



**Minutes of the Annual General Meeting of the Combe Mill Society\* held on Friday 26<sup>th</sup> April 2019 at 19:30 in the Foreman's Office at Combe Mill.**

## **1 Members Present and Apologies**

### **1.1 Attendees**

Terry Bailey, Robin Bowl, Clive Brimson, Derek Goddard, Ian Goldring, Margaret Gruber, Mike and Sheila Hallam, Philip Hawtin, Peter Hirst, Brian Layt-Williams, Gordon Lord, Steve Page, Ray Pitts, John and Pauline Ross, Nick Russell, Ron Rutherford, Tony Simmons, Jack and Sandra Swallow, Peter Trowles, Doreen and Derek Turner, Bob Wheeler, Ron and Ann Winfield.

### **1.2 Apologies**

Jan Stride, Robin Long, Gillian Oldfield, Richard Newman

## **2 Minutes of the 2018 AGM**

The minutes of the 2018 AGM had been displayed on the members' page of the company's website and were received by the meeting.

## **3 Directors' Reports**

### **3.1 Chairman's Report**

The board's report to the meeting had been circulated to all members prior to the AGM. A copy of the Report is appended to these minutes.

Introducing the Report the chairman:

- 1 Noted that the Report covered a period of change.
- 2 Explained that the Report listed seven notable activities: emphasizing the successes were down to dedicated teams working together and stressing the balance between essential fund raising and our core charitable duty to provide public benefit.
- 3 Drew attention to the 4 major projects completed during the year: stressing that all were essential if the charity was to achieve its Objects.
- 4 Reminded those present of the significance of the Society's Charitable Status stressing that the Society must be managed so that we deliver the public benefit that is inherent in our Objects and for no other purpose
- 5 Referred to the introduction of the Society's New Articles of Association explaining that

\* The Combe Mill Society is a company limited by guarantee (Company number 3784507; Charity number 1111029)

## COMBE MILL SOCIETY – Minutes of AGM 26 April 2019

- a Their adoption had meant a great deal of work for the directors but that much of the work will not have to be repeated in future years.
  - b The Articles tell the directors how the Society must be managed are much clearer than their predecessors.
- 6 Quoted the Director Responsible for Safety's view that
- a The perception of and need for an acceptable Safety Policy is now widely recognized and acted upon.
  - b The vast majority of members takes the enlightened view that safety is an essential feature of life at the mill and simply adapts their method of working to suit.
  - c Amongst the older members there remains a small minority who grumble about the unnecessary (as they see it) emphasis on health and safety. To them the standard response is that at the mill there is no saving of time or money that could ever justify working in an unsafe way.
  - d The Society is particularly indebted to those who carry out the myriad essential safety checks and maintain the equally essential records showing that they have been carried out.
- 7 Drew attention to the section in the main report setting out the board's views on a viable way forward for the Society. Although this envisaged the need to raise substantial sums of money, he emphasized that this was not to make the mill a 'super de lux' facility but rather to make it better able to supply public benefit.
- 8 Offered the Society's thanks to
- a Ron Rutherford for his many years of outstanding service. He retired as a Director during the course of the year. He joined the Society in July 1999 and immediately threw himself into all aspects of its work: later finding the time and energy to become chairman. A tour round the mill with him is to revisit history. It is fair to say that the mill is a living testament to his work and the many like him.
  - b The 45 or so active members, who in effect run the mill: all are deserving of a special mention.
  - c The members who served on the board in what proved to be a difficult year. Particular mention must go to Peter Trowles, Derek Goddard and Julie Stuart-Thompson who agreed to be co-opted at a time of great need.

### 3.2 Treasurer's Report

The treasurer presented the following End of Year overview

Our receipts were generated by:

Admissions	£9,416
Forge sales	£ 921
Tea Room sales	£6,202
Retail sales	£1,303
Room and Equipment Hire	£1,421
Experience Vouchers	£ 827
Donations	£2,635

## COMBE MILL SOCIETY – Minutes of AGM 26 April 2019

Grants	£4,270
Subscriptions	£ 942
<b>Sub-total</b>	<b>£27,937</b>
Other receipts	£ 7,146
<b>Total</b>	<b>£35,083</b>
<b>We spent</b>	<b>£40,715</b>

### Headline figures

We began the year with a total balance of £17,228 (£16,760)\* (society and project monies).

