

## Cumbria Association of Local Councils

### Special General Meeting 22<sup>nd</sup> July 2023

#### Notes of the Special General Meeting of the Cumbria Association of Local Councils held on Saturday 22<sup>nd</sup> July 2023.

This was a virtual meeting held on the Teams platform starting at 10.00am

#### Present:

Name	Council	Name	Council
Sonia Hutchinson	Chief Officer CALC	Ged McGrath	Millom TC
Mary Bradley	Chair CALC and Brigham PC	Norma Boyes	Moresby PC
Holly Ho	Alston PC	Sue Castle-Clarke	Ousby PC
Andrew Bedford	Brough PC	Valerie Bowen	Penrith TC
Alan Brocklehurst	Brough PC	John Chapman	Skelsmergh and Scalthwaiterigg PC
Jonathan Davies	Clifton CC	Doug Sim	St Bees PC
Bryan Craig	Cummersdale PC and Dalston PC	Mark Kidd	Staveley with Ings PC
Dougal Kyle	Dalston PC	Mike Higginbotham	Wetheral PC
Andy Pratt	Drigg & Carleton PC	Leith Hallatsch	Windermere & Bowness TC
Lorraine Taylor	Keswick TC	Catherine Gourlay	Workington TC
Dave Rogerson	Levens PC	Becx Carter	Broughton, Borrowdale, Dacre, Embleton, Greystoke, St Johns Castlerigg & Wythburn, Threlkeld, Underskiddaw PCs

In attendance: Rachael Kelly, (Town & Parish Development Officer), Lindsay Nicholson and Kate Grove (Parish Support / Resilience Officers)

Cllr. Mary Bradley welcomed everyone to the meeting.

#### Business

#### 1. Proposal regarding who will Chair the Special General Meeting

As the position of President is vacant Cllr. Sue Castle Clarke proposed that Cllr. Mary Bradley, Chair of CALC should chair the meeting. This was seconded by Cllr. Leith Hallatsch.

#### 2. Apologies for absence

Jane Tea	Kirkoswald PC
William Little	Orton PC
Hillary Snell	Penrith TC
David Wilson	Brigham PC

**3. Proposed change to the legal structure of CALC including transitional arrangements.(agenda item 1 attached) – Cllr. M. Bradley.**

**Recommendation:**

- a) The meeting approves the draft Memorandum of Articles of Association & for future implementation by CALC and agrees that it may be used to support an application allowing Cumbria Association of Local Councils to become a Private Company Limited by Guarantee.
- b) The meeting approves the transitional governance arrangements to move to a Private Company limited by Guarantee.

Councillor Mary Bradley gave a presentation on why the CALC Executive Team had agreed to submit an application to become a Private Limited Company by guarantee and what the transitional governance arrangements would be if the proposal was approved (slides attached for information).

Clarification on section 23 of the document with regards to the use of the terms, District Association, Local Association and Locality Association was sought. Cllr. Mary Bradley confirmed that the terminology would be made clear in section 23 and the glossary.

Clifton Community Council then proposed an amendment to the motion, to split CALC into two organisations.

It was explained that the CALC Executive had considered this option and what would happen if the membership were in favour of two associations and a slide was shared to clarify exactly what it would mean if CALC were to split.

In September, October there would have to be a winding up process for the current CALC and the current CALC would no-longer exist from the 31<sup>st</sup> March 2025. There would be no agreement in place for future funding with unitary authorities and staff and parish councils would be given notice at Christmas that their employment / membership would terminate.

The CALC Executive therefore decided that CALC should remain as one organisation with two locality associations which would be able to have a very close relationship with their unitary authority. Also if unitary authorities start to devolve assets and services, CALC would have the expertise within the one organisation to support parish and town councils, being stronger as a whole, which is why organisations like Cumbria CVS and the Cumbria Youth Alliance, have decided also decided to stay as one.

Also the amendment put forward was a whole different proposal and advice had been sought regarding the amendment. For the proposed amendment to be considered it would have had to have been submitted as a new motion with a full business case including costings on how two organisations would be funded. It was pointed out that there would not be sufficient funding from the unitary authorities, which are in support of one CALC, to fund two organisations. CALC currently employs 2.2 whole time equivalent staff, therefore to provide a similar service for members, two CALCs would increase costs for both the unitary authorities and the membership. Both unitary authorities are still working closely together

with regards to some services with one authority hosting the service on behalf of both organisations and they have jointly agreed for Resilience funding for CALC this year. It was also pointed out from a national perspective that all other County Associations of Local Councils which service more than one unitary authority have all remained as one association, NALC would therefore only support one association across Cumbria.

Clarification was then sought on the voting arrangements with regards to one individual being allowed to place several votes.

It was explained that each Council can have two representatives, which can be 2 councillors or an officer and a councillor and they are entitled to have one vote each per council. Officers who have delegated powers from their councils to vote on their behalf can therefore vote for each of those councils. A councillor who is a member of two councils can also vote on behalf of both those councils if the councils have determined which way the council would like to vote either for the motion or against the motion. What an officer cannot do is have the second vote for a council also delegated to them, there must be a second representative present at the meeting to use that vote.

The Chair then asked for votes on the first proposition, that the meeting approves the draft memorandum of articles of association for future implementation by CALC and agrees that it may be used to support an application allowing calc to become a private company limited by guarantee.

The result of the vote was 24 in favour, 1 against and 1 abstention.

The Chair then confirmed that the motion had been carried.

The Chair then asked for votes on the second proposal, the transitional governance arrangements to move to a limited company by guarantee.

The Chair explained that at the moment CALC is following its current constitution and has been holding AGMs in the Districts to appoint Chairs and a second representative for the CALC Executive. The transitional arrangement is that these people will then become CALC Executive members and subsequently CALC Board members with the limited company is put in place. There will also be four vacancies which can then be filled from the membership via direct elections.

The result of the vote was 25 in favour and 1 abstention.

The Chair confirmed that the motion had been carried and said that she would write to all the councils explaining the transitional arrangements.

The Chair then asked everyone to keep the 30<sup>th</sup> September in their diaries for the CALC AGM and thanked everyone for attending the meeting. The meeting then closed.