



## NOTICE OF MEETING

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# Special Alexandra Palace and Park Board

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### PLEASE NOTE COMMENCEMENT TIME AND VENUE

**WEDNESDAY, 5TH NOVEMBER, 2008 at 18:00 HRS - CIVIC CENTRE, HIGH ROAD, WOOD GREEN, LONDON N22.**

#### **Councillors:**

Councillor Cooke (Chair), Egan (Vice-Chair), Dogus, Hare, Oakes, Peacock, and Williams

#### **Non-voting representatives:**

Ms V. Paley, Mr M. Tarpey and Mr N Willmott  
(Alexandra Palace and Park Consultative Committee).

#### **Observer:**

Mr D. Liebeck (Chair, Alexandra Park and Palace Advisory Committee).

### AGENDA

#### **1. ELECTION OF CHAIR FOR THE DURATION OF THE MEETING**

To elect a Chair for the duration of the proceedings.

#### **2. URGENT BUSINESS**

The Chair will consider the admission of any late report in relation to the item shown on the agenda.

*(Please note that under the Council's Constitution – Part 4 Section B paragraph 17 – no other business shall be considered).*

#### **3. DECLARATIONS OF INTERESTS**

A member with a personal interest in a matter who attends a meeting of the authority at which the matter is considered must disclose to that meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent.

A member with a personal interest in a matter also has a prejudicial interest in that matter if the interest is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice the member's judgment of the public interest and if this interest affects their financial position or the financial position of a person or body as described in paragraph 8 of the Code of Conduct and/or if it relates to the determining of any approval, consent, licence, permission or registration in relation to them or any person or body described in paragraph 8 of the Code of Conduct.

**4. RESOLUTION OF THE DIRECTORS OF ALEXANDRA PALACE TRADING LIMITED - REPORT OF THE GENERAL MANAGER (PAGES 1 - 6)**

To advise the Board of the resolutions proposed by the Directors of Alexandra Palace Trading Limited, and to seek the Board's approval as shareholder.

**5. EXCLUSION OF THE PUBLIC AND PRESS**

Item 6 is likely to be the subject of a motion to exclude the press and public from the meeting as it contains exempt information as defined in Section 100a of the Local Government 1972; namely information relating to the financial or business affairs of any particular person (including the authority holding that information).

Note by the Head of Local Democracy and Member Services

Item 6 allows for the consideration of exempt information (if required) in relation to item 4 which appears earlier on the agenda.

**6. RESOLUTION OF THE DIRECTORS OF ALEXANDRA PALACE TRADING LIMITED - REPORT OF THE GENERAL MANAGER (PAGES 7 - 34)**

To advise the Board of the resolutions proposed by the Directors of Alexandra Palace Trading Limited, and to seek the Board's approval as shareholder.

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31 October 2008

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Agenda item:

**SPECIAL ALEXANDRA PALACE & PARK BOARD**On 5<sup>TH</sup> November 2008

Report Title **Resolutions of the Directors of Alexandra Palace Trading Ltd (APTL)**

Report of: **David Loudfoot, General Manager, Alexandra Palace & Park**

**1. Purpose**

- 1.1 To advise the Board of the resolutions proposed by the Directors of APTL.
- 1.2 To seek the Boards approval as shareholder for the resolutions to be considered by the Directors of APTL.

**2. Recommendations**

- 2.1 The Board should consider the written resolutions detailed at appendix 1 and 2 and if approved, authorise the General Manager to convey the Boards approval of the resolutions to the Directors of the Trading company in order for the Directors to be able to consider them.

Report Authorised by: **David Loudfoot, General Manager**.....

Contact Officer: David Loudfoot, Alexandra Palace & Park, Alexandra Palace Way, Wood Green, London N22 7AY. Telephone number 0208 365 4321.

**3. Executive Summary**

- 3.1 The Trustees need to consider and pre-approve the written resolutions of the trading company Directors which are due for consideration at the APTL meeting of the 7<sup>th</sup> November.

**4. Reasons for any change in policy or for new policy development (if applicable)**

4.1 N/A

**5. Local Government (Access to Information) Act 1985**

- 5.1 Appendix 3 is not for publication as it contains exempt information under category 3 :information relating to financial of business affairs of any particular person including the authority holding that information.

