



Croydon Performing Arts Festival Annual General Meeting

8pm, Monday 19 November 2018, Royal Russell School

Present

Richard Deering (chair)	Graham Bass	Gillian Bibby	Julia Desbruslais
Ophelia Gordon	Jenny Jarvis	Heather Harris	Chris Hutchinson
Geoffrey Lawrence	Barry Nicholson	Ben Norbury	Trixie Muirhead
David Osland	Malti Patel	Bridget West (minutes)	

		Action
	Welcome and introduction	
	Richard welcomed everyone to the meeting and began by discussing Membership of the Festival. He has been involved in Festivals for more than 40 years and has seen the development of life skills — confidence, self-esteem etc — through the medium of performance. This is even more in our hands now, as formal music education is cut. He spoke of the appreciation given by parents, teachers and performers to him as an adjudicator. The benefit of Membership is to support the things that we value and would like others to experience also.	
1	Apologies	
	Judy Moseley, Lynette Richards-Lode, Sally Rosebery, Colin Snart, Helen Watkins Snart, Roger Strong	
2	Minutes of the AGM, 30 November 2017	
	These were accepted as a true record of the meeting. Proposed: Barry Nicholson; seconded: Heather Harris. All in favour.	
3	Matters Arising	
	None.	
4	Chairman's Report for 2018	
	Proposed: Chris Hutchinson; seconded: Geoffrey Lawrence. Accepted by all. Thanks given to Richard for a very clear summary, one that explained what had happened and what was going to happen in the future, regarding Festival classes, fess, set-up and the change to the organisation itself.	
5	Section Reports for 2018 Festival	
	Proposed: Chris Hutchinson. Seconded: Barry Nicholson. Accepted by all as a true record of this year's Festival.	

6	Treasurer's Report and Acceptance of Accounts	
6.1	<p>Jenny's report and the accounts had been available prior to the meeting.</p> <p>Jenny stated that the accounts are healthy, we have almost £18,000 on the balance sheet, which was reflected in the bank account today.</p> <p>Major contributions were a donation of £10,000; and a highly profitable dance section, which brought in £6,000.</p>	
6.2	<p>There were stemmed losses on the music sections, they generally broke even. The new fee structure for 2019 will be positive. Richard highlighted that both Beckenham and Sutton Festivals are going to examine their fee structure, in light of ours.</p> <p>The main loss was £2,000 towards an administrator. This was dealt with effectively when this situation was realised.</p>	
6.3	<p>A settlement fee from the Fairfield Halls was received, of £411. This was 10% of what we were owed; so more than we had expected. This loss is now cleared.</p>	
6.4	<p>Acceptance of the accounts, subject to examination, was proposed by Geoffrey Lawrence, seconded by Barry Nicholson, and passed unanimously.</p>	
6.5	Membership	
6.5.1	<p>There was further discussion about membership, how many members we had and what we were doing to recruit more. It was acknowledged that we had not had a membership secretary for a couple of years. Trixie Muirhead was thanked for taking on the post.</p>	
6.5.2	<p>Subs were not sought in 2017; this was partly intentional as there was no Festival. Those Members who had set up payment via goCardless did have a payment taken last year. There are now more people signed up to pay this way.</p>	
6.5.3	<p>How do we attract more Members?</p> <p>In 2014, lots of parents/teachers/members of the audience completed the forms left in the auditorium, ticking the "membership" box. When this was followed up, none wanted to be members.</p> <p>It would be good to encourage stewards to become Members, to support the Festival in both ways. It was noted that members of the Purley Rotary Club come to steward at the Festival — this is thanks to Geoff Shaw and David Osland. They "do their bit" but do not wish to become Members; they give of their time or money.</p> <p>It was agreed that we needed to keep trying on a rolling basis. We continue to ask parents / teachers. It was thought that parents whose children are now leaving school or going to off to university etc and so ending their Festival days might wish to continue to support the Festival.</p>	
6.5.4	<p>Current benefits:</p> <p>Free admission to all sections this year. Most of the music sections are free to all, but admission to South Asian Dance & Music, Speech & Drama, Choirs, and Rock, Pop, Jazz & Percussion is £5 / adult (children free.)</p> <p>Free programmes.</p> <p>We have reintroduced Membership cards.</p>	
6.5.5	<p>Incentives to become Members, suggestions included:</p> <p>Priority seats in the auditorium; social evening; free concert</p> <p>Audience admission: pay £5 for today, or £10 and gain Membership for the year. (We would not receive the full sub, but we would increase our numbers.)</p>	

