KASBAH – Supporting Disabled People Towards Independence

**Charity No: 1123362**

**Annual General Meeting on Tuesday 23 July 2019, 11am**

**Held at**

**Gingerbread House, 27A East Kent Avenue, Northfleet, Kent, DA11 9HU**

Present:

Stephen Field (Chair)

KASBAH Members: Akister family, Claire Armstrong, Mark Axford, Alex Baker, Lexi Baldwin, Geoff Basford, Pam Basford, Simon Bindra, Dan Chandler, Michelle Craggs, Matthew Dennis, Nicola Devine, Michael Everest, , Ashley Green, Jamie Gowland, Scott Jones, Fiona Keane, Emily Knight, Victoria Maione, Tom Mays, Natalie McCluskey, Sadie McDonald, Mandy Peyto, Jake Ross, Abigail Ryan, James Seal, Katy Shaw, Daniel Storey, Joanne Stringer (DIAL volunteer/member), Sophie Walsh, Amber Wild, Darren Willmott, Simon Woodcraft, Jonathan Young.

KASBAH Guests: Paul Williams (ITC Digital), Alannah Male (Student Placement)

KASBAH Staff: Sophie Aiken, Jim Allison, Julie Appleby, Amanda Ball, Julie Bassett, Jayne Brown, Sophie Candler, Emma Carver (CEO), Lorraine Clark, Chris Evenden, Lauren Gee, Karen Heath, Lucie Heath, Sarah Heneghan, Audrey Lovelidge, Debbie Merrison, Stacey Murray, Victoria Norris, Ashley Rehman, Linda Shaw, Graham Shaw, Claire Williams, Sam Williams, Stacey Williams.

The Chair welcomed all and introduced Emma Carver (Chief Executive Officer) to do the Housekeeping.

1. Opening Address - Stephen Field (Chair)

The Chair welcomed everyone to the 53rd Annual General Meeting of KASBAH. The Chair said it was great to see that so many had taken the time to join us here today and said that this is a new experience for us to have an AGM at one of the projects. The Chair invited guests if they had not already had the opportunity to do so, to look around our newest housing projects; Gingerbread House and Shortbread House at the end of the meeting.

1. Chair’s Welcome – Stephen Field (Chair)

The Chair stated he would like to take this opportunity to thank Emma and all the staff and volunteers for their hard work and commitment throughout the year.

The Chair stated he would also like to thank our Trustees who give their free time and enthusiasm to KASBAH and are always pro-active in their support.

The Chair introduced the top table, Emma Carver (Chief Executive Officer/Company Secretary) and himself, Stephen Field – Chair.

The Chair stated that we use both terms of Trustee and Director - explaining it is the same function, but Trustee is a term used for Charities, and Director is a term used for Company regulation as KASBAH is both a Charity and a limited company.

The Chair welcomed members and guests of KASBAH; Pam Basford and Akister family.

The Chair handed over to Emma Carver to read out the list of apologies.

1. Apologies for Absence – Emma Carver (Chief Executive Officer/Company Secretary)

The Chief Executive Officer stated we have received 62 apologies including apologies from Board Members: Richard Chapman (Vice Chair), Jason Owen (Trustee) Trevor Sinclair (Treasurer), Christine Taylor (Trustee). Other apologies included: Richard Brabbin (KCC Locality Manager), Paul Cairns (Kent Autistic Trust), Sophie Fournel (CILK), Maureen Laney (Gravesham Borough Council) Del Olusanya (Habinteg), Ann Taylor (CROP), Mark Walker (Head of Service-Disabilities KCC) and Graham, Mandy and Hattie Webb.

The full list of apologies was available to view on the table where everyone signed in.

