

BRIGHTNIGHT LIMITED CLIFFE BONFIRE LIMITED

ANNUAL GENERAL MEETING

Friday 23 February 2018 at Lewes Town Hall. 7.00 pm for 7.45 pm.

NB: No alcohol is be consumed on the premises.

AGENDA

1. Apologies for Absence
2. To approve the minutes of the AGM held on Friday 5 May 2017.
3. To receive the Directors' Report.
4. To receive the 2017 Accounts and Financial Report from the Treasurer on behalf of the Directors.
5. To Elect the following positions by paper ballot and/or a poll vote, in the following order:
 - I. The Chairman between:
Leo Bridger
Kate Over
 - II. The Treasurer.
A poll vote will be held to approve the unopposed nomination of Ed Smith.
 - II. Three Directors between, depending of the outcome of the election of Chairman above:
Leo Bridger
Alex Hunt
Paul Mockford
Kate Over
Stephen Richardson (Rico)
Lucy Wilson
 - III. Captain of Street Fireworks between:
Jenny Bassett
Trista Fife
 - IV. Approval of the positions of Captains and Commander in Chief.
The following members are standing for the following positions unopposed. A poll vote will be carried out to approve their appointment.

Position	Name
Capt. of Aerials	Sonya Blake
Capt. of Bands	Paul Mockford
Capt. of Banners	Vicky Funnell
Capt. of Barrels	Malcolm Bassett
Capt. of Effigies	Mark Allen
Capt. of Fiery Pieces	Ian Over
Capt. of Firesite	Stephen Mockford
Capt. of Programmes	Gary Edwards
Capt. of Tableau	Gavin Ward
Capt. of Torches	John Cross
Commander in Chief	Lucy Wilson

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V. Committee members.

A paper ballot will be held to elect the 10 members of the Committee from the list below unless the results from the elections above mean that only 10 nominations are left unopposed. If this is the case, a poll vote will be held to approve the remaining 10 nominations.

Peter Bassett
Tim Bassett
Lee Christmas
Adam Frost
Trista Fife
Mark Greenwood
Alex Hunt
Duncan Pratley
Kate Over
Amber Richardson
Stephen Richardson
Chrissie Stanley
Niki Verrall
Richard Wilson

8. To ratify (approve) the Annual Adult Subscription rates for 2018 at £30.00 per head.

No change from 2017.

9. To undertake a poll vote on resolution no. 1 proposed by Leo Bridger:

“That Directors reports and/or any other reports are to be sent out with the application forms before the AGM.

By sending the report out before the application closing date we are enabling the members to decide whether or not they wish to stand for positions based on whether or not they believe there is a need for change.”

10. To undertake a poll vote on resolution no. 2 proposed by Leo Bridger:

“Only 2 committee members to be allowed to sit on a fundraising subcommittee that requires a budget of £5000 or more.”

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DRAFT MINUTES OF THE ANNUAL GENERAL MEETING Held Friday 5 May 2017 At Lewes Town Hall, Lewes 7.15pm for 7.45pm Start

1. **Apologies For Absence :** Molly Romanov, Nikolai Romanov, Adam Frost, Amanda Dedman, Maggie Knight, Tim Knight, Christine Lawrence, Alan Lawrence, Bryan Parrott, Sally Wootton, Les Wootton, Paul Jarvis, Ann Martin, Glen Rummery, Grant Smithers, Charlotte Smithers, Carole Smithers, Ashley Lovegrove, Jim (The Fish) Smith, Nora Wright, Clare Crouch, Stephen Richardson, Andy Penfold, June Eade, Jane Lee, Paula Black, Brian Jarvis, Sarah Buckner, Graham Oliver, Lin Oliver, Richard Wilson, Victoria Gates, Rob Bickley, Liz Kay, Tom Freeman, Paul Brinkhurst, Garry Brinkhurst, Katie Greenwood and Moira Huxtable.
2. **To Approve the Minutes of the E,G,M. held Friday 31 March 2017.**
The Secretary reported that as this AGM is under the auspice of Brightnight Ltd, it is not required that the minutes of the 2016 Cliffe Bonfire Society AGM or the two EGMs held during that year be presented for approval at this meeting. Copies of these minutes may be viewed at the end of this meeting.
The Secretary informed the meeting that copies of the minutes of the Extraordinary General Meeting held on Friday 31 March have been circulated.
The Chairman asked for a Proposer and Seconder that these minutes are a correct record of the meeting. It was Proposed by Ian Over and Seconded by Janet Edwards and the motion was carried on a show of hands.
3. **Directors Report.** The Chairman asked the secretary to read out the report from the Directors which have been previously circulated for information only.
4. **To Receive the draft Accounts and Financial Report from the Directors. (In accordance with the requirements of the Companies Act 2006)** The Chairman asked for any questions or comments regarding the accounts which have previously circulated. The Chairman asked for a Proposer and Seconder that these Accounts be accepted. It was Proposed by Lee Christmas and Seconded by Ann Bassett and the motion was carried on a show of hands.

