authority over the Darfield Community Association. We have however co-operated with these organisations and in all the reports that have been produced no fault has been found with the actions of the Darfield Community Association.

As you can understand it is extremely time consuming both to yourselves and ourselves to keep being way laid by spurious unfounded claims of this nature. I would hope in future that you advise any individuals with complaints about organisations outside of the mandate of Barnsley MBC that they contact the relevant organisation directly.

I note that you have asked if it would be worth while to have a meeting with Mr Needham, Mrs Needham and Mrs Lyons. I can see no benefit to this as there has been no material changes to the facts that have already been presented to them on a number of occasions and are reiterated within this document.

We have a clear membership policy which is available either on our website or from the office for the Darfield Community Association (Company Limited by Guarantee) and encourage anyone with an interest in the future of Darfield to take up membership and to have an active participation in the wide range of development activities which are in progress.

Yours in Community Spirit

Chris Bramall
On behalf of the Darfield Community Association.