

AG Village Shop Association AGM

30th September 2010

Present:

Mal Young, Jim Fowler, Keren Young, Cass Ford, Gail Brendell, Rob Ford, Amy Clayton and approximately 50 shareholders

Apologies:

Rick Clayton, John Coates, George Seager Berry & John Harcus

The meeting started at 7:30pm

Introduction:

Mal Young read out an email from John Coates (chairman of Parish Council) expressing his gratitude and apologies for not attending due to other commitments. See Appendix 1 for full email.

Item 1: To receive the report of the Management Committee.

Mal Young addressed shareholders with the committee's report from the last year. See Appendix 2 for the full speech Mal gave.

Item 2: To receive the unaudited accounts and balance sheet for the financial year ended 31st December 2009.

Jim Fowler explained the 'Financial Highlights' document that was circulated around the shareholders. See Appendix 3 for this document.

Jim Fowler asked for a proposal to accept the accounts presented.

- Sue Mackechnie-Jarvis proposed and was seconded by Richard Cole

Item 3: To approve the production of unaudited accounts for the current financial year ending on 31st December 2010 and to reappoint Messrs Parrott & Parrott of South Hams Business Park, Churchstow as accountants for the current year.

Jim Fowler explained reasoning for keeping unaudited accounts and asked for approval to reappoint Parrott & Parrott as accountants:

- Rob Laidler proposed and was seconded by Jocelyn Ponting

Item 4: To approve the alteration of Company Rule number 17 to the effect that notices of a General Meeting must be displayed on the Shop notice board and in the Kingsbridge Gazette, but need not be posted or delivered to every member of the company.

It was suggested, to the shareholders present, that rather than having to send letters by post to all shareholders, future AGM's should be advertised by placing a notice in the shop and an advert in the Gazette.

- Sue Mackechnie-Jarvis suggested that notification could also be sent by email and put on both the community and shop website.
 - In answer to this suggestion Ron Skeates pointed out that some people don't have online access.
 - Mal suggested that to alleviate this money saved from stamps could be put towards a public computer in the shop.
- Jocelyn Ponting then made several suggestions
 - a cascade system where people who did have access to a computer could inform people that didn't have computer access.
 - the committee could send out a letter to let people know the change of contact method.
 - put an advert in the mAGpie.
 - Ron Skeates could put in the Village Voice in the Gazette.
- Sue Mackechnie-Jarvis suggested that advertising in the mAGpie, email notification and posting on both websites should be included in the proposal.
 - This was then proposed by Janet Laidler and seconded by Richard Cole

Item 5: To elect members of the Management Committee.

Jim Fowler explained to the shareholders that the convention is for all existing committee members to stand down and they could then be re-elected by the shareholders if they had been nominated and were willing to stand. He then read a list out of the 7 nominations that had been received, which were:

Mal Young, Rick Clayton, Amy Clayton, Rob Ford, Gail Brendell, Jenny Reynolds and John Harcus.

- The nominations were proposed by Ros Brousson and were seconded by Lutena Yates. Burda Gage abstained.

Item 6: AOB

Burda Gage

- thanked Jim for all his hard work on the behalf of the previous committee, village and the current committee.
- asked how the committee felt about the tribunal. In response Mal Young said that we had received letters from the Employment Tribunal based in Exeter and an ACAS representative. Mal Young also stated that he had sent back the required forms and had made a phone call to discuss the matter.
- Burda responded to this by saying that as she understood it Sue Bain was not employed by the committee.

- Mal confirmed this.
- Another shareholder asked if there would be any liability on the committee if we had to pay for any claims.
- Jim responded by saying that the committee believed that there isn't a case in which case there hopefully won't be any fees to pay.

A shareholder asked if there was anyway we could legally advertise on the main road.

- Mal responded by saying that we are in the process of obtaining brown signs to advertise the shop and we are also working on a leaflet that will publicise the village and shop.
- Ros Brousson (shareholder) said that she knew that William Mumford had agreed on the brown notices and that it was in hand.

Tony Porter suggested we could advertise in the Holiday Times.

Keren Young told the shareholders more about the leaflet and stated that copies would be put in the shop so people could view them.