Before proceeding to Item's 5 and 6 on the Agenda the Chairman made a point of information on the following:

- *The bylaws for both Brightnight and Cliffe Bonfire Limited, the subject of Agenda Items 5 and 6 have already been circulated, either electronically or by post and are therefore not annexed to the respective resolutions. However, if passed, they will be annexed to the resolutions in the records of both companies.*
- *The Chairman briefly explained the origins of these bylaws, they were previously included in the draft 'Articles' document that you received last year and that were presented and discussed at the open meeting on 24 February this year.*
- *As a result of legal advice a distinction was made between 'Articles' and Bylaws' and they now form separate entities. We approved the Articles at the EGM held on 31 March. We now need to approve the 'bylaws' of both companies.*
- *The Bylaws of Brightnight Ltd, the subject of Agenda Item 5, relate to the responsibilities of directors and the conduct of the company's members*
- *The Bylaws of Cliffe Bonfire Ltd, the subject of Agenda Item 6 relate specifically to the appointment and functioning of the Management Committee.*

Four Scrutineers were appointed to count the votes – Angela Brinkhurst, Glen Oliveros, Tim Fellows and Corrine Hennesy.

To hold a paper ballot on the following Special Resolution to approve the bylaws of Brightnight Limited.
The Chairman explained that the draft Bylaws have been previously circulated either electronically or by post. He went on to explain that this has to be a Special Resolution to comply with Article 7 which sets out the procedure for the creation of Brightnight bylaws. Being a Special Resolution it must receive a 75% vote in support to be passed.

The Chairman read out the resolution as *"The members resolve to create the bylaws of the company (Brightnight Limited) pursuant to Article 7 in the form annexed to this resolution".*

The Chairman asked members to use the white ballot paper to cast their vote.

Continued

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The Chairman declared that the resolution is carried by 132 for, 9 against.

- 5. To hold a paper ballot on the following Ordinary Resolution to approve the bylaws of Cliffe Bonfire Limited.** The Chairman explained that the draft Bylaws have been previously circulated either electronically or by post and being the Bylaws for Cliffe Bonfire Limited the vote is not governed by the Brightnight Articles so can be taken as an Ordinary Resolution. He went on to explain that having had our attention drawn to this the resolution has had to be reworded and is therefore not as it appears on the Agenda. However the intent of the resolution, that is to approve the Bylaws of Cliffe Bonfire Limited, remains the same. Being an Ordinary Resolution only a simple majority is required for it to be passed.

The Chairman read out the resolution as it now reads “*The members of Brightnight Limited as sole shareholder of Cliffe Bonfire Limited resolve to create, amend or revoke bylaws of Cliffe Bonfire Limited and resolve to adopt those in the form annexed to this resolution*”

The Chairman asked members to use the blue ballot paper to cast their vote.

The Chairman declared that the resolution is carried by 130 for, 10 against.

Before proceeding to Item 7 on the Agenda the Chairman explained that for the appointment of the Directors, Secretary and Management Committee, it is a requirement that we pass two procedural ordinary resolutions that do not appear on the Agenda. He apologised, and said “that as I am sure you can all appreciate this is the result of us not being familiar with the formal procedures we are now obliged to follow. It’s a steep learning curve for many of us”. The Chairman went on to explain that the two motions give the members of Brightnight the authority to appoint the Directors and Management Committee of Cliffe Bonfire Limited and the two resolutions will now be items **6b** and **6c** on the **Agenda**. These two resolutions were displayed on a screen.

- 6b. Authority to Appoint Directors** :The Chairman read out the resolution as follows: “*The members of Brightnight Limited as the sole shareholder of Cliffe Bonfire Limited resolve that, until further notice, the directors of Cliffe Bonfire Limited be appointed by the Members of Brightnight Limited and that the Directors of Cliffe Bonfire Limited are the same as those for Brightnight Limited*”.

The Chairman asked for a show of hands in support of the resolution and the Chairman declared that the resolution was carried unanimously.

- 6c. Authority to appoint Management Committee** : The Chairman read out the resolution as follows: “*The Members of Brightnight Limited as the sole shareholder of Cliffe Bonfire Limited resolve that the Secretary and Management Committee of Cliffe Bonfire Limited be appointed by the Members of Brightnight Limited.*”

The Chairman asked for a show of hands in support of the resolution and the Chairman declared that the resolution was carried unanimously.

- 7a & 7b. Appointment of Directors.** The secretary read out the names of the nominations received for Chairman, Treasurer and the three Directors.

Chairman – David Swaine

Treasurer – Ed Smith

Director 1 – Kate Over

Director 2 – Leo Bridger

Director 3 – Simon Williams

The secretary announced that the nominations were Appointed unopposed.

- 7c & 7d. Appointment of Secretary, Captains, and Management Committee.** The secretary read out the names of the nominations received for the following vacancies:

Secretary None

Captain of Tableau Gavin Ward

Captain of Effigies Mark Allen

Captain of Aerials Sonya Blake

Captain of Tar Barrels Malcolm Bassett

Captain of Torches John Cross

Captain of Firesite Steve Mockford

Continued

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Captain of Banners	None
Captain of Bands	Paul Mockford
Captain of Programmes	Gary Edwards
Captain of Fiery Pieces	Ian Over
Captain of Street Fireworks	Trista Fife
Commander In Chief	Lucy Wilson
COMMITTEE 1	Alex Hunt
COMMITTEE 2	Duncan Pratley
COMMITTEE 3	Norma Green
COMMITTEE 4	Tim Bassett
COMMITTEE 5	Chrissie Stanley
COMMITTEE 6	Adam Frost
COMMITTEE 7	Pete Bassett
COMMITTEE 8	None
COMMITTEE 9	None
COMMITTEE 10	None

The Secretary announced that the nominations were Appointed unopposed.

The Chairman announced that as no nominations had been received for the position of secretary Paul Mockford with the assistance of Lucy Wilson would continue on a temporary basis until a replacement can be found.

