

**EAST GRINSTEAD WAR MEMORIAL LTD**  
**MINUTES OF THE COUNCIL OF MANAGEMENT MEETING 05/2016**  
**HELD ON WEDNESDAY 21st SEPTEMBER 2016 AT 7PM**  
**AT CHEQUER MEAD, EAST GRINSTEAD**

**1 Present**

C.Nunn	P.Thurlow	T.Hayman	M.Phillips
S.Baker	G.Stagg	A.Fisher	L.Graysmark
C.Russell	M.Funnell		

**2 Apologies for Absence**

D.Sweatman	N.Davis	D.Yeoman
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**3 Minutes of previous CoM Meeting**

- The Draft Minutes of Meeting 04/2016 on 11th May 2016 were agreed and signed-off CN by the Chairman and would be placed on the website for Members

**4 Minutes of the 67th AGM**

- The Draft Minutes of the 67th AGM held on 22nd June 2016 were agreed and were signed off by the Chairman and would be placed on the website for Members

**5 Notes from the Walkabout**

- Some notes had been taken relating to discussions held during the CoM walkabout on 3rd August 2016. Whilst these do not form the record of a fully constituted CoM meeting, it was agreed that they represented a reasonable summary of discussions held on that day

**6 Memorandum & Articles of Association**

- It had become apparent in recent months that our M&A's are not compliant with today's legislation (particularly the Companies Act 2006) and needed a review. We have contracted Lorraine Young, a Fellow of the ICSA, to carry out such a review, and in doing so she has raised a number of fundamental questions which this CoM discussed .

**- Q1: Should we Review our Objects?**

This question was discussed and it was felt that we must not change Alfred Wagg's original objectives, but that 3(a) could be usefully simplified by deleting "..., recreation grounds, libraries, concert or lecture halls, recreation rooms or other recreational or educational facilities for the general public....." and " ..., and all such furniture, utensils, chattels and other equipment as may be necessary or desirable for any such purpose."

Apparently Clauses 3 (c) - (l) are necessary for us to carry out the main objectives in (a) and (b) and it was agreed that it would be good if LY could simplify/update these.

It is important that we ensure we have the ability to make grants. This is presumably covered by (b)?

**- Q2: What should we call the Council and its Members?**

There had been a lot of confusion in 2015, and earlier, about the roles and responsibilities of the elected officers. Currently we are called "Ordinary Members" and the "Council of Management". We are however all Directors of the Company.

To avoid confusion, and to make it crystal clear about responsibilities, it was agreed that we should adopt the title "Directors" and for our meetings to be "Directors (or Board?) Meetings"

- **Q3: Should the role of Secretary still be obligatory?**

There is no legal requirement for a private company to have a Company Secretary, and those present felt that this wasn't an essential role and should be deleted.

- **Q4: Should the Chair and Vice Chair be elected by the Directors?**

It is normal for these roles to be elected by the Directors and it was decided that we should adopt this procedure in the future

- **Q5: Should it be essential for the Chair and Vice Chair to be Members?**

Electing external people to these positions creates a whole level of unwelcome complexity and it was agreed that the Chair and Vice Chair should be Members (see Q4 above which really pre-empts this decision)

- **Q6: How many Directors should we have as a maximum?**

It was agreed that to potentially have 30 Directors (as at present) was unworkable and we should restrict it to a maximum of 13 as currently.

- **Q7: Should the Directors be entitled to remuneration?**

All agreed that Directors should give their time voluntarily. However, it was also recognised that under exceptional circumstances, and with approval of the Board, payments for services rendered could be made.

- **Q8: How much notice should members be required to give if they wish to resign?**

It was agreed that Members could resign with immediate effect ( we need to check [Charities Commission] whether Directors can just "walk away" though).

- **Q9: The Current M&A give the Directors an opportunity to terminate a members membership if they "wilfully neglect or refuse to comply with any provisions in the M&A". Should we retain this power?**

It was agreed that this power must be retained and for it also to be clear that members who do not pay any subscription (if demanded) can also be struck off after a reasonable period.

- **Q10: What rights should members have to see accounting records?**

It was agreed that, subject to a minimum of 14 days notice, Members could have the right to inspect accounting records at the Registered Office.

- CN would submit these decisions to LY and expects to come back to the COM with a CN full revision with explanatory notes. All agreed that we expect to put this to the Members at next years AGM, rather than call an EGM

## 9 Any Other Business

- This meeting had been arranged to primarily focus on the revision of the M&A. However, the opportunity was taken in the time remaining to quickly review other important events:
- **Management Plan:** The latest Steering Meeting had been postponed without reason. CN We are still awaiting an acceptable draft from MSDC that includes the SANGS site plan. TH is frustrated that MSDC had not cut the Meadow (and the Glade) in an appropriate way for its management by ACG. MF considers some statements in the draft plan to be incorrect, particularly as regards the activities of ACG.
- **Neighbours:** PT had visited 60-70 neighbours on the north of the Estate and had PT generally had positive discussions. There is one neighbour though who has a contentious boundary. Dominating/overhanging trees were a reoccurring gripe.

- **The Lodge:** SB was struggling to get good quotes for bathroom and kitchen work. We SB/TH may have to just go with a "budget" (£15-£20k including provision of a downstairs loo?) if we agree to do this work. TH is this week submitting the Planning Application for the tree and hedge work. In the meantime it was agreed that we could replace the old front door at a cost of £900 (would the Conservation Area status have any impact on this?)
- **Grants and Donations:** Nothing had been heard from EG Stoolball or the Town GS/TH Museum. GS to co-ordinate attendances at the SSAFA concert. TH to coordinate attendances at Remembrance day.
- **Membership:** Contact had been lost with [REDACTED] despite our best efforts to find CN her. Agreed to cease her membership, which could of course be reinstated if she is subsequently found.

#### 15 Dates of Subsequent meetings

- Wednesday 2nd November, 7pm. Normal Meeting
- Wednesday 14th December, 7pm
- Wednesday 25th January, 7pm

Signed:

Name: C.Nunn

Position: Chairman

Date: 2nd November 2016