6.5.6	Jenny recommended that the Festival is self-funding. Membership and monies from this is the next step.	
6.5.7	The term Members (not Friends) is kept as this is the term used in legalities.	
6.5.8	We have a database of almost 1200 (1189 was thought to be the figure). We will need to include Membership and its benefits in our mailings to all. When entries are made on the online-system, we can direct users, upon checkout, to the Membership page on the CPAF website.	RD/BW/ OG BW
7	Appointment of Independent Examiner	
	That we continue to use Matthew Hanton Ltd was proposed by Geoffrey Lawrence, and seconded by Bridget West. All in favour. It was noted that Giles Hanton has retired; so the company (we appoint the firm) will appoint an individual examiner for us.	
8	Setting-up of CPAF as a Charitable Incorporated Organisation (CIO)	
8.1	Background / Explanation Geoffrey Lawrence explained the documents that had been prepared for this, and the background to the CIO. A new constitution is required, should we become a CIO. It is longer than the present constitution since it is based on a model on the Charity Commission website. This is for an Association with Trustees and Members. Some clauses are mandatory, as in the Charities Act; some are recommended, with exemplar advice given for certain scenarios. Geoffrey had put together a summary document. This explained the background, why we were proposing to become a CIO. The main reason is financial, to avoid personal liability to the Trustees in the event of the festival making a loss. This rose to the fore after the loss of monies from the Fairfield Halls in 2016. The only alternative to becoming a CIO was to become a company limited by guarantee under which all Members would have had to make a contribution to the insolvency, although it would be limited to a set amount as stated in its constitution. The disadvantage of this solution is that both Company and Charity legislation would apply, making both accounts and administration more complicated. As a CIO, in the event of insolvency, Members and Trustees would have no liability to contribute in the event of insolvency. However, if the insolvency was the result of fraud or negligence those responsible would not be exempt from contribution to the deficit. Another difference is that a Charity with Trustees, as we are currently, cannot enter a contract in its own name, for example if we wished to lease a building. The contract has to be in the names of a Trustee who would thus be personally liable for any breach. A CIO can enter into contracts in the name of the charity. Geoffrey had also produced a document that explained all the similarities and differences of the constitutions, clause by clause.	
8.2	Process to date The constitution was presented on 4 July to the Trustees, who examined it carefully and suggested some changes. These were made, and the revision approved. Geoffrey was instructed by the Trustees to send this to BIFF, who examined it and gave it their approval. It is now presented to the Members, together with resolution to convert CPAF to a CIO.	
8.3	Other differences in becoming a CIO were noted. There is more flexibility in	

	<p>Membership matters. Trustees would be elected by the members at the AGM for a period of three years and could serve for three consecutive terms.</p> <p>There would be no elected officers, voted for by the Members. The Trustees would appoint the officers and committee.</p> <p>Trustees and committee members no longer need to be Members of the charity. This means that, should we wish to ask an individual to support us in one particular area (eg fund-raising), we could do so.</p>	
8.4	<p>Process to follow</p> <p>Should the Members pass the resolution, Geoffrey will complete the appropriate application for registration form, attaching the proposed constitution and such other documents that the Charity Commission requires and send it electronically to the Charity Commission. The CIO is thus registered as a new charity but retains the name Croydon Performing Arts Festival. Once registered, we can then transfer everything to the new CIO and wind up the current charity.</p> <p>We would need a new bank account. Geoffrey recommends we use Charities Aid Foundation Bank.</p>	GCL
8.5	<p>Resolution</p> <p>Richard read the resolution:</p> <p style="text-align: center;">Resolution for CPAF to convert the charity into a Charitable Incorporated Organisation</p> <p style="text-align: center;">This resolution made under clause 17 of the 2016 constitution by the members of Croydon Performing Arts Festival (registered charity number 1039606) in General Meeting on the 19th day of November 2018:</p> <ol style="list-style-type: none"> 1. Authorises the trustees to convert the charity into a Charitable Incorporated Organisation of the same name and with the same objects as the present charity 2. Approves the constitution for the proposed Charitable Incorporated Organisation drawn up by the trustees and tabled at the meeting 3. Authorises the trustees to register the Charitable Incorporated Organisation with the Charity Commission 4. After the Charitable Incorporated Organisation has been registered by the Charity Commission authorises the trustees to transfer the charity's undertaking to it together with all the charity's net assets <p>This was approved unanimously.</p>	
8.6	<p>Richard thanked Geoffrey for his huge contribution and work to prepare and present this to the Members. The clarity of his work and detail provided was praised by all.</p>	
9	<p>Appointment of Trustees</p> <p>Under the constitution, the current Trustees remain in post. They are Julia Desbruslais, Chris Hutchinson, Ben Norbury and Richard Deering. Jenny Jarvis is stepping down.</p> <p>As a CIO there can be between three and ten Trustees. We are looking for more Trustees, to be more diverse and to reflect the community and the Festival itself.</p>	

10	President and Vice-Presidents	
	The Mayor of Croydon is President of the Festival. Vice-Presidents are former Festival chair Helen Watkins Snart MBE, international violinist Chloë Hanslip, Hollywood actor Martin Jarvis, Viram Jasani of the Asian Music Circuit, and Councillor Toni Letts. Bridget will ensure that they are included in the mailing list and receive invitations to all events	BW
11	Long-service Awards	
	Ten-year service awards go to Romilla Talwar and Pauline Gibbons. Arrangements will be made for them to receive these.	RD/BW
11	Any Other Business	
11.1	Resignation of Jenny Jarvis Jenny Jarvis is stepping down from the Festival after 13 years of full, dedicated service, as Dance Organiser, Safeguarding Officer, Website Manager for some time, and most recently Treasurer, also. This has been a huge undertaking and thanks were given to her by all, and a bouquet presented to her by the chairman. Jenny said that it had been a privilege to work with us and the Festival and said that it was in good hands with a good set-up for next year.	
11.2	Stewards Heather Harris requested clear organisation of stewards, tasks, duties, timings etc for next year's festival and that all were briefed ahead of sessions so that we all presented a professional, friendly, welcoming face to the Festival. Richard agreed whole-heartedly with this; our stewards are valued and must be welcomed and briefed so that they can do this job. Next year, the section organisers will provide outline timetables for the stewards required — what duties and at what times — to help a smooth flow. Bridget has already produced new job descriptions. Roger Strong has agreed to continue to recruit the stewards to fill all necessary positions. Thanks were given to him.	

The meeting closed at 9.20pm. Many thanks to Chris Hutchinson for the venue, refreshments and hospitality.

Trustees' Meeting

There followed a short meeting of the Trustees to discuss the organisation of the 2019 Festival. The Trustees appointed Bridget West as the Festival Coordinator, to work with the Chairman to facilitate all arrangements for the 2019 festival. This is in place of an Executive Committee, and comes under the terms of the proposed constitution for the CIO.