The meeting ended at 8:30pm

Appendix 1: Email from John Coates

-----Original Message-----

From: John Coates <jhcoates@live.co.uk>
To: Rick Clayton <rickclayton@gmail.com>
Cc: Mal Young <mal4keren@aol.com>
Sent: Thu, Sep 30, 2010 9:38 am
Subject: Shop AGM

Hi Rick

With regret I must ask for my apologies to be conveyed at the AGM Shareholder's meeting tonight. If the Chairman finds it appropriate I would ask that the following be read to the meeting.

The Chairman of the Parish Council wishes to convey to the Committee, and for the information of Shareholders, a message of grateful thanks for their service and commitment since taking on their responsibilities. This has not been an easy period and would have tested the dedication of many volunteers. You all deserve a period of stability, when the fruits of all your hard work is recognised by the parishioners giving growing support for Sarah and the shop.

Thanks
John Coates
Chairman
Aveton Gifford Parish Council

Appendix 2: Mal Young's Chairman's report

Good evening to you all. Thank you for coming to the delayed Annual General Meeting of AGVSA Ltd for 2010. This has been a roller-coaster year for the committee, with most emphasis on "roll" and not a lot on "coast"!

The year since our last AGM started quite positively. The 'Tin Can' was removed on Monday 16th November by members of the East Allington Community Owned Shop Steering Group who were going to put it into service as a temporary shop for their village. It took a little while to finish the old Tin Can standing area, but on Tuesday 13th April this year, work finally began so that now we have a fully functioning Delivery Bay set aside for shop delivery vehicles.

In the lead up to Christmas, all went quiet for our management committee. It is unfortunate that we were not informed of the South Hams District Council Environmental Health Officer inspection visit on 4th Dec 2009. She had issued a report which required four matters to be addressed. Three of these were for Tim to action as follows:

- Food premises registration form to be completed
- Produce a documented food safety management system and fully implement it. For this purpose he was given a 'Safe Food Better Business' pack
- Remove clutter and waste products from the store room

The fourth action point was for our Management committee as follows:

- Provide a separate wash hand basin

A formal re-inspection took place on 27th April this year and the inspector made direct contact with me to express her frustration that no action had been taken. Now that we were made aware, we were able to move quickly and efficiently, replacing the single large sink with a slightly smaller sink and adjacent hand-wash basin. We also required Tim to monitor and record essential operating information and take care of his other action points. The Environmental Health Inspector has since pronounced herself satisfied with the measures taken to comply with her findings.

Soon afterwards, on 18th May 2010, the Post Office conducted a surprise audit which resulted in the immediate precautionary suspension of Tim Barrett pending the results of a Post Office investigation and interview on 27th May. Whilst waiting for the Post Office results to be announced, Tim Barrett submitted a letter to the committee on 4th June formally terminating his Partnership Agreement with us, giving the required 3 months' notice. Six days later (on 10th June), the Post Office formally notified Tim that his contract with them was terminated on the grounds of administrative and financial procedure irregularities contra to Post Office Ltd regulations. The period from 18th May to 10th June was difficult for us all; we put much effort into trying to keep the public informed via notices on the shop door and notice board. We also organised a public meeting on 16th June in the Memorial Hall so that everyone with an interest in the shop - whether shareholders or patrons – could hear the news first hand and have an opportunity to ask questions in person.

The process to find a new sole trader for our shop premises began as soon as Tim submitted his letter to us. We ran advertisement features in the Gazette, Armed Forces Resettlement Service, Manpower website, our website and the Subpostmaster magazine, as well as – of course – a notice on the shop itself. In response, we received 12 expressions of interest. Three of these followed up their enquiry with a formal application, so were put forward for interview. The interviews were conducted by 3 completely independent and relevantly skilled local volunteers. They were

- Councillor Rufus Gilbert of South Hams District Council,

- David Shephard, Chairman of the Federation of Small Businesses and an accountant running his own business
- Edward Noyce of the well-known local Noyces shop.

Unfortunately, the night before interview, one of the candidates withdrew. The interviewers agreed that both candidates were excellent, and now we are fortunate to have Sarah Oatley as our new sole trader Partner operating her business from our shop premises.