Apologies: Steve Andrews, Jody Beale, Richard Brabbin, Ross Briffitt, Karen Brosnahan, Lee Burton, Kieran Burton Grey, Paul Cairns, Jane Candler, Richard Chapman, Brenda Clark, Daisy Crimmins, Stephanie Dann, Sharon Day, Eunice Doswell, Felcity Dunmall, Toni Farr, Sophie Fournel, Vanessa Frazier, Rebecca Glibbery, Emma Hastings, Herrin Family, Paul Hoadley, Christie Hunt, Maureen Laney, Carol Latter, Toyin Lawal, Janine Lozada, Myla Maddison, Ruvimbo Maneya, Danielle Mason, Scott Matthews, Thomas McClean, Yvonne McCuish, McDermott family, Charlie McNeilly, Rachel Mills, Peter Mynehan, Josiah Nyathi, Kelly Oldham, Del Olusanya, Jason Owen, Andrew Pulfer, Joshua Rawson, Ronnie Roff, Trevor Sinclair, Sally Stone, Sheila Stringer, Ann Taylor, Christine Taylor, Robert Taylor, Alice Tiller, Connor Vincent, Mark Walker, Charlotte Walsh, Margaret Waterman, Graham Webb, Hattie Webb, Mandy Webb, Rosemary Weekes, Maria Worrell, Chris Yusuf.

The Chair stated Items 4, 7, 10 & 11 would all require a vote, each KASBAH member had one voting right, and if they were a parent, one parent could vote in addition to the person with the disability. Each person with a voting right had been issued with a voting card, so please hold this card up when asked to vote, there were three options; in favour, against, abstain. Anyone who felt they should have had a voting card but had not received one was asked to raise their hands.

The Chair reminded staff that they are only eligible to vote if they are a Member of KASBAH in their own right or if they are a parent/Carer of a registered KASBAH member.

1. Minutes of Annual General Meeting 2018 – Stephen Field (Chair)

The Chair stated that everyone should have a copy of the AGM Minutes 2018 in their packs as they need to be adopted. You could have also viewed or downloaded the Minutes from the KASBAH website.

The Chair asked for a Proposer and Seconder for the adoption of the AGM Minutes 2018:

Proposed by Natalie McCluskey

Seconded by James Seal

A vote was then taken on the adoption of the AGM Minutes 2018:

Votes For: 14 plus 8 postal/proxy – 22 in total

Votes Against: 0 plus 0 postal/proxy – 0 in total

Abstentions: 1 plus 3 postal/proxy – 4 in total

AGM Minutes 2018 were adopted.

1. Matters Arising – Stephen Field (Chair)

The Chair asked if there were any matters arising – none were raised.

1. Presentation of Annual Review 2018-19 – Stephen Field (Chair)

The Chair advised the attendees to take the time to read the Annual Review and if anyone wished to discuss the Annual Review further, they could talk to him or Emma after the meeting.

The Chair introduced Emma Carver (Chief Executive Officer/Company Secretary) to speak to the meeting.

The Chief Executive Officer (Emma Carver) shared some lovely words in memory of staff member Jill Tiller (Outreach Co-ordinator) who very sadly passed away on 8 July 2019.

A minute’s silence was observed in Jill’s memory.

1. Presentation of Annual Accounts 2018-19 & Financial Report – Emma Carver (Chief Executive Officer/Company Secretary)

The Chief Executive Officer presented the Annual Accounts for 2018-19 & Financial Report and checked if everyone had a copy of the Audited Accounts 2018-19 in their AGM pack as they will need to be voted on for approval.

The Chief Executive Officer stated that this year has been a year of investing in the purchase of KASBAH’s third property, Shortbread House. The purchase completed in November 18 and funds have been invested in furniture/internal decorations, fire safety works and remodelling of the internal layout to meet the needs of the service users. The first residents moved in December 2018.

Funds were reserved from the previous financial year for this purchase to enable the expansion of the Gingerbread House site for both supported living and office space. We have been fortunate to receive a legacy payment during this financial year which has been allocated to begin the conversion of garage space adjoining the offices in the rear of the garden to develop more flexible office space to accommodate DIAL at this site.

Our budgeting assumptions have continued to be on the conservative side (as is appropriate in the general economic situation) and we have been able to generate a surplus. The audited accounts show a surplus of £87,325 generated on a turnover of £1,228,305 as a result of continuing attention to management of expenditure and maintenance of KASBAH’s income streams.

The Chief Executive Officer asked if there were any questions on the accounts – none were raised.

The Chief Executive Officer then handed the meeting back to the Chair.

The Chair asked for a Proposer and Seconder to approve the Annual Accounts 2018-19.

Proposed by Pam Basford

Seconded by Jake Ross

A vote was then taken on the approval of the Annual Accounts 2018-19:

Votes For: 25 plus 9 postal/proxy – 34 in total

Votes Against: 0 plus 0 postal/proxy – 0 in total

Abstentions: 0 plus 2 postal/proxy – 2 in total

The Annual Accounts for 2018-19 were approved.