Our operating receipts for this financial year were £35,083 (£27,763) and our operating cost was £40,715 (£27,218) – resulting in an overspend of £5,632 (surplus £544).

We finished the year with a carry forward amount of £11,503 (£17,228).

To provide a little more detail, let's look at the major cost categories.

**Fundraising activities** generated £12,669 (£12,163) at a cost of £5,424 (£7,143). We had a surplus of £7,245 (£5,020).

Receipts from the hire of rooms were £1,421 (£1,442). We have continued to sell blacksmith experience vouchers to provide unusual gifts and have sold another seventeen at £50 each this past financial year. To manage demand, the price of a blacksmiths experience voucher has been increased to £80. Beam engine experience vouchers have not sold this past year.

**Charitable activities** – operating the Mill and demonstrating the forge and waterwheel raised £10,337 (£12,021) at a cost of £23,541 (£9,059) – a deficit of £13,204 (surplus £2,962). The 2018 season was a poor one for visitor numbers. We lost the March steaming event due to bad weather and the summer attendances were down because of a combination of football world cup final, royal wedding and exceptionally hot weather.

Normally any surplus is considered as contributing to the cost of upkeep, maintenance and administration. Within this figure for charitable activities is the cost of maintenance and project work costing £21,652 (£5,090). This included repairing the front steps to the Mill, a major overhaul of the waterwheel, fitting a water sample cooling system to the steam-raising boiler and the building of a new storage shed.

We also spent £149 (£678) on Interpretation and £117 (£1,462) on Learning Resources which covers the cost of buying materials, consumables and tools for our hands-on activities and demonstrations. £200 was spent on training relating to accreditation.

**Voluntary Income** comprises membership fees, donations and small grants. Our receipts from these were £7,907 (£2,501). Our volunteer costs consist of paying for sustenance and protective clothing, travel costs and publishing the newsletter. This cost £336 (£274).

Within this voluntary income is included a donation from the BBC for appearing on Bargain Hunt, a Community Activities grant from WODC for £500, £1000 from the Bartlett Taylor Charitable Trust and a grant from the Blenheim Heritage Foundation of £2770 for the repair of the front steps.

\* Figures in brackets are for financial year 2017-18

## COMBE MILL SOCIETY – Minutes of AGM 26 April 2019

We recovered £906 (£788) in Gift Aid rebate as a result of membership subscriptions, donations and gift aided ticket sales.

We also raised another £890 (£148) towards the cost of replacing wooden pit-gear teeth. We spent £12,610 on waterwheel repairs.

Receipts arising from refunds on purchases amounted to £2,153 (£63) and will be assigned to offset various expenditure headings in the final audited accounts. This includes £1,900 from Hampshire County Council for the repairs to the tea room thresholds.

Payments also relate to the **governance** of the Mill and comprise two parts – upkeep and **administration**. The cost of upkeep was £5,081 (£4,770) and the cost of administration was £5,813 (£5,026).

Under the heading of administration is the cost of PLI plus EL insurance, contents insurance and Directors and Officers cover. We have this year again re-assessed our insurance cover requirements and ensured value for money.

We received the full 80% Council Tax Relief because we are a charity but no discount from WODC as discretionary relief.

We finished this financial year with our saving reserve intact at £10,500 on which we earned £59 interest.

We expended a lot of money on three major projects and begin the next financial year with much reduced funds.

I have prepared a cash flow forecast for the year ahead using conservative estimates for income and pessimistic estimates for expenditure. The next Board will be able to monitor the financial situation and decide which if any activities and expenditure will need to be curtailed to limit our potential losses.

Attached is a receipts and payments summary of the last two financial years.

