



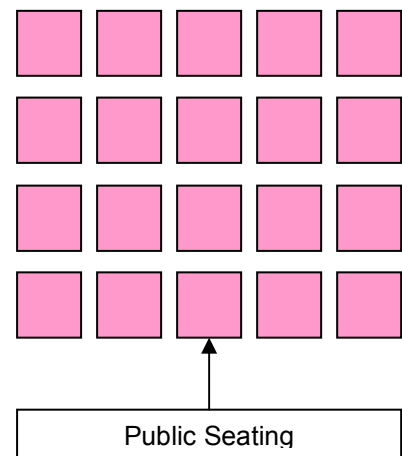
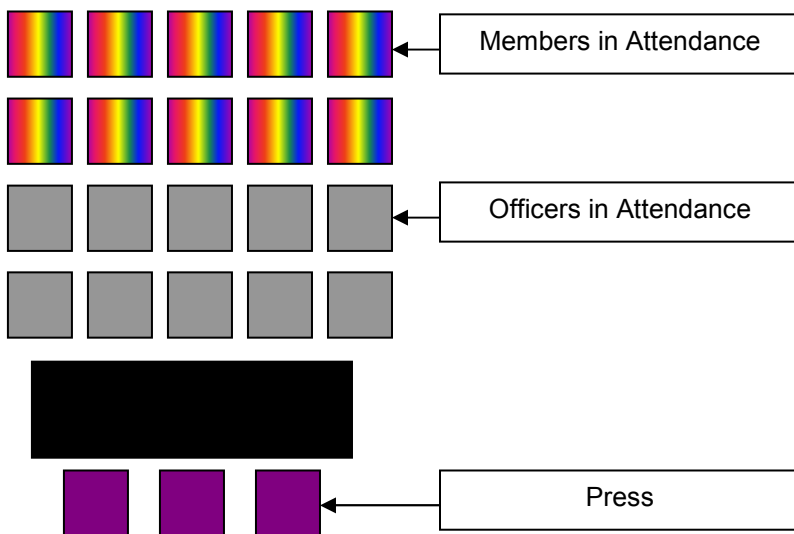
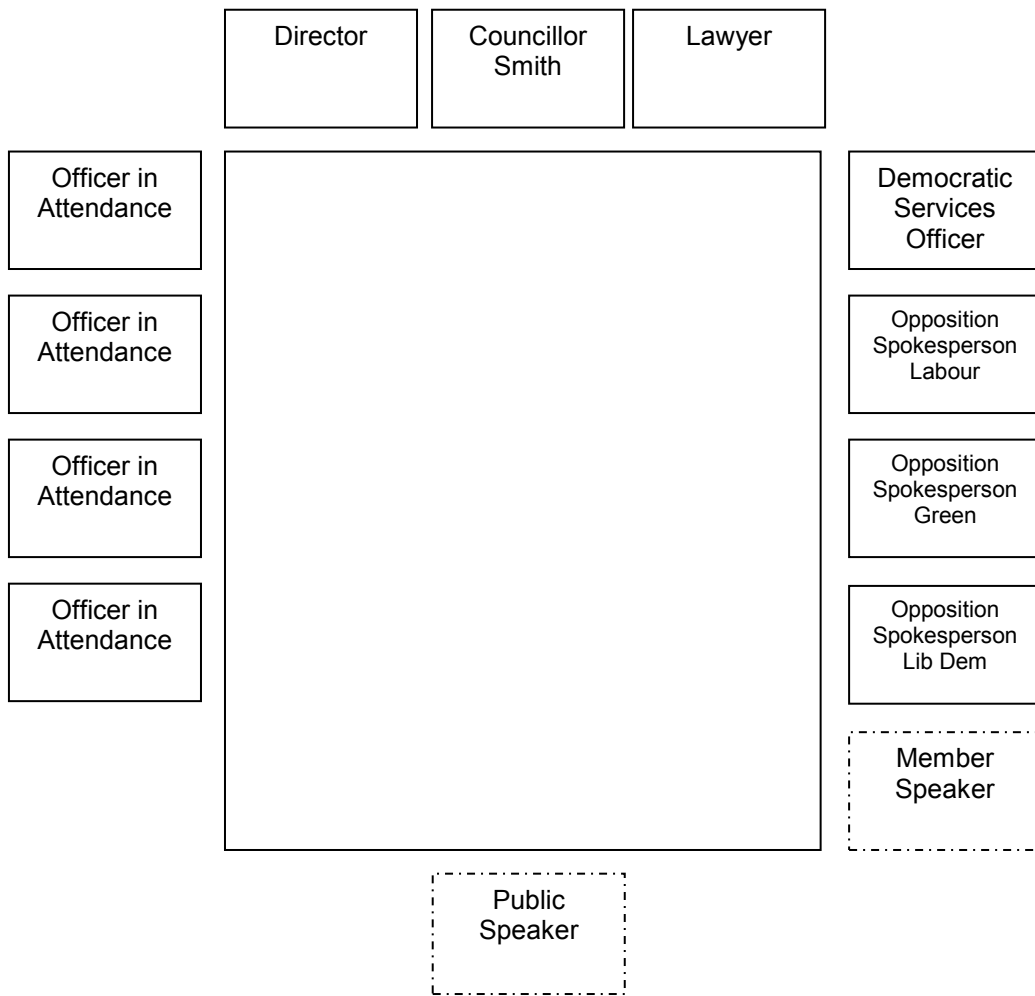
Brighton & Hove  
City Council

# Cabinet Member Meeting

Title:	<b>Culture, Recreation &amp; Tourism Cabinet Member Meeting</b>
Date:	<b>23 March 2010</b>
Time:	<b>4.00pm</b>
Venue	<b>Committee Room 3, Hove Town Hall</b>
Members:	<b>Councillor:</b> Smith (Cabinet Member)
Contact:	<b>Caroline De Marco</b> Democratic Services Officer 01273 291063 caroline.demarco@brighton-hove.gov.uk

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# Democratic Services: Meeting Layout



## AGENDA

**Part One**

**Page**

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**55. PROCEDURAL BUSINESS**

- (a) Declarations of Interest by all Members present of any personal interests in matters on the agenda, the nature of any interest and whether the Members regard the interest as prejudicial under the terms of the Code of Conduct.
- (b) Exclusion of Press and Public - To consider whether, in view of the nature of the business to be transacted, or the nature of the proceedings, the press and public should be excluded from the meeting when any of the following items are under consideration.

*NOTE: Any item appearing in Part 2 of the Agenda states in its heading either that it is confidential or the category under which the information disclosed in the report is exempt from disclosure and therefore not available to the public.*

*A list and description of the categories of exempt information is available for public inspection at Brighton and Hove Town Halls.*

**56. MINUTES OF THE PREVIOUS MEETING**

**1 - 8**

Minutes of the Meeting held on 8 December 2010 (copy attached).

