

**ANNUAL GENERAL MEETING
OF OPEN SPACES SOCIETY
(limited company number 7846516, charity number 1144840)**

**Minutes of the Annual General Meeting held at the Birmingham and Midland Institute, 9
Margaret Street, Birmingham B3 3BS
on Tuesday 16 July 2013**

PRESENT

Mr Paul Clayden	(vice-president)
Mr Edgar Powell	(vice-president)
Mr Tim Crowther	(chairman)
Mr Graham Bathe	(vice-chairman)

and 25 other members of the society (exercising a total of 31 votes), five members of staff and seven guests.

Apologies were received from 46 members.

WELCOME BY THE AGM CHAIRMAN

- 13/1 The AGM chairman, Paul Clayden, welcomed members to the meeting. He began by congratulating the society on winning an Elinor Ostrom award, which the general secretary had received in Japan in June. He spoke of the adverse effect of the Growth and Infrastructure Act on village greens. The society had already published a new edition of *Getting Greens Registered* to reflect the changes in the law and he said that the society was noted for getting on with what needs doing, it doesn't set up committees and procrastinate.
- 13/2 The Localism Act 2011 had introduced neighbourhood planning but so far there had been little progress. The National Planning Policy Framework enabled people to identify land as Local Green Space but research indicates that, 16 months, on, virtually none has been designated. However, there was some potential good news

with the draft Deregulation Bill which would introduce laws to streamline the claims of unrecorded rights of way in England, in line with the recommendations of the Natural England national stakeholder group on which the society had been represented. The differences between the laws in England and Wales were becoming marked, and the society needed to remain vigilant in both countries.

APPROVAL TO LIMIT SPEECHES

- 13/3 It was agreed that speeches on resolutions (other than the adoption of the annual report and accounts) would be limited as follows: proposers of motions maximum five minutes, others maximum three minutes.

APPOINTMENT OF TELLERS AND SCRUTINEERS

- 13/4 It was agreed to appoint Ellen Froggatt and Christine Hunter as tellers and scrutineers.

MINUTES OF THE ANNUAL GENERAL MEETINGS ON 10 JULY 2012

- 13/5 It was agreed that the minutes of the unincorporated and incorporated bodies be approved and signed.

MATTERS ARISING FROM THE MINUTES

- 13/6 There were no matters arising.

ADOPTION OF TRUSTEES' REPORT FOR 2012

- 13/7 Tim Crowther (chairman) proposed the adoption of the trustees' report for 2012. He said that this was the first report of the incorporated society. It had been a significant year of activity. Matters raised in 2012 were now coming to fruition. The rebranding was completed and the outcomes had been positive. We had reviewed our governance and the articles of association to put us in better shape to meet forthcoming challenges. We had made good progress on the review of our strategic plan, which was slimmed down, less aspirational and more sharply focused. We were consulting members on this.

- 13/8 The trustees' report was seconded by John Lavery.

- 13/9 The general secretary, Kate Ashbrook, spoke to the trustees' report. She said that as we approached our 150th anniversary she felt more than ever the hand of history on our shoulders. We were founded to campaign for green spaces in towns, and green spaces were now threatened as never before, by a government driven by development dogma. We had fought the measures on village greens in the Growth and Infrastructure Bill without success, and now we faced the Anti-social Behaviour, Crime and Policing Bill which would allow local authorities to restrict activities and possibly exclude the public from public spaces on alleged grounds of anti-social behaviour.



- 13/10 It was at times like these that we particularly missed our vice-president and former trustee and parliamentary agent, Bernard Selwyn, who died aged 87 last May. His meticulous attention to detail, and his willingness to take up our cause and win us respect and admiration, had been invaluable.
- 13/11 Our work on commons and greens remained our unique selling-point, and we had been pleased to work more closely with the Foundation for Common Land, in particular on the campaign to persuade the government fully to implement part 1 of the Commons Act 2006 to update the commons registers. We are notified by law of all applications for works on, or exchanges of, common land, and our analysis of decisions shows that we do not usually object, but when we do object we have some influence.
- 13/12 On rights of way, we broadly welcomed the draft Deregulation Bill's clauses on rights of way, though remained wary of the proposal for landowners' right to apply for path changes, which had not been part of the stakeholder group's agreement, and to which we might wish to object. The developments with the Welsh Government on legislation provided us with an opportunity to lobby for better measures for commons, greens, spaces and paths, and we intended to do so, despite having no staff based in Wales. We remained dependent on local correspondents and other active members to promote our cause
- 13/13 The general secretary ended by thanking the staff, trustees and in particular the chairman, local correspondents, other volunteers and members.

ADOPTION OF ACCOUNTS FOR 2012

- 13/14 The adoption of the annual accounts was proposed on behalf of the board of trustees by Chris Beney. Chris welcomed Andrew Swann whom the committee had co-opted and elected as treasurer in June.
- 13/15 Chris Beney explained that for management purposes we treat our income as being of two sorts. The first is subscriptions and appeals and the wonderful gift aid thereon, which doesn't vary much. Our membership had kept up well in the present financial climate (up 32 in the year) and there was a significant increase in appeals income. The second is legacies plus large gifts which can vary dramatically from year to year. We went through a bad patch a few years ago but recently have received funds from this source well over average. Our long-term average legacy income was about 30 per cent of subscriptions, but for the last few years they have been roughly equal, though we can't assume this will continue.
- 13/16 We therefore set up a policy of keeping reserves of 48 months' spend plus close-down costs. Any funds beyond that, under the normal Charity Commission guidance, have to be applied to furthering our charitable aims. We are actively pursuing that. He ended by urging all members to ensure they leave a legacy to the society in their wills or to encourage appropriate friends or colleagues to do.



