

Arboricultural Association
Minutes of the 49th Annual General Meeting
held on Monday 21st September 2015 in the Woods Scrawen Room, University of Warwick,
Coventry, CV4 7AL

Present: See list at the end

AGM Panel:

Jago Keen - Chair

Karen Martin - CEO

Laurence Vine-Chatterton - Treasurer

Mike Sankus - Vice Chairman

Margaret Austen - Solicitor and Partner at Willans LLP

Staff: Jessica Palfreyman
Laura Joule
Tiffany Prescott
Stephen Hodsman

Apologies: Alan Simpson, Carolyn McPhie (on behalf of Christchurch Borough Council), Fiona Bradshaw, Michael Higgins, Jon Capel, John Robinson, Mick Boddy, Graham King, Ian Keen, William Matthews, Henry Girling.

The Chairman welcomed everyone to the meeting and outlined the key achievements of the Association in 2014 and 2015.

- (1) Apologies** - as above.
- (2) Minutes of the 48th Annual General Meeting - 15 September 2014**
These were proposed for approval by Dealga O'Callaghan and seconded by John Booth.
- (3) Matters Arising from minutes of 15 September 2014**
None reported.
- (4) Receipt of Reports of the Board of Directors (September 2014 – September 2015)**
It was proposed by Jago Keen that the remaining reports submitted could be taken as read and approved; this was agreed. These were proposed for approval by Peter Annett and seconded by Alastair Cunningham.
 - (a) Chairman**
 - (b) Financial Performance**
 - (c) Professional Committee**
 - (d) Education and Training Committee**
 - (e) Media and Communications Committee**
 - (f) Arboricultural Association Trading Limited**

(5) Receipt of the Accounts of the Association for Financial Year 2014

The Treasurer, Laurence Vine-Chatterton, gave a brief overview of the Association's finances for 2014 (*pages 15-20 of the Annual Report and Accounts*).

- Clean audit opinion by Hazelwoods the Association's appointed auditors. The Treasurer thanked the Association staff for their hard work.
- Moved from an operating deficit in 2012 to an operating surplus.
- Turnover has increased from £970,000 in 2013 to £1.1 million in 2014, with revenues continuing to increase.
- Spread of income is now much wider with membership subscriptions forming 29% of income.
- Operating surplus has increased from £21,000 in 2013, to £51,000 in 2014. Overall surplus was £108,000 but this includes a one off amount caused by releasing an accrual no longer required.
- Cash at year end was £287,000 which is a satisfactory level.
- In summary a 'solid year' with improvements continuing in 2015.

The Accounts were proposed for approval by John Booth and seconded by Andrew Poynter.

(6) Proposed Changes to the Memorandum and Articles of Association of the Arboricultural Association

Mike Sankus briefed the meeting on the background behind the proposed changes.

- Process: An eighteen month process had been embarked upon to review the existing Memorandum and Articles of Association. The work was undertaken in consultation with the board of Directors who had approved the changes in principle
- Reason: The original Memorandum and Articles hadn't been reviewed since the Charity (the AA) had been incorporated on 12 September 2000. Subsequent changes to charity law, including the Charities Act 2011, and also changes in the ways in which the Charity now operates, made it appropriate for the Association to update its constitution (Memorandum & Articles of Association).
- Advice: Margaret Austen, an expert solicitor versed in charity law was engaged to advise the Association on the process and requirements.
- Regulation: Margaret Austen consulted with Charity Commission who agreed that the changes were appropriate.

The attendees were invited to take part in a ballot as to whether to accept the changes listed in the six separate Special Resolutions proposed. Questions were invited before voting papers were completed.

Questions from the floor:

Margaret Austen provided answers in respect of legal matters

Question regarding changes to the Articles of Association: Although the changes to the Memorandum were made clear, the consultation document for the Articles only lists that which was added not that which was removed. Query regarding changes to the quorum from 20 members or 2% of membership if greater (2.2. in original Articles) to simply 20 members. Also a query as to why the section outlining the powers given to members (10% of membership) to call an emergency general meeting (2.10 in original Articles) has been removed?

