

Minutes for ACCU Committee meeting 2023-07-09, via Jitsi

Meeting started at 14:32 BST (13:32 UTC) and ended at 15:33 BST (14:33 UTC).

1. Attending

Bob Schmidt, Felix Petriconi, Geoff Daniels, Guy Davidson, Patrick Martin, Ralph McArdell, Stefan Hagen (invited)

Apologies for absence

Adeel Nadeem, Robin Williams, Roger Orr

2. Minutes from last meetings

The committee approved the minutes of the previous meeting

3. Actions in progress

Note: the Google Sheet for actions is here:

https://docs.google.com/spreadsheets/d/1RMTorasYR_A94VBjv-Dn6ghhTVWLbW0w1ekhN994qFI

Actions from previous meetings:

Not discussed, as this is a special meeting dedicated to the formation of a limited company.

Actions added by this meeting:

222: Felix: Get the hotel contract.

4. Reports

4.1 Review the formation of the limited company.

Guy: Status sent to the committee mailing list before the meeting (minor suggested edits from Stefan):

- 1. It is not as easy as we assumed to incorporate a limited company when it is part of a wider tax planning arrangement, in our case, the incorporation of ACCU as a charity. Considerations include how we expect to get money out of the conference company and into ACCU without attracting corporation tax and while also operating gift aid, which we will suddenly qualify for, with concomitant impact on ticket costs. My assumption is that ticket costs will be paid to the charity, with gift aid, and we will make regular payments to the holding company to pay for running the conference. You all may have other ideas.*
- 2. The ball is currently in the court of the accountants: I have supplied all the information they need, and they are pursuing [it] with their charity specialist. Any day now, apparently.*
- 3. Roger and I will be listed as directors, with 100 ordinary shares worth £1 each. This can all be changed, and we recognise that you are investing trust in he[him] and I.*
- 4. Roger or I will need to make a payment to the hotel, which will be recognised as a loan from the directors to the limited company, and which can be withdrawn from the limited company without incurring tax. All we need are details on how to make the payment.*
- 5. I'm still a little confused constitutionally about all this. I feel we should at least notify the members that this is happening a priori rather than presenting it as a ["fait accompli"], even if we don't have any constitutional cover for this.*

Guy: presents a summary of the status. Felix: Who will pay the taxes? All: discuss the UK rules. Guy: continues with the summary of open points. Especially running the charity should be headed by someone other than Guy. Felix: normally ticket sales start a week before Christmas (of the preceding year). Guy:

how to pay for the hotel? Patrick: expects two quotes of about two thousand GBP or more each. Bob: expects at least four quotes to cover all conference functions. All: discuss where the money will come from in case of many signups (scaling). Geoff: reports from emails received on quotes earlier that the overall sum will be forty or fifty thousand GBP in total. Guy: asks if offering a very early bird signup is a good mitigation? All: discuss cash flow and options on eg. volunteers or early signups. Patrick: shares documents per a [google drive folder](#). Patrick: walks all through the expected payment timeline to help assess the risk for the actors. Bob: reminds all that quotes with schedules are needed for any actionable risk assessment. All: discuss the quotes and the schedule. Felix: July and later Sarah have handled the hotel contract (no participant has yet seen that contract and Monday a down payment is expected by the hotel). Felix: will contact Sarah tomorrow Morning (Monday) to get the information. Geoff: found an email address at the hotel in contract matters and suggests to immediately mail there to get the contract text. All: discuss if the contract of the hotel is with ACCU or an intermediate company (represented by Sarah) => Added an action on Felix (#222) to “Get the hotel contract”. All: discuss consolidating the numbers needed in a spreadsheet which Patrick will do. Guy: still uncomfortable with the need to act on Monday given the scarcity of facts. Felix: will provide the tentative conference date to Guy to support negotiation with the hotel. Felix: reports back from Sarah that the dates on hold [for the conference] are Monday 15th - Saturday 20th April 2024.

5. Any other business

Quote from our constitution:

5.3.4.4

The duty of a committee with at least one Caretaker Officer will be to organise a new election for that role. In the meantime, that committee will be limited to ordinary administration of the organisation.

Geoff: Suggests 10th of September 2023 for a special general meeting (SGM). Bob: Invite has to go out 56 days before the meeting date ie. 16th of July 2023.

Announce Deadline: sent to members no less than 56 days before the GM
Proposal Deadline: received by Secretary no less than 35 days before the GM
Draft Agenda Deadline: set to members no less than 28 days before the GM
Agenda Freeze: modifications received by Secretary no less than 21 days before the GM
Voting Opens: 14 days before the GM

6. Date of next meeting

The date of the next committee meeting will (provisionally) be 6th of August 2023 @ 14:30 BST (13:30 UTC, 15:30 CEST) for 90 minutes, via Jitsi.