13/17 The adoption of the accounts was seconded by Phil Wadey.

13/18 Peter Kidner queried the references to the Charities Act 2011 and Companies Act 2006 in different parts of the accounts and the office undertook to look into that.

[Post-meeting note: the independent examiner has advised that the Open Spaces Society is an incorporated charity, limited by guarantee, and has to comply with the relevant legal directions (ie Charities Act 2011 and Companies Act 2006). The requirement for an audit for entities under these two different legal bodies is different. For example, one of the criteria for requiring an audit as a charity is: *if income from incoming resources is greater than £500k an audit is required*, whereas for a limited company: *if the company's turnover is greater than £6.5m the company is required to have an audit*. There are other tests, such as gross assets, staff numbers etc, but the income/turnover tests give an example of the differences between the two Acts, and therefore audit exemptions. As a limited company (under Companies Act 2006) the OSS has to state specifically on its balance sheet why it has audit exemption under Companies Act 2006. The wording in the independent examiner's report is standard wording as issued by the Charity Commission, and the trustees and independent examiner do not want to deviate from what is required, and what has to be complied with under the law.]

13/19 The adoption of the annual report and accounts was put to the vote. After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

For	126
Against	nil
Abstain	nil

The resolution was carried.

ELECTION OF VICE-PRESIDENTS AND MEMBERS OF THE BOARD OF TRUSTEES

Vice Presidents

13/20 Diane Andrewes proposed and Phil Wadey seconded the election of the following vice-presidents: Lord Clark of Windermere, Len Clark, Mike Clarke, Paul Clayden, Roger de Freitas, Tony (Lord) Greaves, Richard Mabey, Edgar Powell, John Riddall, Ronald Smith and Pat Wilson.

13/21 After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

For	127
Against	nil
Abstain	1

The resolution was carried.



Trustees

13/22 As there had been three vacancies on the board of trustees at the closing date for nominations, the following were elected without a ballot: Tim Crowther, Peter Kidner and John Lavery.

13/23 It was noted with sadness that Jean Macdonald had not sought re-election and was standing down as a trustee. The chairman, Tim Crowther, said that over the last three years Jean had made her mark on the affairs of the society. As vice-chairman she had supported the chairman with distinction, and the Open Space Award, which had proved a remarkable success, had been inspired by her.

APPOINTMENT OF INDEPENDENT EXAMINERS FOR 2013

13/24 It was proposed by Diane Andrewes and seconded by Peter Kidner that Villars Hayward, chartered accountants and registered auditors of Henley-on-Thames, be appointed independent examiners for 2013.

13/25 After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

For	126
Against	nil
Abstain	1

The resolution was carried.

RESOLUTIONS

13/26 Phil Wadey proposed and Chris Beney seconded the following special resolution on behalf of the board of trustees:

Articles of association

That the updated version of the Articles of the Open Spaces Society headed 'Version for the 2013 AGM' and enclosed with the AGM papers be approved.

13/27 After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

For	128
Against	nil
Abstain	2

The resolution was therefore carried.



13/28 Paul Brown proposed and Edgar Powell seconded the following resolution.

Local correspondents' forum

This AGM requests trustees to implement a forum to promote the education, training and advancement of local correspondents and members in rights-of-way issues. The forum shall be dedicated to this purpose and the first meeting is to be before autumn 2014. This AGM proposes that the forum would receive and discuss changes in legislation relating to the work and objectives of the society. This may include consideration of any relevant law, legal clarification, appeal, judicial review, planning inspectors' decisions, and any relevant professional advice available.

13/29 After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

For	125
Against	1
Abstain	4

The resolution was therefore carried.

13/30 John Ives proposed and Doug Carr seconded the following resolution:

Members' representative

That the meeting resolves to appoint a members' representative to attend board meetings as an observer.

13/31 The resolution was fully discussed. In supporting the resolution some members present expressed concern that the society was not being sufficiently open and transparent in its governance and were critical of management procedures. On behalf of the trustee board, Phil Wadey opposed the resolution but said that the board would discuss the comments made and in particular consider the publication of the non-confidential parts of the minutes of trustee board meetings.

13/32 After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

For	25
Against	102
Abstain	4

The resolution was therefore defeated.

13/33 At 12.35 the chairman adjourned the meeting until after lunch so that the votes could be counted. At 1.50 pm the voting figures were announced. The chairman closed the meeting at 1.55pm

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The following took place outside the AGM:

Tim Crowther presented a certificate to The Grange Area Trust, Buckinghamshire, as the overall winner of the 2013 Open Space Award. Trevor Dean, John Moorby, Lyn Ryan and David Wainman gave a presentation to the meeting on the work of the trust.

Tim Crowther presented a certificate to the Cobham Conservation and Heritage Trust as runner-up, for its Riverhill regeneration project in Cobham Surrey. David Tipping from the trust and Laura Richardson from Elmbridge Borough Council gave a presentation on the work of the trust.

Kate Ashbrook spoke on Commons worldwide.

John Hall spoke on 'Coventry City Council, no duty to protect and assert?'

Paul Partington spoke on Somerset County Council's failure to act on rights of way.

Chris Beney spoke on the Equality Act and path furniture.

The afternoon session closed at 3pm.

*P. Clayden  
8 July 2014*



**The Open Spaces Society 25a Bell Street Henley-on-Thames RG9 2BA**

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