

*Draft until approved by AGM*



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charity no 1144840, registered in England and Wales, limited company no 7846516

**ANNUAL GENERAL MEETING  
OF UNINCORPORATED  
OPEN SPACES SOCIETY (charity no 214753)**

**DRAFT Minutes of the Annual General Meeting held at Friends' House,  
Euston Road, London NW1 2BJ on Tuesday 10 July 2012**

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**PRESENT**

|                     |                  |
|---------------------|------------------|
| Mr Roger de Freitas | (vice-president) |
| Tony (Lord) Greaves | (vice-president) |
| Mr Edgar Powell     | (vice-president) |
| Mr Bernard Selwyn   | (vice-president) |
| Mr Tim Crowther     | (chairman)       |
| Mrs Jean Macdonald  | (vice-chairman)  |

and 41 other members of the society, six members of staff  
and five guests.

Apologies were received from 99 members.

**WELCOME BY THE AGM CHAIRMAN**

- 12/1 The AGM chairman, Roger de Freitas, welcomed members to the meeting. He spoke of his visit to Turkey the previous week in wonderful limestone country where there was an immense footpath network but the question was who would maintain it. The Open Spaces Society represents a parallel movement where 150 years ago societies like ours kept this countryside accessible so that we can now all get out there and enjoy it. He urged the society to look outside its membership for board members; there would be people in similar jobs elsewhere who understand what we are doing and could bring experience and skills. We were not going to double our membership but we would be able to find funding if we were doing things for public benefit. We needed imagination and pluck and to envisage a future in which our trustees were people not in the room now, but who were involved in new areas needed to drive this wonderful movement of ours to its 150<sup>th</sup> anniversary.

**APPROVAL TO LIMIT SPEECHES**

- 12/2 It was agreed that speeches would be limited as follows: proposers of motions maximum five minutes, others maximum three minutes.

## **APPOINTMENT OF TELLERS AND SCRUTINEERS**

- 12/3 It was agreed to appoint Ellen Froggatt and Julie Jiggins as tellers and scrutineers.

## **MINUTES OF THE ANNUAL GENERAL MEETING ON 5 JULY 2011**

- 12/4 It was agreed that the minutes be approved and signed.

## **MATTERS ARISING FROM THE MINUTES**

### **11/11: History of the society**

- 12/5 The general secretary reported that we had the 150<sup>th</sup> anniversary of the society very much in mind and were pursuing Bernard Selwyn's proposal of producing an anniversary book. We had found a volunteer to carry out some research but unfortunately she had now taken another job and we were wondering how best to produce the history. Beverley Penney was assisting us as a volunteer and we would be putting a report to the trustees in September.

### **11/24: Interpretation of the objects**

- 12/6 The general secretary said that, although the minutes correctly recorded what Hugh Pratt had said at the last AGM, she needed to put the record straight because he was incorrect. He had claimed that the first verb of the objects was to 'create' and only the second verb was to 'conserve'. In fact neither 'create' nor 'conserve' appeared at all in the objects so that statement was incorrect. The first verb in the objects is 'protect' in relation to common land. In any case, the objects should be read as a whole and not prioritised.
- 12/7 She said that Hugh Pratt had also asked how many footpaths we had created. The society did not actually create paths but it encouraged and assisted others in getting paths, such as unrecorded paths, put on the definitive map.

## **ADOPTION OF TRUSTEES' REPORT FOR 2011**

- 12/8 Tim Crowther (chairman) proposed the adoption of the trustees' report for 2011. He said that incorporation, which had been completed last year, was a necessary and perhaps overdue step for the society but the exercise had provided the society with an opportunity, which we are now seizing, to put its governance on a more business-like footing. We need plans and strategies on which to build the future but we need to be careful that the compilation and implementation of such documents do not overshadow, undermine or disrupt the delivery of the core functions which the society was set up to deliver. We should never forget that the OSS is a hard-hitting, agile and quick-reacting campaigning organisation, able and willing to be controversial, radical and maybe at times unpopular with some people. We don't want our strategy documents to be aspirational waffle and jargon-laden claptrap. So far he felt we had avoided these twin temptations.

