

East Grinstead War Memorial Ltd

Registered Charity No. 305211 Company No. 468425

MINUTES OF THE SIXTY-SIXTH ANNUAL GENERAL MEETING held at 7pm on Wednesday 5 August 2015 at the Theatre, Chequer Mead Community Arts Centre, De La Warr Rd, East Grinstead, RH19 3BS

Present: Christopher Nunn (in the Chair)
Graeme Stagg (Vice Chairman)

In addition 62 members were present in person and 174 had submitted forms of proxy.

In attendance: Lorraine Young (Company Secretarial Adviser)

1. Introduction

The Chairman opened the meeting, welcomed everyone, made introductions and dealt with necessary admin matters.

In order for the voting process to be conducted fairly, and for the votes of those members unable to be present to be counted, the Chairman demanded a poll under article 19 of the Company's Articles of Association. The voting process would be explained later in the meeting.

2. Procedural matters

Mr Barnby raised several procedural issues in relation to the meeting.

He mentioned the EGM which had been held in February 2015 where there had been a vote of no confidence in the then council of management ("the council"), following which nine members of the council had resigned and five had remained. Mr Nunn had later taken on the role of a "facilitator" and then become Chairman.

Mr Barnby observed that no information had been sent to members about the EGM which he considered unsatisfactory.

There had been attempts to put a resolution to the meeting and to circulate candidates' details. These had not been agreed to. This made it difficult for members to make up their minds about who they should vote for.

The Chairman responded to the points raised. The council members had done what they could under difficult circumstances to organise the AGM properly.

He noted the concerns but proposed to go ahead with the meeting. If Mr Barnby wished to challenge its validity he could go to the Charity Commission and explain to them why he believed it was invalid.

In response to a further query Mr Nunn clarified that he had been co-opted back onto the council and then appointed as Chairman by the members of the council

He observed that although the members may have lost confidence in the council this had no legal effect and the members of council were not obliged to resign.

The debate continued, then the Chairman commented that the meeting needed to progress and that simply quoting the rules was not going to achieve anything. Ms Young also confirmed that under the Companies Act a vote of no confidence did not remove a director/member of the council nor did it oblige them to step down.

3. Notice of meeting

With the consent of the meeting the notice of meeting was taken as read.

4. Apologies for absence

Apologies for absence had been received from:

Philip Baker (ex Chairman)
Mick Manning (ex Treasurer)
Melvin Philips
Michael Emms
Joan Thomas
Peter Cadman
Malcolm Lowe
Patricia Lowe
Margaret Lawrence
Philip Martin
Lynn Graysmark
Robin Graysmark
Jack Graysmark
Denis Yeoman
Joan Thomas
J Ablett

5. Minutes of previous meeting

The Chairman noted that in order to keep costs down the minutes of the previous AGM had been put on the Company's website, rather than being posted to all members. People were able to ask for a paper copy but no one had done so. At the 2014 AGM, nine members of council and three other members had been present.

The meeting then considered resolution 1 - ***"This meeting confirms the Minutes of the 2014 AGM to be an accurate record of the meeting"***. The Chairman explained the voting process and members were invited to complete their voting forms for resolution 1.

6. Financial Statement

The Chairman noted that the accounts were unaudited. Neither an audit nor an independent examination were required under the relevant legislation, therefore there was an accountant's report instead.

The Chairman then gave his address, explaining events from 2014 and also for the year to date. A copy of his address would be put onto the Company's website. Key points included:

Composition of the council

- The vote of confidence in the council put to the EGM had not been carried by 19 votes to 16 on a show of hands.
- He had acted as facilitator for a while to try to help progress matters, although he recognised that this role had no authority.
- The council had sought mediation with new members of the company to solve the impasse.
- A meeting had been held with two from each group of members (Anthony Fisher and himself, plus John Benstead and Paul Tucker).
- It had been agreed to write to all members to seek nine candidates to stand for council.
- It was suggested that a review panel be set up to look at the lease with Mid Sussex District Council ("MSDC") and the events leading up to it.
- He felt the meeting had been a positive step.
- A letter had been sent to all members in April, seeking volunteers to stand for council. Only one had stood (himself). The reason for this was not clear and more members of the council were still needed in order for it to be able to act.

