

Stuart C Brown

From: Stuart C Brown <s.c.brown@renderit.org>
Sent: 18 September 2023 08:14
To: 'Bazza Niven'; 'Paul Ellison'
Cc: 'Marcus Webb'; 'Chris Errington'; 'Gareth Roberts'; 'John Dawson'; 'David Taylor'
Subject: FW: Motions for Alder Bridge Association EGM
Attachments: Memorandum Articles - OCR using online ilovepdf .pdf

Dear Barry, Paul,

We are now following up on your request in your last email, Barry, for a final motion for the EGM.

Given what we discovered about the special motions, trustees being voted on or not at EGMs etc, we have now we believe come to a triplet of motions that should cover the current circumstances in a fair, transparent way and in accordance with the Memorandum and Articles of Association. We believe that these motions also sidestep our points of disagreement on the interpretation of the Memorandum and Articles.

What follows below is consistent with what Paul wrote in his letter to the Association members of 19th July:

“I have been advised that I will be receiving a formal request shortly to convene an Extraordinary General Meeting of the Members (‘EGM’) in the above matter, so that the members can consider the appointment of new trustees to the board of trustees, which will have a significant impact on the strategy I am to pursue as Administrator in order to deal with the affairs of the Company.”

We agree that this is consistent with the Memorandum and Articles of Association (M&A) that the members have a say at this crucial point in time in the biography of Alder Bridge Association.

We believe that this is also consistent with not getting Paul Ellison involved in the discussions, disagreements and, yes, politics within the association. It will simply be a matter of following Marcus and Stuart’s request for an EGM, consistent with the M&A of ABASWE, in order to have the input from members regarding the way ahead.

We also point out to you that, according to the M&A [Memorandum page 4, section 3(iii)] the permission of the Charity Commission must be received before Bridge House can be sold.

Motions for the EGM

All three motions should be put to the members.

Motion A: *“Bridge House should be sold, the Association should not restart any activities, the remaining assets should be distributed to registered charities within a year according to the Memorandum and Articles of Association and the Association should be dissolved within 18 months”.* (For/Against)

Notes to Motion A:

- 1) Only registered charities can receive remaining assets on dissolution [Memorandum page 5, section 7]

- 2) Only the Members (and not Trustees) can decide on where remaining assets are given away and a 75% majority of the members votes will be required for this (ie a Special resolution [Memorandum page 5, section 7])

Motion B: *“Bridge House, the Early Years rooms and the land behind Bridge House **should not be sold and educational activities should be restarted as soon as practicable. The ownership of the assets should be separated from the organisation(s) running the activities to ensure that the assets are not put at risk in the future.**” (For/Against)*

Notes to Motion B:

- 1) There is little risk with this proposal because a) rooms and additional spaces can be let out to pay off the debts within a few years and b) a small part of Bridge House, the rooms behind or the flats, could be sold off in future if it was necessary to raise funds.
- 2) For more information, please refer to the details of the soft loan agreement and business plan sent to members by KRE on the 19th July 2023.
- 3) Before any change in constitution is implemented following the exit of Administration, a 75% majority of the member’s vote will be required (Memorandum page x section v).

Motion C: *“That an advisory poll of members be taken at the meeting for each of the candidate trustees and that the Administrator coopt the candidates with the most votes providing they have 50% or more of the vote.” (For/Against)*

Notes to Motion C:

- 1) As John Iveson and Bimal Dharsi are retiring, new trustees need to be appointed. This motion is to ensure that we have an effective and full board of Trustees as soon as possible and ready for when we exit Administration.
- 2) It is not constitutional for elections to be held at an EGM, however new Trustees can be coopted by the board of Trustees between AGMs, or in the current situation, the Administrator [Articles page 14, section 35].
- 3) When the next AGM is held, coopted trustees will have to be confirmed by a vote of the members (Memorandum page x, section z).
- 4) Candidate trustees should make it clear in their bios sent out before the meeting on where they stand with motions A and B.

The KRE website states “We work from the common ground that corporate recovery doesn’t mean the end, but a new start for the business and stakeholders.”

The EGM will be a first step on this road to recovery.

Kind regards

Marcus & Stuart

Association members and founding trustees of ABASWE