- 12/9 During the year we had set up two specific projects, a rebranding of the society and the Open Space Award but we were only scratching the surface of our capabilities and there was much more we could be doing. He cited the growing controversy over the provision of private open space allied to retail and commercial developments, the idea of re-wilding and the crucial role that common land can play in this, and the generous provision of accessible open space when land is sold for development.
- 12/10 This was the final annual report of the old society in its various forms over the years and he looked forward with confidence and conviction to the growth and success of the new company.
- 12/11 The trustees' report was seconded by Peter Kidner.
- 12/12 The general secretary, Kate Ashbrook, spoke to the trustees' report. She mentioned in particular our work in reviewing *A Common Purpose*, the document which guided managers of common land to achieve agreement, and our training on commons for land managers, local authorities and other societies. The applications for works on common land were increasing, as were the requests for help on casework, in particular the registration of land as new greens.
- 12/13 On public rights of way our local correspondents were extremely active but we needed more of them and our support officer was endeavouring to recruit.
- 12/14 This all led to the need for more recognition of the society and Ellen Froggatt had spearheaded a new look which should in time lead to more recognition, recruitment and money.
- 12/15 The big issues facing us at present included the threat to national trails in England; the pending change in the law on village greens; the lack of clarity on the new local green space designation; the merger of the Countryside Council, Environment Agency and Forestry Commission in Wales with loss of priority to access and landscape; the Welsh agri-environment scheme which so far did not recognise access to commons, and slashed budgets. There was some good news with the recent report from the independent panel on forestry and the launch of coastal access at Weymouth. There was a huge job for the society to do.
- 12/16 The general secretary ended by thanking the staff, trustees and in particular the chairman, the volunteers and members.
- 12/17 John Ives (North Somerset) asked why members of staff were not members of the society. The general secretary replied that that was a personal matter and not one to raise at the AGM.

- 12/18 Beverley Penney (Dinas Powys) said that she had attended a commons advisory meeting on behalf of the society called by the Welsh Government to discuss delivery of the Commons Act in Wales. Thanks to the society's work on the Welsh manifesto last year there were now a number of Assembly Members who were aware of the importance of commons. It was hoped that the Commons Act would be fully implemented by 2015. One of the key drivers was *glastir*, the agri-environment scheme in Wales which and would involve commoners. Common land would benefit but there needed to be electronic registers.
- 12/19 Jerry Pearlman (Leeds) said he had attended a meeting of the Open Spaces and Green Spaces Forum in Leeds. He had complained that everyone talked about planning and no one knew about village greens. He had urged the local authority voluntarily to register land as greens to protect it from development.
- 12/20 Phil Wadey (Wiltshire) said that people think they are doing well by creating access but then fail to get the access recorded. His plea was to get the message out that in claiming access people needed to ensure that it was protected in law and properly recorded. We needed to educate people, for instance there were over 12 ways of recording equestrian rights over routes but most people only knew of one or two.
- 12/21 Peter Kidner (Somerset) enquired about the society's response to the Defra consultation on 'improvement to the policy and legal framework for public rights of way'. Kate Ashbrook replied that she would be drafting a response for the society shortly and would send it for consultation to the local correspondents. If any local correspondent wished to respond separately, he/she should do so as an individual and not on behalf of the society.
- 12/22 Bob Milton (Surrey) said that we should beware s122 & 123 of the Local Government Act which empowered local authorities to appropriate land. He also expressed concern about the failure of inspectors at public inquiries into works on commons to require the applicants to have followed *A Common Purpose*, which was being ignored.
- 12/23 John Ives urged caution on rights of way and said that Defra tells highway authorities that government sets the guidelines and it's up to the highway authorities how to interpret them. He found that compromise was the best way.
- 12/24 Mike Gee of the Finchley Society (London Borough of Barnet) said that his local council disobeyed its own rules, and metropolitan open space was under threat.
- 12/25 The adoption of the annual report was put to the vote and was carried overwhelmingly.

#### **ADOPTION OF ACCOUNTS FOR 2011**

- 12/26 The adoption of the annual accounts was proposed on behalf of the board of trustees by Chris Beney. Chris thanked Jonathan Crossman who had retired from our finance sub-committee earlier in the year. He had over the last three years given us a considerable amount of time, knowledge and experience and helped us to clarify and refine our policy and practise, and our statutory accounts and management accounts.

12/27 Chris Beney explained that for management purposes we treat our income as being of two sorts and he had illustrated this on a chart: subscriptions plus appeals and gift aid at the top of the chart and legacies plus large gifts at the bottom. One is relatively constant year on year, the second is very erratic. These two feed into a 'pot' or 'reservoir' of money and we draw out what funds we prudently can in a fairly steady stream. We keep three years' reserve in addition to the current year in the pot giving us time to take action if the level falls below three years' worth. Sometimes there will be more in the pot than three years, this is the surplus reserves, some £30,000 at present. That cannot normally be applied to new on-going costs, such as staff, as there is no on-going guarantee, but we would expect it to be applied to extra one-off projects which will help deliver our charitable aims. He ended by urging all members to ensure they had left a legacy to the society in their wills.

