

# BHHS EXTRAORDINARY GENERAL MEETING

25 Simons Lane, Wokingham Berkshire, RG41 3HG

19th November 2019 2.00pm

**Present:** Jonathan Hogarth, Chairman, John Baker, Secretary, Andrew Whittle, Web Editor (via video link), Ian Scroggy, Membership Secretary (via video link), Philippa Dobson, Ordinary Society Member.

Andrew Whittle commented that according to the Constitution an EGM requires three Committee members and three ordinary members. However, as we have notified all the members of the EGM and only one responded we decided that this group would constitute a quorum.

## **Reason for the EGM**

This Extraordinary Meeting was called at the Annual General Meeting in July to approve the Accounts of 2018 and then amend Item 15 of the Constitution. This would require that we appoint an Independent Examiner to approve the Accounts and accept the role of Examiner for future Accounts.

The Constitution requires that the Agenda be published to all the Membership and that Members of the Society who are not part of the Committee be invited to the EGM. The Agenda was published in the Autumn Journal distributed early in November. Philippa Dobson accepted the invitation and attended the EGM to represent the Membership.

## **Appointment of an Independent Examiner**

John Baker was able to obtain the service of Ian McLean, FMAAT, an accountant, who agreed to examine the Society Accounts for 2018 and would accept the role of Independent Examiner for future Accounts. (as we are a Charity, he will make no charge for this service.) A letter from Ian McLean, dated August 14<sup>th</sup> 2019, approving the Accounts for 2018 as true and accurate was forwarded to Jonathan Hogarth. The Appointment was proposed by Ian Scroggy and seconded by Philippa Dobson and was approved by those present at the meeting.

## **Amendment to Item 15**

Now that we have appointed an Independent Examiner, we need to Amend item 15 of the Constitution.

### ***Present wording of Item 15***

*The Committee shall be responsible for **appointing an Auditor every year**. The Auditor shall be an independent examiner who is a person who has ability and experience in accountancy matters and who is independent of the trustees.*

### ***Proposed wording of Item 15***

*The Committee shall be responsible for **appointing an Independent Examiner every year**. He should be a person who has ability and experience in accountancy matters and who is independent of the Society and the Trustees.*

Andrew Whittle had suggested that should our annual income exceed the £25,000 level we would need to have the Accounts audited and therefore proposed that we include the words 'appointing an Independent Examiner or an Auditor, if needed, every year.' However, as only the wording agreed at the AGM could be put forward to the EGM, this additional wording would have to be reserved until such a time when we have exceeded the income level which requires an auditor.

The amendment was proposed by Ian Scroggy and seconded by Philippa Dobson and approved by all present at the meeting.

**ACTION:** The amended wording of Item 15 of the Constitution will be published to the membership in the Spring Journal by June and John.

## **Report to the Charities Commission**

Jonathan Hogarth confirmed that he had reported the results of the independently examined Society Accounts to the Charities Commission at the end of October.

The EGM meeting was concluded with all three items on the Agenda actioned and approved.

John Baker  
Secretary

## **SECOND 'AFTER MEETING' TO DISCUSS ADDITIONAL ISSUES**

### **Extra Items Discussed**

1. Jonathan Hogarth reported that we need to update our list of Treasurers held at the Charities Commission. Bob Prigmore needs to be removed from the list and Jonathan added.

**ACTION: Jonathan to update the List.**

2. We need a number from the Government website for the Gift Aid. This has not been claimed for several years. We need to fill in a form on the internet (two people are needed to register – J. Hogarth & J. Baker) and then we receive a code number to access the Gift Aid. Andrew suggested that we might be able to claim backdated Gift Aid for the several years during which it has not yet been claimed.

**ACTION: Jonathan to obtain the code and investigate our claims for Gift Aid.**

3. Jonathan Hogarth said that we need to agree with the Bank that the Society Treasurer and Membership Secretary should be granted access to the HSBC Internet Banking.

The present Treasurer – Jonathan Hogarth (who is at present the principal contact at HSBC) should be granted electronic access to aid the Society's book keeping. He will then be able to authorise the Membership Secretary, Ian Scroggy, to have access to the Bank statements.

To obey Rule 13 of the Society Constitution, this alteration to the Bank Mandate needs to be countersigned by the Chairman and the Secretary so as to grant the Treasurer electronic access to the HSBC account and to operate the Society's business.

The amended Bank Mandate has to be sent to the HSBC Bank Mandate office either on their official Mandate order or on a separate letter confirming our request to the Bank.

Because our Constitution does not provide for the liabilities of Internet Banking, we need to add to the Constitution a clause which states that the Society is prepared to give access to the Account to one person. This authorisation will be added to the Society's Constitution as Rule 13A with the wording:

*Electronic internet Banking access will firstly be approved by the Committee, and granted to the Treasurer who will be nominated as the principal Society contact with the Bank.*

Jonathan Hogarth stated that we will not be granted electronic access to any Bank Account if our Society does not have this sub-clause added to the Constitution to cover the Bank's liability.

The members of the Committee proposed that Jonathan Hogarth and John Baker sign the amendment to the Bank Mandate and that we add the liability Rule 13A to the Society's Constitution. The proposal was agreed by all present.

**ACTION: Jonathan Hogarth and John Baker to sign the Bank Mandate and amend the Constitution to add Rule 13A. The amended Constitution must be supplied to the Bank to prove that we accept the liability for one person to have electronic access to the Account. The amendments to the Constitution will be approved at the 2020 AGM. Wording of Rule 13A will be notified to the membership in the Spring Journal.**

- Jonathan Hogarth has considered the possibility of changing banks but in talks with Santander they offered a Trustee Account which is free but they have exactly the same requirements as HSBC. Lloyds Bank offered a Charity Account which is also free.

One of the problems is asking members to move their Standing Orders to a new Bank. Also, we are approaching January when many members will be renewing their membership so this is perhaps not the best time to change Banks.

Ian Scroggy said that one way would be to keep both Bank Accounts open and transfer or Switch the Standing Orders from HSBC to the new Bank Account.

**ACTION: Jonathan Hogarth to investigate how we might handle Standing Orders and transfer the whole Account to Lloyds Bank. (Lloyds was the preferred Bank).**

- Andrew Whittle reported that he was still investigating an alternative lower cost website host. Andrew reported that we could not transfer our custom designed ecommerce website to another company as they do not support the design from other companies. A low-cost website would mean that we would have to take on more work ourselves and that security for PayPal and membership data would be difficult for us to manage. With a reduced level of technical support, we risk decreasing speeds and increasing downtime. Some of the web page codes will need to be re-written.

Jonathan Hogarth asked that he continue to make inquiries with other web hosts to see if we could reduce costs.

**ACTION: Andrew Whittle to report alternative web host companies and the comparative costs.**

John Baker  
Honorary Secretary