**57. CABINET MEMBER'S COMMUNICATIONS**

**58. ITEMS RESERVED FOR DISCUSSION**

- (a) Items reserved by the Cabinet Member
- (b) Items reserved by the Opposition Spokespersons
- (c) Items reserved by Members, with the agreement of the Cabinet Member.

*NOTE: Public Questions, Written Questions from Councillors, Petitions, Deputations, Letters from Councillors and Notices of Motion will be reserved automatically.*

**59. PETITIONS**

**9 - 10**

No petitions have been received by the date of publication.

**60. PUBLIC QUESTIONS**

(The closing date for receipt of public questions is 12 noon on 16 March 2010)

## CULTURE, RECREATION & TOURISM CABINET MEMBER MEETING

No public questions have been received by the date of publication.

### 61. DEPUTATIONS

(The closing date for receipt of deputations is 12 noon on 16 March 2010)

No deputations have been received by the date of publication.

### 62. LETTERS FROM COUNCILLORS

No letters have been received.

### 63. WRITTEN QUESTIONS FROM COUNCILLORS

No written questions have been received.

### 64. NOTICES OF MOTIONS

No Notices of Motion have been received by the date of publication.

### 65. BRIGHTON FESTIVAL

Presentation by Andrew Comben, Chief Executive, Brighton Dome & Festival Limited.

### 66. FOREDOWN TOWER UPDATE

11 - 46

Report of Director of Housing, Culture & Enterprise (copy attached).

*Contact Officer:* Janita Bagshawe *Tel:* 29-2840

*Ward Affected:* Hangleton & Knoll; North  
Portslade;

### 67. CHANGE OF OPENING DAYS - HOVE MUSEUM & ART GALLERY

47 - 50

Report of Director of Housing, Culture and Enterprise (copy attached).

*Contact Officer:* Janita Bagshawe *Tel:* 29-2840

*Ward Affected:* All Wards;

The City Council actively welcomes members of the public and the press to attend its meetings and holds as many of its meetings as possible in public. Provision is also made on the agendas for public questions to committees and details of how questions can be raised can be found on the website and/or on agendas for the meetings.

The closing date for receipt of public questions and deputations for the next meeting is 12 noon on the fifth working day before the meeting.

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Meeting papers can be provided, on request, in large print, in Braille, on audio tape or on disc, or translated into any other language as requested.

## CULTURE, RECREATION & TOURISM CABINET MEMBER MEETING

For further details and general enquiries about this meeting contact Caroline De Marco, (01273 291063, email [caroline.demarco@brighton-hove.gov.uk](mailto:caroline.demarco@brighton-hove.gov.uk)) or email [democratic.services@brighton-hove.gov.uk](mailto:democratic.services@brighton-hove.gov.uk)

Date of Publication - Monday, 15 March 2010



# **CULTURE, RECREATION & TOURISM CABINET MEMBER MEETING**

**Agenda Item 56**  
Brighton & Hove City Council

**BRIGHTON & HOVE CITY COUNCIL**

**CULTURE, RECREATION & TOURISM CABINET MEMBER MEETING**

**4.00pm 8 DECEMBER 2009**

**COMMITTEE ROOM 3, HOVE TOWN HALL**

## **MINUTES**

**Present:** Councillor Smith (Cabinet Member)

**Also in attendance:** Councillor Davis (Opposition Spokesperson – Labour Group)

### **PART ONE**

#### **40. PROCEDURAL BUSINESS**

##### **40a Declarations of Interests**

40.1 Councillor Davis declared a personal interest in Item 53 as she is a member of the board of the Brighton Carnival.

##### **40b Exclusion of Press and Public**

40.2 In accordance with section 100A of the Local Government Act 1972 (the Act), the Cabinet Member for Culture, Recreation and Tourism considered whether the press and public should be excluded from the meeting during an item of business on the grounds that it was likely, in view of the nature of the business to be transacted or the nature of the proceedings, that if members of the press or public were present during that item, there would be disclosure to them of confidential information (as defined in section 100A(3) of the Act) or exempt information (as defined in section 100(I) of the Act).

40.3 **RESOLVED** - That the press and public be not excluded from the meeting.

#### **41. MINUTES OF THE PREVIOUS MEETING**

41.1 **RESOLVED** - That the minutes of the Culture, Recreation and Tourism Cabinet Member Meeting held on 15 September 2009 be agreed and signed by the Cabinet Member.

#### **42. CABINET MEMBER'S COMMUNICATIONS**

**Royal Pavilion & Museums - New Security Control Room**

- 42.1 The Cabinet Member reported that the security control room on the Royal Pavilion Estate had been moved from the main entrance of the Pavilion to the North End and was officially opened on 12 October. The project was the result of the Royal Pavilion & Museums Review of Customer Services in 2007 and was linked with the drive to upgrade the visitor experience and to improve customer care and facilities on the Royal Pavilion Estate. The new control room represented the first phase of security improvements and staff and contractors now had a separate entrance to visitors, which was in line with good practice. The new location freed up valuable space in the centre of the building. The main entrance could now be used for visitors only and the Pavilion could now provide 'buggy parking', as highlighted as a need in customer surveys.

#### **Land Girls Private View**

- 42.2 The Cabinet Member reported that *The Land Girls: Cinderellas of the Soil* exhibition Private View on 1 October at Brighton Museum welcomed many former Land Girls, plus Dame Vera Lynn. Over 700 guests attended. The exhibition tells the story of the 200,000 women who joined the Women's Land Army to feed the Country during two World Wars. *War Stories* exhibition at Hove Museum tells the story of the home front in Brighton & Hove during WW11.

#### **Hove Tearoom - 5 Star rated 'scores on the doors'**

- 42.3 The Tearoom at Hove Museum had been awarded five star status as part of 'Scores on the Doors' – a national campaign to promote the highest standards of catering. The top accolade of five stars is reserved for businesses with excellent health, hygiene and food preparation management systems in place.

#### **VisitBrighton Conference Wins**

- 42.4 The Cabinet Member was delighted to report that VisitBrighton had secured two further conferences. Firstly, the International Society for Fibrinolysis & Proteolysis Conference which was held every 2 years. This exciting news was the result of a long process involving the recruitment of a UK ambassador to head the bid - who had required much persuasion, encouragement and support from the VisitBrighton Team. The conference would be held at the Brighton Centre from 1-5 July 2012 and was estimated to attract 300+ visits with an economic benefit to the city of £700,000.
- 42.5 Secondly, the National HIV Nurses Association (NHIVNA) 12th Annual Conference. They expected to attract an estimated 200 delegates at The Grand Hotel from 28-30 June 2010 with an economic benefit to the city of £192k.

#### **Royal Visit**

- 42.6 The Cabinet Member reported that the city hosted a successful Royal Visit of His Royal Highness, The Duke of Gloucester in November. The Duke visited the Royal Pavilion, The Visitor Information Centre, The Land Girls Exhibition in the Brighton Museum and the Jubilee Library where he visited the Rare Books room.



