



**THE HEATHER SOCIETY**  
charity registered in England and Wales no. 261407

**Minutes of the Annual General Meeting of the Heather Society held at 8.15pm on Sunday,  
10<sup>th</sup> September 2017, at The Walnut Tree Hotel, North Petherton, Somerset**

**Officers and Councillors Present**

Dave Brown  
Andy Collins  
David Edge (Chairman)  
Allison Fitz-Earle (Hon. Treasurer)  
Phil Joyner (Hon. Secretary)  
Susie Kay  
Barry Sellers

With 7 members of Council and 14 ordinary and honorary members being in attendance the meeting was deemed quorate. 6 associate members were also in attendance.

**1. Apologies for Absence**

Apologies were received from Councillors, Richard Canovan and John Hall. Apologies were also received from members Lady Frances Banham, Dee Daneri (Honorary member), Daphne (Vice-president) & Maurice Everett, Molly Hall, Pamela Lee (Vice-president), Ted Oliver (Honorary member) and Eileen Pettersen,.

**2. Opening Statement by the Chairman**

The Chairman, David Edge, welcomed the members to the 54<sup>th</sup> Annual General Meeting of the Heather Society. The text of the Chairman's opening statement had been circulated with the Conference Folder prior to the AGM and is attached to these Minutes.

**3. Minutes of the Annual General Meeting held on 11<sup>th</sup> September 2016**

The Minutes of the Annual General Meeting, held on 11<sup>th</sup> September 2016, in Perth, Scotland, had been included in the Conference Folder as well as being published on the website. Barry Sellers proposed that the Minutes be accepted as an accurate record of that meeting, seconded by Diane Jones followed by agreement, with a show of hands, from the floor. No members were against. The Minutes were duly signed by the Chairman.

**4. Presentation of the Annual Report and Accounts for 2016**

The Hon. Secretary, Phil Joyner, stated that the draft 2016 Annual Report and Accounts, published on the website and mailed to those members without e-mail addresses, had now been signed off by the Independent Examiner, Jason Foxwell, without any amendments to the draft version being required. The Hon. Secretary said that he had a copy of the signed 2016 Annual Report and Accounts if members would like to view it.

The Hon. Secretary then invited questions and comments from the members present but none were forthcoming.

The Chairman then asked for acceptance of the 2016 Annual Report and Accounts. Charles Nelson proposed acceptance, seconded by David Sprague followed by agreement, with a show of hands, from the floor. No members were against.

## **5. Proposed amendments to the 2016 revision of the rules**

Replace clause 15(c) with:

*Cheques drawn on the Society's account shall be signed by two of four persons appointed by the Council from among its members.*

The Hon. Secretary explained that the change was necessary because Richard Canovan, now removed from the list of signatories, may need to be included again for the processing of the investments.

Charles Nelson pointed out that the existing clause 15(c) and the proposed replacement refers to cheques only and therefore did not cover the electronic method of dealing with financial transactions or indeed any signatures on paperwork associated with financial transactions. On that basis, he proposed an amendment:

Replace clause 15(c) with:

*Transactions on the Society's accounts shall be authorised by two members of Council one of whom shall be an Officer.*

Barry Sellers seconded the proposal followed by agreement, with a show of hands, from the floor. No members were against. Consequently, the rules will be amended as soon as practical and subsequently submitted, as is required, to the Charity Commission for their records.

## **6. Appointments by The Heather Society Council**

Council recommended the appointment of John Griffiths as President and Daphne Everett, Pamela Lee, Alice Knight, Kurt Kramer and *ex officio* President of NAHS as Vice-Presidents. The acceptance of the Council recommendation was proposed by David Sprague and seconded by Dave Brown followed by agreement, with a show of hands, from the floor.

## **7. Election of Officers**

The Hon. Secretary was in possession of the appropriate nomination papers duly completed and signed for the nomination of David Edge as Chairman, Allison Fitz-Earle as Hon. Treasurer and Phil Joyner as Hon. Secretary and so with no other nominations all three were duly elected to their respective positions.

Charles Nelson proposed acceptance of the election of the named Officers, seconded by David Sprague followed by agreement, with a show of hands, from the floor. No members were against.

## **8. Elections of Members of Council**

Under rule 6(b) 2016 Andy Collins had completed his three year term on Council. However, Andy Collins decided that he would not seek re-election to Council for a further three year term. The Chairman then thanked Andy Collins for his many years of service to the Society as a member of Council. There was unanimous agreement from the floor to the Chairman's sentiments.

