



Notice of Byker Community Trust Limited Annual General Meeting (AGM)

Wednesday 12 September 2018 at 5.00pm at Byker Community Trust office, 17 Raby Cross, Byker, Newcastle upon Tyne, NE6 2FF.

Contact: Jaime Flinn, telephone: 0800 5335 442 or e-mail: jaime.flinn@bykerct.co.uk

Please inform Jaime Flinn if you will be attending (phone 0800 5335 442). Refreshments will be available at the end of the meeting.

- 1. Welcome and apologies for absence**
- 2. To approve the minutes of the last AGM 20 September 2017 and SGMs held 02 May 2018 and 28 June 2018.**
- 3. Resolutions**
 - 3.1 i. To receive Byker Community Trust Limited's (BCT) Financial Statements together with the reports of the directors and the auditors for the financial year ended 31 March 2018.
 - 3.1.1 The Financial Statements were approved by the Board on 01 August 2018 and by the Auditors on 07 August 2018. Copies will be made available at the AGM and can be accessed from our website at www.bykercommunitytrust.org alternatively a copy of the Financial Statements can be posted to members following a request made to the Company Secretary.
 - 3.2 ii. To appoint Tait Walker as auditor of BCT, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of BCT at which the Annual Report and Accounts are laid, and that the Board be authorised to fix the remuneration of such auditors.
 - 3.3 iii. To note that in accordance with BCT's Rules, the following Board Members shall retire from office at this AGM:
 - Alison Smith (Independent Board Member)
 - Annette Patten (Tenant Board Member)
 - William Howe (Tenant Board Member)
 - Anthony Itiat (Tenant Board Member)
 - Geraldine Kay (Co-opted Member)
 - 3.3.1 *Under BCT Rules, one fifth of the Tenant Board Members and one fifth of the Independent Board Members are obliged to retire by rotation at each AGM. Retiring Board Members are eligible to offer themselves for re-election. Board members appointed between AGMs are also required to retire. Supporting statements from candidates are attached.*
- 4. Tenant Board Member elections (note a vote will only be required if the number of candidates exceeds the number of vacancies, otherwise under BCT Rules the Chair shall declare those candidates to be duly elected)**

4.1 ELECTION - To elect three Tenant Board Members from the following candidates:

- Annette Patten
- William Howe
- Anthony Itiat

4.2 *All tenant shareholders either present at the meeting or by appointing a proxy (see notes 1 to 4 below) have one vote in this election which may be used to vote for one candidate. The three candidates receiving the highest number of votes will be elected to the Board as Tenant Board Members.*

5. Independent Board Member Positions

5.1 ELECTION - To elect one Independent Member from the following candidates:

- Geraldine Kay

6. Additional Board Member Positions

6.1 ELECTION - To elect two Independent or Tenant Members from the following candidates.

- Andrew Taylor
- Victoria Beattie

7. Any other business relevant to the Annual General Meeting

7.1 After the close of formal business there will be a presentation on the work of BCT by the Chair and Chief Executive.

BY ORDER OF THE BOARD

.....
James Clifford
Company Secretary

Registered office: 17 Raby Cross, Byker, Newcastle upon Tyne, NE6 2FF.

Notes:

1. Any member entitled to attend and vote at the general meeting is entitled to appoint a proxy (who need not be a member of BCT) to attend and vote instead of the member. Completion and return of the proxy form will not preclude a member from attending and voting at the meeting in person, should he/she subsequently decide to do so.
2. In order to be valid, any form of proxy or power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Trust's registered office no less than 48 hours before the time of the meeting or any adjournment of the meeting.
3. Completed proxy forms must arrive, in the sealed BCT envelope supplied, at BCT's headquarters (at 17 Raby Cross, Byker, Newcastle, NE6 2FF) marked for the attention of the Company Secretary.
4. The right of members to vote at the meeting is determined by reference to the register of members.



**Minutes of Fifth AGM 20 September 2017, 5pm – 5:15pm
Byker Community Trust, 17 Raby Cross, Byker**

Independent Shareholders:

Jim Coulter (Chair)
Alison Smith
Gordon Bell
Nick Kemp
Nigel Emmerson
Amanda Senior
Christine Stobbs

Tenant Shareholders:

Annette Patten
Herby Warren
Mary Deane
Pamela Gilbert
Olya Bowers
Elisee Ngoie Makulu Isabelle
Geoff O'Brien

In attendance:

Jill Haley
Philip Pollard
Michelle Bell
Claire Burns
Jaime Flinn
Gemma Candlish
Craig Cross

Observers:

Tanya Langmead
Fiona Ford
Vivian Hall
Amber Makenzie
James Clifford

1. WELCOME AND APOLOGIES FOR ABSENCE

1.1 The Chair opened the meeting and welcomed everyone in attendance.

2. TO APPROVE THE MINUTES OF THE LAST AGM

2.1 Minutes of the last AGM on 14 September 2016 were approved and signed by the Chair.

3. ADOPTION OF THE BCT FINANCIAL STATEMENTS

3.1 The Chair gave an overview of the BCT annual accounts together with the reports of the auditors for the financial year ended 31 March 2017.