The Chairman also reported that no nominations had been received for Captain of Banners and there were three vacant Management Committee positions.

The Chairman requested that any member willing to serve as Secretary, Captain of Banners or become a member of the Management Committee please speak to the incoming Chairman after the meeting. These vacant positions would be filled by co-option.

8. **To ratify the Annual Adult Subscription rates for 2017 at £30.00 per head.** The Chairman announced that there is no recommendation for the raising of the annual adult subscription rate. He asked for a proposer and seconder that the subscription remains at £30.00.

It was Proposed by Angela Brinkhurst and Seconded by Janet Edwards The Chairman asked for a show of hands in support of the resolution and the Chairman declared that the resolution was carried.

9. **Resolution raised by Clare Crouch.** *I request the following resolution to be discussed and a bylaw created, if deemed necessary, "with regard to Disciplinary Procedures under the memorandum and article of association in relation to Brighton Ltd and any subsequent and associated companies".* The Chairman asked Clare to speak to her resolution and reminded her that any significant deviation from the specific resolution will be ruled out of order.

The Chairman announced that as Clare Crouch was absent from the Meeting the resolution could not proceed, therefore the resolution is withdrawn

Angela Brinkhurst proposed from the floor a vote of thanks to the outgoing Directors for all their hard work, the proposition was supported by a large show hands from the membership present.

End of Meeting: The Chairman thanked all members for attending the meeting and declared the meeting closed at 8.45pm.

The Chairman asked members to remain in their seats as Tom Reeves had a few words to say regarding "Lewes Remembers" a project to remember soldiers that gave their lives in WW1.

Signed.....Chairman

Dated.....

Brightnight Ltd & Cliffe Bonfire Limited

Directors' Report

This report covers the period from 06 May 2017 – 22 February 2018.

The Directors' report replaces what used to be the committee report and it's pleasing that there is no divide and all that has happened over the last year has been dealt with together as one team. Although shorter than most 'bonfire AGM years' it has nevertheless been very busy and a steep learning curve for all of us. The new rules and articles have lead us down a relatively new and different path which has taken a bit of getting use to and lots of referring to the rule book! Although this could have been considered to be entering into the unknown, the directors and committee have worked well together demonstrating a strong belief that we have been able to adapt to our new environment.

We are all here for one reason - BONFIRE NIGHT - and once again the committee, captains and their teams and the continued support and hard work from our members have proved to be 'second to none' which we are most thankful for.

The directors have had 3 meetings and made 15 decisions:

- One meeting for each company was held immediately after the AGM on 5th May to enrol the new directors and accept the resignation of the previous directors.
- One meeting was held on 24 July 2017 to 'find our feet' and work out what we do, how we do it and who does what. This included decisions regarding the delegation of the directors' powers to the committee as set out the byelaws and agreeing that the issue regarding the inclusion of CBS in some legal advice commissioned by Sussex Bonco was taken to the committee. This was reported back to Committee on the 9 August 2017.
- Four decisions (two for each company) about both companies' accounting methods were also taken.
- We also formally approved Cliffe Bonfire Ltd expenditures over £2,000 because these were above the committee's delegated authority as set out in the byelaws. Generally, these have been done after the committee meetings where the expenditure had been discussed: £2,985.42 for two years' worth of gerbs (types of fireworks) on 25 July 2017; £2,555 to print the programme after the committee meeting on 12 September 2017; a hefty £21, 253.05 for bands, fireworks, security and Pelham House on 31 October 2017; and £11,969 for our public liability insurance on 12 December 2017.
- Last, but by no means least, seven directors' decisions were recorded to accept 761 new adult members into Brightnight Ltd. We also have 210 junior and 32 life members, making a total of 1003 Brightnight members. These decisions were signed after the committee meetings on 11 July; 12 & 26 September; 10, 24 & 31 October; and 4 November 2017.

We owe a huge debt of gratitude to Alex, her team at subs. nights and Gary for getting all these members signed up and onto the membership register in such a short space of time, thank you!

There are still 12 members of CBS who haven't become members of Brightnight Ltd, mainly because they pay by standing order or have just sent in a cheque and we will continue to follow these up.

A copy of all the minutes are available here if you wish to see them after the meeting has closed.

Cliffe Bonfire's main activities, apart from putting on a brilliant and safe Bonfire Night, have been mainly to do with lots of fundraising but there are some other things too:

- First, congratulations to Gary and his team for producing an excellent programme which raised £5,827.
- A Fundraising Sub-committee was formally set up which has been very efficient and successful, organising various events to get you and others to part with your money, like the Archbishop's Bingo, the Treasure Hunt, Harvest Festival, the Children's Christmas Party and the Christmas Fayre, raising £5,340 overall, so huge thanks to Norma, Chrissy, Trista, Nikki, Sien, Alex, Jackie, Corinne and Simon (apologies if we have left any one out).

Thanks also to Norma, Nicky, Anne Marie and others who worked the Sunday BBQ (and all week prior to the 5th) down at the Yard, it was definitely very much appreciated by all the workers and raised a very healthy (!) £1,100.

