

Alexandra Palace & Park Board **On 4th July 2006**

Report Title: Appoint of Directors to Alexandra Palace Trading Ltd.
Report of: Keith Holder, General Manager
<p>1. Purpose</p> <p>1.1 To seek nominations and the agreement of those nominated to act as directors of the trading company of which the charity is sole shareholder.</p>
<p>2. Recommendations</p> <p>2.1 That the board resolve to appoint four of their number to the board of directors of Alexandra Palace Trading Ltd.</p>
Report Authorised by: Keith Holder, General Manager
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<p>3. Executive Summary</p> <p>3.1 This report sets out the rationale for the appointment of charity trustees as company directors in accordance with memorandum and articles of association of Alexandra Palace Trading Ltd.</p>
<p>4. Reasons for any change in policy or for new policy development (if applicable)</p> <p>4.1 N/A</p>
<p>5. Local Government (Access to Information) Act 1985</p> <p>5.1 No specific background papers other than the memorandum, and articles of association of APTL were used in compiling this report. For further information contact Keith Holder, General Manager, Alexandra Palace, Wood Green, London N22 7AY. Tel. 020 8365 4300.</p>

6. Description

- 6.1 Alexandra Palace Trading Ltd. [APTL] is a formally constituted company under the Companies Act 1985. The company has an entirely separate legal identity to that of the charity. The Memorandum and Articles of Association of APTL are attached at Appendix 1. Clause 7 of that document regulates the composition of the board of directors at 8 in number. In particular, clause 7.2.1 specifies there shall be up to four charity trustees appointed as directors of the company.
- 6.2 The changes to the board of charity trustees brought about by the May 2006 elections means that the current charity trustees who are also directors will resign and up to four charity trustees have to be appointed to the company board.
- 6.3 Each of those nominated must agree to serve as directors and each will be required to complete form 288 [a] which is then filed at Companies House.
- 6.4 The appointments take immediate effect and those appointed take responsibility for the all activities undertaken by APTL and must act in the best interest of the company at all times.
- 6.5 APTL itself will cease to exist once the transfer of all client contracts, service contracts and employment contracts of have been transferred to the Firoka Group and the final accounts of APTL have been adopted by the board of directors. The likely timescales for the responsibility to decline is September 2006 for delivery of exhibitions and events with the end of 2006 is seen as a realistic time for the consideration and signature of the final accounts for APTL from 1st April to [say] 30th September 2006. At that stage the accounts will be filed at Companies House whilst concurrently advising them that the company is and will remain dormant.
- 6.6 Those appointed will join 2 external and industry experienced non-executive directors and the general manager of the charity who also acts as in the capacity of managing director of APTL under a separate contract of employment. The eighth vacancy was designed for an officer of the local authority, normally the chief executive. However the changes in personnel at that level have meant that the vacancy has not been filled and there is little practical point to seeking to appoint this close to winding up APTL.

7. Consultation

- 7.1 There are no specific consultation requirements necessary for the board of trustees to appoint from its own membership to the board of directors.

8. Summary and Conclusions

- 8.1 This report sets out both the requirements and rationale for the appointment of four charity trustees as directors of the wholly owned trading company, Alexandra Palace Trading Ltd.

9. Recommendations

9.1 That the board resolve to appoint four of their number to the board of directors of Alexandra Palace Trading Ltd.

10. Legal and Financial Implications

10.1 Both the Trust Solicitor and Director of Finance have been sent copies of this report.

11. Equalities Implications

11.1 No specific equalities issues arise from the content of this report.

12. Use of Appendices/Tables/Photographs

12.1 Memorandum and Articles of Association of Alexandra Palace Trading Ltd.