

East Grinstead Memorial Estate Ltd

Registered Charity No. 305211 Company No. 468425

MINUTES OF THE SIXTY-EIGHTH ANNUAL GENERAL MEETING

held at 7pm on Thursday 25th May 2017

at the Rehearsal Room, Chequer Mead Community Arts Centre,
De La Warr Rd, East Grinstead, RH19 3BS

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

In additional 23 members were present in person and 8 had submitted forms of proxy.
Apologies for absence were received from 22 Members

Introduction

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

The Chairman introduced Lorraine Young, a Fellow of the ICSA who was at the meeting to advise on Company law and Item 7 on the Agenda (Change of Articles of Association) in particular. She is not a Member and does not have a vote.

He advised Members that until new Articles were adopted in Item 7 on the Agenda (assuming a positive vote), the meeting would be conducted according to the existing Articles.

1. 2016 Report and Financial Statement

The report and statement had been distributed to members before the meeting.

The Chairman read out the Report which covered events in 2016, as well as giving an update for the first few months of 2017. At the end of each topic the Chairman paused for questions and/or comments:

- Richard Barnby (RB) noted that there had been a 14 month gap in Steering Meetings with MSDC. CN agreed that this was unsatisfactory but apparently had been due to many staff changes at MSDC. RB also stressed the need for a clear "P&L" for the SANGS project and CN definitely agreed (although it was not yet forthcoming). RB also noted that no visitor survey was due until 2020, by which time it could be too late with undue pressure on the Estate (or alternatively no relief for Ashdown Forest). CN said that anecdotal evidence suggested that visitor numbers to Ashplats had risen, but that overall damage was less as walkers were sticking to the new path.
- Colin Johnson (CJ) asked how MSDC were performing. CN gave them "8 out of of 10" and added that we must continue to keep the pressure on them.
- Michael Vickers commented that at our proposed "meet and greet" with our neighbours on June 6th that we shouldn't talk down to them.

Nigel Davis (ND) gave a summary of the accounts, including comments on the change to FRS102 and the revaluation of the Estate to a more realistic figure.

- CJ queried how the overall level of grants was determined and ND responded that this was a matter of judgement for the Council.

There being no other questions or comments, Philip Baker proposed acceptance of the 2016 Report and Financial Statement. This was seconded by Penny Fisher and unanimously agreed by a show of hands, all proxy votes having also been supportive.

2. Reappointment of Company's Accountants

The Treasurer reported that he felt Brooks and Co did a good, and cost-effective job preparing our Annual Financial Statement and suggested they be reappointed and that Council should be authorised to set their fees. This was formally proposed by Gwyneth Shuttleworth (who reminded the meeting that "Brooks" had no

"e" in it, as per the Agenda), seconded by Richard Sweatman, and approved unanimously by a show of hands, all proxy votes also having been supportive.

3. **Election of Chairman**

There being no other nominees, Christopher Nunn was duly declared re-elected as Chairman

4. **Election of Vice Chairman**

There being no other nominees, Graeme Stagg was duly declared re-elected as Vice Chairman

5. **Election of Council Members**

By rotation, 4 Council members had resigned and offered themselves for re-election. There were no other nominations for these positions, so Nigel Davis, Christopher Nunn, Christopher Russell and Richard Sweatman, all of whom had offered themselves for re-election, were duly declared re-elected.

6. **Change of Company Name**

An explanation of the reason for the change of the Company name had previously been circulated to Members. The Chairman reinforced the need for the name to better reflect what it is that we do, and more importantly what it is that we don't do (i.e. look after one or more war memorials).

It was suggested that the word "war" should still be included, and also that perhaps the name should refer to "East Court" rather than "East Grinstead".

The Special Resolution **THAT the name of the Company be changed to "East Grinstead Memorial Estate Ltd"** was then proposed by Richard Sweatman, seconded by Lynn Graysmark. 2 members (including the proxy votes) voted against, but there was a strong show of hands in support. The Chairman therefore declared the Special Resolution carried.

7. **Amended Articles of Association**

An explanation for the reasons behind the proposed changes to the Articles had been circulated to Members with the Notice of the meeting. Our Articles were out of date and needed to reflect Company Law and common practice. The new Articles were based on a Government model.

- The clarification of the Objects was understood and agreed
- There was some concern about the Directors, rather than the Members, electing the Chairman and Vice Chairman, but this was justified as "common practice", and anyway, it is the Members who vote for the Directors.
- There was some discussion about the possibility of Member subscriptions and the Chairman said that this was a real possibility to cover the high administration cost of our 300+ membership base.
- John Ablett queried some of the more obscure clauses but LY explained that these were in the Government model, and if they weren't causing any harm she advised that they were best left in "just in case" some of the unlikely events occurred.

The Special Resolution **THAT:**

(a) the articles of association of the Company be amended by deleting all of the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association; and

(b) the articles of association contained in the document marked 'A' submitted to this meeting, and for the purposes of identification, signed by the Chairman, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of the Company

was then proposed by Melvin Philips and seconded by Colin Johnson. 1 member (including the proxy votes) voted against, but there was a strong show of hands in support. The Chairman therefore declared the Special Resolution carried.

Close of Meeting

The Chairman wished to acknowledge the effort and input from the Council Members, the Members, and the volunteers at Ashplats Conservation Group for all the hard work they put into the Company and it's Estate.

The Vice Chairman also wished to acknowledge the efforts of the Chairman. The members were pleased to support these remarks.

There being no other business, the Chairman duly declared the Meeting closed at 8.29pm.

Signed:

Name: C.Nunn

Position: Chairman

Date: 19th July 2017

A handwritten signature in black ink, appearing to be 'C. Nunn', written over a horizontal line.