

Resolution 2

Dr Pratt's legal expenses

“Members agree that Trustee Dr Pratt's legal expenses, to resolve Trustee tenure, be met by the Open Spaces Society” (as have the expenses of other Trustees in resolving this matter)”.

Proposed by Trustee Miss S Burfoot, seconded by Trustee Dr H Pratt (in personal capacities).

Proposer's comment

Miss Burfoot was invited to write up to 500 words of explanation for our members. She replied 'I have nothing to add to my motion.'

The board of trustees opposes this resolution and comments as follows:

We oppose payment of Dr Pratt's legal expenses because:

- (a) it would be a misuse of our charitable funds: and
- (b) the resolution itself contains a false and misleading statement.

The expenses referred to in the resolution relate to Dr Pratt's interpretation of the memorandum and articles of the society as meaning that long-standing trustees should immediately resign. The board of trustees rejected Dr Pratt's interpretation. Without requesting any authorisation from the society Dr Pratt then sought professional advice and received two letters in response. The first was from a non-lawyer (this letter is Dr Pratt's supporting document for resolution 1 at the AGM) and the second from a firm of solicitors which was not relevant to the issue of whether the three trustees should or should not stand down, but was about their eligibility for re-election in the future. It was, in any case, based on incorrect information. We understand that Dr Pratt paid around £600 for the two letters.

Miss Burfoot states in her resolution that the 'expenses of the other trustees in resolving the matter' have been met by the society. This is not so. No other trustee has had any legal expenses incurred or

met. The society sought legal advice from the solicitors who helped draw up the memorandum and articles but a fee for the resultant letter, which vindicated the society's stance, has not so far been received. It may be of interest that Dr Pratt said to the trustees (29 March) 'if you wish to check, or challenge, this legal advise (*sic*), attached, it will be at your own private expense'.

Approval of this resolution would set a worrying and unhelpful precedent which would enable any trustee to incur expenses for the society without prior approval through agreed procedures. It would also set a dangerous precedent that decisions made by the board of trustees would not be binding on individual trustees. Finally, if the resolution was passed and the trustees acted on it, they could be personally liable for wrongful expenditure of charitable funds.

The trustees therefore urge members to vote *against* this resolution.