



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

Minutes of the Annual General Meeting of The Heather Society held at 2:00pm on Saturday, 14th September 2019, in the Bramall Learning Centre, R.H.S. Garden Harlow Carr, N. Yorkshire

Officers and Councillors Present

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

With 6 members of Council and 7 ordinary and honorary members being in attendance the meeting was deemed quorate. An Attendance Register was signed by those members present.

1. Apologies for Absence

Apologies were received from Dee Daneri, Daphne & Maurice Everett, Charles Nelson, Eileen Petterssen, Ted Oliver, John Plowman, David & Audrey Sprague, Anne & Hazel Small, Josey Stow

2. Opening Statement by the Chairman

The Chairman, David Edge, welcomed the members to the 56th Annual General Meeting of The Heather Society (THS). The text of the Chairman's opening statement is attached to these Minutes.

3. Minutes of the Annual General Meeting held on 22nd September 2018

The Minutes of the Annual General Meeting, held at 2:00pm on Saturday, 22nd September 2018, in the Hillside Centre, R.H.S. Garden Wisley, Surrey, were available to the members present as well as having been previously published on the THS website and mailed to those members without e-mail addresses. Dave Brown proposed that the Minutes be accepted as an accurate record of that meeting, seconded by Barry Sellers followed by agreement from the floor. No members were against. The Minutes were duly signed by the Chairman.

4. Presentation of the Annual Report and Accounts for 2018

The Hon. Secretary stated that the 2018 Annual Report and Accounts, published on the THS website and mailed to those members without e-mail addresses, had been examined by the Independent Financial Examiner, Jason Foxwell. One amendment was requested by Jason Foxwell and once that had been actioned then the accounts were signed off.

The Hon. Secretary then invited questions and comments from the members present but none were forthcoming. As the 2018 Annual Report and Accounts are approved by Council then no proposer and seconder from the floor were necessary.

5. Proposed amendments to the 2017 revision of the rules

The Hon. Secretary introduced agenda item 5 by saying that given the decrease in the number of Members of Council (Trustees) and the inability to recruit new Members for Council then the Society was often unable to be quorate (currently 5) at Council Meetings. Also, the Society was close to not

having enough Members of Council (currently three Officers and three elected Councillors) to administer the Society. In addition to the above the ever decreasing number of members attending an Annual General Meeting created the potential problem of not being quorate (currently 12) at General Meetings. He then said that as a consequence it was necessary to amend several of the clauses within the rules that pertained to quorum and administrative numbers.

There then followed a discussion more pertinent to agenda item 10, later in the meeting, therefore the discussion, although taking place at this point within the proceedings, has been moved to agenda item 10. The proposed amendments to the rules now follow:

Replace clause 6a with:

a. The management of the Society shall be the responsibility of a Council consisting of the Officers and not less than two elected Councillors.

Susie Kay proposed that the amendment be accepted, seconded by Dave Brown followed by agreement from the floor. No members were against.

Replace clause 12a with:

a. The quorum for a Council Meeting shall be 3.

Barry Sellers proposed that the amendment be accepted, seconded by Susie Kay followed by agreement from the floor. No members were against.

Replace clause 12b with:

b. The quorum for a General Meeting shall be 10.

John Griffiths proposed that the amendment be accepted, seconded by Ian Bates. However, given the ever increasing difficulty in obtaining a quorum at a General Meeting then Alan Kay proposed a further cut to the quorum number with a further amendment to clause 12b as follows:

b. The quorum for a General Meeting shall be 8.

Dave Brown seconded the further amendment followed by agreement from the floor. No members were against.

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, Don Jewett as Vice-Presidents.

As these appointments are a Council recommendation then a proposer and seconder from the floor were not necessary.

7. Election of Officers

The Hon. Secretary was in possession of the appropriate nomination papers duly completed and signed by the nominee, a proposer and a seconder 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. A proposer and seconder from the floor were not necessary.

8. Elections of Members of Council

Under rule 6(b) 2017 Dave Brown, Richard Canovan and Barry Sellers had each completed their three-year term on Council.

The Hon. Secretary was in possession of the appropriate nomination papers duly completed and signed by the nominee, a proposer and a seconder for the nominations of both Dave Brown and Barry Sellers as Councillors. No completed nomination paper had been received from Richard Canovan consequently he is retired from the Council of THS. No other nominations had been received by the Hon. Secretary for election to Council which now comprises 3 duly elected Officers and 3 Councillors (in compliance with Rule 6a). A proposer and seconder from the floor were not necessary.

For clarity the Councillors are: Dave Brown, Susie Kay and Barry Sellers.

9. Appointment of the Independent Financial Examiner

The Independent Financial Examiner for the 2018 Annual Report and Accounts, Jason Foxwell, had verbally indicated his willingness to examine the 2019 Annual Report and Accounts during 2020. If subsequently Jason Foxwell is unable to examine the 2019 Annual Report and Accounts, then an alternative Independent Financial Examiner will be sought and co-opted by Council.

Susie Kay proposed that Jason Foxwell be re-appointed Independent Financial Examiner, subject to the above comments, and Barry Sellers seconded the proposal followed by agreement from the floor. No members were against.