3.2 The adoption of the Financial Statements was formally moved and seconded by N Kemp.

RESOLVED

That the resolution to receive the BCT Financial Statements for the period ended 31 March 2017 was approved.

4. TENANT BOARD MEMBER APPOINTMENTS

4.1 The following tenants were up for appointment to the BCT Board:

- Geoff O'Brien

RESOLVED

That G O'Brien was appointed to the BCT Board as a Tenant Board Member for 3 years.

5. INDEPENDENT BOARD MEMBER APPOINTMENTS

5.1 The following Independent members were up for re-appointment to the BCT Board:

- Gordon Bell
- Christine Stobbs

RESOLVED

That G Bell and C Stobbs were re-appointed to the BCT Board as Independent Board Members for a 3 year term.

- 5.2 Chair closed the meeting at 5:16pm to allow J Haley to give a presentation on the progress made by the BCT 5 years on.

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Chair of Byker Community Trust Board
12 September 2018



**Minutes of Special General Meeting 02 May 2018, 5pm – 5:13pm
Byker Community Trust, 17 Raby Cross, Byker**

Independent Shareholders:	Tenant Shareholders:	Local Authority:	In attendance:	Observers:
Jim Coulter (Chair)	Mark Ford	Nick Kemp	Jill Haley	Geraldine Kay
Gordon Bell	Herby Warren	Amanda Senior	Philip Pollard	
Nigel Emmerson	Mary Deane		Michelle Bell	
Christine Stobbs	Olya Bowers		James Clifford	
Fiona Ford	Annette Patten		Lynsey Ward	
Vivian Hall	Anthony Itiat		Jaime Flinn	

1. WELCOME AND APOLOGIES FOR ABSENCE

- 1.1 The Chair opened the meeting and welcomed everyone in attendance.
- 1.2 It was noted the convening notice was sent to Shareholders on 17 April in accordance with the BCT rules.
- 1.3 Apologies were received from Ken Milor, David Sleightholme, Janice Logan, Catherine Walsh, Thomas Reilly, Geoff O'Brien, Pamela Gilbert, Alison Smith, Elisee Ngoie Makulu Isabelle and William Howe.
- 1.4 Seven Proxy votes were submitted under rule C28.

2. ADOPTION OF THE AMENDED BCT RULES

- 2.1 The Chair gave a presentation to Shareholders detailing the proposed rule changes. A briefing note had been issued with the convening notice. The rule changes were required in response to legislation enacted by Parliament in November 2017. The principal changes related to the abolition of Newcastle City Council's Shareholder vote. Although the Council retained the ability to be a Shareholder and to nominate no more than 2 Board Members (as at present). The reallocation of the Council's shareholding would mean that the Tenant and Independent Shareholders would each have 50 per cent vote shares at General Meetings. Changes to Board Membership composition and Committee structure were also proposed.

3. RESOLVED

- 3.1 That the adoption of the amended BCT rules were approved unanimously as each shareholder constituency had voted in favour.

	For	Against
Tenant	5	0
Tenant Proxy	4	1
Total Tenant Votes	9	1
Independent	6	0
Independent Proxy	2	0
Total Independent Votes	8	0
Local Authority	1	0
Total	18	1

- 3.2 Chair closed the meeting at 5:13pm.

.....Chair of Byker Community Trust Board, 12 September 2018



**Minutes of Special General Meeting 28 June 2018, 5:30pm – 5:40pm
Byker Community Trust, 17 Raby Cross, Byker**

Independent Shareholders:	Tenant Shareholders:	Local Authority:	In attendance:
Jim Coulter (Chair) Fiona Ford Vivian Hall	Anthony Itiat Elisee Ngoie Makulu Isabelle	Nick Kemp	Jill Haley Michelle Bell James Clifford Jaime Flinn

1. WELCOME AND APOLOGIES FOR ABSENCE

- 1.1 The Chair opened the meeting and welcomed everyone in attendance.
- 1.2 It was noted the convening notice, agenda and proposed new Rules were sent to Shareholders on 08 June 2018 in accordance with the BCT Rules.
- 1.3 Apologies were received from Herby Warren, Mary Dean, David Sleightholme, Thomas Reilly, Pamela Gilbert, Annette Patten, Geoff O'Brien, Gordon Bell, Alison Smith, Nigel Emmerson, Christine Stobbs, Geraldine Kay and Amanda Senior.
- 1.4 Fourteen Proxy votes were submitted under rule C28.