- Thanks to Felicity and Nick Green and their team of wonderful bar staff who raised c. £762 (excluding Lewes Live), which is also fabulous. However, we need to work at recruiting a reliable pool of bar staff so we will be contacting you in the near future to ask you to put your name down! It's a couple of hours every now and then and it's a reliable and regular source of vital income.
- Thanks to Dominic and his team, the income from our Jumble Sales continues to grow, raising our takings by £500 between 2016 & 2017 and making a profit of £545 this year. Well done!
- Thanks also to Mary who managed to organise the volunteers to marshal the Lewes 10 at the same time as moving to London – unparalleled commitment – and Sara and Rico who raised £500 by putting on the New Year's Eve party at the Dorset.
- A big thank you too to all the members that have been involved with and supported our fundraising activities, yard maintenance, administration and preparation for the 4th and its clear up. Lots of people do lots of little things which often go unnoticed like Marrienne Mockford and Lynne Bell who, on the 5th, spend all night dedicated to the Cliffe promotional stall.
- We have also reduced our public liability insurance bill for both Brightnight Ltd and Cliffe Bonfire Ltd from £14,081.12 to £10,686.76 (excl. insurance tax) but increased what we have covered (e.g. banners, bar stock & the firing systems) mostly as a result of not having had any claims against us for at least five years – a record over the last 10 years or so! We will have to work hard to ensure that we continue this 'no claims' culture, especially by explaining more carefully to the membership that how they behave has a direct and significant effect on our insurance costs.
- We have started, but not yet finished, revamping the website, so watch that space! Our thanks to Chris Grant for continuing to help us with this.

- We still have some work to do on our communication of notices and letters etc., so please bear with us. It would help, however, if you let us know if you change your email address or change how you wish to be communicated with!
- Lastly, we lost and found an 'F'!

On a more challenging note:

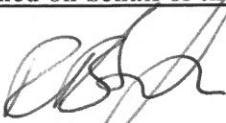
- We have had to succumb to a rates inspection of the Yard from Lewes District Council. As a result of this and the works we undertook in 2015, our rateable value has increased significantly from £6,000 to £15,750. We don't know yet what this means in terms of what we actually pay, but it's likely to be around £6,000 - £4,000 more than last year.
- As most of you will know, Lewes Live also made a loss of £3,382 taking into account the expenditure on bands, infrastructure (the stage, tents & loos etc.) and ticket & bar income. This is very unfortunate bearing in mind the amount of effort that members put into the event. The weather didn't help either, and not for the first time. We have made a loss before of about £1000 although it is difficult to compare accurately because of the different ways that the accounts have been recorded in previous years. This has been discussed at length during committee meetings and a lot has been learnt about how we should go about organising events on this scale in the future.

As Ed will explain in more detail, this year's loss and the impending rates bill, plus a few other factors like the 5th being on a Monday this year, may result in a gap in our finances. We will need to monitor this carefully but we need to think hard about how we can raise enough money to cover any potential gap or we're going to have to reduce our expenditure. The directors and Committee cannot do this on their own. This is a society-wide issue which needs the members to devote some of their spare time to address the situation. If you have any ideas, please let us know as soon as possible.

To sum up: we have had another busy year, with a lot of hard work from our core membership, but we still need more of you to stand up and be counted. A 100 odd people cannot do all the work required to keep a Society as big as ours going, day in, day out, on their own.

Despite this, we wish everyone a safe and enjoyable 2018 season.

Signed on behalf of the Directors



Chairman

dated: 30. JAN. 2018

Note:

The following directors were in place during this period:

David Swayne, Chairman
Ed Smith, Treasurer
Leo Bridger, Director
Kate Over, Director
Simon Williams, Director

Cliffe Bonfire Limited and Brightnight Limited

Treasurer's Report for the year ended 31/12/2017

2017 was a year of much upheaval for Cliffe Bonfire Society but one constant was the support provided both financial and in terms of free time given by our membership. In what have proven difficult economic conditions for even the biggest companies in the UK, we end the year having made an overall loss but retain a healthy balance sheet with comfortable cash reserves. I present herewith a summary of the significant movements in our accounts from the previous year and insofar as I am able, an explanation thereof.

Income

Membership

Our overall income from subscriptions increased marginally to £26,074 despite subscription fees remaining constant, due to some junior members transitioning to adult membership and a handful of new members joining.

Fundraising events

We held a number of highly successful social events throughout the year, including the Archbishop's Bingo, Easter Quiz, Treasure Hunt, Harvest Festival and New Year's Eve party. The fundraising team were also responsible for keeping us all well fed at the Yard in the run up to Bonfire Night! All in all these events raised a total of £2,123 for the society.

The really big success for the fundraising team however was Christmas with the Christmas Fair and Children's party raising between them an astonishing £4,032, of which £750 was raised from the raffle of the Booze Sledge alone. This total is over £2,600 more than was achieved in 2016.

Jumble sales

We had a successful year of well attended jumble sales, increasing the contribution to the society's coffers to £545, up from £305 in 2016.

Lewes Live

Unfortunately, ticket sales for Lewes Live were significantly below expectations, resulting in an overall loss for the event, once bar sales were taken into account, of £3,382, which I know was hugely disappointing for all those people who put so much effort into organising and running the event.

The budget for Lewes Live in 2017 was agreed by the committee on 14th March 2017 and expected to build on the success of previous events and achieve at least the same level of ticket sales as in previous years. Whilst the event was produced to the budget agreed, nobody could have foreseen the calamitous weather that we experienced on the weekend of the event which meant our ticket sales on the gate were close to zero whereas in previous years they had formed a significant part of the overall income for the event.

The poor weather, for a second year in a row, has highlighted the logistical difficulties in using that field for events with vehicular access being a particular problem. It will be down to the committee and membership to decide how we can maximise the value of this field in the future, either as a venue or as an investment.