Response: An explanation was given for the amendment from 'a quorum of 20 members or 2% of the membership' to a straight 20 members, highlighting the problems associated with a General Meeting not being quorate. It was also pointed out that any further amendment to this Article would need to be approved in at the next AGM in 2016. An explanation was given that Article 2.10 in the original Articles had been removed as there is now a provision under the Companies Act 2012, which means this no longer needed to be stipulated in the Articles. The mechanism for calling an emergency meeting remains unchanged.

Question regarding Resolution 2: Paragraph 4.4. How might the suitability of investments be determined?

Response: An explanation was given, pointing out that this sub-clause had not changed. The only change is that bank or building society deposits might now be made without taking advice from an independent financial advisor.

(7) Presentation of the Budget and Performance for 2015 (and forecast data at 30 June 2015)

The Treasurer of the Association (Laurence Vine-Chatterton) addressed the meeting.

- Outlook for continued growth in 2015. Turnover predicted to be up to £1.2 million, which is very healthy.
- Operating surplus predicted to increase to £80,000 but this may be conservative.
- Cash flow is currently satisfactory with plans in place to build up the Association's cash reserves to cover 3-6 months of operating overheads (at approximately £50,000 per month).
- A realistic but challenging budget was set for 2015.

The Chief Executive of the Association (Karen Martin), addressed the meeting.

- Page 17 of the annual report includes a bar chart that shows the Association's various revenue streams from 2011 to 2015. The earlier years are the audited figures whereas the 2015 figures are predicted. They show an encouraging story with increases across nearly all streams.
- Predicted an £80,000 surplus for 2015 but this was a low estimate based on conservative predictions for the conference. The Association has currently achieved a surplus of approximately £89,000.
- The Association does not only measure success in terms of finances but also in terms of impact, outreach and how we bring learning and knowledge back to our membership.
- Association is investing in its infrastructure in 2015 with an investment in a new system and website, which is planned to go live in December. To assist with this project the Association has recruited a new co-opted trustee to the Board – Alan Parker. Alan is an ex-Tree Officer now working in IT and acts as a critical friend ensuring rigor throughout the implementation process.
- The Association is now close to £1.25 million turnover with a staff of just ten, Karen thanked the staff at headquarters for their hard work.

(8) Appointment of Auditors for 2015

It was proposed by Jim Quaife and seconded by Jeremy Pierce, that Hazelwoods be appointed as Auditors for the 2015 year. A vote was taken and there were no objections.

(9) Report of retirement of Trustees during the period AGM 2014 – AGM 2015

(a) It was reported that five Trustees retire at this AGM by rotation or for personal reasons; these are:-

Beardmore, Nick
Currell, Ann
Hemming, Mark
Ryan, Jo
Wharton, Peter

The Chairman thanked the out-going Trustees for all of their hard work and commitment during their term of office.

(b) **Wharton, Peter** is standing again for re-election.

(c) Three co-options expire at the AGM: these are:-

Jackson, Robin
Parker, Alan
Vine-Chatterton, Laurence

(10) Questions received in advance of the AGM

No questions received.

(11) Election of Association Trustees for the term AGM 2015 – AGM 2016

- Karen Martin addressed the meeting.
- Votes were in and had been counted.
- The Association had 6 nominations for the position of Trustee.
- Any member of the Association is entitled to nominate themselves for election to the role of Trustee including those retiring in item 9.

The following are entitled to retain Trusteeship without having to stand for election:

Bray, Jaime
Heuch, Jon
Holmes, Simon
Keen, Jago
Quaife, Jim
Sacre, Keith
Sankus, Mike

Nominations have been received from:

Cocking, Jonathan
Collins, Ged
Durkin, Alastair
Jenks, Paul
Sanderson, Lisa
Wharton, Peter

Karen advised that the newly elected Trustees were:-

Cocking, Jonathan
Collins, Ged
Durkin, Alastair
Sanderson, Lisa
Wharton, Peter

(14) Time, date and place of the 50th AGM

5th September 2016 - Keele University - time to be confirmed.