### South East Regional Olympic Project

- 42.7 The Cabinet Member was delighted to report that the South East Regional Olympic Project **Accentuate** – which focuses on disability – launched on 3 December in Brighton at the Brighton Dome. The South East was seen as the home of the Paralympics and the region was taking a leading role in disability work both in culture and sport and the launch of this large scale 2012 legacy project was a fantastic opportunity for the city.

### Eurocities Annual Conference

- 42.8 The Cabinet Member was pleased to report that he attended the Eurocities Annual Conference in Stockholm on 25 – 28 November. Brighton & Hove received a warm welcome to the network of major European cities and he participated in a very interesting programme including workshops, networking and study visits on the theme of ‘Urban Challenges, Sustainable Solutions’.
- 42.9 The Cabinet Member contributed to a Mayors’ Debate on ‘Tackling poverty and social exclusion through sustainable urban development’. He spoke about the important role of culture in promoting social inclusion, and highlighted some of the city’s successful initiatives in this area such as the Children’s Parade, the public art programmes and work by the Youth Offending Team.
- 42.10 The Cabinet Member and officers participated in study visits on Stockholm’s creative cluster in design and fashion, and sustainable travelling in the city. A wealth of ideas and learning had been brought back that was being shared with colleagues and organisations across the city.
- 42.11 Finally, the Cabinet Member had met many senior politicians and officers from major cities across Europe and he and officers were already in contact with several cities to share best practice and potentially develop EU-funded joint initiatives to improve policy development and service delivery in the city.

### 43. ITEMS RESERVED FOR DISCUSSION

- 43.1 **RESOLVED** – That all items be reserved for discussion.

### 44. PETITIONS

#### 44(i) Petition – Request for a Mobile Library Facility for Bevendean

- 44.1 The Cabinet Member considered the following petition presented at Council on 8 October 2009 by Councillor Marsh and signed by 84 people:

***“We, the undersigned request this Council/Cabinet undertake to provide a Mobile library facility as soon as possible for the residents of Bevendean, who currently have a long journey to access their nearest static library, Moulsecoomb on the opposite side of the Lewes Road.”***

- 44.2 The Cabinet Member responded as follows: “I am pleased to announce that a new Mobile Library facility will stop on the green close to Bevendean School at the junction

of Auckland Drive with Heath Hill Avenue. This will make the Mobile easily accessible by the playgroup, Children's Centre, and Bevendean School, as well as local residents in the area. The new facility will be in operation from January 2010, and will take place fortnightly on Thursday mornings."

44.3 **RESOLVED** – That the petition be noted.

**44(ii) Petition – Shelving at the Jubilee Library**

44.4 The Cabinet Member considered the following petition presented at Council on 8 October 2009 by Councillor Kennedy and signed by 70 people:

**"We, the undersigned again call upon the Council to replace the meagre, ad hoc shelving in Brighton Jubilee Library with that designed to make more of the stock available to a public hungry for good books and for this Council's administration to regard with more seriousness residents who have made clear that in a city such as this, there should be a greater concern for book stock."**

44.5 The Cabinet Member responded as follows: "The shelving in Jubilee Library is neither 'meagre' nor ad-hoc'. It is standard good quality shelving used in a large number of other public and school libraries throughout the country. All of the Jubilee Library stock that is suitable for public access has already been put out on these shelves, and this is a significantly higher percentage of stock than was available in the old library. All of the stock kept in the local stores is older, more dilapidated material, or older editions, all of which are generally not in high demand, but are available if requested by the public.

44.6 There are over 170,000 items of stock in the library, with around 35,000 items on loan at any one time. According to the latest CIPFA statistics, Brighton and Hove Libraries have the third highest numbers of books per 1000 population compared with similar authorities, with 1,871 books per 1000 population, compared with an average of 1,577.

44.7 The Jubilee Library design included as many shelves as was needed to accommodate the stock, and to deliver the range of services required. The space between shelves and the height of the shelves are at the correct levels to meet accessibility standards, so that disabled people can move around the building easily and reach the stock on display."

44.8 **RESOLVED** – That the petition be noted.

**45. PUBLIC QUESTIONS**

45.1 There were none.

**46. DEPUTATIONS**

46.1 There were none.

**47. LETTERS FROM COUNCILLORS**

47.1 There were none.

**48. WRITTEN QUESTIONS FROM COUNCILLORS**

48.1 There were none.

**49. NOTICES OF MOTIONS**

49.1 There were none.

**50. WHITEHAWK CO-LOCATION PROJECT**

50.1 The Cabinet Member considered a report of the Director of Culture and Enterprise which explained that the project being proposed was for the co-location of the staff in the CYPT Schools & Community, Youth & Connexions, Social Work and Family Learning Teams into offices within the Whitehawk Primary School and for the Whitehawk Library to be moved to a site in the school grounds. The report informed the Cabinet Member of the outcome of the Co-Location bid and the processes to be undertaken to deliver the project. The recommendations were approved by the Cabinet Member for Children and Young People (for copy see minute book).

50.2 The Head of Libraries and Information Services reported that there had been a very positive response to the library relocation. The existing library would remain open until the new facility was opened in September 2011.

50.3 Councillor Davis welcomed the new facility but expressed concern about the future provision of the service from Whitehawk Youth Centre. The Head of Libraries and Information Services explained that the process of consultation had now begun and officers were ensuring that the existing provision was taken account of in the new development.

50.4 The Cabinet Member asked if there would be easy access between the GP's surgery and the other facilities. The Head of Libraries and Information Services explained that the GP's surgery would be near the library and other services. The re-location would improve access to the site.

50.5 **RESOLVED** – Having considered the information and the reasons set out in the report, the Cabinet Member accepted the following recommendations.

(1) That the content of the report and the processes that will be undertaken to bring the project forward be noted.

(2) That the recommendations agreed by the Cabinet Member for Children and Young People be noted.

(3) That progress reports be received as the project progresses.

**51. VISITBRIGHTON CONTACT CENTRE REVIEW**

- 51.1 The Cabinet Member considered a report of the Director of Culture and Enterprise which set out the options for the future of the VisitBrighton Contact Centre service, as identified as a work stream in the Visitor Services Strategy 2006 (for copy see minute book).
- 51.2 The Cabinet Member further considered an extract of the proceedings of the Culture, Tourism & Enterprise Overview & Scrutiny Committee held on 23 November 2009.
- 51.3 **RESOLVED** – Having considered the information and the reasons set out in the report, the Cabinet Member accepted the following recommendations.
- (1) That the VisitBrighton Contact Centre Review set out in the appendix to this report, and the recommendation section following consultation with stakeholders, be noted.
  - (2) That the feedback given by the Culture, Tourism & Enterprise Overview & Scrutiny Committee be noted.
  - (3) That the relocation of the contact centre to the Royal Pavilion and introduction of a new, local rate enquiry number be approved.

