



(registered in England and Wales, limited company number 7846516,
registered charity number 1144840)

Resolutions for decision at the AGM 2013

Special resolution:

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

Proposed by Tim Crowther (Chair of Trustees) and seconded by Graham Bathe (Vice-chair of Trustees)

Explanatory note

Some changes to the current articles of association of the society are needed to improve clarity and to reflect some minor amendments proposed and agreed by the trustees since incorporation in 2011. No changes are proposed to the Memorandum, which accompanied the 2011 Articles, as it has little significance now the company has been set up.

An amended version of the articles is enclosed with the papers for the AGM and is submitted for approval by members at the AGM

The main changes are:

- Some sections of the text have been rearranged to improve clarity e.g. putting Trustees' Powers before Trustee Proceedings. Despite rearrangement in some areas the major part of the text is in effect the same as before.
- Charity Commission. The objects, and any other matters requiring Charity Commission approval, have not changed except for the use of both 'motion' [*meaning a proposal before it is voted on*] and 'resolution' [*meaning a proposal voted on and passed*] instead of just 'resolution' for both. In addition we are changing the provision for amendment (1.1.4) to read 'These objects' instead of 'This provision', also simply for clarity.
- We have clarified or changed some of the voting majority requirements, introducing the requirement for two-thirds majority approval in some cases. We have made clearer the trustees' retirement rules. We have

changed the rules for holding of on-line or other electronic meetings and the calling of non-scheduled trustee meetings so as to make them fitter for purpose.

- We have laid out the text with more customary spacing and somewhat better paragraph indenting. We have used dotted underlining throughout to refer to terms defined in the glossary.

The trustees submitted the revised version to a firm of lawyers competent in charity constitutions, and have taken account of their comments.

Both the current and the proposed versions are available on our website. Copies of the current version, for those unable to access the site, are available from the Henley office.

We commend the revised version to our members.

Ordinary resolution:

9.2.1 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.

Proposed by Paul Brown

Explanatory note by proposer

This motion is looking to create a way in which knowledge and experience of RoW issues can be better captured and shared. A forum, meeting not less frequently than annually, would assist this process.

New judgements and outcomes of cases are happening all the time i.e. *Herrick v Kidner & Somerset CC* and *Ramblers v SoS, Oxfordshire CC* and *Westons* and a single page on how these decisions might help or hinder our cases seems inadequate. More discussion is needed. Local correspondents' e-mail 'ring' is interesting, but results in much circular argument and discussion, without contributing to the depth of knowledge and strategies in a concrete way. Many areas are without local correspondents and the complexity of the issues must be a factor that deters members and would-be members from becoming LCs.

New landowners put farmland to alternative uses, challenge rights of ways aided and abetted by local authorities, happy to promote diversion orders in the interests of applicants. The society must develop robust strategies to deter this tendency and minimise consequent degradation of rights of way.

I believe the society urgently needs to get smarter, and provide better guidance and strategies. The mandated forum proposed by this motion can provide the catalyst to

capture experience and knowledge. An example of a typical output from a forum would be short papers, along the lines of 'Paths, spits, & toilets'; OSS 12th May 2012.

Trustees' comment

The trustees are supportive of this resolution and, if it proves effective, believe it should usefully add to the range of the society's work.

Ordinary resolution:

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

Proposed by John Ives

Explanatory note by proposer

Trustees are responsible for directing the affairs of a charity and delivering the charitable outcomes for the benefit of its members.

Members tend to only hear from the trustees at the AGM and have little idea of the strategic direction of the society or any input into it. Minutes of trustee meetings are not published.

Recently the society has struggled to recruit new members and clearly new ideas are needed to stimulate interest.

I believe that a members' representative would be able to make a positive contribution to trustee meetings in that he/she would be able to reflect the feelings of the membership.

Trustees' comment

The trustees oppose this resolution and recommend voting against. Reasons include:

- The trustees are all (bar one co-opted person) already elected by the members, if the members feel those they elect are not representative enough the remedy is in their hands.
- There is a contradiction between the resolution itself and the proposer's comment on it. In the resolution the status is observer, in the comment the status has changed to participant.
- The proposer has not indicated how a members' representative could know the feelings of the members in order to reflect them, let alone how one such person could do that better than the present nine or so member-elected trustees.

Note: The trustees do recognise that publication of trustees' minutes is in principle good. They have over the years more than once discussed whether to publish and have so far decided against, though normally are happy to give copies of particular minutes to individuals on request. They would be happy to undertake to review this policy during 2013.