2. ADOPTION OF THE AMENDED BCT RULES

- 2.1 The Chair explained the Special General Meeting (SGM) held on the 02 May 2018 made valid and lawful changes to the existing rules, however, the law requires that approval must be given by the Financial Conduct Authority (FCA) before the Rules can be implemented. The deadline for change was 15 May to anticipate the provisions of The Regulation of Social Housing (Influence of Local Authorities) (England) Regulations. Although BCT submitted the necessary papers on time, the FCA had an administrative backlog of several weeks and therefore the deadline was missed and the exercise had to be repeated.
- 2.2 The Chair advised the principle Rule changes are set out in the 08 June convening notice. Principal changes are to Rule C9.3, now listed as C10.3 on vote shares and Rule D2 on Board composition. The reasons for the change of Rules are to redistribute the former vote share of Newcastle City Council in an equitable manner requiring agreement on future changes by a 50:50 share. In addition a change of the composition of the Board to create three guaranteed places for Tenant Shareholders elected or appointed and two positions that could either be Tenant or Independent Shareholders.

3. RESOLVED

- 3.1 The rule change was formally moved and seconded by N Kemp.

3.2 That the adoption of the amended BCT rules were approved unanimously as each shareholder constituency had voted in favour.

	For	Against
Tenant	1	0
Tenant Proxy	9	0
Total Tenant Votes	10	0
Independent	3	0
Independent Proxy	5	0
Total Independent Votes	8	0
Total	18	0

3.3 Chair closed the meeting at 5:40pm.

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Chair of Byker Community Trust Board
12 September 2018

Board Member Candidates Supporting Statement

Tenant Members

William Howe

I William Howe wish to be elected as a tenant board member so I can give back to the community I live in and help guide the BCT into providing a great service to the tenants of the future. I also believe my experience as ex Ministry of Defence member will be a great asset for the BCT.

Anthony Itiat

I have been a committed Tenant Member since November 2017, I graduated from University College Cork in Ireland with BA (Hons) in Psychology and Sociology and went on to gain a Post Graduate Higher Diploma (Hons) in People Management and Development (HR). I feel a great sense of belonging to the Byker community and I wish to work with BCT Board to make Byker a safe, economical and prosperous community.

Annette Patten

I have been a Tenant Board Member since July 2012. I live in the Dunn Terrace area of the Byker Estate and work as a Wise Steps Coach on the Meadow Well Estate. Working previously at Mental Health Concerns, the National Children's Society and Changing Lives, I am able to contribute a wealth of community development and support experience to the Board. I hold a BSc in Social Policy and Criminology.

Independent Members

Geraldine Kay

BCT's ambition and determination to work with residents to build a strong community really appeals to me and I would love to contribute to this goal. I have over 30 years' experience of working in the housing sector, including 10 years as Chief Executive at Derwentside Homes. I have developed knowledge and experience of: Governance and Regulation; Performance Management; Development and Regeneration; Strategy; Business Growth and Diversification; Organisational Development; Customer Excellence and Community Investment.

Other Members

Victoria Beattie

My long career as a Chartered Surveyor in the built environment with particular emphasis on housing will provide good skills relating to BCT's investment and repairs programmes. I also have experience in cross sector working; health, public, private and voluntary sectors. It's time I gave something back and am looking forward to helping people in Byker access the best opportunities in life and achieve the very best that they can.

Andrew Taylor

I spent 15 years working in an executive leadership position in a large housing association, and for the past four years I have been working in the private sector – I passionately believe in the social housing movement and I want to give something back to the sector. I admire and respect everything that BCT has achieved over the past six years under the Chair and CEO's leadership and would be honoured to join the Board.



**BYKER COMMUNITY TRUST LIMITED (BCT)
FORM OF PROXY FOR ANNUAL GENERAL MEETING
DATED WEDNESDAY 12 SEPTEMBER 2018
(PLEASE USE BLOCK CAPITALS)**

I,.....(name)

of..... (address)

being a member of the above-named BCT hereby appoint the Chairman of the meeting/the

Company Secretary

of.....(proxy address)

as my proxy to vote for me on my behalf at the Annual General Meeting of BCT to be held on 12 September 2018 and at any adjournment thereof.

Please indicate with an “X” in the boxes below how you wish your votes to be cast.

	For	Against
Resolution 3.1 (Annual Accounts)	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.2 (Appoint Auditor)	<input type="checkbox"/>	<input type="checkbox"/>
Board member elections (Note: a vote will only be required if the number of candidates exceeds the number of vacancies).		
	Name	
Tenant Board Member		
Independent Board Member		
Additional Board Member		

Signed :..... Name in Capitals:.....

Date:

NOTES:

- 1 A member may appoint a proxy of his own choice. If such an appointment is made, delete the words the chairman of the meeting and insert the name of the person appointed proxy in the space provided.
2. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
4. If this form is returned without indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
5. To be valid, this form must be completed and deposited at not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.