On 11 May he had been co-opted as Chairman and on 28 May Graeme Stagg had been co-opted and then appointed Vice Chairman.

There were then sufficient members of the council to act and the AGM had been organised.

- Once the council was validly constituted again various administration matters (which had remained in limbo) had to be dealt with, such as insurances, paying bills, statutory filing and bank mandates.
- Grants and donations to causes in East Grinstead had been agreed and made.
- Hundreds of applications for membership had also been handled, which took some time.

Charity commission

- The charity commission had been kept informed of developments as they took an interest if there was a dispute.
- They had requested sight of all the paperwork on the new lease and were satisfied that the correct procedures had been followed.
- They wished to be advised if the company's funds were used for any other purpose than to further its objectives.

Progress with MSDC

- Meetings had been held with MSDC on the new lease and maintenance arrangements.
- An independent ecologist had been appointed to produce a draft 10 year plan for the area.
- A survey of great-crested newts had been carried out in Ashplats Wood.

The ecologist had recommended:

- a full time ranger for the woods.
- linear coppicing to allow more sunlight in which would encourage wildlife and greater biodiversity.
- all footpaths should be improved.

SANGS status

MSDC had been asked to explain the numbers used in relation to the SANGS. There were some issues which were not clear, for example, the discount they had applied which was based on visitor numbers rather than population. This had been looked into but not yet resolved. If the SANGS' capacity had been incorrectly calculated then this could potentially reduce the number of new houses by 65%. This would reduce the amount collected, however the Chairman stressed that the terms of the lease meant that MSDC would have to fulfil its obligations to maintain the wood regardless of the number of new houses (if any) that were built.

In addition, the council was working with MSDC to make sure they paid sufficient attention to the wood and East Court. If they were not doing enough, feedback would be given and action taken. However, to date, signs were encouraging - a couple of cases in relation to possible pollution by a house builder and the unlawful extension of boundaries were being pursued and the Council had lent the conservation group a chainsaw gang for a day at no cost.

The SANGS would provide a universal solution for housing for a 7km range near Ashdown Forest, not just in East Grinstead.

He mentioned that there had been a legal case in relation Wealden Council designating a SANGS at Ashdown Forest. This had been challenged and then taken to the Court of Appeal. This had resulted in more uncertainty.

The future

Upcoming issues for the council and company were:

- Spreading the workload once the full council was in place, after the elections that evening.
- Resolving the SANGS capacity with MSDC.
- Keeping MSDC on their toes - performance could improve.
- Playing a key part in the 10 year plan for the estate - there were some good opportunities brought about by this.
- Reviewing charitable donations made and making these more diverse.
- Giving some attention to the investments - there was £500k in the bank but no one had been able to communicate with the advisers while the council had been in limbo.
- Raising the charity's profile, for example by greater use of the website and attending local events.
- Reconciling the differences of opinion between the members.

Mr Barnby commented on the Wealden council SANGS situation which had been based on Thames Basin guidelines. A different basis was needed for Ashdown Forest.

The suggested figure of 10 times the current usage appeared to be too high and twice the number might be more realistic. It was agreed this needed to be pursued and resolution obtained. It was understood that HM Inspector would be reviewing matters over the winter. There was a feeling that a figure of 10 times current usage would not be good for the area.

As noted earlier, the Chairman stated that MSDC were obliged, under the new lease, to look after the estate regardless of the outcome of the SANGS issue. The company needed to make sure they did this properly.

The Chairman then opened the meeting up to questions and comments from the floor:

Bill Glenister thanked the Chairman for the update on progress since the EGM. He commented that three friends of his had applied to join the company before the end of June but had not yet been admitted.

The Chairman noted that there were around 12-15 pending membership applications and he explained the process that had to be gone through. All of these had to be considered by the council and applicants had to be able to demonstrate an interest in Ashplats Wood and East Court and sign up to the charity's objectives. Sometimes this was obvious, at other times less so. All applications received up to the end of June had been considered at a council meeting on 1 July - the council had held six meetings so far this year. All outstanding applications would go forward to the next meeting.

Paul Tucker wished to clarify why so few people had put their names forward in April for nomination to the council. There had been uncertainty over the credibility and authority of the remaining council members after the EGM. Several people had expected another GM to be called to vote new people on to the council.

