

Minutes of Annual General Meeting 19th October 2023 Held in the Kindle Centre

1. Introduction and Welcome to Hereford Civic Society's 50th AGM

David Fowler, Chairman, welcomed everyone present. The AGM followed on from a speaker session. 28 Members and 2 non-Members stayed for the AGM.

All Members had received the agenda and AGM papers either by email on 10th October 2023, or by post. The papers relating to the changes to the Constitution and Notice of the date of the AGM had been circulated to Members by email on 8th September 2023 and for those without an email address, by letter dated 7th September 2023. Paper copies of all documents were available at the meeting.

Committee Members in Attendance: David Fowler (Chair and Treasurer), Marcelle Lloyd-Hayes (Vice Chair), Chris Bucknell (Minute Secretary), Alan Bucknell, Jeremy Milln, Ben Nash

2. **Apologies** – Victoria Wegg-Prosser, Joe Cole, Liz Morawiecka, Viv and Ant Barraclough, Sue Edwards, Martin Leaton, John Bothamley, Edward Pritchard (former Member), Councillor Diana Toynbee
The Society had recently been contacted by Caroline Hillaby, wife of Joe Hillaby who was Chairman of HCS in its early years and Chairman of the Civic Trust when Peter Manders drew a character sketch of the committee that was subsequently published in the Hereford Times. Unfortunately, neither Caroline nor Joe was able to attend this evening's AGM.

3. Approval of Minutes of the 2022 AGM held on 20th October 2022

It was proposed that these were accepted as a true and accurate record

Proposer: Jeremy Milln **Seconder:** Marcelle Lloyd-Hayes

All were in favour and the minutes were duly adopted as a true record of the 2022 AGM.

Chris Bucknell was thanked for her role in producing the minutes.

4. Trustees' Report

This had been circulated to all Members in advance of the meeting and copies were available at the meeting.

David Fowler gave an overview of the key points, summarising the work that HCS had undertaken over the past 12 months which included many responses to consultations including some particularly high-profile ones, including the response to the Hereford City Masterplan Consultation: Ross Cook, Corporate Director for Economy and the Environment having spoken to the Society at the January 2023 meeting.

It was noted that there was a Planning Sub-Committee consisting of 5 people who reported back to the main Committee. This group met monthly, mainly via Zoom and reviewed planning applications with a particular focus on buildings within the centre of Hereford that are listed or lie within a Conservation Area. Andree Poppleston assists the Committee by combing through new planning applications, both in the city centre and Hereford's inner residential areas. David Fowler noted that

there are occasions where the Planning Case Officers' views are not dissimilar to those of the Society. On occasions, this leads to Decision Notices containing language taken from comments we had made.

The Chair apologised to Darren Ray that when thanking members in his report, he omitted reference to Darren's considerable assistance, producing high class designs to illustrate alternative road schemes to those proposed by the Council's consultants. This had enabled Jeremy Milln to share ideas with Council Officers and others in a way that would not otherwise have been possible.

David Fowler was thanked for producing such a high quality and informative report and the regular newsletters which kept all Members and supporters up to date on developments.

Barbara Ferris said that she had received a comment from John Bothamley who felt that it would be helpful if Members knew what planning applications were being discussed, feeling there should be a summary of planning Sub-Committee meetings on the website. Ros Peter said that planning information was always accessible on the Herefordshire Council website and people just needed to be informed as to how this could be accessed. Marcelle Lloyd-Hayes added that most planning applications also went to the Parish Council Meetings, so there were a number of avenues where information could be accessed. David Fowler advised the meeting that it was an ambition of his to include a record of Planning Applications on which we have commented, including the comments, although time constraints prevented this from being done currently.

5. **Approval of 2022/23 Annual Accounts and Budget for 2023/24**

These had been examined by Martin Leaton and the signed copy had been circulated to all Members in advance of the AGM. Paper copies available at the meeting.

David Fowler gave a brief overview saying that 2022/23 had produced a surplus of £1,200, around £400/£500 of that pertaining to the collection of back subscriptions which had been the result of work done by Patricia Tierney. If all Members renewed in 2023 the income would be around £1,800, which is what had been included in the 2023/24 budget.

The committee had accepted a suggestion made by John Bothamley that the Society mark its 50th Anniversary with a publication setting out its first fifty years. The publication is nearly ready for printing. It is proposed to have a book launch with both members and civic guests present in early 2024. It is anticipated that the £2,000 already set aside, and a further £1,000 budgeted next year will be sufficient to cover all costs, including those incurred this evening.

It was proposed that the accounts for 2022/23 and the Budget for 2023/24 should be approved

Proposer: John Faulkner

Secunder: Ann Harbour

All were in favour with one abstention.

Appointment of Accounts Examiner

David Fowler thanked Martin Leaton for this work on the 2022/23 accounts and confirmed that he would be appointed as Accounts Examiner for the 2023/24 accounts.