10. Discussion on the future for The Heather Society

Now follows the discussion that took place prior to the proposed amendments to the 2017 revision of the rules within agenda item 5:

Alan Kay queried the progress with the redemption of the investments. Whilst appreciating that some investments had been redeemed his concern was the remaining investments and the time it was taking to redeem the same given that the process should have started three years ago. Alan Kay asked the Hon. Secretary to provide an estimated figure for the value of the investments still to be redeemed. On referral to his notes the Hon. Secretary replied with approximately £11K. The Hon. Secretary went on to explain that Richard Canovan, who was responsible for the management of the investments, had been instructed to redeem all the investments as soon as possible and whilst he had redeemed some of them by the middle of 2018 he had then become uncontactable for a long period. The Hon. Secretary and Barry Sellers had endeavoured to contact Richard Canovan on numerous occasions by post and phone respectively with minimal success. There was an indication that the redemption of the remaining investments was proceeding in early 2019 but since then very little has been heard from Richard Canovan. Alan Kay then said that Council need to make every effort to redeem the rest of the investments even if legal proceedings need to be taken. Dave Brown then explained that under Charity Commission rules and given the charitable structure of THS the Trustees were personally liable for the monies not recovered from investments and also for the payment of any legal fees. Ian Bates suggested that the Charity Commission should be informed of the situation however the Hon. Secretary and Dave Brown replied that the Society would probably be told to exhaust all options to sort out its own affairs.

After further discussion Alan Kay asked for a plan to redeem the remaining investments. The Hon. Secretary said that he would find out who was handling the investments, although he thought it was probably Halifax, and contact them and start the process of Council taking over the redemption. Dave Brown said that this would need to be achieved by the end of the year as this impacted on the redesign of the website in preparation for the new society known as the Heather Society (HS). In particular the members' database currently has no concept of the free membership proposed for 2020 and that issue will need to be resolved to avoid members losing access to the members only area. Alan Kay then asked what the plan would be if the investments weren't redeemed by the end of the year and it was reluctantly concluded that in this case THS would need to continue as a charity for as long as it takes to redeem the investments.

Now follows the discussion that took place under agenda item 10 which mainly centred around the dispersal of THS funds:

The dispersal of THS funds has started albeit in a small way with funds having been allocated to Holehird Gardens earlier in the year, primarily to enhance and maintain the *Daboecia* Collection. There are two other requests for funds in the pipeline, one is from Riverside Gardens in Perth and the other from the Sir Harold Hillier Gardens in Hampshire.

Susie Kay said the Riverside Gardens funding request is on hold pending the conclusion of the Britain in Bloom project that Riverside is taking part in and they will return to refining the funding request in due course.

The latest proposal for the allocation of funds towards the maintenance and enhancement of the heather garden at the Sir Harold Hillier Garden was described but after much discussion it was suggested that the proposal concentrated too much on the purchase of mechanics for the maintenance of the garden and not the preferred preservation of the older cultivars. Also, there was an element of ongoing funding which would not be possible if the Society was to be de-registered according to the

original timetable. In particular Barry Sellers and Ian Bates expressed their disquiet of the content of the proposal.

There was much discussion on suggestions from the floor for other projects the funds could be used for ranging through heather related research projects, heathland maintenance projects and preserving old cultivars. Barry Sellers mentioned an approach he had made to Kew Gardens about the part funding of a South African heath Collection but as yet hadn't received a response. Ian Bates emphasised the sentiment that there should be a lasting legacy of THS as a result of the disbursement of the funds.

There was no conclusion on the dispersal of funds other than general disapproval, Hon. Secretary excepted, of the current request for funding from the Sir Harold Hillier Gardens.

Dave Brown then briefly talked about the creation of HS which will be a not for profit Unincorporated Association to take on the legacy of THS. HS will not be a charity and will be funded by donation but importantly donators would need to be informed what their donations are being used for, either website maintenance, general expenses, or being put towards a defined project. All members of THS had now been informed by letter of the intended creation of HS. They were also informed that their subscription for THS should not be renewed after 31st December 2019 but that they would continue to remain on the membership database until de-registration during 2020 (note: from previous discussion under this agenda item this date is uncertain if all the investments are not redeemed by 31st December 2019).

11. Arrangements for the 2020 Annual General Meeting

It is the intention of Council to hold the 2020 AGM on a weekend during September. Three possible venues were put forward and they are R.H.S. Garden Wisley in Surrey, R.H.S. Garden Bridgewater in Worsley, Greater Manchester and the Sir Harold Hillier Garden in Hampshire. There was a preference, from the floor, for the R.H.S. Garden Bridgewater to be the venue and investigations as to the feasibility of using that venue will be made as soon as practical. The intention will be to arrange a programme of interest in association with the AGM. As with this AGM delegates will be requested to make their own travel and accommodation arrangements. More details will be announced on the website and in the next Newsletter.

The Hon. Secretary was asked to arrange a venue and time for a Council Meeting, in London, for the 20th November 2019.

Meeting concluded @ 15:50

Certified a true copy of the Heather Society AGM Minutes of the 14th September 2019.

Signed.....Chairman

Dated.....