**52. FEES AND CHARGES 2010/11: BEACH CHALETS, BEACH HUTS, FISHING LOCKERS AND BOAT LICENCES, OUTDOOR EVENTS AND VOLKS RAILWAY**

- 52.1 The Cabinet Member considered a report of the Director of Environment which set out the proposed increase of the annual rent levied by the council for beach chalets at Ovingdean, Rottingdean, Saltdean, Madeira Drive and Hove Seafront. The report also set out the proposed rent increase in relation to the annual ground rent for beach huts along Hove seafront and for fishing lockers and boat licences on both Brighton and Hove beaches, fees and charges to passengers using Volks Railway and charges made to the organisers of outdoor events (for copy see minute book).
- 52.2 **RESOLVED** – Having considered the information and the reasons set out in the report, the Cabinet Member accepted the following recommendation.
- (1) That the fees and charges as set out in this report be approved.

**53. EVENTS PROGRAMME IN PARKS AND OPEN SPACES 2010**

- 53.1 The Cabinet Member considered a report of the Director of Environment which set out the proposed programme of special events for Parks and Open Spaces in 2010 and sought landlord's consent for these events (for copy see minute book).
- 53.2 The Principal Solicitor explained that the legal implications in the report were incorrect. Brighton & Hove City Council was empowered to use each park and open space for up to 28 days a year in order to facilitate the staging of major outdoor events, by terms of a general development order, not by the East Sussex Act.

53.3 The Head of Sport and Leisure explained that the special events were subject to change. There would be full consultation with the police and other agencies.

53.4 **RESOLVED** – Having considered the information and the reasons set out in the report, the Cabinet Member accepted the following recommendations.

- (1) That the events listed in Appendix 1 be granted consent.
- (2) That officers be authorised to enter into formal agreements with event organisers to determine conditions, fees and levels of support as appropriate.
- (3) That the Director of Environment be authorised after consultation with the Cabinet Member to make any alterations to the events programme as necessary.

#### 54. SPECIAL EVENTS - MADEIRA DRIVE CLOSURES 2010

54.1 The Cabinet Member considered a report of the Director of Environment which set out the proposed programme of special events on Madeira Drive in 2010 and sought approval of the associated road closures (for copy see minute book).

54.2 Councillor Davis noted that there seemed to be an increasing number of events associated with cars and the use of petrol. She had expressed concern in the past about the pollution associated with some events.

54.3 The Head of Sport and Leisure explained that the Brighton & Hove Buses event would be a one off event to celebrate 75 years of service. Officers were continuing to work on sustainable event guidelines and there would be an update on this matter in due course.

54.4 The Service Improvement and 2012 Legacy Manager, explained that officers would be looking at implementing the British Standards in relation to indoor and outdoor events. Officers were currently seeing what measures could be taken to limit the impact of pollution such as stopping cars from running engines. Organisations would be monitored in relation to sustainability.

54.5 **RESOLVED** – Having considered the information and the reasons set out in the report, the Cabinet Member accepted the following recommendations.

- (1) That consent be granted for the 2010 programme for special events on Madeira Drive and the associated road closures as listed in Appendix 1.
- (2) That officers be authorised to enter into formal agreements with event organisers to determine conditions, fees and levels of support as appropriate.
- (3) That the Director of Environment be authorised, after consultation with the Cabinet Member to make any alterations to the events programme as necessary.

The meeting concluded at 4.40pm

Signed

Cabinet Member

Dated this

day of

# CULTURE RECREATION & TOURISM CABINET MEMBER MEETING

## Agenda Item 59

Brighton & Hove City Council

**Subject:** Petitions  
**Date of Meeting:** 23 March 2010  
**Report of:** Director of Strategy & Governance  
**Contact Officer:** Name: Caroline De Marco Tel: 29-1063  
E-mail: caroline.demarco@brighton-hove.gov.uk  
**Key Decision:** No  
**Wards Affected:** Various

### FOR GENERAL RELEASE

#### 1. SUMMARY AND POLICY CONTEXT:

1.1 To receive the following petitions presented at Council, any petitions presented directly to the Culture, Recreation & Tourism Cabinet Member Meeting or any e-Petition submitted via the council's website.

59. (i) To receive the following e-petition submitted via the council's website and signed by 160 people:

*We the undersigned petition the council to give financial support to The Old Market and retain the building as an Arts and Cultural venue for the City.*

*The Old Market opened its doors in 1998 with a capital debt of £2.3m. That debt has steadily been reduced over the last ten years and now stands at £1.4m. The debt is financed through borrowing with Barclays Bank against the value of the building.*

*The Old Market Trust has never received any revenue funding for its activities despite regular request to both Brighton & Hove City Council and The Arts Council of England. These requests have been met continually by both organisations stating that although they are supportive of the arts and community use of the building, they cannot support a project with such a capital deficit.*

*As a consequence of the pressures consistent with the present economic climate the Trust finds itself in a situation where the value of the building does not support the borrowing and thus it has had to look at other avenues to mitigate the historical debt position.*

*In spring 2008 the Trust embarked on a Planning Application to build two substantial flats on the roof of The Old Market. With the recommendation of the Planning Officers the scheme was put to the Planning Committee in April 2009, but was rejected. A revised*

*application taking into consideration the concerns of the Planning Committee was also presented in a meeting in October 2009, but that scheme was also declined, despite recommendation from the officers.*

*The scheme presented would have enabled the Trust to significantly reduce its capital borrowing, however now the position is that the Trust are in need of substantial financial support to enable it to continue running the project.*

- 59. (ii)** To receive the following petition presented at Council on 10 December 2009 by Councillor Watkins and signed by 2500 people:

*We the undersigned petition Brighton & Hove City Council to give financial support to the Old Market and retain the building as an arts and cultural venue for the city.*

- 59. (iii)** To receive the following e-Petition submitted via the council's website and signed by 458 people:

*There is currently no permanent ice rink in the whole of Sussex!  
Ice skating is a great way for people of all ages to have fun, meet new friends and keep active and healthy.  
Sussex has a long and colourful history with ice skating and many ice hockey players, figure skaters and people who just love to skate desperately need a permanent local ice rink."*

- 59. (iv)** To receive the following petition presented at Council on 10 December 2009 by Councillor Oxley and signed by 112 people:

*We the undersigned, call upon the Council to bring back ten-pin bowling at the King Alfred..*



<b>CULTURE, RECREATION &amp; TOURISM CABINET MEMBER MEETING</b>	<b>Agenda Item 66</b>  Brighton & Hove City Council
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<b>Subject:</b>	<b>Foredown Tower Update</b>	
<b>Date of Meeting:</b>	<b>23 March 2010</b>	
<b>Report of:</b>	<b>Director of Housing, Culture &amp; Enterprise</b>	
<b>Contact Officer:</b>	<b>Janita Bagshawe</b>	<b>Tel: 292840</b>
	janita.bagshawe@brighton-hove.gov.uk	
<b>Key Decision:</b>	No	
<b>Wards Affected:</b>	Portslade North and Hangleton & Knoll	

**FOR GENERAL RELEASE/ EXEMPTIONS**

**1 SUMMARY AND POLICY CONTEXT:**

- 1.1 Following from the Culture, Recreation & Tourism Cabinet Member Meeting of 15 September 2009, negotiations have been taking place regarding a lease agreement with the Hove & Adur Sea Cadets to run Foredown Tower.
- 1.2 The Hove & Adur Sea Cadets have now indicated their wish to establish a Community Interest Company and for that Company to be the signatory to the lease agreement.

