**Sterts Annual General Meeting – 7pm Tuesday 3rd June 2020**

**Apologies**.

**Welcome and Opening remarks.** AF

**Minutes of last meeting** 4th May 2019 (on Sterts website please check ahead of the meeting)

**Matters Arising.** Status; see Proposals to change the constitution. AF/Sally Daulton

**Accountants report**. Blackwell Bate representative to attend.

**Election/Re-election of trustees**. No re-elections. All trustees are due to stand down if the Constitution changes. To ensure a smooth changeover all current trustees are being seconded for six months. When the transfer has taken place the trustee structure will be reviewed.

**Report from Centre Director** Peter Woodward.

**Proposals to change the constitution.** AF/Sally Daulton see below.

**Council Strategic Direction** AF

*AOB. We cannot accept AOB that requires a vote but welcome questions submitted either*

*in advance or through the Youtube live feed.*

*Logon details will be available to subscribers to Sterts Youtube channel.*

**Presenting Group**

Ali Fenn (Chair); Peter Woodward ( Centre Director); Graham Roberts (Blackwell Bate Accountants)

Also in attendance Claire Fishleigh (Treasurer) ; Anne Perry (Minutes) ; Ruth Wilkes (YouTube monitor)

**Note –** Due to the current COVID 19 restrictions this meeting was videoed and streamed live via You Tube – c50 people subscribed and tuned in to the meeting.

**Welcome and Opening Remarks**

Ali Fenn welcomed everyone one line to the meeting in somewhat unusual circumstances.

An announcement was made that Sterts has been awarded the Queens Award for Voluntary Service which is fantastic recognition for all of the volunteers and a huge tribute to everybody’s hard work. There will be a presentation in due course from the Lord Lieutenant, where a certificate from the Queen and a gift will be presented. Also there is an invitation for two volunteers to attend a Garden Party at the palace next year. Names will be picked from a hat in due course.

**Minutes of the last AGM – 4th May 2019**

These were published on the Sterts website, and were agreed and signed as a true record.

**Accountants Report for Jan – Dec 2019**

Graham Roberts (Blackwell Bate) confirmed that he is pleased to sign off the accounts and that Claire and the team at Sterts had done a fantastic job compiling the accounts.

He also noted congratulations to all of the volunteers for the Queen’s award.

In summary- income from all sources was slightly down on 2018 (recognising that 2018 had been a very good year), and expenses are in line with income. Overall a very good set of accounts, with a strong balance sheet showing a small loss but Sterts has good reserves and cash in the bank, so overall a good set of accounts.

He recognised that things will be very different in 2020 but notes that the staff and trustees are doing a fantastic job to protect Sterts and that it is in safe hands.

A question was received from the audience about the balance on the mortgage and any other long term liabilities. The answer was £25,000 which is the Nat West loan.

**Election/Re-election of Trustees**

Ali Fenn reported that under normal circumstances some of the trustees would be required to stand down, but because of the current COVID situation, and the work we are doing on incorporating the charity (to follow later) all trustees have agreed to stay on through this period and be trustees for the new incorporated charity.

**Report from the Centre Director**

Peter Woodward presented a detailed overview of Sterts achievement over the past year, *full copy attached.* There were the usual 4 in house shows although sales were disappointing for most other than Fantastic Mr Fox which was very popular. He went through the visiting theatre offerings, many of which continue to be successful, along with the tribute bands and the new ‘Sterts Cinema’ events, with The Greatest Showman sing-along proving particularly successful.

The Shearing Gang production which was an ambitious project in conjunction with Dogwood Productions, proved to be ambitious and was sadly an expensive disappointment. In hindsight it was clear we were taking on too much on top of an already busy season, and lessons have been learnt.

The first beer festival, aptly named ‘The Taming of the Brew’, proved to be hugely successful, and also of note were the productions from our Sterts Youth Theatre and Junior Youth Theatre of ‘Our House’ and Disney’s Aladdin, which were both very successful. The New Walls Sleeping Beauty Panto in the theatre in December was a first and a big success.

We continue to be sponsored by Puckator and are most grateful to Caroline and Mark Howard for their continued support, and grateful to everyone who contributes to Sterts.