Please note that the last line of the Receipts and Payments statement refers to PayPal fees – this is the amount charged by PayPal for handling card payments and is a ‘payment’ from the account.

Thank you everyone who has worked so hard to generate our receipts and those who have responsibly spent our money on maintaining and developing the Mill and educating and informing all those who visited.

### **4 Appointment of Directors**

This was the first occasion that the Society had used the new appointment procedure. The chairman first answered questions as to the mechanics of the operation of the new procedure.

Prior to the AGM members suggested to the chairman that the voting for the appointment of directors at the AGM should be carried out at the meeting using a written (i.e. secret) ballot. This forewarning gave the chairman an opportunity to consider the request.

When the request was formally put at the meeting the chairman ruled that, since Directors were appointed by ordinary resolution, he could find no powers under the Articles that

would allow him to accede to this request. He suggested however that by demanding polls the request could be granted. The reasoning behind this ruling and the procedure used are set out in the attached paper.

The chairman therefore demanded that the resolutions numbered 4.1 to 4.9 on the agenda be determined by polls. He further instructed that the polls should be taken immediately: using the documents prepared in anticipation of this event. The voting slips were distributed to those attending the meeting by the scrutineers. The scrutineers already had the proxy votes. The completed voting slips were collected by the scrutineers who retired to count the votes. There were nine candidates Derek Goddard, Margaret Gruber, Philip Hawtin, Ray Pitts, John Ross, Tony Simmons, Julie Stuart-Thompson, John Sylvester and Peter Trowles.

## **5 Approval of a Special Resolution**

The Chairman briefly explained that the Articles of Association approved at the April 2018 AGM contained a typographical error and that the proposed special resolution rectified the error. The effect of this change is shown below:

*Object 4(2) to research, establish, restore, maintain and equip Combe Mill ~~and where appropriate Combe Mill~~ to demonstrate, improve and teach the design, construction, operation and use of water- and steam-powered mills for the purpose of the education of the public, together with the dissemination of the results of any research conducted and to carry out works for the improvement, development and promotion of Combe Mill.*

The meeting then RESOLVED “to approve the correction of a typographical error in the Company Articles approved in April 2018 by the deletion of the words ‘and where appropriate Combe Mill’, in Objects para 4(2).” There were 45 votes in favour and zero against.

The meeting then adjourned to await the declaration of the results of the polls.

## **6 Declaration of the Results of the Polls**

The meeting reconvened at 20.50 p.m. and the chairman declared that Derek Goddard, Margaret Gruber, Philip Hawtin, Tony Simmons, Julie Stuart-Thompson, John Sylvester and Peter Trowles had been appointed as directors. At the request of the meeting he also announced the votes for and against each of the candidates. It was agreed that these votes should not be minuted.

The chairman thanked Terry Bailey and Robin Bowl (the scrutineers) for their dedicated service and the meeting closed at 21:00.

## Chairman's Report for 2018/19

### Background

It is now some 18 months since I was asked by the Board to chair their meetings. There is no disguising the basic fact: it has been a difficult year and a half. By the start of 2018 many years of change that had largely passed by Combe Mill suddenly impacted on life at the mill and 2018/19 proved to be the year of great change. The immediate drivers were the change in the Charity Commission's emphasis reflected in its increased focus on "public benefit" and the introduction of the Company's new Articles of Association.

This report summarises the year's activities and explains the impact that the external changes are having and will continue to have on the ways that we all, as members, deliver the public benefit that the Charity was set up to provide.

In the absence of a Charity Secretary this report serves as both the Chairman's and the Secretary's Reports.