**2 RECOMMENDATIONS:**

- 2.1 That the Cabinet Member Meeting approves the request to the Community Interest Company becoming the signatory to the lease agreement.

**3 RELEVANT BACKGROUND INFORMATION/CHRONOLOGY OF KEY EVENTS:**

- 3.1 On 16 September 2008 the Culture Tourism and Recreation Cabinet Member Meeting resolved that the Director of Culture & Enterprise and Director of Finance and Resources be instructed to enter into discussions and negotiations with the Hove and Adur Sea Cadets for a full repairing 25 year lease on a peppercorn rent for the Tower for community usage. The Heads of Terms of the proposed lease reflect the recommendations made at that meeting.
- 3.2 On 15 September 2009, the Culture, Recreation & Tourism Cabinet Member Meeting approved the Heads of Terms agreement and authorised the Director of

Culture & Enterprise and Director of Finance & Resources to enter into the lease on those terms with the Hove & Adur Sea Cadets.

- 3.3 Hove & Adur Sea Cadets have now indicated that they wish to form a Community Interest Company as a vehicle to take the lease.

#### **4 COMMUNITY INTEREST COMPANIES**

- 4.1 The concept of a Community Interest Company ("CIC") was launched in 2005, as a custom-made vehicle for social enterprises that want to use their profits and assets for the public good. They have more flexibility and less regulation than charities, but more regulation than companies. They are governed by the Companies (Audit, Investigations and Community Enterprise) Act 2004 and the Community Interest Company Regulations 2005. CICs have similar requirements to other companies and are subject to dual regulation by Companies House and the CIC Regulator. A CIC cannot be a charity, although a charity may be able to convert to a CIC with Charity Commission consent. The members of a CIC make key decisions and a board of directors carry out day to day activities.

- 4.2 The key principles governing the operation of CICs which are relevant here are:

- (a) the Asset Lock;
- (b) the Community Interest Test; and
- (c) annual reporting.

- 4.3 The Asset Lock provides that assets, cash and property owned by the CIC can only be used for the stated community purpose and the CIC must name another asset locked body to receive any surplus assets upon winding up. If no such body is nominated the CIC Regulator will award the assets to a body which has the most similar objects.

In this case Hove and Adur Sea Cadet Unit is itself named as the asset-locked body in the proposed CIC's Articles of Association.

- 4.4 To satisfy the Community Interest Test the CIC must demonstrate that a reasonable person would perceive their activities as being in the interests of the community, with the community not being unduly restricted or politically motivated.

The Articles of Association (see Appendix 2), paragraph 5, set out the objects of the Company as being to carry on activities which benefit the community and in particular provide facilities and equipment for groups using the South Downs and meeting spaces for youth organisations and community groups. Further detail is given in the Declarations on Formation of a Community Interest Company (Appendix 3).

- 4.5 An Annual CIC Report contains information such as directors' salaries, any assets transferred and a description of how it has benefited the community and involved stakeholders.

- 4.6 The issue of whether the Council should be represented within the CIC, which has been suggested by the Cadets, was discussed at the Culture, Tourism and Enterprise Overview and Scrutiny Committee Meeting on 4 February 2010. Those

Councillors who expressed a view indicated that, given the terms of the proposed lease, there was no need for Councillors or officers to sit on the Board of the CIC, although it would be most desirable to have community representation. To date no other community organisations have expressed an interest in taking part in the CIC.

- 4.7 Hove and Adur Sea Cadet Unit is the sole subscriber to the Memorandum of Association. The Board is initially to comprise of two Directors, being Commander Ian Wright, Chairman of the Unit Management Committee, and Michael Halsey, an accountant and another member of the Committee. The Directors are bound to manage the Company in accordance with the Objects.

## **5 FINANCIAL & OTHER IMPLICATIONS:**

### **5.1 Financial Implications:**

The formation of the Community Interest Company allows the Trustees of the Sea Cadets greater protection against personal liability, but shouldn't impact financially upon the council itself. The basic implications remain the same as in previous reports – that granting a full repairing lease (at peppercorn rent) would save the authority significant repair costs to the Tower, keep the building open for use and additionally provide a small revenue saving.

*Finance Officer Consulted: Peter Francis*      *Date: 24.2.10*

### **5.2 Legal Implications:**

The legal implications have been included above, most notably in section 4.

*Lawyer Consulted: Carl Hearsom*      *Date: 24.2.10*

### **5.3 Equalities Implications:**

The recruitment policy of the Hove & Adur Sea Cadet unit is to recruit from all backgrounds regardless of race and religion. Subscription rates are kept as low as possible to be affordable for families on low income or unemployed.

### **5.4 Sustainability Implications:**

As has previously been stated, the Tower is not sustainable in its current form as a visitor attraction.

### **5.5 Crime & Disorder Implications:**

There are no direct crime and disorder implications.

### **5.6 Risk & Opportunity Management Implications:**

There are no direct risk and opportunity management implications.

### **5.7 Corporate/Citywide Implications:**

Agreement of a lease arrangement with the Hove & Adur Sea Cadets will enable some current services to continue to be run at Foredown Tower whilst providing a new opportunity for young people in the Portslade area.

**6 EVALUATION OF ANY ALTERNATIVE OPTION(S):**

None.

**7 REASONS FOR REPORT RECOMMENDATIONS:**

- 7.1 Entering into a lease agreement with the Hove & Adur Sea Cadets will provide a community facility at Foredown Tower for community groups, an access point for the Downs and facilities for walkers, and secure the future of an important local building.

**SUPPORTING DOCUMENTATION**

**Appendix 1: Draft Memorandum of Association**

**Appendix 2: Draft Articles of Association**

**Appendix 3: Form CIC 36, Declarations on Formation of a Community Interest Company.**

The Companies Act 2006

Community Interest Company Limited by Shares

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**Memorandum of Association**

**of**

**Foredown Tower C.I.C.**

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**The Companies Act 2006**  
**Community Interest Company Limited by Shares**  
**Memorandum of Association**  
**of**  
**Foredown Tower C.I.C.**

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company and to take at least one share.

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*Name of each subscriber*

*Authentication by each subscriber*

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Hove and Adur Sea Cadet Unit

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Dated 9 March 2010

The Companies Act 2006

Community Interest Company Limited by Shares

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**Articles of Association**

**of**

**FOREDOWN TOWER C. I. C.**

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(CIC Limited by Shares, Schedule 2, Small Membership)

**The Companies Act 2006**

**Community Interest Company Limited by Shares**

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**The Companies Act 2006**

**Articles of Association**

**of**

**Foredown Tower C.I.C.**

**INTERPRETATION**

**Defined terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule to the Articles.

**COMMUNITY INTEREST COMPANY AND ASSET LOCK**

**Community Interest Company**

The Company shall be a community interest company.