The committee has learned a number of important lessons from the staging of Lewes Live in 2017, primarily with regards to setting of budgets for large events such as this, how we monitor income and expenditure and how we market our fundraising events in future. Whilst it is unlikely that Lewes Live will return in the format we have seen before, we hope that with the support of the membership, we will be able to hold new fundraising activities, alongside all the regular and successful fundraising events you all know and love

.

Outside bars

Bar hire raised a total of £762 in the year, up from £415 in 2016. We already have a number of bars booked for this year and this is an area we hope to continue to expand so do please offer your assistance if you are able.

Programme, firesite ticket and promotional item sales

We saw a reduction in income from the programme this year, down from £7,198 in 2016, due to the shorter format allowing for less advertising space. Never the less we still raised £5,100 from the programme.

Firesite ticket sales were all but unchanged from 2016 and thanks to the committee covering the cost of reprinting the tickets after a slight oversight in the spelling on them, total revenue was £11,516 compared to £11,531 in 2016.

Promotional items saw an increase this year from £816 in 2016 to £1,470 in 2017. It is fortuitous perhaps that everybody looks good in black!

Expenses

Bands

We had two additional bands in our procession in 2017 as the night fell on a Saturday and we anticipated a longer procession as a result, meaning an increase in costs from £6,560 in 2016 to £8,592 in 2017. With the 5th falling on a Monday in 2018 we expect to return to our previous number of bands this year.

AGM, EGM and legal fees

The changes to our rules and articles of association last year and the resultant meetings, postage and printing cost a total of £2,270.

Ham Lane yard

A total of £2,552 was spent on maintaining the Yard, an increase from £1,887 in 2016. The principal reason for the increase was costs incurred in ongoing efforts to secure a water supply with money being paid to the car dealership next door for use of his supply and to Southern Water in an initial survey to provide our own supply. Southern Water will apparently be unable to connect us directly to the mains and as such we will receive a refund of £336 in 2018.

Insurance

Our insurance costs increased from £15,034 to £18,127. You will be happy to hear that we have been able to reduce our insurance payments and for 2018 have secured enhanced cover for under £14,000.

Business rates

Whilst we had no rates to pay in either 2016 or 2017, the valuation office have revalued the Yard and put a rateable value of £15,750 on it, meaning in 2018 we shall be liable for at least £6,300 of business rates.

Other expenses

The remainder of our expenses were broadly in line with previous year's expenditure.

VAT and Corporation Tax

Previously, Cliffe Bonfire Society has been exempted from preparing corporation tax returns under an agreement put in place with HMRC in 2011. That agreement has now expired and we are currently in the

process, assisted by external advice from a local firm of accountants with the requisite specialist tax knowledge, of establishing whether our current activities can still be exempted.

In addition to this, depending on HMRC's view of the taxable status of our various income streams, we may have breached the VAT threshold in one of the last few years. We are looking at the two potential issues in tandem and whilst we are hopeful that no tax liability will arise, it would be remiss of us in the extreme not to pre-warn our membership that we may have to make a payment of tax owed which could be a significant payment. The directors are happy to discuss this in person should you have any concerns regarding this matter and we will provide updates as soon as further information is available.

Forecast

I have prepared a forecast of our expected income and expenditure for 2018, based on the figures for the proceeding two years.

With Bonfire Night falling on a Monday, we anticipate a reduction in sales of programmes and firesite ticket sales.

In the current economic climate, it was considered prudent to apply a 5% uplift to the majority of our costs for 2018

The cost of bands has been reduced to take into account fewer visiting bands than in previous years.

Potential tax liabilities notwithstanding and all other things remaining equal, the forecast shows a small, predicted loss of £2,225 for the year to 2018. This should be taken in the context of the £6,300 we will have to pay in business rates which was not an expense before.

Despite this forecast, the committee are not recommending any increase in the price of membership subscriptions. We are confident that with the support and great fundraising ideas of our membership, our continued fundraising efforts will be sufficient to make up for the additional expense of paying business rates and that with careful control of our outgoings we can all come together to continue to operate in a fiscally responsible fashion and yet engage in a Bonfire Night celebration that will be, as always, "nulli secundus".



Ed Smith
Treasurer

Trading, profit and loss account for Cliffe Bonfire Limited for the year ended 31/12/2017