6. **Election of Officers**

Chairman – David Fowler

Vice-Chairman – Marcelle Lloyd-Hayes

Treasurer: David Fowler

Secretary: there was not a single role for a Secretary as Chris Bucknell did the minutes and undertook work on the website and Mailchimp and David Fowler fulfilled functions required by the Charity Commission. It was agreed that present arrangements would continue.

All of the above had agreed to stand in their current positions for another year. No other nominations had been received. The Chair advised the meeting, that he would accept nominations from the floor (subject to those nominated being willing to stand and supported by a seconder).

Barbara Ferris advised the meeting that she felt that not enough time had been given for nominations and that she wished to put herself forward as Chair, not to chair the meetings but to work on a scheme she had developed which she said would unite the Members and make the Society stronger. In the absence of a proposer and seconder, this offer could not proceed to a vote. It was confirmed that proper Notice of the AGM had been given in the accompanying letter sent to members with the proposed new constitution circulated in early September 2023. There were no other nominations put forward from the Members present.

It was proposed that all the above Officers should be elected en bloc

Proposer: John Faulkner **Secunder:** Ros Peter

Agreed unanimously by those present, with one abstention.

7. Election of Additional Members to the Executive Committee

The current Constitution required a minimum of 5 and not more than 15 Members, whilst the proposed revised Constitution altered this to a minimum of 2 and not more than 8.

Currently Alan and Chris Bucknell, Ben Nash and Jeremy Milln served on the Committee as non-Executive Members and all were willing to serve an additional year.

This was agreed unanimously by those present at the meeting.

The Chair encouraged others to put themselves forward to join the Committee (saying Members could be co-opted onto the Management Committee at any time) or to undertake roles without being formally appointed to the Committee.

8. To Adopt the Revised Constitution

It was agreed at the 2022 AGM that the current constitution was in need of updating to bring it in line with current ways of working. In order to achieve this the Chair had asked for volunteers willing to look at the Constitution and put forward suggestions as to how it could be brought up to date.

The current Constitution and the proposed new constitution had been circulated to Members by email on 8th September 2023 and for those without an email address, by letter dated 7th September 2023. A number of Members had written to the Society expressing approval of the proposed changes: reduced size of Committee, the exclusion of clauses relating to classes of Membership; reference to specific quantum of annual subscriptions; defining quorums and the procedure to be adopted in the event that meetings are not quorate.

The following written questions and suggestions were made:

- Proposal that the Society's objectives should be listed in priority order

Response: *There is no priority inferred by the order in which the objectives are listed.*

- Criticism that some objectives were described in too broad and in general terms

Response: *The Constitution sets out what a registered charity may do, which may include powers that are not used; having those powers does not imply any compulsion to use them.*

- That some objectives related to activities that the Society did not currently undertake

Response: *Any current or proposed activity that cannot be attributable to an Objective is in legal terms "ultra vires" – meaning, it cannot legally be undertaken by the Society without formally amending the Objectives set out in the Constitution. To do that, the Society's Constitution would*

need to be revised, approved by Members and by the Charity Commission before/ in advance of any proposed activity. The Society's objectives and indeed the Constitution as a whole, follows a template used by a majority of Civic Societies/ Civic Trusts and was written after receiving appropriate legal advice.

- It was also asked why the Society did not adopt a limited company constitution.

Response: *The Chair noted that a limited company constitution (which in legal form, is quite different to that of a charity) would require the Society to be separately registered with Companies House. Acts of Parliament require companies to submit annual financial statements in a format that complies with prescribed Company Accounting Standards. Annual registration and annual filing fees are payable. In addition, there would be the need to acquire professional advice in the drawing up of the Company's Articles and Memorandum of Association. Once the company is formed, the Society would need to submit separate annual reports to Companies House and the Charity Commission. This double reporting would be required to maintain the Society's registration with the Charity Commission. Reporting requirements for unincorporated small charities are less onerous and there is no annual registration or filing fees.*

The Chair noted that the Society possessed comprehensive insurance policy from Aviva Insurance Limited, specifically designed for charities. Cover protects both the Society, Members of the Executive Committee and Members with regards to: Public Liability; Group Personal Accident; Legal Expenses; Trustees and Officers Liability; Employers Liability; Professional indemnity; Fidelity; Libel and Slander.

In conclusion, the Committee saw no benefit in transitioning to a limited liability company at this time.

The resolution to adopt the new Constitution required approval by a two thirds majority of the Members present. If passed, the new constitution would only come into effect once the changes had been approved by the Charity Commission.

It was proposed the new Constitution be approved and submitted to the Charity Commission

Proposer: Alan Bucknell **Seconder:** Ros Peter

All were in favour with 1 abstention.

Any Other Business

Ros Peter was thanked by all present for organising a splendid array of eats and refreshments including a celebratory cake to commemorate this, the Society's 50th Annual General Meeting.

There being no further business, the meeting ended at 21.15.