The process of moving from Tim Barrett's to Sarah Oatley's retail business has been a very difficult transition. Upon receiving Tim's letter of termination, I discussed with him the need to consider his responsibilities to his staff. However, it later became apparent that no action had been taken with respect to arranging severance payment. Instead he argued that his retail business would transfer and that therefore TUPE (the transfer of undertakings) law should apply and that we (the management committee) should ensure the continuity of employment for his employee to our new sole trader. We have consistently pointed out that the Partnership Agreement specifically states that his employees 'will not be or become an employee of the Company'. The management committee has no employees which means that employer responsibility can only lie with the Partner. Furthermore, the business could not transfer as the new business model going forward has to operate without the financial underpinning of a guaranteed PO salary; this security was permanently lost for the village as a consequence of the PO audit. Regretfully, and despite making the above points clear several times, I find myself as Chair of AGVSA under threat of Employment Tribunal from Tim's employee. We feel extremely saddened, frustrated and betrayed by this turn of events as we have worked so hard to allow him his opportunity of working from our shop premises.

To return to the PO: we were successful in reopening the PO for 14 hours a week for the period 29th July to 22nd Sept, but are now back to the position of searching for temporary PO cover.

Despite early notification to the PO of her appointment, Sarah Oatley is due for interview with the PO on 4th November and the decision on her suitability will be notified to her on 5th November. After this she can be trained, but the PO insists that it will take 6 – 8 weeks following her acceptance before they will be able to re-kit and reopen the PO counter.

Following this timeline would mean missing the critical Christmas trade, so we are at present attempting to mitigate against this by finding someone PO trained and willing to work up to 14 hours a week to fill in the gap caused by PO process. If you know of any such candidate, please inform any one of the committee after this meeting. Meanwhile, Sarah has invested in sufficient stock of stamps to provide some continuity. Once Sarah is trained, the PO has decided to operate a transaction-based model rather than the previous salary-based model. Whilst this means large savings for the PO, it unfortunately means a large cut in income for the village PO counter service. Please help sustain your village facility by using the PO whenever you can.

Finally, with there being consistently no progress with the Highways Authority on whether they will agree to erect a railing if we moved the wall to create a wider pavement, we have recently installed a gate into the Fore Street entrance. Thank you for your patience with this matter.

Other plans for the future include creating a more extensive patio area where refreshments bought from the shop can be enjoyed more comfortably. We hope you have also noticed and appreciated the hanging baskets provided by Sarah Oatley to decorate the exterior of the shop. As a management committee, we continue to work hard with our Partner to provide you with a facility of which we can all be rightly proud. Sarah Oatley has shown tremendous enthusiasm, vision, drive and commitment to the village shop. She has taken the step of faith for us; please show her the true Aveton Gifford spirit and support her in as many ways as you can. The future for our village shop can be bright, but the future of the village shop is in your hands.

Appendix 3: Financial Highlights

The Aveton Gifford Village Shop Association Ltd

Financial Highlights 30th September 2010

	2007	2008	2009	2010 (to 25th Sept)	Total
Income					
Sale of shares	1,645	855	345	0	2,845
Donations	30	3,875	2,500	56	6,461
Fundraising	128	2,851	575	0	3,554
Interest income	0	33	1	0	34
Grants received	0	0	105,053	3,379	108,432
Sundries	0	125	0	0	125
	<u>1,803</u>	<u>7,739</u>	<u>108,474</u>	<u>3,435</u>	<u>121,451</u>
Income from shop	0	0	1,125	2,025	3,150
	<u>1,803</u>	<u>7,739</u>	<u>109,599</u>	<u>5,460</u>	<u>124,601</u>
					(1)
					(2)
Expenditure					
Company set-up	555	62	0	0	617
Administration	0	880	1,483	570	2,933
Interest expense	0	0	1,403	0	1,403
Tax	0	7	0	0	7
Building project	0	3,781	102,758	7,463	114,002
	<u>555</u>	<u>4,730</u>	<u>105,644</u>	<u>8,033</u>	<u>118,962</u>
Shop costs	0	0	517	1,139	1,656
	<u>555</u>	<u>4,730</u>	<u>106,161</u>	<u>9,172</u>	<u>120,618</u>
					(3)
					(4)
Net income/expenditure	1,248	3,009	3,438	-3,712	3,983
Net to date (net current assets)	1,248	4,257	7,695	3,983	

Notes : Net building project surplus is income of £ 121,451 (1) less expense of £ 118,962 (3) = £ 2,489
 Net operating surplus (1st August 2009 to 25th September 2010) is income of £ 3,150 (2) less expense of £ 1,656 (4) = £ 1,494