



Minutes of the 45th Annual General Meeting of the Westcott Village Association held at Holy Trinity Church on Wednesday the 16th of October 2019.

Tim Way opened the meeting by welcoming everyone and explained procedures for the evening.

The revised agenda was explained with reference to the new Charity Commission approved constitution.

Apologies were received from: Tony & Jo Astor, Roger Christian, Lizann Peppard, Angela Dellaford, Graham Clark, Patrick and Heather Mathews, Andrew and Katie Lewis, Louise Rice, Don and Elizabeth Mair, Gill and Alan OHea.

1. To adopt the minutes of the 44th AGM of the Association

The minutes were accepted as a true record of the meeting and unanimously approved by the meeting.

2. To consider matters arising from these minutes.

The following matters were raised:

- a) Speeding in the village – Tim Gowing asked what progress had been made on tackling speeding and noise through the village. Tim Way reported that no progress had been made despite several meetings with Surrey County Council and the Surrey AONB. Various proposals had been considered but had come to nothing as a result of lack of funding; he reassured residents that the matter was not forgotten and that the matter was still very much on the WVA's long term agenda.
- b) Heart Start Courses – Madeleine Brooks asked whether any new courses were planned. Tim Way reported that some names had been received but not enough to put on a course for the village; the committee would review this over the next few months.

3. Annual Accounts

Edwin Harland had circulated copies of the accounts with the AGM papers, and briefly explained the main items of income and expenditure. The approval of the accounts was Proposed by James Leaver, Seconded by Andrew Copeland, and unanimously approved by the meeting.

4. Matters arising from these accounts

Edwin Harland explained that we he had maximised our revenue in the year thanks to hard work from Edwina and the street stewards in increasing subscriptions. He explained that we

have spent most of our income on good causes including the Sports Club, the Cricket Team, repair of the bench, assisting towards the retirements of both Tim Gowing and Doctor Tom Guilder, and building the new WVA website.

We have a healthy bank balance of around £15 000. Although we have committed to a grant of £2,500 towards the cost of the consultants reviewing the options and planning possibilities for the Hut and the Reading Room and a new Doctor's surgery.

The village has also launched a small grant scheme.

James Friend raised the question of the "disappearance" of the Silent Soldier for which the WVA, The Hut, and the Church had made a financial contribution. Tim Way explained that the memorial had been temporarily removed to make way for the clearing of the church bank, and that it was now safely housed in his garage. It would be replaced when the work on the bank had been completed.

5. WVA – Old and New

Tim Way explained that the existing committee had met and were sponsors of the new constitution in order to have it submitted to the Charity Commission for approval. The Charity Commission in reviewing our draft constitution had made amendments to Clause 3 (WVA Objectives) in order to ensure that they were in the "public interest" and that they "abided by the laws of England and Wales in regard to the running of a Charity". No other changes had been made to the Draft Constitution which residents had been consulted on in the autumn of last year.

The Charity Commission had now approved the formation of the (new) Westcott Village Association – Charity Number 1185622.

The (old) Westcott Village Association – Charity Number 285790 was still in existence and meetings would continue to be held by the old WVA until the procedures which were about to be explained had been put into effect.

Tim Way proposed first to deal with the election of Officers to the old WVA.

The following had put themselves forward for re-election as Trustees of the old WVA.

Tim Way – as Chairman

Hugh Broom – as Deputy Chairman

Edwin Harland – as Treasurer

As trustees

Andrew Copeland

Sandra Ede

Edwina Gordon

James Leaver

Nicholas Lund

All existing officers were proposed and seconded, and unanimously approved by the meeting.

Tim Way made an appeal to residents for someone to take on the role of Honorary Secretary of the Association, the outline duties for which had been published in the September issue of the Village Magazine.

6. Process for the dissolution of the old WVA establishment of the new WVA

Tim Way briefly explained the process by which the old WVA would be dissolved and the new WVA established as the operating Charitable Incorporated Organisation.

Both Charities were in existence and would continue until the old WVA had been dissolved. This could not be achieved until

- a) A new bank account has been opened for the new WVA
- b) The old WVA Trustees had applied to the Charity Commission to formally dissolve the old WVA
- c) The assets of the old WVA had been transferred to the new WVA (which required specific Charity Commission approval when transferring the assets of an unincorporated charity to a new CIO), and
- d) Members of the old WVA had approved the following resolutions (although it was pointed out that the current Trustees had the power under its constitution to approve such resolutions, best practice was to seek formal member approval)

RESOLUTIONS

1. **IT IS RESOLVED THAT** the following have been elected as officers and committee members of the **Westcott Village Association (Charity #285790)** ("Old WVA") to serve until the next meeting at which officers and committee members are elected or until the earlier dissolution of the Old WVA:

Timothy Way as Chairman of the Committee
Hugh Broom as Deputy Chairman of the Committee
Edwin Harland as Treasurer of the Committee
Andrew Copeland)
Sandra Ede)
Edwina Gordon) as members of the Committee
James Leaver)
Nicholas Lund)

The resolution was proposed, seconded, and unanimously approved by members.

2. **IT IS RESOLVED THAT**, subject to the approval of the Charity Commission, the Officers and Committee of the **Old WVA** be authorised on a date or dates to be determined by the Committee
 - (i) to merge the activities and undertakings of the Old WVA with the new **Westcott Village Association (Charity # 1185622)** ("New WVA"); and
 - (ii) to transfer the assets and liabilities of the Old WVA to the new WVA without consideration in order that the New WVA might further its objectives set out in Section 3 of that charity's Constitution dated 3rd October 2019.

The resolution was proposed, seconded, and unanimously approved by members.

