

North Liverpool Citizens Advice Bureau *ALB*

Management Board meeting to be held at 5.30 pm am on Wednesday 28th
March 2018 at Walton CAB office, 37-39 Walton Road, Liverpool L4 4AD

Company number: 03662414 *ALB*

AGENDA

1. Apologies and welcomes

2. Minutes of previous meeting

3. Striking off of North Liverpool Citizens Advice Bureaux with
Companies House

- DS01 form to be discussed, completed and signed by at least 3 Trustees
- Completed form with cheque for £10 (to be provided by CAL) to be sent by registered post to Companies House

4. Dissolution of North Liverpool Citizens Advice Bureaux with the
Charities Commission

A18 *A776NQGO*
01/06/2018 #88
COMPANIES HOUSE

NOTES

ALB
**STRIKING OFF AT ~~X~~ COMPANIES HOUSE MUST BE COMPLETE BEFORE
COMPLETING CHARITIES COMMISSION NOTICE.**

Dissolution of North Liverpool Citizens Advice Bureaux with the Charities Commission

The articles of association of North Liverpool Citizens Advice Bureaux
state:

Dissolution

105. *If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the members of the Charity. It shall instead be given or transferred to some other institution or institutions established for exclusively*

WEDNESDAY



A28 *A7AG6UYA*
18/07/2018 #183
COMPANIES HOUSE

charitable purposes having similar objects to those of the Charity. The institution or institutions which are to benefit may be chosen by the members of the Charity or, subject to any such resolution of the members, by resolution of the Trustees at or before the time of winding up or dissolution. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the Charity Commission.

The proposal under Agenda item 3 to strike-off the company
To complete the dissolution process on line at the Charities Commission was
you will need the following information: approved.

Alison

<https://www.gov.uk/remove-charity-register>

- value of your charity's remaining assets - and what happened to them when you closed the charity **Ask Alison Carroll for total value - all assets and liabilities transferred to Citizens Advice Liverpool**
- reason for the closure - recorded in the minutes of the meeting when the trustees decided to close **Minutes 22.3.17**

The following resolutions were agreed

1. Subject to
 - affirmative legal advice
 - confirmation that TUPE will not apply to all staff
 - confirmation from Women's Organisation that funding agreements will remain in place
 - Confirmation from SIB that previous agreement on loan write-down will still apply

Citizens Advice Liverpool will become a subsidiary of Citizens Advice Liverpool with effect from 1st April

Proposed: John Gibson

Seconded: Jackie King

2. Subject to prior receipt of the assurances listed in resolution 1, to recommend to the EGM called for 29.3.17, the adoption of the following resolutions

- To adopt the Articles of Association presented to the meeting in place of and to the exclusion of all previous Articles of Association of the Company, noting that the effect of doing so will be that all the existing members of the Company will cease to be members and the Company's sole member will be Citizens Advice Liverpool;

- To adopt the revised Memorandum of Association in accordance with Companies Act 2006 requirements, to the exclusion of the previous Memorandum of Association of the Company .

Proposed: John Gibson

Seconded: Alan Malthouse

Reasons

- To protect and enhance services to clients
 - To improve social policy and campaign work
 - To provide longer term financial stability
 - To deliver strong, strategic leadership
 - To support and develop staff and volunteers
 - To make the most of new opportunities
- ~~registered number of the new charitable company if your charity has become a charitable company 10286899~~
 - registered number of the charity getting your charity's remaining property if you've transferred it ~~1169879~~ 10286899

Shab.

North Liverpool Citizens Advice Bureaux
Minutes of meetings of the members Management Board
held at Walton CAB office
37/39 Walton Road, Liverpool, L4 4AD on 18th December 2017 at 4.00 pm

Present: Alan Malthouse, Alison Lobb (Chair), Mark Kearsley, Jackie King
In Attendance: Siw Jones, June Rawlinson, Evelyn McEvitt, Pauline McGee
(notetaker)