**Asset Lock**

The Company shall not transfer any of its assets other than for full consideration.

Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

If:

the Company is wound up under the Insolvency Act 1986; and

all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3.5 below.

For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3.2 and 3.4:

Name: Hove and Adur Sea Cadet Unit

Charity Registration Number : 1013313

Company Registration Number: N/A

Registered Office: N/A

### **Not for profit**

The Company is not established or conducted for private gain: any profits or assets are used principally for the benefit of the community.

## **OBJECTS, POWERS AND LIMITATION OF LIABILITY**

### **Objects**

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to provide facilities and equipment for groups using the South Downs, and meeting spaces for youth organisations and community groups.

### **Powers**

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

### **Liability of shareholders**

The liability of the shareholders is limited to the amount, if any, unpaid on the shares held by them.

## **DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

#### **Shareholders' reserve power**

The shareholders may, by special resolution, direct the Directors to take, or refrain from taking, specific action.

No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

### **Chair**

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they may determine and may at any time remove him or her from office.

### **Directors may delegate**

Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company:

to such person or committee;

by such means (including by power of attorney);

to such an extent;

in relation to such matters or territories; and

on such terms and conditions;

as they think fit.

If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **DECISION-MAKING BY DIRECTORS**

### **Directors to take decisions collectively**

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 0. In the event of the Company being a single director company, a majority decision is made when that single Director makes a decision.

### **Calling a Directors' meeting**

Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

A Directors' meeting must be called by at least seven Clear Days' notice unless either:

all the Directors agree; or

urgent circumstances require shorter notice.

Notice of Directors' meetings must be given to each Director.

Every notice calling a Directors' meeting must specify:

the place, day and time of the meeting; and

if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

Notice of Directors' meetings need not be in Writing.

Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

### **Participation in Directors' meetings**

Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

the meeting has been called and takes place in accordance with the Articles; and

they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Quorum for Directors' meetings**

At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Directors, whichever is the greater.

If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

to appoint further Directors; or

to call a general meeting so as to enable the shareholders to appoint further Directors.

### **Chairing of Directors' meetings**

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

## **Voting**

Questions arising at a Directors' meeting shall be decided by a majority of votes.

In all proceedings of Directors each Director must not have more than one vote.

## **Decisions without a meeting**

The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

A decision which is made in accordance with Article 0 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 0;

the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

the Recipient must prepare a minute of the decision in accordance with Article 47.

## **Conflicts of interest**

Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 0, he or she must:

remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

not be counted in the quorum for that part of the meeting; and

withdraw during the vote and have no vote on the matter.

When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

### **Directors' power to authorise a conflict of interest**

The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 19;

in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.

If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20.1 (subject to any limits or conditions to which such approval was subject).

### **Register of Directors' interests**

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **Methods of appointing Directors**

Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.

Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors.

### **Termination of Director's appointment**

A person ceases to be a Director as soon as:

that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;

a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

a composition is made with that person's creditors generally in satisfaction of that person's debts;

the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;

notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect); or

the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason.

### **Directors' remuneration**

Directors may undertake any services for the Company that the Directors decide.

Subject to the Articles and in particular Article 3 Directors are entitled to such remuneration as the Directors determine:

for their services to the Company as Directors; and

for any other service which they undertake for the Company.

Subject to the Articles and in particular Article 3, a Director's remuneration may:

take any form; and

include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

### **Directors' expenses**



The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

meetings of Directors or committees of Directors;

general meetings; or

separate meetings of the holders of any class of shares or of debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **SHARES**

### **All shares to be fully paid up and issued at nominal value to a Director**

No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.

This does not apply to shares taken on the formation of the Company by the subscribers to the Company's Memorandum.

No share shall be issued to a person except a Director.

### **Powers to issue different classes of share**

Subject to the Articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution.

The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the Directors may determine the terms, conditions and manner of redemption of any such shares.

### **Company not bound by less than absolute interests**

Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the Articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

### **Share certificates**

The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

Every certificate must specify:

in respect of how many shares, of what class, it is issued;

the nominal value of those shares;

that the shares are fully paid; and  
any distinguishing numbers assigned to them.

No certificate may be issued in respect of shares of more than one class.

If more than one person holds a share, only one certificate may be issued in respect of it.

Certificates must:

have affixed to them the Company's common seal; or  
be otherwise executed in accordance with the Companies Acts.

### **Replacement share certificates**

If a certificate issued in respect of a shareholder's shares is:

damaged or defaced; or  
said to be lost, stolen or destroyed,  
that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

A shareholder exercising the right to be issued with such a replacement certificate:

may at the same time exercise the right to be issued with a single certificate or separate certificates;  
must return the certificate which is to be replaced to the Company if it is damaged or defaced; and  
must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

### **Share transfers**

Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the Directors, which is executed by or on behalf of the transferor.

No fee may be charged for registering any instrument of transfer or other Document relating to or affecting the title to any share.

The Company may retain any instrument of transfer which is registered.

The transferor remains the holder of a share until the transferee's name is entered in the register of shareholders as holder of it.

The Directors may refuse to register the transfer of a share to a person of whom they do not approve.

They may also refuse to register the transfer unless it is lodged at the registered office of the Company or at such other place as the Directors may appoint and is accompanied by such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and by such other information, as they may reasonably require.

If the Directors refuse to register such a transfer, they shall, within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

The provisions of this Article apply in addition to any restrictions on the transfer of a share which maybe set out elsewhere in the Memorandum or Articles of the Company.

### **Purchase of own shares**

Subject to the articles, the Company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares. Any share so purchased shall be purchased at its nominal value.

### **Transmission of shares**

If title to a share passes to a transferee, the Company may only recognise the transferee as having any title to that share.

A transferee who produces such evidence of entitlement to shares as the Directors may properly require:

may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person; and

subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder had.

But transferees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

### **Exercise of transferees' rights**

Transferees who wish to become the holders of shares to which they have become entitled must notify the Company in Writing of that wish.

If the transferee wishes to have a share transferred to another person, the transferee must execute an instrument of transfer in respect of it.

Any transfer made or executed under this Article is to be treated as if it were made or executed by the person from whom the transferee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

### **Transmittees bound by prior notices**

If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of shareholders.

## **DIVIDENDS AND OTHER DISTRIBUTIONS**

### **Procedure for declaring dividends**

Subject to the Companies Acts, the Regulations and the Articles, the Company may by ordinary resolution declare dividends, and the Directors may, provided that such decision is authorised by an ordinary resolution of the shareholders, decide to pay interim dividends.

For the avoidance of doubt the payment of dividends shall be considered to be a transfer of assets other than for full consideration and shall not be permitted other than in the circumstances prescribed in Article 3.

A dividend must not be declared unless the Directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the Directors.