**Proposals to change the constitution (details in Annex A)**

A briefing note was circulated regarding the change from an Unincorporated Charity to an Incorporated Charity (ICO). Being an ICO gives us access to more grants and funding opportunities and gives us a strong legal framework. The application to be an ICO has now been accepted by the charities commission and a new charity has been set up. The activity now is to transfer the assets from the old charity to the new, and members were asked to vote on the following two motions

* To dissolve the old charity
* Transfer the assets and liabilities to the new charity.

Some votes were received prior to the meeting and members were asked to vote in the next 24 hours. Post meeting note - the results were unanimous in favour of the change.

**Council Strategic Direction**

Ali Fenn reviewed the objectives that were put in place last year.

Ticket prices were changed and concessions removed, and no negative feedback was received. Like wise membership rates were changed and again no feedback received. She reminded all that discounts were available for families joining STYC and we are offering bursaries to support families too.

There had been no takers for the Café , but thanks to Bernice Strickland, Ruth James and others the Café has generated a good income.

Sterts is still planning to broaden its offerings and outreach into the community by making use of the facilities we have to offer community activities, workshops, health and wellbeing classes, summer activities for disadvantaged children etc. This will continue as and when we are able to as some grants and providers are already in place.

The strategy is still to grow and expand and we hope to be able to offer more paid jobs in the fullness of time.

The new box office build will commence as soon as is possible too, using the Pavilion donated from Looe Cricket Club.

Looking to the remainder of 2020 as we are classified as an outdoor facility we hope to be able to offer some in house shows later in the year ensuring the appropriate social distancing and safety measures, subject to agreement with Cornwall Council. Also we will be looking to taking Sterts ‘On Tour’ and using other venues to stage our performances. We have received Arts Council England funding to support us doing this.

A question was asked about the value of the Arts Council grant, which is £21,600.

Finally thanks were expressed to Peter who has been holding the site together in these tricky times and to Jamie of JHAV ad Colin Browning for enabling the virtual AGM and Ruth Wilkes for providing the link between YouTube commentary and the studio team.

**AOB**

There were no AOB due to the nature of the meeting

The meeting closed at 7.42pm

**ANNEX A to Sterts AGM Minutes 2 June 2020**

**Background and proposed resolution**

Sterts Arts and Environmental Centre is an unincorporated charity registered with the Charity Commission with the registered number 293973.  Being unincorporated it is not a legal entity.  This causes difficulty in a number of areas e.g. obtaining grants, entering into contracts, owning property, because you cannot do these things if you are not a legal entity.  For years we have worked our way around these difficulties, for example, all of Sterts' property is held in the name of three holding trustees - Ruth Boyles, Glenda Ellis and Sally Daulton.  This is not an ideal situation - it is a time consuming legal process each time the holding trustees need to be changed.

In 2013, Charitable Incorporated Organisations (CIOs) were created as a new legal structure to meet the needs of small charities.  Sterts trustees considered, in 2014, whether we should convert our status.  Despite the advantages of doing so, the trustees voted against for two reasons (1) CIOs were relatively new and the legal advice erred on the side of caution until they were tried and tested (2) converting to a CIO would have necessitated re-negotiating Sterts' loan with NatWest bank which at the time was a relatively large loan.  In discussion with NatWest it became clear that would result in significantly higher interest repayments.

Both of these situations have now changed, and at the Sterts Council meeting on 24 September 2019, the trustees agreed that a Charitable Incorporated Organisation was now the right structure for Sterts; a new constitution for Sterts Arts and Environmental Centre (CIO) was agreed and signed, and the process began of applying to register.

On 11 May 2020, the Charity Commission informed the trustees that Sterts Arts and Environmental Centre (CIO) has now been registered onto the Register of Charities, with the registered number 1189424.  The charity has the same name and the same objectives and purposes as the unincorporated charity.

The next steps require the assets to be transferred to the new CIO, at which point the unincorporated charity can be dissolved.  It is important to point out that this is a legal and structural matter and will not affect how Sterts operates or how it is perceived by members or customers.

**The members are, therefore, asked to vote on the following resolutions:**

1. In accordance with paragraph 6(1) of its constitution dated 31 January 2014, Sterts Arts and Environmental Centre (registered charity number 29373) shall be dissolved.

2.  Before the dissolution of Sterts Arts and Environmental Centre (registered charity number 29373) takes place, and in accordance with paragraphs 6(3) and 6(4) of its constitution dated 31 January 2014, any assets belonging to Sterts Arts and Environmental Centre (registered charity number 29373) shall be transferred to Sterts Arts and Environmental Centre (registered charity number 1189424).