No	Item	Action
A	<p>FINANCE SUB</p> <p>Mark compared the final draft with the earlier addition, that had previously been discussed and agreed with the Finance subcommittee, and informed the meeting that the main changes relate to the recently commissioned FRS102 pensions.</p> <p>The finance sub proposed accepting accounts to 31st March 2017 pending more detail being included in the Pensions note. They are happy that the figures are correct.</p> <p>Mark and Alison to agree final note and ensure signed accounts are delivered to BWM for them to submit to Companies House and Charities Commission.</p>	<p>Trustees to complete and return</p>
B	<p>AGM</p> <p>1) Apologies were received from Natalie Benson, Mike Homfray and Tony Aitman</p> <p>2) Minutes of 2016 AGM – these were accepted as a true and accurate record</p> <p>3) To receive and adopt the Director' Annual report and accounts for the year ended 31st March 2017 and the report of the auditors therein. The finance sub-committee have reviewed Accounts and report to 31st March 2017 and recommend approval subject to clarification of note 19 in respect of Pensions. AGM resolved to accept the recommendation of the finance sub-committee and authorised Alison Lobb to sign accounts once the note is clarified and circulated to trustees for acceptance.</p> <p>4) Election of Directors appointed during the year, Mark Kearsley, and those Directors retiring by rotation who wish to be re-elected (Alison Lobb and Alan Malthouse). Election</p>	<p>Alison to sign 2017 accounts and return to BWM</p>

	<p>of Mark – proposed by Alison, seconded by Alan. Re-election of Alan and Alison – proposed by Jackie, seconded by Mark.</p> <p>5) Appointment of Auditors – final AGM no appointment to be made.</p> <p>6) Chairs Report – Alison reiterated her report as in the published accounts.</p> <p>7) Bureaux Directors report – Siw gave an outline of progress on projects throughout the year and her plans for the coming year.</p> <p>8) Any other business – there were no other items for discussion.</p>	
C	MANAGEMENT BOARD MEETING	
1	Apologies and welcome – apologies were received from Natalie Benson, Mike Homfray and Tony Aitman.	
2	Minutes of previous meeting – these were accepted as an accurate record. File copy signed by Alison	
3	<p>Matters arising</p> <p>a) Transfer of funds to CAL – Pauline advised that £45k will be transferred on 28th December</p> <p>b) Funding novations</p> <ul style="list-style-type: none"> ○ What Works Fund – this will be completed after the Christmas period ○ Enterprise Hub – Knowsley have not yet been back in touch about this however there should not be any issues as CAL has an Enterprise Hub Project 	
4	<p>Finance</p> <p><u>Management accounts to November 17</u></p> <ul style="list-style-type: none"> • Income - this is below budget due to late payment of some funds i.e. What Works Fund (£46k payment confirmed for 22nd December – almost back on target after late start); IFC £4k. • Expenditure – Salaries are £7.5k over budget due to additional work for small grants achieved; all other expenses are £44k less than planned mainly due to delayed partner payments and some savings year to date. • At the end of November we are showing a deficit of £11,852 	

	<p><u>Bank accounts</u></p> <p>Pauline advised that any residual amounts in the bank account will be transferred at the beginning of January - this is likely to be only a small amount. She will then process full closure of the account.</p>	
5	<p>Chief Officers report</p> <p>Siw report focussed on the Leadership self-assessments tasks arising from the audit:</p> <ul style="list-style-type: none"> ✓ Business and Development plan – this had previously been circulated and discussed by Trustees. Alison proposed acceptance this was seconded by Mark. ✓ Benchmarking the board – complete ✓ Trustee register of interest – complete ✓ Trustee information assurance – complete <p>She advised that a number of funding applications had been - awarded - Tuebrook Childrens Centre; EBDx group work; Energy Advice and consumer Campaign totalling £24k. LCC grant aid has been confirmed as staying the same for the coming year.</p> <p>The implementation of CAL is progressing, Heather (CEO) and Frank Hont (Chair) are meeting with South Liverpool to discuss the timetable for them joining CAL. Siw advised that there was a meeting planned for all staff (excluding South) for 10th January.</p>	
6	<p>Single Entity</p> <ul style="list-style-type: none"> • SIB Deed of Consent, Novation and Amendment – this was discussed and agreed. Signed by Alison Lobb. • Merger agreement – this was discussed and duly signed by Jackie King, Alan Malthouse, Mark Kearsley and Alison Lobb. • TR1 – this forms were discussed and duly signed by Trustees. 	
7	<p>Staffing issues</p> <p>Paid staff left the room</p>	
8	<p>A.O.B</p> <p>None</p>	
9	<p>Date of next meeting:- to be arranged for late March 18</p>	