He added that members had concerns over the designation of Ashplats Wood as a SANGS and the figures used by MSDC. They were very dissatisfied with MSDC's performance under the old lease and concerned about them being given a new 125 year lease.

The Chairman thanked Mr Tucker for points well made and agreed that the council needed to be much more proactive to ensure MSDC performed their obligations properly.

Mr Tucker then raised the issue about whether the process followed was democratic. There had been a wish to have a vote on a member's resolution (which had not been accepted), although the way forward outlined by the Chairman was encouraging.

However, most members had no idea who was standing for the council due to the lack of information about the candidates and he wished to register this concern.

The Chairman concurred that the disagreements between members could not continue when everyone wanted the best for the woods. He stated that he was committed to finding a resolution for all members. He stressed that it was important to move forwards, however and not to keep looking backwards.

Mr Tucker then suggested that members from both sides of the membership could be legitimately voted on as the articles allowed for up to 30 members of the council. He suggested that this could help to reconcile the differences between them.

The Chairman responded that he agreed greater diversity on council was needed. If he were re-elected he would set up a review sub-committee to get views from all sorts of people - possibly including non-members.

Mr Tucker suggested that people on the group needed to be council members to have any power. Consultation alone was not sufficient.

Elizabeth Morrison questioned whether the wood had already been designated as a SANGS. The Chairman answered that it was not clear, he believed this would only happen after the approval of the District Plan which was scheduled to happen over the winter. Whether or not it would happen did not appear certain in light of the Wealden council case. MSDC realised that they were obliged to maintain the land even if they received no income in relation to the SANGS and new housing. If that were the case the new housing would have to be developed in another way.

Trevor Dawson - commented that the new lease appeared to be a good thing for the charity but it raised concern about new housing development in East Grinstead and the effect of an enlarged population. He gave some information on his experiences with MSDC in the past (which had been negative). He therefore urged caution when dealing with MSDC.

The Chairman advised that although there were no break clauses in the lease, the company had the right to terminate it for non performance - the process could be likened to a disciplinary process. However this would not be a good outcome for the charity as it would then have to find the funds itself to maintain the land.

Colin Johnson then read out a speech he had prepared. He referred to himself and a group of members as “the Friends of Ashplats Wood”. He wished to state their case about certain inaccuracies in the documents sent out to members in advance of the AGM. He acknowledged that some of his points had been covered earlier in the meeting.

All those present and members who were not able to attend were interested in the future of Ashplats Wood and East Grinstead. How could the best outcome be achieved? How could the relationship with MSDC work? There had been dissatisfaction about the “secret deal” with MSDC. Nine members of council had resigned after the EGM vote. The remaining ones then elected a Chairman and Vice Chairman and recruited new members. His group believed that underhand tactics had been used, suggesting that they intended to use the charity’s funds to litigate. He advised that the group had in fact spent £2,000 of their own money to ensure the correct action was taken, including the validity of the appointments of the remaining five members of council after the EGM.

Their future plans were open compared to the secrecy of the council. Although the Chairman and others stated that they planned to safeguard the area the SANGS status would greatly increase the number of visitors, dog fouling and so on and put the ancient woodland at risk.

They did not want SANGS status. This was not suitable for an ancient wood and he cited an example of a semi ancient wood where SANGS status had been refused due to the requirement for dogs to be allowed off the lead. SANGS status required access to be unrestricted and dogs to be able to run off the lead and nature conservation areas should be avoided.

He contended that MSDC wanted a SANGS “on the cheap” to get round the restrictions on new houses close to Ashdown Forest. The SANGS would result in 1700 new homes in the greater East Grinstead area. He then queried the figures in relation to funds received from new housing and whether this would be £31,000 per year or closer to £15,000. He also mentioned a figure of £4,250 which appeared in the MSDC budget.

There was no guarantee the area would get SANGS status.

Could MSDC be trusted?

The lease was for 125 years at £1 / year rent. There was no premium and no break clause. A similar area had attracted a premium of £600k. He wanted a study carried out of the wording and validity of the lease and a report to be brought back to members with proposals to be voted on. Many members had only heard one side of the story which would lead to skewed and unfair votes. This was undemocratic. Of the membership of around 300 about half agreed with his views. He repeated the points previously made about the EGM and suggested that members had a choice to go forward in an open way or to continue as previously with everything carried out in secret.