No nominations had been received by the Hon. Secretary for election to Council which now comprises 3 duly elected officers and 5 councillors (in compliance with Rule 6a). For clarity the councillors are: Dave Brown, Richard Canovan, John Hall, Susie Kay and Barry Sellers.

## **9. Appointment of the Independent Financial Examiner**

The Independent Financial Examiner for the 2016 Annual Report and Accounts, Jason Foxwell, had indicated his willingness to examine the 2017 Annual Report and Accounts during 2018, subject to his possible re-location. If Jason Foxwell is unable to examine the 2017 Annual Report and Accounts then another Independent Financial Examiner will be sought and co-opted by Council. Dave Brown proposed that Jason Foxwell be re-appointed Independent Financial Examiner, subject to the above comments, and Barry Sellers seconded the proposal followed by agreement, with a show of hands, from the floor. No members were against.

## **10. Discussion on the future for The Heather Society**

A discussion was initiated on the future for the Society with the following proposal from Council put forward:

*Within three years it is the proposal of Council that the Heather Society will cease to be a registered charity in England and Wales. In the intervening period consideration will be given to the distribution of the financial assets in accordance to the Society rules.*

There was much lively discussion from the floor with several members voicing their opinion that Council had not tackled the problem of the future of the Society during the period since the last AGM, only hurriedly composing the above proposal at the most recent Council Meeting in June. Consequently, it appeared that Council had wasted time at both the November 2016 and February 2017 Council Meetings and during the intervening periods.

The Chairman pointed out that being a registered charity restricted the Society's methods of operation as stringent rules had to be followed and the Society needed to remove the constraints. Both the Chairman and Barry Sellers said that it was important to maintain the legacy of the Society, after ceasing to be a registered charity, and therefore the Society would need to evolve to an, as yet, undefined form after ceasing to be a registered charity. An interest group, club or internet forum were mentioned as possible options. To address comments that these options would discourage face to face contact between members the President stated that he had knowledge of internet forums having a proportion of members meeting up with each other on occasions.

Charles Nelson then proposed an amendment to the Council proposal as stated below:

*Within three years it is the proposal of Council that the Heather Society will cease to be a registered charity in England and Wales.*

John Plowman seconded the proposal followed by agreement, with a show of hands, from the floor, excepting David Plumridge who abstained.

Charles Nelson then raised the issue of the current subscription. He said that as in the future there would be no Yearbook and no option for a Conference then the members were going to get very little for their subscription of £20 (Foreign members £25) and suggested that the members should pay no subscription at all. Further lively discussion followed culminating in the Chairman asking how many of the members present would continue to accept a subscription of £20 to which only two members raised their hands. The Chairman then asked the members if they would accept a subscription of £15 to which the members showed little enthusiasm. Asked if the members would accept £10, members indicated their acceptance excepting Charles Nelson who abstained. Council was subsequently directed by the floor to advise members that the subscription for 2018 will be reduced to £10 for both UK and foreign members.

There followed a vigorous discussion on the Society's assets of approximately 44K (at 31<sup>st</sup> December 2016). The purpose of continuing to increase the Society's investments was questioned. It was recognized that prudent investment by the finance sub-committee, headed by Richard Canovan, had created monies useful in addressing the shortfall of income that was a consequence of a decreasing membership but the time had now come to realize the assets and put them to a useful purpose(s), within the constraints required by the Charity Commission. The Chairman stated that it was hoped that at least some of the assets could be used in the formation of one of the previous mentioned alternatives for retaining the legacy of The Heather Society but that would need to be within the laws governing charities and Charity Commission approval would have to be sought. The floor directed Council to realize the Society assets and put the monies to appropriate uses.

David Sprague asked that Council regularly inform members of the steps towards achieving the directives above.

## **11. Arrangements for the 2018 Annual General Meeting**

As no further Gathering or Conference is planned, future AGMs will be "stand alone" with the date of the 2018 AGM to be announced, probably in the Autumn Newsletter. The current intention is to hold the 2018 AGM at the RHS Wisley Gardens and combine it with the Home Counties Group September visit. Beyond 2018 the AGMs will be held around the country using RHS facilities, if available.

The Chairman thanked Susie and Alan Kay for their hard work during the 13 years they had been organising Conferences and the members present concurred with that thanks.

**Meeting concluded @ 21:46pm**

Certified a true copy of the Heather Society AGM Minutes of the 10<sup>th</sup> September 2017.

Signed.....Chairman

Dated.....