No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.

Unless the shareholders' resolution to declare or Directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

The Directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

If the Directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

### **Payment of dividends and other distributions**

Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:

transfer to a bank or building society account indicated by the distribution recipient either in Writing or as the Directors may otherwise decide;

sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered Address (if the distribution recipient is a holder of the share), or (in any other case) to an Address indicated by the distribution recipient either in Writing or as the Directors may otherwise decide;

sending a cheque made payable to such person by post to such person at such Address as the distribution recipient has indicated either in Writing or as the Directors may otherwise decide; or

any other means of payment as the Directors agree with the distribution recipient either in Writing or by such other means as the Directors decide.

In the Articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable:

the holder of the share; or

if the share has two or more joint holders, whichever of them is named first in the register of members; or

if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

#### **No interest on distributions**

The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

the terms on which the share was issued; or

the provisions of another agreement between the holder of that share and the Company.

#### **Unclaimed distributions**

All dividends or other sums which are:

payable in respect of shares; and

unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it.

If:

twelve years have passed from the date on which a dividend or other sum became due for payment; and

the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

### **Non-cash distributions**

Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the Directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

For the purposes of paying a non-cash distribution, the Directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:

fixing the value of any assets;

paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

vesting any assets in trustees.

### **Waiver of distributions**

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in Writing to that effect, but if:

the share has more than one holder; or

more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

## **CAPITALISATION OF PROFITS**

### **Authority to capitalise and appropriation of capitalised sums**

Subject to the Articles, the Directors may, if they are so authorised by an ordinary resolution:

decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and

appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

Capitalised sums must be applied:

on behalf of the persons entitled; and

in the same proportions as a dividend would have been distributed to them.

Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct.

Subject to the Articles the Directors may:

apply capitalised sums in accordance with Articles 42.3 and 42.4 partly in one way and partly in another;

make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this Article (including the issuing of fractional certificates or the making of cash payments); and

authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this Article.

## **DECISION-MAKING BY SHAREHOLDERS**

### **Meetings**

The Directors may call a general meeting at any time.

General meetings must be held in accordance with the provisions regarding such meetings in the Companies Act.

A person who is not a shareholder of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

Article 43.3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company.

### **Written resolutions**

Subject to Article 0, a written resolution of the Company passed in accordance with this Article 0 shall have effect as if passed by the Company in general meeting:

A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible shareholders.

A written resolution is passed as a special resolution if it is passed by shareholders representing not less than 75% of the total voting rights of eligible shareholders. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

In relation to a resolution proposed as a written resolution of the Company the eligible shareholders are the shareholders who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

A shareholders' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.

A copy of the written resolution must be sent to every shareholder together with a statement informing the shareholder how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.

A shareholder signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.

If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the shareholder's signature.

If the Document is sent to the Company by Electronic Means, it is authenticated if it bears the shareholder's signature or if the identity of the shareholder is confirmed in a manner agreed by the Directors or if it is accompanied by a statement of the identity of the shareholder and the Company has no reason to doubt the truth of that statement or if it is from an email Address notified by the shareholder to the Company for the purposes of receiving Documents or information by Electronic Means.

A written resolution is passed when the required majority of eligible shareholders have signified their agreement to it.

A proposed written resolution lapses if it is not passed within 28 days beginning with the Circulation Date.

## **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

### **Means of communication to be used**

Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.



Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

### **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

### **Minutes**

The Directors must cause minutes to be made in books kept for the purpose:

of all appointments of officers made by the Directors;

of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any shareholder or Director of the Company, be sufficient evidence of the proceedings.

The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

### **Records and accounts**

The Directors shall comply with the requirements of the Companies Acts as to maintaining a shareholders' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

annual reports;

annual returns; and

annual statements of account.

Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder.

### **Indemnity**

Subject to Article 49.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;

any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

any other liability incurred by that Director as an officer of the Company or an associated company.

This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

In this Article:

companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

a "relevant Director" means any Director or former Director of the Company or an associated company.

### **Insurance**

The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

In this Article:

a "relevant Director" means any Director or former Director of the Company or an associated company;

a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

**Exclusion of model articles**

The relevant model articles for a company limited by shares are hereby expressly excluded.

**SCHEDULE**  
**INTERPRETATION**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

<b>Term</b>	<b>Meaning</b>
<b>“Address”</b>	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
<b>“Articles”</b>	means the Company’s articles of association;
<b>“asset-locked body”</b>	means (i) a community interest company or a charity or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
<b>“bankruptcy”</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>“Chair”</b>	has the meaning given in Article 10;
<b>“Circulation Date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
<b>“Clear Days”</b>	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<b>“community”</b>	is to be construed in accordance with the section 35(5) of the Companies (Audit, Investigations and Community Enterprise) Act 2004;
<b>“Companies Acts”</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
<b>“Company”</b>	Foredown Tower. C.I.C.
<b>“Conflict of Interest”</b>	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that

	conflicts or might conflict with the interests of the Company;
<b>“Director”</b>	means a director of the Company, and includes any person occupying the position of director, by whatever name called;
<b>“distribution recipient”</b>	has the meaning given in Article 37;
<b>“Document”</b>	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
<b>“Electronic Form and Electronic Means”</b>	have the meanings respectively given to them in section 1168 of the Companies Act 2006;
<b>“fully paid”</b>	in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company;
<b>“Hard Copy Form”</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>“holder”</b>	in relation to shares means the person whose name is entered in the register of shareholders as the holder of the shares;
<b>“instrument”</b>	means a Document in Hard Copy Form;
<b>“Memorandum”</b>	the Company’s memorandum of association;
<b>“paid”</b>	means paid or credited as paid;
<b>“participate”</b>	in relation to a Directors’ meeting, has the meaning given in Article 14;
<b>“Permitted Industrial and Provident Society”</b>	means an industrial and provident society which has a restriction on the use of its assets in accordance with regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
<b>“the Regulator”</b>	means the Regulator of Community Interest Companies;
<b>“the Regulations”</b>	means the Community Interest Company Regulations 2005 (as amended);
<b>“Secretary”</b>	the secretary of the Company (if any);









## Declarations on Formation of a Community Interest Company

Company Name in full

Foredown Tower Community Interest Company
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### SECTION A: COMMUNITY INTEREST STATEMENT – BENEFICIARIES

We, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community. In particular, the company's activities will be carried on for the benefit of groups and individuals using the South Downs National Park, for educational and youth organisations and for community groups.