	2017	2016
<u>Income</u>	<u>£</u>	<u>£</u>
Annual Dinner	4,395.00	4,254
Annual Fayre	4,722.49	2,118
Archbishops Bingo	444.00	425
Barrels	575.00	-
Clarion	200.00	150
Committee Meetings	76.00	78
Donations Received	7,259.19	6,795
Easter Quiz	263.00	363
Firesite Admission	11,996.00	12,055
Fireworks	-	200
Goodwood	-	2,366
Investment income	76.22	12
Jumble sales	1,196.15	694
Lewes 10	350.00	350
Lewes Live	29,767.48	27,053
Lewes Live bar income	17,248.65	-
Little Gig at Earwig	-	2,762
Little Gig bar income	-	4,678
Outmeetings	3,630.00	3,470
Outside Bars	3,270.44	2,371
Programme	7,611.12	13,874
Promotionals	3,037.18	5,845
Social events	2,167.28	3,425
Subscriptions	26,074.00	25,360
200 Club income	1,614.55	1,662
Torches	80.00	80
Total Income	126,054	120,440
<u>Expenses</u>		
Annual Dinner	4,130.00	3,480
Annual Fayre	690.00	542
Bands	8,591.97	6,560
Bank charges	55.00	-
Barrels	-	590
AGM and EGM expenses	1,242.35	-
Clarion	147.88	330
Charitable Donations	2,002.00	4,455
Firesite	1,625.52	605
Firesite Admission	479.94	524
Fireworks	11,943.75	12,221
General 5th Expenses	450.00	1,728
General running	253.74	3,397
Goodwood	-	2,125
Ham Lane Yard	2,551.75	1,887
Insurance	18,127.72	15,034
Jumble sales	650.94	389
Land Maintenance/Repairs	-	1,363
Legal Fee	1,348.00	1,200
Lewes Live	40,652.16	15,964
Lewes Live bar expenses	9,746.59	-
Little Gig at Earwig	-	1,536
Little Gig bar expenses	-	2,208
Outmeetings	4,130.00	3,605
Outside Bars	2,507.85	1,956
Stock movement	1,784.00	-
Programme	2,511.00	6,676
Promotionals	1,566.71	5,029
Security	8,958.60	8,430
Social events	751.28	279
Subscriptions	248.16	374
200 Club prizes	1,150.00	1,150
Torches	2,746.44	2,263
Total Expenditure	131,043	105,900
Net trading surplus/(deficit)	(4,990)	14,540
Ham Lane Yard Freehold, at cost	52,202	52,202
Ham Lane Land Freehold, at cost	36,634	36,634
Malling Land Freehold, at cost	27,668	27,668
Stock (Promotionals and Bars), at cost	4,209	5,993
Bank Balances	78,108	65,226
Cash in Hand	650	650
Insurance owed	-	16,088
Premium Bonds	100	100
Lloyds Plc - 663 Shares	414	414
NET ASSETS	199,985	204,975
FINANCED BY:-		
Accumulated Fund brought forward	204,975	190,435
Surplus/(Deficit) for year	(4,990)	14,540
ACCUMULATED FUND carried forward	199,985	204,975

Note: As agents for various named Charities the Society held a Street Collection on 4 November and raised £2,002 (2016 raised £3,304).

2018 Forecast

<u>Income</u>	<u>2018</u> <u>£</u>
Annual Dinner	4,400.00
Annual Fayre	4,700.00
Archbishops Bingo	450.00
Barrels	550.00
Clarion	200.00
Committee Meetings	75.00
Donations Received	6,000.00
Easter Quiz	300.00
Firesite Admission	8,000.00
Investment income	80.00
Jumble sales	1,200.00
Lewes 10	350.00
Outmeetings	3,600.00
Outside Bars	4,000.00
Programme	5,000.00
Promotionals	3,000.00
Social events	2,000.00
Subscriptions	26,000.00
200 Club income	1,600.00
Torches	80.00
Total Income	71,585

Expenses

Annual Dinner	4,305.00
Annual Fayre	735.00
Bands	6,930.00
Bank charges	60.00
AGM expenses	250.00
Clarion	200.00
Firesite	1,000.00
Firesite Admission	450.00
Fireworks	12,600.00
General 5th Expenses	200.00
Rates	6,300.00
Ham Lane Yard	2,000.00
Insurance	12,650.00
Jumble sales	650.00
Legal Fee	70.00
Outmeetings	4,200.00
Outside Bars	2,400.00
Programme	2,625.00
Promotionals	1,500.00
Security	9,450.00
Social events	1,000.00
Subscriptions	250.00
200 Club prizes	1,150.00
Torches	2,835.00
Total Expenditure	73,810

Net trading surplus/(deficit)**(2,225)**

Kate Over's Supporting Information for the position of Chairman

As you may have read in my application to be a director, I am a passionate bonfire girl and Cliffe member, working for nearly 25 years for the Society & maintain our traditions. I have gained lots of experience and understanding of most aspects of Bonfire including torches, effigies, fireworks, marshaling, safety, the legal aspects of bonfire and different parts of our night's organisation. This gives me a good knowledge of what needs to be done, and coupled with my communication, administration and project management skills, I believe that I can be a good Chairman. I will lead and support the Committee and other members in putting on a bonfire night that is safe and second to none each year. My previous experience as a committee member and a director has also given me a good comprehension of how we work and some of the issues that we will need to address as a Society to help us stay 'the biggest and the best'.

- 1) Sort out our current financial position - we tend to fluctuate between good and bad end of year balances and it would be good to look at how we can make our financial situation more stable going forward. This would include the introduction of a better monitoring process for larger expenditures, where appropriate.
- 2) As part of this, it would be useful to review our financial and non-financial assets. How can we make the most out of the land that we own? How can we make our 'money in the bank' work better for us?
- 3) Improving the numbers of members getting involved in fundraising would help too. We need more people who can organise and support our events. Currently those who attend our events number between 50-100 and they are quite narrow in focus, although this is improving. More help, more ideas, more money!
- 4) We need to look how we can increase the number of active younger members too – not just youngsters but those in their mid-late 20s who will get involved in what we do throughout the year. They are the next generation and the only way we can guarantee our future.
- 5) I am also conscious of the vast experience we have and how we could support other bonfire societies in Sussex and beyond in keeping our traditions going. After all, as one of the oldest societies we have a duty and a responsibility to keep Bonfire alive, sometimes in spite of some vigorous opposition.

