



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

Wednesday 18 September 2019 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](mailto: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 12 September 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 2019.
    - 3.1.1 The Financial Statements were approved by the Board on 31 July 2019 and by the Auditors on 09 August 2019. Copies will be made available at the AGM and can be accessed from our website at [www.bykercommunitytrust.org](http://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:
    - Jim Coulter (Independent Board Member)
    - Keith Tallintire (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 one Tenant Board Members from the following candidates:
    - Stephen Sheraton
    - Caroline Prince
    - Nicola Snowdon

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 candidate 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:

- Keith Tallintire

## **6. Additional Board Member Positions**

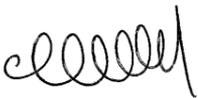
6.1 ELECTION - To elect one Independent or Tenant Members from the following candidates.

- Stephen Sheraton
- Caroline Prince
- Nicola Snowdon

## **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 Sixth Annual General Meeting (AGM)  
12 September 2018, 5pm – 5:10pm  
Byker Community Trust, 17 Raby Cross, Byker**

**Independent Shareholders:**

Jim Coulter (Chair)  
Gordon Bell  
Alison Smith  
Nigel Emmerson  
Christine Stobbs  
Victoria Beattie  
Fiona Ford  
Vivian Hall

**Tenant Shareholders:**

Annette Patten  
Herby Warren  
Thomas Reilly  
Elisee Ngoie Makulu Isabelle  
Anthony Itiat  
Stephen Sheraton  
Eamon John Holdsworth

**Local Authority Nominees:**

Nick Kemp  
Amanda Senior

**In attendance:**

Jill Haley  
Philip Pollard  
James Clifford  
Ashley Gibson  
Jaime Flinn

**1. WELCOME AND APOLOGIES FOR ABSENCE**

- 1.1 The Chair opened the meeting and welcomed everyone in attendance. Apologies were received from Mark Ford, David Sleightholme, Jurtis Bepalovs, Geraldine Kay, William Howe and Andrew Taylor.

**2. TO APPROVE THE MINUTES OF THE LAST AGM**

- 2.1 Minutes of the last AGM held on 20 September 2017 and Special General Meetings held on 02 May 2018 and 28 June 2018 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 2018.
- 3.2 The Chair reiterated the statement on page 17 of the Annual Accounts from the Independent Auditors report.
- “In our opinion, the financial statements:
- Give a true and fair view of the state of the associations affairs as at 31 March 2018 and of its surplus for the year then ended.
  - Have been properly prepared in accordance with the United Kingdom Generally Accepted Practice; and
  - Have been prepared in accordance with the requirements of the Co-operative and Community Benefit Societies Act 2014, the Housing and Regeneration Act 2008 and the Accounting Direction for Private Registered Providers of Social Housing 2015.”
- 3.3 The adoption of the Financial Statements was formally moved and seconded by Alison Smith.

**RESOLVED**

That the resolution to receive the BCT Financial Statements for the period ended 31 March 2018 was approved.

#### **4. AUDITOR APPOINTMENT**

- 4.1 Tait Walker was approved as auditor of BCT and the Board is authorised to fix the remuneration of the auditors until the next AGM in September 2019.
- 4.2 The Appointment of Tait Walker was formally moved and seconded by Christine Stobbs.

##### **RESOLVED**

That Tait Walker was appointed as auditor of BCT and remuneration of the auditors was delegated to BCT Board for the next financial year 2018/19.

#### **5. TENANT BOARD MEMBER APPOINTMENTS**

- 5.1 The following candidates were put forward for appointment to the BCT Board as Tenant Board members:
- Annette Patten
  - William Howe
  - Anthony Itiat
- 5.2 As the number of candidates did not exceed the number of vacancies the Chair declared them duly elected.

##### **RESOLVED**

That Annette Patten was appointed to the BCT Board as a Tenant Board Member for two years and that William Howe and Anthony Itiat were appointed to the BCT Board as Tenant Board Members for three years.

#### **6. INDEPENDENT BOARD MEMBER APPOINTMENTS**

- 6.1 The following candidate was put forward for appointment to the BCT Board as an Independent Board member:
- Geraldine Kay
- 6.2 As the number of candidates did not exceed the number of vacancies the Chair declared them duly elected.

##### **RESOLVED**

That Geraldine Kay was appointed to the BCT Board as an Independent Member for three years.

#### **7. ADDITIONAL BOARD MEMBERS**

- 7.1 The following candidates were put forward for appointment to the BCT Board as Additional Board members:
- Victoria Beattie
  - Andrew Taylor
- 7.2 As the number of candidates did not exceed the number of vacancies the Chair declared them duly elected.

## RESOLVED

That Victoria Beattie and Andrew Taylor were appointed to the BCT Board as Additional Board Members for a three year term.

### 8. AOB

- 8.1 The Chair gave thanks on behalf of the AGM to Alison Smith for her contribution to the Board over the past six years. Nick Kemp also expressed his gratitude to Alison for her hard work.
- 8.2 Chair closed the meeting at 5:10pm to allow J Haley, Chief Executive, give a presentation on the progress made by BCT during the year.

.....  
Chair of Byker Community Trust Board,  
18 September 2019





**BYKER COMMUNITY TRUST LIMITED (BCT)  
 FORM OF PROXY FOR ANNUAL GENERAL MEETING  
 DATED WEDNESDAY 18 SEPTEMBER 2019  
 (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 18 September 2019 and at any adjournment thereof.

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

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

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.



## **Board Member Candidates Supporting Statement**

### **Tenant Members**

#### Stephen Sheraton

Steve has been a resident for over 25 years. Trained as an architect, he is part of the *#ThisisByker* campaign focusing on producing images of the estate through works of art and volunteering at the Byker Community Centre.

Steve has a passion for Byker and the work of Ralph Erskine and regularly conducts tours of the estate giving an insight into the historical, social and architectural significance of this unique community.

Steve is a member of the grounds maintenance inspectors team, the Customer Scrutiny Committee and secretary of the tenants and residents association.

#### Caroline Prince

Born in Yorkshire, raised in Cambridgeshire, Caroline moved to Newcastle to complete an English Literature degree 18 years ago. She has now lived in the Byker Wall for around half that time, almost a decade, and developed a love for Byker and the surrounding areas. During her working life she has specialised in education and children's social care for local government and has made and retained strong connections to the independent businesses located in the Ouseburn Valley.

#### Nicola Snowdon

Nicola has lived in Byker for the past 37 years. She has shown commitment to the Byker Estate by volunteering as a Family Support Worker for Barnardo's to support residents to improve their lives, their personal development, education, training and to empower them to achieve their goals. Her goal is to help with the future development of the Byker Estate and the overall community development and to promote Equality, Diversity and Inclusion for all residents and do this by being a voice for them.

### **Independent Members**

#### Keith Tallintire

Keith held a number of senior financial and board positions in the manufacturing sector before becoming Director of Resources at Derwentside Homes housing association in 2006. Keith was also Chief Executive of its commercial arm, Prince Bishops Homes. Keith left Derwentside in 2017 setting up his own consultancy business.

Until April 2019, Keith was chair of the Audit Committee at South Tyneside NHS Foundation Trust. Keith was also a board member of Prince Bishops Community Bank and served as Chair from 2016 to 2018.

