

The Kew Society **APPROVED** Minutes Extraordinary General Meeting 22nd March 2017

The Kew Society
Notes of the Extraordinary General Meeting

Date: Wednesday 22nd March 2017

Time: 19.00 – 20.30 hrs

Venue: The National Archives, Kew TW9 4HF

TKS Committee Attendees:

Caroline Brock (CB)	(Chair, Planning, Environment)
Mike Adams (MA)	(Hon. Treasurer)
Mary Done (MD)	(Hon. Sec., Events, Environment)
Avril Dalglish (AD)	(Environment)
Christopher Cannon (CC)	(Co-opted Planning)
Martin Taylor (MT)	(Planning)
John Oxley (JO)	(Planning)

Patrons attending:

Gudrun Edwards	(Patron)
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Abbreviations :

The Kew Society - TKS

Extraordinary General Meeting – EGM

Charitable Incorporated Organisation – CIO

Her Majesty’s Revenue and Customs - HMRC

Agenda Item		Responsibility
1.	<p><u>Apologies for Absence</u></p> <p>Nicholas Armour Nick Baird Nora Dennehy Sir David Durie Michael Fletcher Sir Donald Insall Baroness Tonge of Kew</p>	
2.	<p><u>Introduction and presentation</u></p> <ul style="list-style-type: none"> CB welcomed members to the EGM and thanked them for attending. The meeting was quorate with 31 members present, more than the 20 required. CB reminded members that the proposal that the Committee should take forward a change in status for the Kew Society from an unincorporated association to a Charitable Incorporated Organisation (CIO) had been agreed at the 2016 Annual General Meeting. The purpose was to safeguard Trustees and members from financial liabilities should their activities be legally challenged. Though the risks were low, in an increasingly litigious society it was sensible to reduce any risks by taking the opportunity 	

	<p>to change the status of the Kew Society into a new type of corporate entity, a CIO, which offered more protection. The change in status would not result in the loss of any of the current functions of the Kew Society. The new Constitution was based on a model provided by the Charity Commission as representing best practice.</p> <ul style="list-style-type: none">• MA set out the process that had been undertaken since the AGM and the next steps should the motion before the meeting be approved. A CIO Steering Group had developed a first draft Constitution which had been reviewed by the Executive Committee and then by TKS Patrons before posting on TKS website together with explanatory guidance notes. The new Constitution was very largely based on the model provided by the Charity Commission. The objects of the Society remained the same as now and the powers also permit what we currently do. Terms of office for Trustees remained unchanged and Officer posts remained the same but we were removing the posts of President and Vice President which had not been filled for some years. MA had explored practical issues which might make the change of status difficult: the continued payment of standing orders and the transfer of gift aid. The Kew Society's bank had confirmed in writing that standing orders could simply be transferred to the new entity. This was not the case with all banks and had been a problem for the Richmond Society with their bank, resulting in a lot of extra work for them in contacting members to change their standing orders. MA had also been in contact with HMRC about the Kew Society's Gift Aid position with the Society moving from an unincorporated association to a Charitable Incorporated Organisation. Declarations will carry over for the benefit of the new Organisation provided that the name stays the same, which it will do. To be quite sure that all practical issues are resolved, the existing Society will not be wound up until all the Gift Aid that it is entitled to is finalised, and all outstanding matters are addressed relating to creation of the new Society and the closing down of the old Society.• Next steps if the motion to move forward is agreed will be to seek registration of the CIO by the Charity Commission. The aim is to align the start of the CIO with the start of TKS next financial year on 1 August 2017. TKS bank account will move to the CIO as will memberships. The unincorporated association will be closed once the whole process of change is complete.	
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3.	<p><u>Motion and thanks</u></p> <ul style="list-style-type: none">• Following questions, the motion was put to the meeting:<ul style="list-style-type: none">○ to approve the changes to the constitution of The Kew Society, creating a Charitable Incorporated Organisation○ to register The Kew Society as a Charitable Incorporated Organisation with the Charity Commission○ to transfer the assets of the present unincorporated association to the new Charitable Incorporated Organisation○ to close the unincorporated association.• The motion was unanimously approved. There were no abstentions.• Thanks were extended to Mike Adams, Caroline Brock, and the CIO Steering Group - Donna McDonald, Avril Dalglish and Sir David Durie - for all their hard work to date.	
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