3. The Trustees of the New WVA have declared their willingness to automatically accept all members of the old WVA as members of the New WVA as if membership had been applied for and accepted by the New WVA in accordance with its Constitution. Accordingly **IT IS RESOLVED THAT**, subject to the approval of the Charity Commission, all rights and obligations of the members of the Old WVA shall be transferred to the New WVA with effect from a date to be chosen by the Officers and Committee Members of the Old WVA.

The resolution was proposed, seconded, and unanimously approved by members.

4. It is noted that the following individuals, being the initial subscribers to the Constitution of the **New WVA**, have, by virtue of such Constitution, been appointed to serve as its Officers and Trustees until the first Annual General Meeting thereof:

Timothy Way as Chairman of the Board of Trustees
Hugh Broom as Deputy Chairman of the Board of Trustees
Edwin Harland as Treasurer of the Association

Andrew Copeland)
Sandra Ede)
Edwina Gordon) as members of the Board of Trustees
James Leaver)
Nicholas Lund)

The resolution was proposed, seconded, and unanimously approved by members.

The Chairman asked if there were any matters arising from this part of the agenda.

The following questions were raised:

- Would the village at any stage in the process be without a Village Association? Tim Way replied that the transfer of the old WVA to the new would be seamless as the two would operate concurrently until the dissolution of the old WVA.
- What would happen to standing orders set up for the old WVA? Tim Way reported that very unfortunately the Charity Commission and Banking rules required us to set up a new bank account and that Standing Orders could not automatically be transferred to the new account. The Committee would be writing to all members explaining what would need to be done to ensure their continued membership and subscription payments.
- What different or additional obligations existed in the new constitution? Tim Way replied that the new constitution has been modernised and provided a solid foundation for the years ahead; the new WVA could now own assets and employ people, and the constitution now incorporated proxy and postal voting on important issues. Hugh Broom added that the old WVA Constitution was very limited and provided no indemnity for Trustees. The new constitution limits the liability and exposure of trustees and also creates the opportunity for funding and making grants.

7. Matters of concern to Residents

Judith Packer asked about concerns raised over the access for emergency vehicles on the North East side of the village where narrow streets and on-street parking potentially created restrictions for emergency services when time was of the essence?

Steve Brooks confirmed that he had spoken in the past to the fire brigade and confirmed that the emergency services would get there by any means, including moving obstructing cars.

Tim Way agreed to follow this item up by speaking again to the emergency services to clarify matters and publish any correspondence.

Tim Gowing asked if the Committee could explain the new small grants scheme?

Edwin explained that the small grants scheme had been set up to aid individuals or groups in the village with grants of up to £250. Applications for the grants would be considered four times a year by the committee. Details of the scheme can be found on the WVA website.

Andrew Gordon asked for an update on the doctor's surgery?

Tim Way reported that this was all part of the current review being led by the trustees of the Hut and the Reading Room under the chairmanship of Bernd Ratzke. Glenn Wylie explained that review was a complicated process and would take time. A consultant has been engaged and a feasibility study report is expected by early 2020. It was mentioned that the new surgery and community centre could potentially be in Furlong Road and potential housing development to pay for the project built on the Reading Room site. This was all subject to Charity Commission approval as well as approval from the Planning authorities.

Mike Flower expressed concern that all this would take too long for the village to save the doctor's surgery from closing, and asked for clarification.

Tim Way explained that South Street surgery would continue to operate the Meadowbank Surgery under a lease arrangement until February 2021 when the terms of the lease were due to expire. However, this did not preclude a further extension of the lease if the terms were agreeable to Dr Guilder (who owns the property), or looking at alternatives or a temporary site. There are open meetings planned next year and updates as and when they are available would be given.

Madeleine Brooks asked what was happening to The Cricketers & The Crown?

James Leaver explained that the planning applications were in process. The Crown application should go to Planning Committee by the 1st week of November and The Cricketers would be shortly after. The WVA had supported The Crown application, but raised concerns over parking arrangements on the Cricketers application. James also mentioned the third major planning application in the village at The Old House on Guildford Road, which although conforming to the Westcott NDP, had raised a number of letters which had the potential to have the application also referred to the Planning Committee.

Judith Packer proposed a vote of thanks to the WVA committee for all the work they did on behalf of the village residents. Tim Way thanked residents for their support in attending meetings and expressing their views which formed the basis of everything which the WVA did on their behalf.

There being no other business the meeting was closed at 20:40.

List of Attendees

Committee

Tim Way
Hugh Broom
Edwin Harland
Andrew Copeland
Sandra Ede
Edwina Gordon
James Leaver
Nick Lund

Councillors

James Friend
Hazel Watson

Attendees

Alda Andreotti
Edward Bennet
Aline Bennet
Keith Bland Botham
Simon Bradley
Madeleine Brooks
Steve Brooks
Robert Chitty
John Davey
Elisa Davey
Janet Dawkins

Helen Everett
Mike Flower
Rosa Foo
Andrea Gabb
John Gabb
Paul Goddard
Andrew Gordon
Tim Gowing
Marion Gowing
Peggy Hodges
Kasia Holowna
John Howell
Clive Jaques
Tim Jeffrey
Jenny Jeffrey
Veronica Lawton
Jacqui Moss
Judith Packer
Colin Pilbeam
Hazel Pilbeam

Rob Potter
Liz Potter
Glynis Quinlan
Adrian Robinson
Elspeth Robinson
Allan Roome
Jill Roome
Don Rolt
Sue Rolt

Patrick Salmon
Sheena Salmon
Murray Stephens
Catherine Stevens
Jo Smewing
John Waterman
Bernadette Waterman
John Witt
Glenn Wylie