

**Minutes of the 52nd Annual General Meeting
Halsway Manor Society Ltd
Thursday 16th October 2017 at 11.00am**

Present: There were 37 members present including Julie Williams (Chairman), David Seabright (Finance Director). James Price (Company Secretary) was present to take minutes.

1. Apologies.

There were apologies from 36 members

2. Minutes of the Annual General Meeting 2016

The minutes of the meeting had been available online, the Chair requested that they be approved at the meeting. The minutes were accepted as a true and fair report of the 2016 AGM.

3. Matters Arising

Janet Wood enquired about the position in regards to the Charity Articles of Association. She explained that after the vote to accept the new articles at the last AGM, they were yet to be updated. The Chair explained that the Articles were currently with the Charities Commission, and that they were being reviewed. Janet Wood asked for this to be documented, and to be reviewed at next year's AGM.

4. Annual Report

The Chair introduced the Annual Report and described her second year as Chairman, as having had a much more successful year. She explained the significant progress of the plans for the Halsway Restoration project, which was very much a certainty to go ahead. Many very constructive meetings with the architects and surveyors had taken place, and that in November 2017 they would be looking to appoint the construction firms to perform the actual building work. The progress so far has been enabled by the HLF funding monies phase 1, with phase 2 monies to be applied for in November 2017. Additional funding for the Restoration project had been received from Country House Foundation and also the generous donations of members and attendees of the Manor's various events. An additional £15,000 would be needed in the next month, to reach the target.

The Chair spoke about the fundraising during the year, including the restoration weekend during July which was enjoyed by all whom attended and managed to raise around £8,000. Kitchen development plans were discussed which included the permanent dining area plans, which would be available soon. Plans for the remaining building are still at the conceptual stage, and were not ready to view. It is hoped that funding from the Leader Fund will enable to kitchen building works to go ahead.

The heating system was discussed, with the plans for the biomass boiler now on hold. Advice from the energy consultants have considered the two boilers in the loft which use lpg are cost effective and have a 10 to 15 year lifespan remaining. Considering this in conjunction with the additional costs of setting up the biomass boiler, the board decided to keep the existing heating system. With the future roof work, new pipe work will be installed, which gives the ability to introduce thermal solar panels at a future date. The CEO confirmed the grant funding covers this expenditure. The new sewage system and water system in the mews are up and running.

The Chair welcomed Matt Rose (Librarian) and Alice Maddicott (Creative Learning manager) to Halsway. Both are doing fantastic work, with Matt cataloguing and editing the current library material. He has made links with the Vaughan Williams library at Cecil Sharp House so that we share the same cataloguing system, which is online. The Chair also mention employee Alison Jacobs whom worked with Somerset Arts trail for two weeks in October, which brought in several new people to Halsway.

Overall charity income has gone up in the year by over £25,000 due to improved attendance, with great feedback from courses.

The Chair thanked Crispian and Rachel for their work arranging these courses. CEO explained that Halsway is attracting a wider audience with several international attendees coming to Halsway. This is due to the quality and range of the artists that come to Halsway. This in turn results in great feedback. The Chair went on to thank all the house staff, which all the members concurred with. The Chair also thanked members for their attendance and support.

CEO spoke about funding and the small improvements which will help Halsway in the future.

A member questioned the quarterly magazine which contained mistakes. CEO explained that the magazine is proof read, but unfortunately small errors will always get through. Janet Wood question why the annual report did not agree to the one in the accounts. David Seabright informed her that the report in the accounts is written in accordance with Company and Charity law. CEO commented that the accounts and the full colour report are to be amalgamated and posted to the website for anyone to view. Advertising with local papers was questioned by a member. CEO explained that they strive to get the best rates on paper advertising, and currently use free adverts where possible. No further questions were asked, The Chair asked for a vote to accept the annual review.

Including proxy votes FOR 42 AGAINST 0 ABSTENTIONS 0 CARRIED

5. Annual Accounts

The Chair introduced David Seabright to present the Annual Accounts to the AGM. David explained that income has increased by £29,000 between 2016 and 2017 accounts, with expenditure going up by £2,242, and has therefore been a good year. Over the last few years, if averaged together, the Charity has made around £100,000 per year. This includes donations and legacies alongside the charitable activities. David explained that Halsway Manor Society was both a limited company and a charity which means that it has to comply with both company and charity law.

