



Friends of the River Crane Environment

## ANNUAL GENERAL MEETING OF CHARITY REGISTRATION NUMBERS 1108542 and 1155971.

The Twickenham Club, Church Street, Twickenham on 25<sup>th</sup> November 2015 8pm

### Minutes of the Meeting

In attendance were:

Gary Backler (Trustee), Frances Bennett (Trustee), Colin Cooper, Douglas Craik (Trustee), Michael Day (Trustee), Christine Diwell, Timothy Elson (Trustee), Robert Gray (Trustee), Elisabeth Hall, Anne Hardwick, Lawrence Jones, Angela Kidner, Patrick Kidner, Paul Leonard, Michael Mabin, Keith Martin (Trustee), Sally Maynard, Ian McKinnon, Robert Monk, Martin O'Gara (Trustee), Maureen Payan, Peter Payan, Joe Pecorelli (Trustee), Jane Satchwell (Trustee), Susan Scorer, Richard Smith, Anna Smyk (Trustee), Jo Tipping, Geoffrey Tipping, Des Wilson

There were also two non-members present Oliver Kennedy and Kathy Tomany, plus the guest speaker Bob Barton

#### 1. Apologies

Apologies were received from the following members: Chris Hern (Trustee), Richard Clemence, Tanya Mathias, Trudi Morgan, John Simpson

#### 2. Minutes of the previous meeting

The minutes of the previous AGM were agreed and there were no matters arising. Lawrence Jones proposed that the minutes were accepted as a record of the meeting and this was seconded by Martin O'Gara.

#### 3. Reports and accounts To consider a reports from trustees

**3.1. Incorporation** The secretary reported on the progress of incorporating the charity. In 2013 the AGM agreed to change the model of governance for the charity from and unincorporated association to an incorporated charity. This meant that we were required to establish FORCE as a company with a linked charity. To date we have set up a new charity and a linked company but there are a couple more steps to take in the process. We need to finalise the transfer of assets from the old charity to the new charity and then dissolve the old charity.

This evening we are holding the AGM of the old charity and there are resolutions relating to both these actions. We are also asking members to agree that trustees remain in post until the time that the charity is resolved without going through the annual re-election process.

In addition we are holding a meeting of the new charity and asking the Friends to recommend the adoption of the accounts of the new charity, and agree to the recommendation that 4 trustees be re-elected to the board (With the new charity trustees retire in rotation and can be re-elected to the board.)

There is one more step that we would like to take in the incorporation process. As we have explained at previous AGM's we should like to become a Charitable Incorporated Company (CIO) who report only to

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the Charity Commission rather than both the Charity Commission and Companies House. We are currently waiting for the legislation to be enacted that would allow us to convert to a CIO without having to go through the process of setting up a new CIO, changing bank accounts, transferring the assets charity name and so on. We already have a resolution from the Friends that would allow us to do this and will act on it once the legislation is in place hopefully early in the New Year. Lawrence Jones commented that a charity that he was involved with had difficulties with their bank when changing from a charity to a CIO and that this was something that trustees should be aware of, as the process was more complicated than it might seem to be.

#### **Review of the year 2014-2015 by the Chair**

- i. The Chair noted that for the first time an annual review had been prepared for the charity. In addition to being available at the AGM it was also available on the FORCE website.
- ii. The Chair noted that although incorporation was still an ongoing issue it has not changed the fundamental purpose or activities of the organisation and this year had seen several significant developments. The trustees have worked to develop a 5 year strategy for the charity and we have put in place 7 portfolios to enable us to optimise the way that we work. We have always resolved to be a voluntary organisation and this resolve has not changed. We have also worked carefully on developing strategies to XXXX risk in all aspects of our work and have comprehensive policy and plan to ensure that this is incorporated into our work programme. The communication portfolio remains which out a leader or support although we have made great strides in this area through our new website and regular use of our Facebook page.
- iii. This year the Treasurer has been working closely with Mike Mabin and John Simpson in order to develop new structures and accounting processes for the charity as an incorporated charity. It has always been her intension to step down after the first reporting period. This year our membership and donations amounted to £3000, but we were able to pull in £30k in grant funding. Membership funding, which our core is funding, therefore allows us to get involved in much larger projects many of which are outside our natural sphere in influence in the lower Crane.
- iv. We have developed a group of skilled contractors and partners who deliver projects on our behalf – these include TCV, CVP and the Citizen Crane teams who work up and down the catchment. We also have relationships with schools, universities and local councils.
- v. In addition to our monthly volunteer days we have delivered a number of volunteer days in the catchment working in partnership with TCV, and have worked with them and Richmond Council to open up 5 new spaces. We have also worked with partners to enhance new habitats – and this year have put a kingfisher bank in at Mill Road and working with ZSL have been involved in the installation of 2 eel passes. These have been successful at trapping 600 eels that have come into the Crane.
- vi. We have had an active programme of education and training and are beginning to develop the access along the Duke of Northumberland's River and working with the steering group to open up a currently inaccessible piece of land at Silverhall Park in Isleworth.
- vii. We are also working with 2 developers at the station site and the St James' site to open up new routes and have been working closely with TCV to establish green gyms in Richmond and Hounslow.

