



## **BRIDGNORTH & DISTRICT TOURIST ASSOCIATION**

### **Report to the Annual General Meeting on 26<sup>th</sup> November 2009 at The Swan Inn, Knowle Sands, Bridgnorth.**

#### **Purpose of Report:**

1. TO SUPPORT THE TRANSFORMATION OF THE ASSOCIATION INTO A NOT FOR PROFIT COMPANY LIMITED BY GUARANTEE
2. TO ADOPT THE DRAFT MEMORANDUM AND ARTICLES OF ASSOCIATION.
3. TO APPOINT TWO DIRECTORS TO THE COMPANY.
4. TO AGREE THE TRANSFER OF ALL ASSETS AND MEMBERSHIP TO THE NEW COMPANY.
5. TO ELECT 8 MEMBERS OF THE COMPANY TO THE BOARD

#### **1.0 Introduction**

Following the recent changes in local authority structures in Shropshire and the need for the Association to become more self reliant, the committee have debated the issue's advantages and disadvantages concerning the possible formation of a new not for profit company limited by guarantee.

The committee have discussed the issues fully and have taken advice. They are subsequently recommending that Bridgnorth & District Tourist Association be transferred into Bridgnorth & District Tourist Association Limited, a not for profit company limited by guarantee.

To form the company, it is proposed that the current Chairman Carol Cooper and current treasurer Keith Lincoln become the formation directors and that the existing Association committee members become the new nominated board.

#### **2.0 The new Board Structure**

The new board structure being recommended will consist of a board of 8 elected members and additional invitees from other organisations who have an interest in tourism in Bridgnorth & the surrounding area.

The Board Structure - 8 elected members made up as follows:-

- Chairman (who will also be a company director)
- Vice Chair (who will also be a company director)
- Finance Director (who may also be a company director)
- 5 others elected by the membership (one or more of whom may be company directors)

All board members must be members of the company and are to be elected annually by the membership at the AGM. The board then elects its Chairman and Vice Chairman from its own (board) members and agrees who, in addition to the Chairman and Vice Chairman, should be the Finance Director and company directors. All company directors must therefore be members of the Company

Additional board members from specific organisations and other groups are invited by the board to attend board meetings. The board may also invite other advisors and individuals as required to attend the board. All invitees attend in a non voting capacity and do not therefore need to be members but may not hold office. Current invited organisations include representatives from:

- Bridgnorth Town Council
- Bridgnorth Visitor Information Centre
- Bridgnorth Twinning Association
- Bridgnorth Town Centre Management Partnership
- Shropshire Council
- Shropshire Tourism (Secretariat)

The two nominated directors proposed to form the new company are:

- The current Chairman of the Association – Carol Cooper
- The current Committee Member & Treasurer – Keith Lincoln

(Full copies of the Articles of Association and Memorandum are available to view on- line on [www.visitbridgnorth.co.uk/members](http://www.visitbridgnorth.co.uk/members))

### **3.0 Transfer of Membership and Assets**

As part of the transition to a new company, the AGM will need to agree to transfer the current membership and all assets of the Association to the new limited company.

### **4.0 Elections to the Board**

The AGM will therefore need to elect the current Chairman Carol Cooper and Treasurer of the Association Keith Lincoln to the new Board and elect a minimum of 6 additional members to the board.

Drawing from the current Association committee, the following nominations are proposed:-

- i Carol Cooper – Chairman (Formation Director)
- ii Keith Lincoln – Treasurer (Formation Director)
- iii Peter Iles – The Cedars, Much Wenlock
- iv Sally Tallents - The White Cottage, Bewdley
- v Anthony Webb – Old Quarry Cottage, Brockton

vi	Jean Reynolds – Bridgnorth Cliff Railway
vii	Karen Crick – RAF Museum Cosford
viii	John Leach – Severn Valley Railway

**5.0 Recommendations for the AGM to vote on:**

- 1. To confirm the transformation of Bridgnorth & District Tourist Association to Bridgnorth & District Tourist Association Limited.**
- 2. To formally adopt the draft memorandum and articles of association of Bridgnorth & District Tourist Association Limited.**
- 3. To appoint Carol Cooper and Keith Lincoln as formation Directors of Bridgnorth & District Tourist Association Limited.**
- 4. To agree to transfer the membership and all assets of the association to Bridgnorth & District Tourist Association Limited.**
- 5. To elect 8 members of the company to the Board of Bridgnorth & District Tourist Association Limited.**