1. Chief Executive Officer’s Report – Emma Carver (Chief Executive Officer/Company Secretary)

The Chief Executive Officer referred to Page 5 of the Annual Review 2018-19 as a summary of this year’s achievements.

1. KASBAH’s Five Year Vision - Stephen Field (Chair)

The Chair said that there are copies of the current Five-Year Vision available to view in your packs and it is also available to view/download on the KASBAH website. We have also produced the next Five-Year Vision for 2021-25 of which copies are available for you to view on the signing in table and on the KASBAH website.

The Chair asked the attendees to please take the time to review both documents and if they had any questions regarding either of the Five-Year Visions, to please talk to myself or Emma after this meeting.

The Chair stated that before we move onto the next part of the meeting, he would like to take this moment to remember Ann Everett who sadly passed away on 5 July 2019. The Chair shared memories of Ann who had been on the KASBAH Board for 22 years.

A minute’s silence was observed in Ann’s memory.

The Chair stated that as you may or may not know, Emma Carver as well as being the Chief Executive Officer is also the Company Secretary of KASBAH, which is position that is a legal requirement of running a business or charity.

As the next item is for the election of Board Directors, the Chair stated that he will pass the meeting over to Emma Carver as the Company Secretary to conduct the Election of Directors.

1. Election of Directors – Emma Carver (Chief Executive Officer/Company Secretary)

Emma Carver (Chief Executive Officer/Company Secretary) stated in accordance with KASBAH's Articles of Association, the following Directors are standing down:

Stephen Field (Chair)

Richard Chapman (Vice Chair)

Emma Carver (Chief Executive Officer/Company Secretary) stated that both Directors had put their names forward for re-election and that this would now require voting on.

Emma Carver (Chief Executive Officer/Company Secretary) asked for a Proposer and Seconder for the re-election of the Directors:

Proposed by Pam Basford

Seconded by Sadie McDonald

A vote was then taken for the re-election of Directors Stephen Field & Richard Chapman

Votes For: 29 plus 10 postal/proxy – 39 in total

Votes Against: 0 plus 0 postal/proxy – 0 in total

Abstentions: 0 plus 1 postal/proxy – 1 in total

Emma Carver (Chief Executive Officer/Company Secretary stated the election of the remaining Board of Directors is done en bloc and this will require voting on:

Proposed by Jake Ross

Seconded by Scott Jones

Votes For: 28 plus 10 postal/proxy – 38 in total

Votes Against: 0 plus 0 postal/proxy – 0 in total

Abstentions: 3 plus 1 postal/proxy – 4 in total

Emma Carver (Chief Executive Officer/Company Secretary then stated the KASBAH Board of Directors are as follows:

Directors of the Board of KASBAH:

* Stephen Field
* Richard Chapman
* Trevor Sinclair
* Christine Taylor
* Jason Owen

Emma Carver (Chief Executive Officer/Company Secretary) said thank you and handed the meeting back to the Chair.

The Chair stated that if anyone is interested in becoming a Director, please come and talk to the Chair after the meeting.

1. Appointment of Auditors – Stephen Field (Chair)

The Chair stated that KASBAH had another positive year with our Auditors who are Lindeyer Francis Ferguson Ltd of North House, 198 High Street, Tonbridge, Kent and we would recommend that they are appointed our Auditors for a further year.

The Chair asked for a Proposer and Seconder to appoint the Auditors:

Proposed by Emily Knight

Seconded by Jamie Gowland

A vote was then taken.

Votes For: 27 plus 10 postal/proxy –37 in total

Votes Against: 0 plus 0 postal/proxy – 0 in total

Abstentions: 1 plus 1 postal/proxy – 2 in total

Auditors - Lindeyer Francis Ferguson were appointed.

1. Any Other Business – Stephen Field (Chair)

The Chair asked if there was any other business to be raised – none was raised.

1. Closing Address – Stephen Field (Chair)

The Chair stated he was proud to be involved with KASBAH and thanked all for coming today.

The Chair stated that he will now formally close the meeting and said that we will give attendees a few minutes to complete the feedback form and leave on the chairs to be collected before enjoying the food and having a look around the houses.

End of Meeting.