Of course, this will be in addition to our usual Bonfire activities and may take more than a couple of years to sort out. Neither will I be able to achieve this on my own, it will need to be supported not just by the Committee, by other members who have relevant abilities and experience to offer as well as the wider membership. Together we can keep the Cliffe 'Nulli Secundus'!



LEO BRIDGE CHAIRMAN SUPPORTING INFORMATION.

I think probably due to the size of Cliffe Bonfire Society growing so big and also to laws becoming tighter and tighter, the committee has become more and more separated from the general membership.

Since the elders stood in as temporary directors there has been a committee report go out to the members on the Friday following every committee meeting. This was a massive, massive step in the right direction for the society without a doubt. I can't encourage the members to read the committee reports enough. If there is something in there that concerns them, they should bring it to a committee members attention. If there is a discussion, debate and possibly a vote in the committee as a result of an issue brought to attention from a member, this can only be a good thing for the society.

There are around 760 adult members of Cliffe and each member is at the very minimum one resource, possibly several. This year the members are going to be shown a forecast that is predicting a loss. If the committee were to let the members know what they were considering investing in before going to vote, where possible, this would give the members a chance to respond with solutions, ideas or offers of help and we could end up saving a lot of money without cutting back. Add to that, that we are opening discussions at social events, down the yard and on outmeetings, it is bringing back that 200 to 300 strong Cliffe community I always hear about from the good old days.

I've been lucky enough to spend some years on Effigies and also been lucky enough to make odd bits here and there for Cliffe, which is all good fun. I also always make my 5 torches! I've put 100% into my 9 seasons as Chief Logistics Officer (title inherited thanks to Adam) - trying to make sure its affordable whilst trying to prevent it losing money. No one has preferential treatment over any other member. I've been 100% committed to the committee, sticking my neck out when I've felt the need to for the members and likewise with my role as Director this last year. It would be quite easy to lose sight of the fact we are a voluntary society with all this company jargon, but again I've been conscious not to let that be forgotten.

I fully understand the important role of chairman, as are many positions but I don't see it as an elite one. Spudge, with the help of Lesley, has got us going in the right direction so its important to keep that going. No one is bigger than anyone else in the cliffe. My priorities have always been with the membership and the society and all its values and that would continue to be the case.

LED BRIDGE SUPPORTING INFORMATION FOR DIRECTOR
It's important to remember, through all this company jargon, that we are a voluntary society.

For the benefit of the members, the best way to run this voluntary society, due to its size, is through debate and vote in our near 30 strong committee. That way you are hopefully getting a general view of the wider membership.

If you make a commitment to the membership that states all decisions will be made by the committee you are creating a boundary and everyone knows where they stand.

It's important that the membership have that reassurance. If there is ever a time that the directors feel there is a lot on or not enough time to get through everything and decide to make decisions away from the committee there is no boundary. The directors have free reign to pick and choose if and when they are to make decisions for the society. The committee will never know if and when they will get to debate and vote.

I've been fighting for the committees corner this year as much as the last few. This society is more than capable of making all decisions in the committee room, (with the exception of emergencies, signing off accounts and directors standing in the dock), and still abide with company law.

1 of 1

02/02/2018,

Alex Hunt

Supporting information for Director Application

I am applying to be a Director as I feel I have knowledge in this area due to my career in School Business Management which involves a great deal of work with governance and the running of a school, as a maintained school and as a standalone academy and a multi academy trust.

I have knowledge of company law and how a company should run, as well as accounting experience.

As membership secretary I have spent a lot of time dealing with the Brightnight conversion of members, so I have an understanding of how Brightnight Ltd works with Cliffe Bonfire Society.

I also have time to spare as I am semi-retired and so can offer time during the day should the need arise.



16/1/18

Supporting Statement for the position of Director of Brightnight Ltd and C.B.S.Ltd.

I, Paul Mockford am submitting a nomination form for the position of Director of Brightnight Ltd and Cliffe Bonfire Ltd. To support this nomination, I submit the following statement.

I have been a member of Cliffe Bonfire Society for 46 years this year and have held various positions of responsibility in that time. I feel that my experience and knowledge of Bonfire and the Cliffe Bonfire Society will help to bring some consistency and stability to the Management Committee as well as to the Board of Directors.

Further, I believe that it is important that the unique traditions of our organisation need to be upheld while also acknowledging that traditions need to evolve. It is also my view that the Management Committee should have clear communication channels with the membership and the Management Committee should also try to reflect the views of the membership.

Paul Mockford.

Supporting Information for Kate Over standing as Director February 2018

I love Bonfire, the Cliffe and our traditions. As you may know from my application last year, I have been an active Cliffe member for nearly 25 years: being a director; a Committee member; a member of firework & torch teams; I've helped to organise Bonfire Night itself; been a Safety Advisor; represented us at meetings with the police, fire and ambulance services and other bonfire societies; and helped to organise and attended fundraising events. This gives me a very good understanding and experience of most aspects of Bonfire preparation and celebration. My knowledge of the legal issues that underpin our activities means that I can defend what we do and how we do it, as and when necessary. As a director I will continue to: represent a wide range of the members' views we have in the Society; use my experience and understanding of how we operate and my ability to plan and manage activities to support the committee and other members in all their hard work to put on another brilliant and safe night on the 5th November 2018.