The Chairman responded:

He agreed that transparency was a key point and suggested that council meeting minutes could be placed on the website for members to view. Much more was planned to be put on the site but this process was a journey and took a bit of time.

He suggested that MSDC had spent much more than £4,000 per year on the area, even under the previous arrangements with the work that had to be done such as emptying dog bins and cutting trees.

He reiterated that the company would not get any money directly from the SANGS designation or the housing developments. However, any funds due from these would be ring fenced for use on Ashplats Wood and East Court. New houses would be built in a 7km area around Ashdown Forest and not just in East Grinstead.

Mike Blacker noted that all those present wanted the best for Ashplats Wood and the company. Under agenda item 8 they would be voting for a new council. There had been no mention in the AGM notice about limiting the number of votes members would have for the candidates. He contended that 9 was an arbitrary number.

The Chairman pointed out that the notice did clearly state there would be nine candidates elected (and possibly 10 if Mr Younger was not re-elected). He agreed the matter of whether it was 9 or 10 could perhaps have been more clearly explained.

Mr Blacker considered the number of people suggested was arbitrary. If there were 21 people willing to stand why not allow them all to be elected and take advantage of the skills and time they could bring to share the workload?

The Chairman responded that 14 members on the council already made it quite large. 21 would be unmanageable.

Mr Blacker concluded by stating that if things had been more open in the past there would have been more volunteers for the council.

Denise Brownbridge commented on the general feeling of mistrust in MSDC, with which she had sympathy. There had already been 100+ new homes constructed close to where she lived. However she pointed out that central government also had a strong influence on this matter and set local councils housing targets which had to be met. It appeared to her that the issues being raised related to East Grinstead getting more houses - but the charity would benefit from MSDC's obligation to maintain the area in any event.

Richard Sweatman (a town and district councillor) commented that MSDC had taken a bit of a pounding during the evening which he thought was unfair. He had consulted the CEO of the relevant department there who had been heavily involved in the SANGS project. He made a statement regarding several of the questions which had been asked and gave responses from MSDC.

In relation to the SANGS:

- It was not possible to say if there would be 10 times more visitors, but if there was greater use it would be properly managed by paths, signage and dog bins.
- It was not automatic that dogs had to be able to run off the lead.
- It was not true that ancient woods were unsuitable for a SANGS. Paths could be created.

MSDC's record on maintaining the area:

- It was working with the conservation group. Some parts had previously been owned by a scout group and these had not been looked after, now MSDC was responsible for all of it. They had previously sought grant funding for the area and had contributed towards the path.
- The company had taken its own legal advice in relation to the lease.
- Any money from developers would be spent on the SANGS. In addition MSDC had allocated £100k funding.
- The SANGS already existed and was in place. Ecological work was being done to assist with the preparation of the district plan. This currently provided for 20 new houses per year over 17 years in the East Grinstead area.

The Chairman noted these points.

Mr Brian Auker asked where everyone had been at the time of the 2014 AGM. He was of the view that many people who were now members had another agenda to that of looking after Ashplats Wood and East Court, despite their protestations, which he found disconcerting.

Nigel Davis advised that he used the wood daily and enjoyed meeting new people. He hoped more people would use and benefit from the area. The council had to hold MSDC accountable for the upkeep and he expected that they would do so. New developments could not be stopped or East Grinstead would be left behind. New housing was needed to support future growth so that the area remained an attractive place to live.

Clare Boughton-Tucker commented that she was enjoying being part of the conservation group as well as being a member of EGWML.

Paul Tucker observed that more houses would lead to more traffic and make it more difficult to access the area. He also suggested that members could choose four candidates from each side to serve on the council.

A member noted that this would not be democratic.

The Chairman stated that it was too late to change the method of voting since the process was very complex. He would prefer to use other methods for integration of the different interest groups.

Mr Johnson reminded the meeting that Mr Barnby had raised several points of order. The company's memorandum and articles stated that the council could have membership from five plus a Chairman and Vice Chairman up to 30. All of the candidates standing could be put on and the council would be on a proper footing for a few months, it would be worth the effort.

