



## Droitwich Arts Network

EGM: 2<sup>nd</sup> September, 2025  
Rotary House, Droitwich Spa, 7pm



### In attendance

Rhys Jones (RJ), Rosie Philpott (RP), Nicola Giles (NG), Sheena Howarth-Kelly (SHK), Celia Rowe (CR), Mark Wilday (MW), Simon Wilday (SW), Soo Magee (SM), Erika Rosales (ER), Karen Read (KR), Derek Webster (DW), Stephen Evans (SE), Shirley Price (SP), Wendy Simmons (WS), Jane Dix (JD), Joanna Wright (JW)

### Actions

### Welcome

Rhys Jones welcomed everyone to the meeting, noting that it is great to see so many members interested in the network's future. Rhys explained that as he will be proposing Item 2 on the agenda, Wendy Simmons would be chairing the meeting during that agenda item.

- 1. Apologies:** Ken Pike, Peter Hawkins, Paul Mann, Tina Watkins, Karen Harmon, Claire Tooley, John Evans, Lesley Short, Ruth Bourne, Stewart Bourne, Sheila Ballantyne-Smith, Sue Thomas, Eleanor Davies, Frank Cody, Cheryl Walton, Alan Davey, Malcolm Beckett, Marelize Yorke, Lynda Sharp, Rosemary Wright, Helen Karakashian
- 2. Proposal to Form a Community Interest Company Limited by Guarantee and to transfer all assets and liabilities to the new company**  
Rhys Jones spent a few moments outlining the proposal and noting the disadvantages of remaining an unincorporated associate and the advantages of forming a Community Interest Company.  
The proposer - Rhys Jones  
Seconders – Derek Webster and Shirley Price

### **Votes (including those submitted via email):**

In favour – 30, Against – 2. **Majority in favour.**

It was resolved that:

1. Incorporation
  - The members of Droitwich Arts Network agree to incorporate a Community Interest Company limited by guarantee under the Companies Act 2006 and the Community Interest Company Regulations 2005.
  - The proposed name of the CIC shall be Droitwich Arts Network CIC, subject to approval by Companies House and the CIC Regulator.
  - The CIC shall be formed for the purpose of carrying out activities that benefit the community, in accordance with the community interest test and shall include an asset lock in its Articles of Association.

## 2. Governing Documents

- The members authorise Rhys Jones (Chairman), Rosemary Gallery (Secretary), and Nicola Giles (Hon Treasurer) to sign and submit the incorporation documents, including Form IN01 and Form CIC36, to Companies House, and to include clauses stating the community benefits and objectives and asset lock provisions in the Memorandum and Articles of Association of the proposed CIC.
- The initial Directors of the proposed CIC will be Rhys Jones, Rosemary Galley, and Nicola Giles.
- The initial Members of the proposed CIC will be Rhys Jones, Rosemary Galley, and Nicola Giles, their liability being limited to £1 each.

## 3. Transfer of Assets and Liabilities

- The members authorise the opening of a bank account in the name of the CIC.
- All assets and liabilities held by the members of the unincorporated association shall be transferred to the CIC on or near 1st January 2026.
- The transfer shall be effected by way of a transfer agreement, and shall include:
  - Bank balances
  - Equipment and property
  - Contracts and obligations
  - Intellectual property

## 4. Dissolution of the Unincorporated Association

- Following the successful incorporation of the CIC and the transfer of all assets and liabilities, the unincorporated association shall be dissolved, and all future operations shall be conducted through the CIC.

## 5. Authorisation

- Rhys Jones, Rosemary Gallery, and Nicola Giles are authorised to take all necessary steps to implement this resolution, including liaising with legal and financial advisors, submitting incorporation documents, executing transfer agreements, and notifying relevant stakeholders.

## 3. Discussion and Any Other Business:

- Wendy Simmons asked if our Public Liability would cover members in legal circumstances – In theory, yes, but to what extent? Rhys suggested that we need to look into ‘Directors Insurance’ to protect those individuals.
- Karen Read asked what would happen if a Director wanted to leave – Provision will be put in the Articles to deal with the event of a Director wanting to leave. Members (guarantors) would have the final word on replacement.
- What happens next? Rhys will communicate with our contact at Ormerod Rutter to start the process. Hopefully, everything will be in place by our AGM in 2026.

RJ

## **Date of next Meeting:**

En-Plein Air  
Sunday 14<sup>th</sup> September  
12 noon to 4pm at Aztec, Upton Warren.

Minutes by Rosie Philpott