

## Minutes of the Annual General Meeting

**Held at RPS House, 337 Paintworks, Arnos Vale, Bristol BS4 3AR  
on Saturday 28 September 2019 at 10:30 am.**

49 members were present, of which 44 registered to vote in the AGM. Please see Appendix for list of attendees.

### 1. Notice of meeting

The meeting commenced at 10.53 am. The notice convening the meeting was reported.

Apologies were received by Robert Albright HonFRPS, Richard Tucker ARPS, and John Page HonFRPS.

In the absence of The President, Robert Albright HonFRPS due to cancer treatment, the Chair was taken by Vice President Dr Del Barrett ARPS.

### 2. Minutes of the Annual General Meeting held on 29 September 2018

The minutes of the Annual General Meeting held on 29 September 2018 were accepted as a true record of the proceedings. Proposed by Vanessa Slawson, seconded by Alastair McGhee, and carried unanimously by 29 votes in favour.

### 4. Appointment of The Society's auditors

It was proposed by Alastair McGhee and seconded by Derek Trendell that that Moore Stephens be the Auditors and that Council be authorised to appoint and agree a fee for the ensuing year. This was approved with 38 votes in favour and 1 abstention.

### 3. Annual Report and Accounts

The Chair invited questions on the Trustees Annual Report and Accounts.

Roger Reynold asked what the surplus/deficit was for the year 2018. The Treasurer confirmed that this was in the report as a deficit of £612,769.

Roger Reynolds noted that the overall cost of the purchase and fit-out of RPS House was approximately £3,5111,000 and that this was financed in part by the sale of Fenton House. Roger Reynolds asked the Treasurer how the remaining balance was financed. The Treasurer confirmed that the balance was financed by the sale of investments. Roger Reynolds noted that this would mean, with less money in reserves, income from investments would be reduced. The Treasurer confirmed that investment income would be reduced, but that RPS House still formed part of the reserves.

Roger Reynolds asked how the employment of over 20 staff could be justified given the above. The Treasurer responded by saying that the work of the RPS is diverse and extensive. He also pointed out that the charity has over £2,500,000 of free reserves, and that the Trustees are obliged, under charity law, to expend money for the purposes of the charity, and not to hold unreasonable amounts in reserve. The Treasurer also noted that a significant element of the



2018 deficit resulted from poor performance of the stock market, and that since the end of the financial year, almost £300,000 had been recovered as the stock market improved.

Roger Reynolds noted that the RPS nearly went bankrupt in 2002 and that the charity must avoid this happening again. The Treasurer agreed, noting that there will be further deficits in the coming years, but that £500,000 had been set aside for these, over and above the £2,500,000 of free reserves already noted.

The Treasurer went on to note that over time the building and activities within will generate an income stream, and that it is anticipated some of this will be in the form of grants and sponsorship.

Ralph Jacobson noted that membership numbers are gradually decreasing and that he too worried about the organisation going bankrupt. He asked if RPS House was owned or leased. The treasurer confirmed that the building is held on a 250-year lease.

Ralph Jacobson asked if the figures quoted were the final figures relating to the fit out of the new building. The Treasurer confirmed that they were.

The Treasurer emphasised that the Trustees were well aware of the financial implications of the changes they had initiated and that they had plans to address these.

Andrew Leeming requested that the average age of the membership should be recorded in the Trustees Annual Report. This was noted by the Chief Operating Officer.

Andrew Leeming enquired as to the legal status of the overseas Chapters and any risk of litigation falling upon the RPS as a result. Ralph Jacobsen noted that this had previously been explored and that the RPS has no legal responsibility for overseas Chapters.

Alan Hodgson proposed that the Annual Report and Accounts be accepted by the meeting and this was seconded by Alastair McGhee. This was carried unanimously with 44 votes in favour.

## **5. Elections results**

The Chair asked the Chief Operating Officer to make a statement about the elections prior to announcing the results.

The Chief Operating Officer reported that a number of complaints had been received during the elections process, and therefore that the trustees would commission an independent external review of the process by the RPS's lawyers, Stone King LLP. The findings and recommendations would be made public and respected by all staff and trustees, and any current appointments would be subject to this review. Also, these findings would feed into a subsequent governance review of the RPS that would be carried out in the medium term.

There was a question from the floor about how the terms of reference for the review would be decided, since the current Council would be subjects of the review. The Chief Operating Officer stated that the terms of reference would be agreed by the new Treasurer, who was not a contested candidate and would be made public.



Ralph Jacobson stated that he believed this was a good decision. Roger Reynolds stated that he believed a more rigid set of rules was needed for the elections.