(15) The results of the Ballot on the Proposed Changes to the Memorandum and Articles of Association of the Arboricultural Association

The Chairman read the results of the ballot and advised the attendees that the six Special Resolutions had all been passed by the majority required i.e. in excess of 75% and signed the Special Resolution. This to then be filed together with the amended Memorandum (reprint from copy presented at AGM) and new Articles of Association with Companies Registration Office and by letter with the Charity Commission.

(16) Any Other Business relevant to the AGM

(a) Question raised by Dealga O'Callaghan regarding restricting the number of consecutive years in office for trustees.

This is addressed in the new Memorandum and Articles. 33.1 states that directors may only sit on the board for three consecutive terms of three years. Following an absence of a year they may then be eligible for reappointment.

(b) Jacob Stringer pointed out that there appeared to be a gap across the arb industry for advanced level professional training that isn't a full university course. Could the AA fill this need with a series of advanced technical short courses?

The Chairman pointed out that some branches offer this type of course and it is often useful to make contact with the branch. Karen Martin invited Mr Stringer to get in touch with the Association's Senior Technical Officer, Simon Richmond, to discuss his ideas/requirements and pointed out that the Consultants Working Group was currently looking at putting in place a system of training to assist consultants in their journey from higher education towards Registered Consultant level accreditation which may cover the creation of courses with a similar focus.

(c) Question around the reason the ICF has downgraded their acceptance of the Level 6 Diploma and no longer accept this. This situation is currently being discussed with the ICF and training providers are lobbying to try to get this accepted.

It was queried why the previous (pre 2008) Level 6 Diploma was still accepted but not the current qualification.

Discussion followed regarding the change to QCF framework and how the rewrite of the course had slightly changed the number of 'credits' in the course but not the content.

The ICF were using a credit based system to evaluate the merits of a qualification. It was anticipated that this might change in the next couple of years when the QCF framework was retired and a new system implemented. The hope was that all courses would be re-evaluated against the new framework criteria and the Level 6 Diploma might once again be accepted by the ICF.

Meeting Closed

List of Attendees:

1. Alastair Cunningham
2. Alistair Hearn
3. Alistair Smith
4. Andrew Coombes
5. Andrew Gale
6. Andrew Poynter
7. Andrew Summerley
8. Angus Mackay
9. Christopher Cadd
10. David Dowson
11. Dealga O'Callaghan
12. Dominic Scanlon
13. Doug Pratt
14. Felim Sheridan
15. Gary Prentice
16. Graham Underhill
17. Ian Barrow
18. Ian Thompson
19. Jacob Stringer
20. Jaime Bray
21. Jane Brewer
22. Jeremy Peirce
23. Jim Quaife
24. Joanne Ryan
25. John Booth
26. John Harraway
27. Jonathan Cocking
28. Jonathan Heuch
29. Keith Sacre
30. Kirsten Summers
31. Kit Hardy
32. Laurence Vine-Chatterton
33. Lisa Sanderson
34. Luke Steer
35. Mark Carter
36. Mark Hemming
37. Mark Johnston
38. Martin Gammie
39. Martin Lennon
40. Matthew Sapsford
41. Michael Boyd
42. Michael Connick
43. Michelle Ryan
44. Mike Sankus
45. Nobby Clarke
46. Patrick Prendergast
47. Patrick Stileman
48. Peter Annett
49. Peter Holloway
50. Peter Wharton
51. Philip Wilson
52. Rebecca Gawthorpe
53. Roy Goodwin
54. Sarah Kiss
55. Shane Lanigan
56. Shaun Phillips
57. Timothy Arkell
58. Tony Lane
59. West Sussex County Council
60. William Anderson