28/9/18

Alison

North Liverpool Citizens Advice Bureau X

**Minutes of a Meeting of the Trustee Board of ~~Citizens Advice North Liverpool~~ held
on Wednesday 22nd March 2017 at 37-39 Walton Rd, Liverpool L4 4AD**

Present: John Gibson (chair), Alison Lobb, Alan Malthouse, Jackie King

In Attendance: Siw Jones (Chief Officer)

Apologies: Natalie Cuddy, Mike Homfray

1. Minutes of Previous meeting As this is an additional meeting called principally to agree the revised proposals for the coming together of the Citizens Advice organisations in the city, the minutes of the previous meeting are not yet ready for circulation. It was agreed that the minutes of this and the previous meeting would be agreed at a Trustee Board meeting immediately prior to the EGM proposed for 29.3.17

2. Matters Arising See above

3. Chair's Update

Pay Claim: Unison have responded, requesting further information, specifically

- Budget reports
- Cost of proposed increase
- How pensions saving (when offer of pension is not taken up) are used
- Clarification as to which funding agreements were based on budgets which included a year-on-year salary increase

Siw advised that she didn't think there were currently any agreements where funding had been calculate in this way, but would check

Agreed: to provide a reply to Unison giving an overview of the 16-17 budget and projected outcome, without a breakdown of specific projects and funding streams

Action: John to reply to Unison in the terms outlined above

John also provided an update on an outstanding staffing issue (see confidential minute)

4. **New Structure for CAL** John explained the revised proposals for the interim structure of CAL as outlined in the briefing paper and draft Mem and Arts provided by Eddie Collins from Citizens Advice, and outlined the reasons behind the proposed 'group structure'. Work has been underway to novate all existing funding agreements from the individual bureaux to CAL. It's now clear that the funding agreements in respect of the Building Better Opportunities Programme and Advice Skills Academy – entered into, in both cases, by North and East Liverpool cannot be novated to a new organisation, as both are governed by European funding regulations. If North and East cease to exist, the funding would need to go to open procurement and – while CAL might well be successful in this process – there would be a funding gap of 3-6 months while the procurement process was underway. This would mean a funding loss to CAL, problems with staff contracts and a loss of service to clients.

The 'work around' now being proposed is a 'group structure' – as adopted by some local Citizens Advice elsewhere in the country. North and East Liverpool would continue to exist but, via a change in their Mem and Arts, CAL would become the only 'member' of the organisations, replacing the current trustee boards, so that, in effect, the bureaux would become subsidiaries of CAL. This change would need to be agreed by members at an EGM.

The majority of staff would not be TUPE'd to CAL as the funding agreements require anyone working in any capacity on the two affected projects to be employed by the individual bureaux. The immediate exception to this will be the Chief Officers of the two bureaux who whose employment would transfer to CAL as CEO and Assistant CEO from 1st April. Other staff would be TUPE'd across on a phased programme.

LCAP is not affected by European funding issues and will 'merge' with CAL on 1st April as per the previous proposals.

The 'group structure' is envisaged as an interim solution to preserve funding and service continuity while the procurement process takes place. Once this is completed, we would move toward full 'merger' in line with the original proposals.

In discussion, the Trustee Board noted the following issues

- CAL has requested legal opinion from Citizens Advice on the legal implications of the proposed new structure
- We would need to be sure that the proposed new structure met the requirements of the funder – funding is via the Women's Organisation (lead partner). Verbal

assurance has been given by the Women's Organisation and CAL is awaiting written confirmation

- The Cal HR consultant has expressed the view that the 'group structure' might in fact create a TUPE situation. CAL is seeking further clarification and guidance on this.
- We would need to ensure that SIB is happy with the new arrangement

The following resolutions were agreed

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Seconded: Jackie King

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Proposed: John Gibson

Seconded: Alan Malthouse

Actions

- John to continue discussions with SIB
- Await legal advice sought by CAL from Citizens Advice
- Await clarification from CAL re Women's Organisation agreement and TUPE situation

- 5. Complaint from LCAP** The complaint was noted. John reported that he had sought guidance from Citizens Advice and had been advised that it should be treated as a third party complaint