A member questioned the lack of expenditure on the youth fund. CEO explained that Halsway subsidise many youth places from unrestricted funds, therefore we haven't needed to use restricted funds. Janet Wood enquired about bursaries to young people from the youth fund, with CEO explaining that bursaries are given out but from unrestricted funds. CEO suggested that records keeping of these bursaries could be better.

Janet Wood questioned the wording in the trustees report in the accounts in regards to the fall in members for the year, in conjunction with a rise in membership subscriptions, and asked why we were kicking out members. CEO explained that the old membership database was out of date, and did not represent the true number of members. Janet Wood questioned the wording which stated that the company secretary was on the board of trustees. This was deemed a mistake, and will be taken out of the accounts.

David explained that the accounts are merely put before the members for their information, and that voting to accept them is not required.

6. Election of Board Members

There are two members who have come to the end of their three year term, Julie Williams and Roger Phipps along with Gareth Kiddier whom has resigned from the board. There are three spaces available on the board to bring the number up to ten elected members. Bernie Dennis and Stephen Earwicker were introduced to members, and Julie Williams expressed her wish to be reappointed as chair. All three members were elected unopposed

7. Appointment of Albert Goodman LLP as Auditors for 2017/2018

The Appointment of Albert Goodman LLP of Taunton as Auditors was voted on.

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8. Any Other Business

At the end of the formal business, the Chair asked whether there was any other business.

Monty Crook stood to talk about some grievances he had with the way Halsway was currently being run. These included, moving the AGM to a Monday and doing away with the member weekend, cancelled events, failing to publicise the Sidmouth event, the key membership offers, and stated that long time members were being ignored. CEO responded that overall participation has increased, with very few courses being cancelled or changed, and that 85-90% the manor is open doing courses. The courses offer a full rounded programme which serves long term and newer members. The Manor needs to generate business to continue, and it does so relying on a small office team.

Member questioned the future of the AGM meeting, going from an AGM weekend to a morning. CEO stated the AGM is a business function, and that if anyone wants to participate in an event, there is the rest of the year to do this. Profit margins are small so the Manor must utilise all opportunities to have courses running.

Members questioned the timing of next year's AGM, which the chair stated as 23rd October 2018. The Chair acknowledged that it is hard to get here for a morning meeting, so that is why entertainment and a meal are put on the night before. Chair supports CEO in the view that AGM is a business function. The board values members support but we have to make sure Halsway Manor is viable for the future. A member asked about the building plans for the education centre in the wood. Chair explained that these plans were on hold, while they addressed the various repairs of the main building. With Halsway's increased profile, funding opportunities will become better and it is hopeful that the plans can be revisited.

Monty Crook asked for the opportunity to update the meeting on the Halsway 200 Club. Membership is now at 178 since starting in 2014. The club has contributed £1,080 to Halsway Manor and £993 has been distributed in prizes. The Chair thanked Monty and Halsway 200 Club for their kind contributions to Halsway Manor.

Members asked if joint memberships can have both members emailed, so that no one misses out on information. CEO agreed to look into this.

Member questioned the gardener and his methods. CEO agreed to talk to him about this.

Member asked why the Christmas lunch had been shortened. CEO stated that the local schools needed to be finished before it got dark.

A member questioned his membership subscription, asking what paying his subscription gave him. CEO explained that subscriptions cannot give way to financial incentives, as instructed by charity law. Member asked for an AGM weekend to be put on, with CEO stating that not for profit events will not be run, as the Manor needs to make a profit to continue. The Chair stated that membership has been debated over rigorously over the last 18 months, and trustees are trying to make it appealing for members and key members. The overarching reason to be a member should be that you love the place and you love what it does and want to support it.

A member wished to thank the CEO for all his hard work in running the manor and obtaining the best deals, highlighting money savings on the sewage system.

A board member asked if there could be an opportunity to air grievances regarding membership. CEO stated that he was happy to be emailed with grievances or suggestions. The board member reiterated that it was important to discuss and fully understand the various issues that the members had.

A board member addressed the members and stated that Halsway had two different functions, with the AGM business side and the folk art side. He stated that it was the board's job to bring cohesion between the two.

Janet Wood stated that the members are Halsway, and as such should make sure that the Charity should carry on, and pay its way and not provide members with a good time.

David explained that donations direct to Halsway would be entitled to gift aid which is another 25%. CEO explained that on the HLF project, gift aid added an extra £11,000 to the fund.

The members thanked the shop volunteers and the garden volunteers for all their hard work during the year. The board of trustees were also thanked for their work during the year.

The Chair closed the meeting at 12.15pm

James Price

Company Secretary