The results of the elections were presented. The results were as follows:

President Elect:

- **Alan Hodgson ASIS FRPS**           **551**
- Jennie Ricketts                      Withdrawn

Treasurer:

- **John Miskelly FCA**               **690**

Ordinary members:

- **Janet Haines ARPS**               **601**
- **Carol McNiven Young FRPS**   **499**
- **Andy Golding ASICI FRPS**       **439**
- **Simon I Hill FRPS**               **335**
- Eddy Lane ARPS                    329
- Vanessa Slawson FRPS            265
- Heather Field                      192
- Karen Knorr HonFRPS            171
- Jacqueline Fowler                 157
- Suzanne Johnson LRPS           145
- David Lukey LRPS                 108

Therefore, the following were elected to Council and will become Trustees of the RPS:

- Alan Hodgson ASIS FRPS (President Elect until becoming President in 2021)
- John Miskelly FCA (Treasurer until 2023)
- Janet Haines ARPS (Ordinary Member until 2023)
- Carol McNiven Young FRPS (Ordinary Member until 2023)
- Andy Golding ASICI FRPS (Ordinary Member until 2021)
- Simon I Hill FRPS (Ordinary Member until 2021)

## 6. Resolutions

The Chair invited questions and comments on the resolutions.

Simon Hill noted that, in the absence of post nominals for a distinction, the denotation of (Hon Member) would not indicate membership of the RPS. This was noted.

Barrie Brown commented that although he supported the principle of “member resolutions” he felt that 3 years was too long before changes to recent resolutions could be brought by Members. Also, that the sub-clauses left too much power for Council to refuse a member resolution.



The Chief Operating Officer stated that these were typical clauses for such resolutions, recommended by the lawyers. It was also noted that Members could call an EGM if they wished to overturn a decision of Council, and that Members can also vote for new members of Council.

Ralph Jacobson asked for a definition of “material” in Resolution 9. The Chief Operating Officer stated that this meant any rewording, numbering or formatting would not change the intent of a resolution.

The Chief Operating Officer explained the process for voting in the room.

Votes were then taken on the resolutions and the results of votes by proxy and votes made by persons present in the room were as follows:

Resolution	For	Against	Abstain	Result
1	486	9	5	Carried
2	469	16	9	Carried
3	438	32	23	Carried
4a	244	221	27	Not carried
4b	285	161	35	Carried
5	453	12	11	Carried
6	462	8	13	Carried
7	460	8	13	Carried
8	481	3	10	Carried
9	435	42	18	Carried
10	386	59	38	Carried

NB:

- **Resolution 4.** As set out in the AGM details prior to the opening of the voting process, Resolution 4b is carried, and 4a is not carried, since 4b has more votes in favour than 4a.
- **Resolution 7.** Due to a typographical error in notes relating to Resolution 7, the Chief Operating Officer read out the following passage before the vote was taken for resolution 7:

*“It has come to Council’s attention that there was a discrepancy between the text of resolution 7 and the actual proposed amendment to By-Laws 13.4 and 13.5.*

*The intended amendment was of course the one set out in the “Further information” section of the “2019 AGM: Resolutions” document and in the tracked changes version of the By-Laws showing amendments in categories 1 to 7, namely that co-opted trustees should serve only until the next AGM in an Election Year. The logic being that trustees co-opted by the board serve until the next such time as the membership have an opportunity to elect trustees.*

*The text in the Resolution instead suggests that co-opted trustees serve only until the next AGM, irrespective of whether or not that AGM is in an Election Year. In the case of co-options to fill a vacancy, this makes no sense because if the AGM is not in an Election Year then the vacancy remains and cannot be filled because there is no election.*



*However, because the error in the wording of the resolution introduces an uncertainty, the Council will take steps to remedy that uncertainty. In respect of any trustee who is co-opted between the September 2019 AGM and the 2020 AGM (whose term, it could be argued if only the discrepant wording in the resolution is taken into account, terminates at the 2020AGM), the Council will confirm their co-option immediately after the 2020 AGM so that there is no doubt that their term continues until the 2021 AGM.*

*Because no trustee has yet been co-opted under the new provisions and because this AGM is an Election Year (meaning that all the current co-opted trustees are at the end of their terms) no-one is yet affected by the discrepancy.”*

The Chair confirmed that the By-Laws and Rules would be amended as approved and posted on the RPS website.

### **Close**

The chair closed the meeting at 12.30 pm.



## Appendix: AGM attendees

Del Barrett	Clive Haynes	Daan Olivier
Andy Beel	Gillian Haynes	Martin Parr
Malcolm Blackburn	David Hicks	Barbara Robertson
Rod Blackmore	Judith Hicks	Roy Robertson
Peter Brisley	Simon Hill	Fay Rogers
Bruce Broughton- Tompkins	Alan Hodgson	Jackie Rumble
Barrie Brown	Kevin Hunt	Vanessa Slawson
S Brown	Ralph Jacobson	Sally Smart
Jay Charnock	Rhys Jones	David Spears
Safeena Chaudhry	Edward Lane	Ray Spence
Nicholas Cook	Andrew Leeming	John Tarby
Sarah Dow	Jo Macdonald	David Thorp
Heather Field	John Margetts	Derek Trendell
Edgar Gibbs	Alastair Mcghee	Stewart Wall
Lesley Goode	Carol McNivenYoung	Rosemary Wilman
Janet Haines	John Miskelly	Andrzej Zawadzki
	Sue O'connell	

