

# THE WHITCHURCH WATERWAY TRUST

[www.whitchurchwaterway.uk](http://www.whitchurchwaterway.uk)

Company No : 02280683 Charity Commission No : 701050



MINUTES OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING  
held at the Dodington Lodge Hotel, Whitchurch on 16th March 2016

## 1. Apologies for Absence

M&J Mortimer, K Green, R&D Squires, A Marlow, K Priddy, C Butler, I MacTavish, D&D Aylwin, J Burton, P Millington, M Byrne

## 2. Minutes of the Previous Meeting

Ray Hatton proposed that the Minutes be accepted as a true record of the meeting, seconded by Helen Brockman.

## 3. Matters Arising from that Meeting

None.

## 4. Annual Company Report

The chairman, Bill Young summarised the year's events and progress, and stated that more committee members were needed.

## 5. Treasurer's Report

The level of expenditure had been less this year, leading to a increased balance compared to the previous year. The accounts had been audited and were expected back shortly. Acceptance of the accounts was proposed by Lindsay Green and seconded by Mr Posniak.

## 6. Election of Independent Examiner

Bob Sumner proposed that Mr Peter Lawrence from Peter Whitfield be elected, seconded by Joan Crump.

## 7. Election of Trustees / Directors

Trustees retiring and seeking re-election were: Mr David Torrens and Mrs Joan Crump  
Mr David Smith was co-opted to join the committee on 19<sup>th</sup> August 2015 and is seeking election

### a) To re-elect Mr David Torrens

Proposed by Ray Hatton and seconded by Peter Wagstaffe. Passed.

### b) To re-elect Mrs Joan Crump

Proposed by Lindsay Green and seconded by Bob Sumner. Passed.

### c) To elect Mr David Smith

Proposed by David Torrens and seconded by Joan Crump. Passed.

### d) Nominations from the floor

None

## 8. Amendments to the Memorandum and Articles of Association

*The amendments were to make the minimum number of Committee members and the quorum at Committee meetings a comfortable number, given that we do not have as many Committee members as we would like and to bring the Constitution in line with the current practice that nominees do not vote at Committee Meetings unless they are also Trustees / Directors.*

### a) To change Article 32b to update the list of Nominating Bodies (shown in green below)

Proposed by Lindsay Green and seconded by Dave Smith. Passed.

### b) To change Article 31 to change the minimum number of Committee members from 8 to 5 and to change Article 48 to reduce the number of Committee members for a quorum from 5 to 4 (red)

Proposed by Ray Hatton and seconded by Lindsay Green. Passed.

### c) To change Articles 31 and 48 to say that for the purposes of counting the minimum and maximum number of Committee members and counting a quorum at Committee Meetings only voting members of the Committee are counted (cyan)

Proposed by Ray Hatton and seconded by David Torrens. Passed.

### d) To change Article 32b to say that the Nominee Committee members do not vote at Committee Meetings unless, by invitation of the Committee, they sign the documents to become a Trustee / Director

(purple)

Proposed by Ray Hatton and seconded by Lindsay Green. Passed.

**e) To change Article 56 to say that the Secretary does not vote at Committee Meetings unless, by invitation of the Committee, they sign the documents necessary to become a Trustee / Director**

(orange)

Proposed by Mr Posniak and seconded by Joan Crump. Passed.

### Text of Revised Memorandum and Articles of Association (Resolutions 8a to 8e)

*(Amendments for each resolution are shown in the colour noted in the resolution)*

#### **COMMITTEE**

##### Article 31

The Committee shall consist of ordinary members and nominee members and until otherwise determined by a General Meeting or as hereinafter provided, the total number of the voting members of the Committee shall not be less than five eight nor more than sixteen.

##### Article 32b

The nominee members shall be such persons appointed each year by the Nominating bodies appointed hereunder or determined from time to time by General Meeting. Each Nominating Body shall nominate one person who need not be a member of the Association to be its nominee. The first nominating bodies shall be:-

Inland Waterways Association

Canal and River Trust ~~British Waterways~~

Shropshire ~~County Council~~

~~North Shropshire District Council~~

Whitchurch Town Council

Whitchurch Chamber of Trade and Commerce

**Nominee members do not vote at Committee meetings unless, by invitation of the Committee, the nominee signs the appropriate documents to become a Trustee/Director.**

#### **PROCEEDINGS OF THE COMMITTEE**

##### Article 48

The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four five voting members of the Committee shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

#### **SECRETARY**

##### Article 56

Subject to the provisions of the Act the Secretary shall be appointed by the Committee for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Section 283 and 284 of the Act shall apply and be observed. The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The position of Secretary may be known by such other title as the Committee may approve. **The Secretary does not vote at Committee meetings unless by invitation of the Committee, the person appointed signs the appropriate documents to become a Trustee/Director.**

##### **9. Report on Basin Progress**

David Torrens outlined progress made towards the canal extension and new basin and the risks and challenges that exist.

##### **10. Vote of Thanks to Secretary**

The meeting thanked the Secretary for her work on the constitutional amendments.

##### **11. Meeting closed**

The meeting closed at 8.25pm