There were no more questions or comments. The Chairman then explained the voting process for resolution 2:

“This meeting accepts the Financial Statement for the year-ending 31st December 2014”

He invited members to complete their voting forms for this resolution.

7. Reappointment of accountants

The next resolution was ***“To reappoint Brookes and Co as Company accountants and to authorise the Council of Management to set their fees”***.

The Chairman noted that Brookes and Co had been the Company's accountants for some time. Their fee was £2.8k per year. They produced the statutory accounts for the company from the accounting records.

Mr Blacker asked about the revaluation of one of the company's assets (East Court Lodge) in the accounts. The Chairman did not know the background to this but did not believe it had been incorrect previously.

Members were invited to cast their votes on resolution 3 by completing their voting forms.

8. Appointment of Chairman

Mr Nunn handed the chair to Mr Stagg.

Mr Stagg noted that there were two candidates for Chairman, Mr John Benstead - proposed by Mr Colin Johnson, and Mr Christopher Nunn - proposed by the council. Members were invited to cast their votes by completing their voting forms for this item.

Mr Stagg handed the chair back to Mr Nunn.

9. Appointment of Vice Chairman

He noted that there were two candidates for Vice Chairman, Mr Colin Johnson - proposed by Mr Paul Tucker, and

Mr Graeme Stagg - proposed by the council. Members were invited to cast their votes by completing their voting forms for this item.

10. Reappointment of Mr Younger

The Chairman explained that Mr Younger was retiring by rotation and offered himself for re-election.

Members were invited to cast their votes on this resolution by completing their voting forms.

11. Election of the Council of Management

The Chairman explained the voting process and the reasons for having columns A and B. There were 21 candidates for 9 vacancies.

Members were invited to cast their votes by completing their voting forms for this item.

12. Changes to articles

The Chairman explained the reasons for the proposed change to the articles, to allow communications to members by email, rather than just by post. As it was a special resolution a 75% majority of votes cast were needed to be in favour in order to pass the resolution. In response to some queries it was confirmed that there was a process under the Companies Act which had to be followed in order to communicate with members electronically and this would allow members who wished to, to continue to receive paper communications in the post.

Members were invited to cast their votes on this resolution by completing their voting forms on the resolution:

“that regulation 63 of the Company’s Articles of Association be removed and that Regulations 64 and 65 be renumbered as Regulations 63 and 64 respectively”.

The second proposed change to the articles was to correct the numbering. This was also a special resolution.

Members were invited to cast their votes on this resolution by completing their voting forms.

“to change the number of the Regulation located between numbers 30 and 32 in the Company’s Articles of Association from 34 to 31.”

Members were invited to cast their votes on this resolution by completing their voting forms.

The meeting then adjourned at 9.20pm for the votes to be counted.

The meeting reconvened at 10.51pm.

13. Results of the voting

The Chairman reported the results as follows:

Resolution: Minutes of 2014 AGM	138 votes in favour	0 votes against
Resolution: Financial statements	147 votes in favour	2 votes against
Resolution: Reappoint accountants	234 votes in favour	0 votes against
Resolution: Re-elect J K Younger	141 votes in favour	96 votes against
Resolution: Deleting Article 63	238 votes in favour	0 votes against
Resolution: Renumbering Article 34 to 31	234 votes in favour	1 vote against

Therefore all of the resolutions were passed with the required majorities.

On the resolution to elect a Chairman,

John Benstead	89 votes
Christopher Nunn	149 votes.

Therefore Christopher Nunn was elected Chairman.

On the resolution to elect a Vice Chairman

Colin Johnson	92 votes
Graeme Stagg	146 votes

Therefore Graeme Stagg was elected Vice Chairman.

On the resolution to appoint members to the council of management the following were duly elected.

Nigel Davis, Lynn Graysmark, Christopher Nunn, Melvin Phillips, Christopher Russell, Graham Stagg, Richard Sweatman, Paul Thurlow and Denis Yeoman.

The Chairman announced that the results would be posted on the company’s website. He thanked those remaining for attending the meeting.

The meeting closed at 10.55pm.

.....

A handwritten signature in black ink, appearing to be a cursive name, located at the bottom of the page.