

Thomson Terrace Allotments Association
Extraordinary General Meeting (EGM)
10:00 AM on 9 July 2023

Minutes for 9 July 2023 EGM of the Thomson Terrace Allotment Association (TTAA)

Attendees (16):

Gillian Turnbull(Chair), Helen Fetzer(Treasurer), James Rudman, Terry Young, Nela Pavlovic Tait, Candice Reid, Thomas Dyra, Julia Brocklesby, Nicola May, Phil Fetzer, Rhys Griffiths, Angelo Dias Lopes, Kathy O'Donnell, Peter Rudman, Wagina (plus one other)

Apologies(9):

Helen Wu, Joan Gannon, Edward Pitson, Karen Seddon, Abi Himan, Steve & Helen Gallagher, Hillary Dove (plus one other)

1. Proposal to change Thomson Terrace Allotment Association to Thomson Terrace Allotments C.I.C.

- a. As Chair, Gillian Turnbull welcomed all and introduced the context for changing the Association to a Community Interest Company, C.I.C.
 - Oxford City Council(OCC), the landlord of Thomson Terrace Allotments, requires the Association to form a legal entity to sign the lease. Our current lease expired in 2021.
 - Our current role as trustees of TTAA increased our individual liability, resulting in a lack of interest in volunteering for the roles.
 - The CIC is a formal company with Directors and will be registered on the UK Company House website. Other allotments in the Oxford area have become CIC or cooperative structures.
 - After review and advice from Oxford and District Federation of Allotment Associations (ODFAA), the committee has decided to proceed as a Community Interest Company with Directors, the Committee and Members. Our new association will be 'Thomson Terrace Allotments C.I.C.' (TTACIC). This will be the body that signs the new lease.
 - The committee recommends completing our application by the start of the new tenancy year, 1 September 2023.

- b. As Treasurer, Helen Fetzer, explained the process of forming a CIC.
 - a. A CIC is a special type of limited company which exists to benefit the community rather than private shareholders. Information on CICs can be found on the government website at [Office of the Regulator of Community Interest Companies](#).
 - The CIC has no shareholders but rather members. Only the named directors are members when the CIC is formed, but registered allotment plot holders will become members and guarantors on the date of the new tenancy year.
 - Membership of the TTACIC is set at £1 and has already been collected as part of your deposit. There is a maximum of 2 members per plot. Members have the right to vote at meetings. Membership is not tied to the size of your plot or the number of plots you manage. Members have various rights set out in the memorandum and articles of the company, and with respect to liability, they are known as guarantors. Member's liability is £1.
 - Assets of TTAA, including bank accounts, buildings not owned by the council, and associated stock and equipment in the main shed, will be transferred to the TTACIC.

- For allotment members, the day-to-day activities of the allotments with the CIC will generally remain the same. Our 'Constitution' or governance of the CIC will be structured based upon 'Articles of Association' with an addendum addressing the role of committees, Chair, Treasurer and Secretary. Our 'Allotment Rules' will be rewritten to align with the wording of the mandatory site rules of the new OCC lease(which has not been finalized to date), local allotment rules and the 'Articles of Association'. It is noted that the current local 'Allotment Rules' require clarity. We anticipate changes to the current rules will be administrative and generally not substantive.
 - Forming the CIC and annual accounts submitted on Company House will incur nominal fees (approximately £35) and accounting costs (approximately £150+VAT).
 - The Chair and Treasurer will meet with a business advisor on 17 July 2023, who will advise on forms, reporting requirements and timing to submit our application.
- c. Discussion
- As ODFAA Officer and TTAA representative, Julia Brocklesby spoke to the support of the CIC formation so the OCC lease could progress.
 - Question if the CIC would open more opportunities for grant funding. While it is still being determined, it was noted that our past grants, such as for the mower, were awarded from OCC.
- d. CIC Special Resolution: The following resolution put forward by the committee was proposed by Gill and seconded by Helen. The resolution carried unanimously.

“That Thomson Terrace Allotment Association forms itself into a CIC at the earliest opportunity so that we have a suitable body to sign the new lease with OCC.

That Thomson Terrace Allotments C.I.C. will run and maintain the allotments on the date of incorporation previously run by Thomson Terrace Allotment Association.

That all plot holders will now become members of Thomson Terrace Allotments C.I.C and guarantors for £1 with respect to any liabilities on 1 September 2023.

That the assets of Thomson Terrace Allotments Association transfer to the new body Thomson Terrace Allotments C.I.C. on the date of incorporation.”

2. AOB

- a. Secretary Vacancy. Gill nominated Kathy O'Donnell (allotment 177) for Secretary. Helen seconded the nomination. The nomination was confirmed unanimously.
- b. Next meeting: AGM date to be determined.

Kathy O'Donnell
 TTAA Secretary
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