#### **Business relating to charity registration 1108542**

##### **1. Review and adoption of accounts for year ending March 2015 charity registration numbers1108542.**

At the close of the last financial year 2013-14 the charity had £28,714 in the bank. On 1<sup>st</sup> April 2014 these funds were transferred to a new company account. Since that date the only funds that have come into the old charity account were from one grant and some although not all of the membership fees and donations from members. We now intend to write to members to remind them to transfer their standing orders to the new charity and will close the account.

One member asked whether funding was still divided into restricted and unrestricted funding and the treasurer answered that this was the case but the only funding held by the old charity was unrestricted

funding which comes from membership fees. Restricted funding has been managed this year by the new charity.

The Chair asked members to approve the resolution to adopt the accounts for the charity registration number 1108542. Colin Cooper proposed the adoption and this was seconded by Tim Elson. There were no objections from members.

## **2. Dissolution of Charity Registration Number 1108542 FRIENDS OF THE RIVER CRANE ENVIRONMENT**

The trustees put forward a resolution to approve the Dissolution of the charity Registration Number 1108542 once the assets have been transferred in full to 1155971 FRIENDS OF THE RIVER CRANE ENVIRONMENT. This resolution was proposed by Anna Smyk, Treasurer and was seconded by Colin Cooper. There were no questions or objections from members.

## **3. Trustee elections**

Trustees put forward a resolution that the current trustees remain as trustees of the charity Registration Number 1108542 until such a time that the charity is dissolved, and that officers of the charity remain unchanged. This resolution was proposed by Paul Leonard, and seconded by Colin Cooper. There were no questions or objections from the members.

## **4. Members proposed resolutions**

No proposed resolutions were received by the Secretary.

### **Business relating to charity registration 1155971**

#### **1. Review and adoption of accounts for year ending March 2015 charity registration 1155971.**

The treasurer reported on the accounts for the new incorporated charity and began by saying that these accounts are now available on the FORCE website. At the start of the year the new charity received funds from the old charity accounts. The chart in the Annual Review in the financial summary shows that these assets amounted to £28,718. This summary also breaks income into restricted and unrestricted funding. Income for the first year of operation was £63,833 of which £3,804 was unrestricted and was made up of membership fees and donations. £60,029 was unrestricted and derived from awards but principally from the Big Green Fund. Over the year expenditure was £68,052 of which £6,525 was unrestricted and £15,437 was restricted.

For the first time trustees have recorded the hours that they have worked to contribute to the delivery of projects Using the rates adopted by Heritage Lottery Fund this equates to £112,500 as a gift in kind. In addition to this trustees spent 2,000+ hours on governance related issues.

Geoff Tipping proposed that the charity accounts for the period 01 April 2014 to 31 March 2015 and the financial examination were adopted and this was seconded by Mike Mabin. There were no objections from the members.

#### **2. Resolution to approve the recommendation that the following trustees retire by rotation.**

Angela Kidner proposed the resolution to recommend that Gary Backler, Frances Bennett, Douglas Craik, Mike Day retire as trustees. Mike Mabin seconded the proposal and there were no objections from members

#### **3. Appointment of charity trustees by rotation for charity number 1155971**

##### **Resolution to approve the recommendation the election of the following trustees:**

Colin Cooper proposed the resolution to recommend that Gary Backler, Frances Bennett, Douglas Craik, and Mike Day are elected as trustees. The resolution was seconded by Mike Mabin and there were no objections from members.

#### **4. Membership fees**

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The membership secretary noted that the fee structure has been in place since the charity started, and brings the charity an unrestricted and growing income. The secretary recommended that the fees remain as they are especially given the current climate of economic restraint. A member asked about donations and the membership secretary noted that donations are accounted for separately and were 41% of the unrestricted income of the charity. There were no objections from members to the proposal to leave membership fees unchanged.

There was a query from members about gift aid on donations and membership fees. The treasurer noted that 13% of unrestricted income was from gift aid claimed on fees and donations.

Another member noted that asking members to change standing orders may result in the loss of some members. The membership secretary acknowledged that this was the case but also said that in the past establishing standing orders with the banks had been more difficult than it is currently with online banking services.

#### **5. Members proposed resolutions**

No proposed resolutions were received by the Secretary.

#### **6. Any other business**

Paul Lenard mentioned a video that he had made of a recent FORCE volunteer day which he had shown at an international conference. Patrick Kidner mentioned a recent video made by Holly Lodge about their work, which was available on their website. Colin Copper said that he was able to help with making videos available through websites.

Geoff Tippng asked about the path through the Twickenham Junction Rough. The Chair responded that the developer was currently working to install the path prior to transferring the land to the council. The council were aware of security concerns in the area around March Farm Allotments. FORCE hopes to have a volunteer day on site later in the year.

#### **7. Close of formal business.** The Chair closed the meeting and following refreshments members listened to a short talk after the meeting by Bob Barton, Secretary of the Friends of Cranford Park.