Kate Over

Stephen Richardson Supporting Information for the Position of Director

I have been a member of Cliffe Bonfire Society for 40 years. I have always worked for the Society either making torches, being a torch runner, being an aide de camp on Bonfire Night running around sorting out problems, driving the lorry among others. I strongly support the traditions of the Cliffe but acknowledge there could always be different ways of doing things. I am well known in the Society and would ensure that I represent the views of all parts of the membership. As many you know, I was recently the Chairman and this has given me a lot of experience in many areas of Bonfire e.g. negotiating with the Police, ensuring the safety of the members on the night, improving our Yard, representing the Society to other Societies, the Fire & Ambulance Service and Lewes District Council. I wish to become a director as I believe I can offer all this valuable experience to the other directors and the committee in support of the new way of working and to ensure we remain second to none. All I want is to bring everyone back together as one big family.

S. Richardson

Supporting statement to be considered along with the nomination for the role of Director of Cliffe Bonfire Society

My name is Lucy Wilson and I have been a member of CBS for over 20 years. The person who joined me up in 1996 encouraged me to become a "worker". I think that my first important role was holding an umbrella for Shaun Christmas to avoid him getting wet whilst fusing the finale!

I have always been an active member enjoying a variety of jobs from being part of a couple of firework teams to running bars and marshalling. I have also been on committee for more years than I care to remember. I have particularly enjoyed the marshalling and logistics side of bonfire and have slowly worked my way up to the job of Commander in Chief, a position that I have held for a number of years.

My strengths are in communication, logistics and negotiating and as Director I would be aiming to strengthen the channels of communication and the inner workings of our society to reinforce that our society really can be second to none.

Many thanks for your consideration

Lucy Wilson

**BRIGHTNIGHT LIMITED
CLIFFE BONFIRE LIMITED**

Signed _____ on _____
(Signature of seconder) (date)

RESOLUTION PROPOSAL FORM AGM 23 FEBRUARY 2018

Please send to the Secretary at 5 Waite Close, LEWES, East Sussex, BN7 2QW by **Friday 2nd February 2018**.

I, Leo Bridger request the following resolution to be discussed
at the Brightnight Ltd AGM on 5 May 2017:

(please PRINT or TYPE resolution)

Resolution 1

That Directors reports and/or any other reports are to be sent out with the application forms before the AGM.

By sending the reports out before the application closing date we are enabling the members to decide whether or not they wish to stand for positions based on whether or not they believe there is a need for change.

Signed [Signature] on 2nd February 18
(Signature of proposer) (date)

Signed [Signature] on 2nd February 2018
(Signature of seconder) (date)
TIM KNIGHT

Signatures of others supporting this resolution (*not a requirement unless it is a Special Resolution to change company rules, see Article 44*):

SIGNATURE	NAME

**BRIGHTNIGHT LIMITED
CLIFFE BONFIRE LIMITED**

RESOLUTION PROPOSAL FORM AGM 23 FEBRUARY 2018

(photocopy as required)

Please send to the Directors 5 Waite Close, LEWES, East Sussex, BN7 2QW by Friday 2nd February 2018.

I, Leo Brindley request the following resolution to be discussed
at the Brightnight Ltd / Cliffe Bonfire Ltd AGM on 23 February 2018:

(please PRINT or TYPE resolution)

Resolution 2.

See attachment.

Signed [Signature]
(Signature of proposer)

(date)

1/2/18

Signed [Signature]
(Signature of seconder)

on

(date)

1-2-18

GAVIN WARD

Signatures of others supporting this resolution (not a requirement unless it is a Special Resolution to change company rules, see Article 44 e.g. one that changes the Articles or Byelaws):

SIGNATURE	NAME

Continue table on a separate sheet if necessary

Resolution 2

Resolution
→

Only 2 committee members to be allowed to sit on a fundraising subcommittee that requires a budget of £5000 or more.

We are always going to need subcommittees. The committee generally have meetings every 2-3 weeks which often go over 2 hours so any opportunity to spread the load is always welcome and enables the committee to deal with day to day bonfire issues/politics etc.

EXPLANATION
→

Any fundraiser that requires a budget of £5000 or more is a massive commitment from those involved, turning the event into more than a fundraiser and becoming an event in its own right.

When you look at all the other income streams, they all seem relatively low risk. Subs £26000, firesite tickets £11500, programmes £5000, bars £700, Annual fair £4000, social events £1300, jumble sales £500, Norma's grill £1100, Bassett's booze sledge £750 etc are all profit figures with very low expenses before bringing in this income.

An event such as Lewes live has variables such as weather and other local events taking place at the same time so when you put a £42000 budget on it, £49000 including the bar it becomes very high risk. In fact we have just laid out that money on one fundraiser that we raised from 9 fundraisers listed above,

When you are this involved in an event you will naturally be very excited, enthusiastic and for those reasons, persuasive. At the time this budget was proposed to the committee and accepted, there were between 10 to 12 Lewes Live subcommittee members on the committee. 15 is a majority vote so you only need to persuade 3 to 5 other members of the committee to get the proposal through. This would at least partly explain how Lewes Live managed to go from rock in the bog fundraiser to such a huge event.

I think the whole committee expected there to be a LL in 2018 but were maybe concerned about the expenses. Without a shadow of a doubt everyone appreciates the incredible dedication and hard work the members involved put into it.

By only allowing 2 members of the committee on any fundraising subcommittee which requires a budget of £5000 or more you are ensuring an unbiased committee decision that will only be concerned with figures and will therefore ensure a democratic vote.

This will mean the members and their money are safeguarded from the committee, the committee doesn't come under undue pressure and the subcommittee are free to propose all options to the committee. This proposal would still allow for this type of event to continue but will ensure it is properly managed.