12/28 The adoption of the accounts was seconded by David Allard and carried overwhelmingly.

The meeting ended at 12.10pm.

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and 41 other members of the society, six members of staff  
and five guests.

Apologies were received from 99 members.

12/29 At the start of the meeting, Hugh Pratt raised a point of order that the proxy form had not been passed by the board of trustees and it was confusing.

12/30 Chris Borland, company secretary, said there was no rule that stated that the proxy form had to be approved by trustees and no other public limited company requires its proxy form to be checked by the board. The general secretary said that it had in fact been checked by our solicitor and note 1 made it clear that everyone who signed the form or attended the AGM was deemed to be a member of the new company.

12/31 Diane Andrewes moved next business and this was carried overwhelmingly.

**APPROVAL TO LIMIT SPEECHES**

12/32 The chairman asked the meeting to adopt the practice of limiting speeches as follows: proposers of resolutions maximum five minutes, others maximum three minutes.

12/33 Hugh Pratt challenged this and proposed that proposers of resolutions should have 15 minutes. This was seconded by John Ives. The resolution was overwhelmingly rejected.

#### **MINUTES OF SPECIAL GENERAL MEETINGS HELD ON 23 NOVEMBER 2011 AND 13 DECEMBER 2011**

12/34 These were approved and signed.

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

##### **Vice Presidents**

12/35 Tim Crowther proposed and Peter Newman 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, Bernard Selwyn, Ronald Smith and Pat Wilson. This was carried.

##### **Trustees**

12/36 After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

|                    |     |
|--------------------|-----|
| Diane Andrewes     | 116 |
| Graham Bathe       | 122 |
| Elizabeth Brimmell | 23  |
| John Ives          | 31  |
| Phil Wadey         | 133 |

Diane Andrewes, Graham Bathe and Phil Wadey were therefore elected to the board of trustees.

#### **APPOINTMENT OF INDEPENDENT EXAMINERS FOR 2012**

12/37 It was proposed by Robert Peel, seconded by Peter Kidner, and agreed that Villars Hayward, chartered accountants and registered auditors of Henley-on-Thames, be appointed independent examiners for 2012

#### **RESOLUTIONS**

12/38 Hugh Pratt proposed and John Ives (in the absence of Sally Burfoot) seconded the following resolution:

1. Trustee tenure

‘On advice of Charity Commission we seek to resolve Trustee tenure and members resolve that no trustee should serve more than 6 consecutive years for The Open Spaces Society, (old Society and or constituted and or incorporated).’

12/39 On behalf of the board of trustees, Chris Beney opposed the resolution.

12/40 After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

|         |     |
|---------|-----|
| For     | 20  |
| Against | 111 |
| Abstain | 8   |

The resolution was therefore defeated.

12/41 In the absence of Sally Burfoot, Hugh Pratt proposed and John Ives seconded the following 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)'.  
'

12/42 On behalf of the board of trustees, Tim Crowther spoke against the resolution.

12/43 After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

|         |     |
|---------|-----|
| For     | 13  |
| Against | 116 |
| Abstain | 13  |

The resolution was therefore defeated.

12/44 John Ives proposed and Hugh Pratt seconded the following resolution:

3. In house change projects

'That the trustees be mandated to review the current reserves policy and consider the need to free up funds to drive in house change projects designed to transform the public perception of what the Society has to offer and thereby increase membership and income. Trustees to report back to membership by 31 Oct 2012'.  
'

12/45 After a ballot of those present, and including the proxy votes received before the meeting, the votes cast were as follows:

|         |    |
|---------|----|
| For     | 36 |
| Against | 85 |
| Abstain | 17 |

The resolution was therefore defeated.

The chairman closed the meeting at 1.20pm

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The following took place during the afternoon session:

Word Association made a presentation to the meeting on the progress of the rebranding exercise for the society.

Tim Crowther presented a certificate to The Bishop's Meadow Trust of Farnham, Surrey as the overall winner of the first-ever Open Space Award. Jo Aylwin of The Bishop's Meadow Trust made a presentation to the meeting on the work of the Trust.

Beverley Penney, the society's appointee to the National Trust council, gave an update on the trust's direction and activities.

The afternoon session closed at 3pm.