**6. Description**

- 6.1 At the APTL Directors meeting of the 6<sup>th</sup> August the directors of APTL resolved to dispense with the holding of annual general meetings and instead to move to a position of agreeing the business normally conducted at the AGM by means of written resolutions at the general board meetings of the company.
- 6.2 The charity trustees acting as sole member (shareholder) for Alexandra Palace Trading Ltd are required to consider and pre-approve such written resolutions before they can be considered by the Directors of the company.
- 6.3 The purpose of the proposed written resolutions of the company are :
- a) to approve the Directors report and Accounts with management representation letter for the 2007/8 financial year (appendix 1)
  - b) to reappoint Deloitte and Touche LLP as APTL's auditors and delegate authority to the head of finance to fix their remuneration (appendix 2).
- 6.4 The trustees are reminded that at the meeting of the 22<sup>nd</sup> July the trustees resolved to reappoint Deloitte and Touche as auditors for the Group accounts for the financial year 2008/9.
- 6.5 The draft APTL directors report and accounts which are due to be considered by the Directors are provided for reference at exempt appendix 3.
- 6.6 The board are asked to consider the written resolutions and if approved, to authorise the General Manager to convey the Boards approval to the APTL Directors in time for their meeting of the 7<sup>th</sup> November.

**7. Consultation**

- 7.1 N/A.

**8. Summary and Conclusions**

- 8.1 Before the Directors can consider adopting the written resolutions of the company (attached at appendix 1 and 2) the prior approval of the trustees in their capacity as sole shareholder is required.
- 8.2 The draft annual report and accounts of the Trading Company are attached at (exempt) Appendix 3.

**9. Recommendations**

- 9.1 The Board should consider the written resolutions detailed at appendix 1 and 2 and if approved, authorise the General Manager to convey the Boards approval of the resolutions to the Directors of the Trading company.

**10. Legal and Financial Comments**

- 10.1 The Trust's Solicitor has been sent a copy of this report.
- 10.2 The LBH CFO has been sent a copy of this report.
- 10.3 The LBH Head of legal services has been sent a copy of this report

**11. Equalities Implications**

- 11.1 There are no perceived equalities implications in this report.

**12. Use of Appendices / Tables / Photographs**

- 12.1 Appendix 1 – Written resolution 1 of APTL Directors.  
Appendix 2- Written resolution 2 of APTL Directors
- 12.2 Exempt Appendix 3- Draft annual report and accounts of APTL.



Appendix 1

Registered Company Number: 3819988

PROPOSED WRITTEN RESOLUTION of

**Alexandra Palace Trading Limited (the "Company")**

In accordance with the Company's articles of association, I the undersigned, being a Director of the Company who would at the date of these resolutions, have been entitled to vote on them as if they had been proposed at a general meeting of the Company, at which I was present, hereby resolve in writing as follows:

**WRITTEN RESOLUTION**

1. To AGREE and APPROVE the Director's Report and Accounts with Management Representation Letter for the 12 month period ended 31<sup>st</sup> March 2008.

Dated this 7<sup>th</sup> day of November 2008

Signed : .....  
 Matthew Cooke, **Director (Chair)**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
 Patrick Egan, **Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
 Graham Golby, **Non-executive Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
 Terence Golding, **Non-executive Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
 Walter Robert Hare **Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
 John Oakes, **Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
 Julie Parker, **Director**  
**For and on behalf of Alexandra Palace Trading Limited**





Registered Company Number: 3819988

PROPOSED WRITTEN RESOLUTION of

**Alexandra Palace Trading Limited (the "Company")**

In accordance with the Company's articles of association, I the undersigned, being a Director of the Company who would at the date of these resolutions, have been entitled to vote on them as if they had been proposed at a general meeting of the Company, at which I was present, hereby resolve in writing as follows:

**WRITTEN RESOLUTION**

1. To REAPPOINT Deloitte & Touche LLP as auditors to the Company to hold office for the 12 month period ending 31<sup>st</sup> March 2009 and to authorise the Head of Finance to fix their remuneration.

Dated this 7th day of November 2008

Signed : .....  
Matthew Cooke, **Director (Chair)**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
Patrick Egan, **Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
Graham Golby, **Non-executive Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
Terence Golding, **Non-executive Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
Walter Robert Hare **Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
John Oakes, **Director**  
**For and on behalf of Alexandra Palace Trading Limited**

Signed: .....  
Julie Parker, **Director**  
**For and on behalf of Alexandra Palace Trading Limited**

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By virtue of paragraph(s) 3 of Part 1 of Schedule 12A of the Local Government Act 1972.

Document is exempt

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