

# Annual General Meeting of Edible Landscapes London

Finsbury Park Metropolitan Housing Site, February 1st 2013, 11am

Attendees: Jo Homan, Gemma Harris, Jane Howson, Patrick Mah, Poppy Pickard

## 1. Minutes of Previous Meeting

- these were proposed by Parick Maher, seconded by Poppy Pickard and unanimously agreed.

## 2. Presentation of Accounts for the year August 2011 to August 2012

- the end of year balance was £367.23.
- the accounts were proposed by Gemma Harris, seconded by Patrick Mah and unanimously agreed.
- in the future, given the lottery funding, it was agreed it would be necessary to employ a book-keeper at a maximum cost of about £500 p.a. This would be shared between ELL, TFP and PACT

**Action: Jo**

## 3. New Directors

- Patrick Mah, Jane Howson and Sam McCabe were formally voted in as directors of ELL

## 4. Change Articles of Association by 'special resolution'

### 2.5 POWERS AND SCOPE

FROM

"The company shall have full power to do all things necessary or expedient for the accomplishment of its objects. No sectarian or party political questions shall be introduced into any meetings and no action of the company shall be directed towards the propagation of political or religious doctrines, racial or gender discrimination or take part in any political party activities."

TO

"The company shall have full power to do all things necessary or expedient for the accomplishment of its objects, **including paying freelancers sessional pay**. No sectarian or party political questions shall be introduced into any meetings and no action of the company shall be directed towards the propagation of political or religious doctrines, racial or gender discrimination or take part in any political party activities."

thus enabling ELL to pay the training manager and tutors for the various accredited training courses

- proposed by Poppy Pickard, seconded by Patrick Maher and unanimously agreed.

**5. ADD a new clause to the Articles of Association, Section 2 NAME, OBJECTS, POWERS and DISSOLUTION as follows.**

**“2.6 REGULATIONS**

The organisation in a General Meeting may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, and secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the organisation. No regulation shall be made which is inconsistent with the Articles of Association. All members of the organisation shall be bound by such regulations, whether or not they have received a copy of them.”

This will enable ELL to add new procedures etc. without having to change the Articles of Association necessitating a submission to Companies house, together with signed minutes. This change is being made on the advice given in Co-operatives ‘Simply Governance’.

- proposed by Jo Homan, seconded by Gemma Harris and unanimously agreed.

**6. Change Articles of Association “2.6 DISSOLUTION” to “2.7 DISSOLUTION”**

This is to accommodate the addition of a new clause 2.6.

- proposed by Jo Homan, seconded by Gemma Harris and unanimously agreed.

**7. Change Articles of Association 3.1.1 Applications for Membership**

FROM

“No person shall become a member of the company unless-

(a) that person has completed a membership form approved by the directors, and

(b) the directors have approved the application.”

TO

“No person shall become a member of the company unless that person has completed the membership form approved by the directors.”

- proposed by Poppy Pickard, seconded by Patrick Maher and unanimously agreed.

**8. Change Articles of Association 5.4 Balance Sheets**

FROM

“(1) The company shall not publish any balance sheet which has not previously been approved by the company’s auditor and any copy of a balance sheet published by the company shall incorporate the report made thereon by the auditor.

(2) A copy of each balance sheet made during the period included in an annual return shall be sent by the secretary to the regulating body, together with the said annual return and each copy shall incorporate the report made thereon by the company's auditor.

(3) The board of directors shall lay before the annual meeting the accounts and annual return as audited together with the report made therein by the company's auditor"

TO

"(1) The company shall not publish any balance sheet which has not **previously been approved by the directors** and any copy of a balance sheet published by the company shall incorporate the report made thereon by **an auditor, if required by law.**

(2) A copy of each balance sheet made during the period included in an annual return shall be sent by the secretary to the regulating body, together with the said annual return and each copy shall incorporate the report made thereon by **an auditor, if required by law.**

(3) The board of directors shall lay before the annual meeting the accounts and annual return **together with any** report made therein by **an auditor appointed by the company"**

Note - it is not necessary for a limited company whose annual sales are less than £6.5 million, and balance sheet total is less than £3.26 million, to have its annual accounts audited.

- proposed by Jo Homan, seconded by Poppy Pickard and unanimously agreed.

## **9. Volunteer Policy - as previously circulated**

This item was deferred until the next meeting

## **10. Any Other Business**

There was no other business.

The meeting ended at 12.10pm