### SECTION B: COMMUNITY INTEREST STATEMENT – ACTIVITIES & RELATED BENEFIT

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

<b>Activities</b>	<b>How will the activity benefit the community?</b>
The company will operate the Tower as an access point to the South Downs National Park, providing a meeting space and a range of other facilities.	The Tower is located on the boundary of the new National Park and the community will benefit by having a gateway to the Park which provides a range of facilities including a meeting space, a tea room and a shop selling information leaflets, maps and guides. We also intend to provide facilities for hiring mountain bikes. Running the Tower with a combination of paid and voluntary staff will make it possible for us to offer a wider range of services than could be provided by a purely commercial company.
The company will operate and enhance the existing Camera obscura.	The Camera obscura gives the Tower a unique identity. We intend to use it to help individual visitors, families and educational groups to understand the history and geography of the Downs. We will do this in several ways: by illustrated lectures, by diagrams and displays, and by new technology such as mapping software. We also intend to develop the Camera obscura as an educational tool by introducing "hands on" optical displays and new technology, such as a web cam.
The company will provide meeting spaces and opportunities for adventure training and leadership for youth groups.	The Tower is located on the edge of the Brighton conurbation, next to a number of residential estates, where many families with teen aged children live. We hope that the Tower will become a meeting space for youth organisations, such as Sea Cadet Units. They will be able to use the facilities of the Tower and the National Park to participate in chart work and map reading, the Duke of Edinburgh's Award Scheme, adventure

	training, expedition planning and leadership activities. Taking part in these will enable the young people to acquire a range of national qualifications. Running the Tower with a combination of paid and voluntary staff will enable us to offer these facilities at a much lower cost than would be charged by a purely commercial company.
The company will provide meeting spaces for community and local interest groups.	The Tower will be used as the base for local interest groups, such as the Foredown Tower Astronomers who currently use it. We also intend to offer it to local businesses for meetings and for training and staff development. Operating the Tower as a C.I.C. will permit us to set different charges for commercial and non-commercial organisations.
In the short term any surplus will be used to enhance the facilities of the Tower. In the longer term, any surpluses will be used for the benefit of Hove and Adur Sea Cadet Unit, the shareholders of the C.I.C.	

(Please continue on separate continuation sheet if necessary.)

### SECTION C:

1. We/I, the undersigned, declare that the company in respect of which this application is made will not be:

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.<sup>3</sup>

### SECTION D: SIGNATORIES

Each person who will be a first director of the company must sign the declarations.

Signed (Ian Wright) Date 23 Dec 2009

Signed (Michael Halsey) Date 21 Dec 2010

(Please continue on separate continuation sheet if necessary.)

### CHECKLIST

This form must be accompanied by the following documents:

- (a) Memorandum of Association
- (b) Articles of Association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (c) Form IN01- you need to indicate that the proposed company is adopting bespoke articles.

(d) Any completed continuation sheets

(e) A cheque for £35 made payable to Companies House

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

When you have completed and signed the form, please send it to the Registrar of Companies at:

For companies registered in England and Wales: Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

For companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139

Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland: Companies House, 1st Floor, Waterfront Plaza, 8

Laganbank Road Belfast BT1 3BS

## NOTES

1. The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations. E.g. “the residents of Oldtown” or “those suffering from XYZ disease”.

2 A company is not eligible to be formed as a community interest company if it will be an

3 “excluded company”. If you are not sure whether the company which you wish to form falls

into any of these categories, you should refer to the definitions of the terms “political party”, “political campaigning organisation” and “subsidiary” (and of the related terms “election”, “governmental authority”, “public authority” and “referendum”) in Regulation 2 of the Regulations before completing this form.



<b>CULTURE, RECREATION &amp; TOURISM CABINET MEMBER MEETING</b>	<b>Agenda Item 67</b>  Brighton & Hove City Council
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**Subject:** Change of Opening Days – Hove Museum & Art Gallery  
**Date of Meeting:** 23 March 2010  
**Report of:** Director of Housing, Culture & Enterprise  
**Contact Officer:** Janita Bagshawe Tel: 292840  
janita.bagshawe@brighton-hove.gov.uk

**Key Decision:** No  
**Wards Affected:** All

**FOR GENERAL RELEASE**

**1 SUMMARY AND POLICY CONTEXT**

1.1 The purpose of this report is to ask the Cabinet Member for Culture, Tourism and Enterprise to agree to a change of opening days to the public at Hove Museum & Art Gallery.

**2 RECOMMENDATIONS**

2.1 For the Cabinet Member to agree to a change in opening days at Hove Museum & Art Gallery from Tuesday-Sunday, closed on Monday, to Thursday-Tuesday, closed on Wednesday.

**3 RELEVANT BACKGROUND INFORMATION/CHRONOLOGY OF KEY EVENTS**

- 3.1 Currently, Hove Museum & Art Gallery (HMAG) and Brighton Museum & Art Gallery (BMAG) are open Tuesday- Sunday and closed on Monday.
- 3.2 By changing the opening days at HMAG from Tuesday–Sunday to Thursday–Tuesday, it will mean that two out of the three museums are open on a daily basis throughout the week, rather than the current situation where on a Monday two museums are closed.
- 3.3 Visitor attendance at the museums across different days of the week (Monday-Friday) shows little variance. It is therefore not anticipated the changes would result in a drop in attendance.
- 3.4 If agreed, the change would be implemented at the beginning of May 2010, which will coincide with Brighton Festival. The change in opening hours will be publicised through:

- ◆ The Division's regular 'What's On' mailing – 25,000 distributed throughout Brighton & Hove and Sussex.
  - ◆ BHCC website and Royal Pavilion & Museums website.
  - ◆ Local press releases.
  - ◆ Will be publicised to regular visitors via signage on site.
  - ◆ In addition, notices will be put up at Brighton Museum on Mondays to indicate that customers could visit Hove Museum – information regarding opening times and travel directions would also be given.
- 3.5 In addition, it should be noted that Hove Library is only open on Monday afternoons. If Hove Museum were open on Mondays it would therefore represent a service addition in that part of the City.

#### **4 CONSULTATION**

- 4.1 Internal consultation has been carried out with internal colleagues responsible for various activities at Hove Museum & Art Gallery to ensure continued efficiency and cost effectiveness of the service.

#### **5 FINANCIAL & OTHER IMPLICATIONS:**

##### **5.1 Financial Implications:**

There are no direct financial implications from the recommendations in the report.

*Finance Officer Consulted: Peter Francis                      Date: 18 February 2010*

##### **5.2 Legal Implications:**

None.

*Lawyer Consulted: Carl Hearsum                                      Date: 23 February 2010*

##### **5.3 Equalities Implications:**

None.

*Equalities Officer Consulted: Maureen Pasmore                                      Date: 17 February 2010*

##### **5.4 Sustainability Implications:**

None.

##### **5.5 Crime & Disorder Implications:**

None.

**5.6 Risk & Opportunity Management Implications:**

None.

**5.7 Corporate/Citywide Implications:**

None.

**6 EVALUATION OF ANY ALTERNATIVE OPTION(S):**

6.1 None has been considered.

**7 REASONS FOR REPORT RECOMMENDATIONS:**

7.1 To ensure there are two museums open on each day of the week, unlike the current situation with two museums closed on a Monday.

**SUPPORTING DOCUMENTATION**

**Appendices:**

1. None.

**Documents In Members' Rooms**

1. None

**Background Documents**

1. None