### Activities

Notable activities included:

1. The running of eight steaming events in the 2018/19 financial year. One of these (the early June event) was a promoted non-steaming event
2. Steaming days continued to provide the bedrock of our finances. Sadly the footfall has reduced over the last few seasons. Whilst there were a number of special reasons that may explain part of the fall last year, the trend is worrying.
3. Group visits remain a significant part of our overall programme. 477 visitors came as part of a group: an increase of 23% on the previous year's figures.
4. Visitors tell us that the non-Steamings provide much interesting information and they value the demonstrations. The format is being repeated in the current year.
5. The Wednesday openings drew a small but steady stream of visitors to the mill. We were open for approximately 30 Wednesdays. Most of the visits were of a high quality in that the visitors stayed for lengthy periods and asked many penetrating questions. Unfortunately the total number of visitors was lower than we would have liked.
6. Sadly the popular Christmas Market could not be held in 2018. The good news is the event will be reinstated in 2019.
7. Blacksmithing is hard hot work especially in summer and continues to be a popular feature with our visitors.

Visitor enjoyment at all these events was enhanced by the excellent refreshments that were provided. I offer thanks to all those who run the catering facilities.

During the winter "closed" period the tea room staff made a further contribution to our finances. They opened to provide coffee and excellent hot snack lunches to members working at the mill. News of their opening spread on site and substantial numbers of fellow residents visited the tea room. Further thanks are due to Bob Wheeler, Jan Stride and their colleagues. They added a social dimension to a working day.

A major highlight of the open season was the visit of the Stroud Vintage Transport and Engine Club (SVTEC) to the October steaming event. They arrived in their immaculate Bristol

MW6G coach and were joined by two of their fellow members in an Austin Maxi. They subsequently wrote us a fulsome letter of thanks. A little later we were invited to send a representative to their annual meeting. At the meeting she was presented with a cheque for £500 towards the repairs to the water wheel: a most unexpected gift.

Our blacksmiths also make artefacts we can sell. On steaming days they initiate visitors in the basics of blacksmithing. Some visitors make a poker. Visitors can also purchase blacksmith experience vouchers. These provide a half day introduction to blacksmithing. So successful have these sales been that we have been able to increase the price. Many thanks are due to those who labour long and hard over a hot forge.

In parallel with the above activities we continue with our myriad of other activities. They include activities for young people, such as Beaver, Cub and Scout groups, various other group visits and private bookings for birthdays and the occasional wedding reception.

The common feature of all our successful activities is the commitment of the members involved and the fact that the teams involved work harmoniously together.

## **Major Projects**

### **Repairs to the Foreman's Office front steps**

The need for repairs to the front stairs was identified last year. Tony Simmons persuaded the Blenheim Estate to provide the necessary oak beams and to pay for the work which was carried out by contractors. The volunteer input, at the construction stage, was limited to overseeing the work and discharging the Society's legal responsibilities.

### **Insertion of a sampling point in the boiler**

At the time of the installation of the boiler its automatic blowdown system and the associated sampling system were removed. The loss of the sampling point meant that it was impossible to sample the boiler's contents when the water was at operating temperature and pressure. During the winter shutdown a new water sampling system was installed.

The new sampling system is the exact equivalent of the system that was once in place. It was formally approved by the Boiler Inspector and works well. It is yielding useful information concerning the performance of the boiler.

The fitting work was carried out by a suitably skilled member. The sampler needed a number of special brackets to ensure that it was robustly mounted and the necessary pipes safely installed. These brackets were made by another member. The members involved in the construction, worked as a team drawing on the knowledge of Richard Newman. The timing was dovetailed with the boiler's annual maintenance and inspection. In the absence of an HTA, the Board's overall responsibility was exercised by two directors.

### **Repairs to the water wheel**

High water levels prevented the use of the water wheel in the earlier part of the season. When an attempt was made to run it, the wheel was found to be effectively inoperable. The HTA (Richard Newman) set up a working party to look at the available technical options. Anyone with an interest and a willingness to work as a part of a team was welcome to join. Several directors did so,

## COMBE MILL SOCIETY – Minutes of AGM 26 April 2019

This panel agreed that it was clear that in about 10 years' time the wheel, if it was to continue as a working heritage item, would need a major overhaul. It therefore concluded that the Society should seek:

- A costed proposal to give the wheel an additional 5 to 10 year's life, whilst a longer term plan was drawn up.
- An indicative cost for the replacement of the existing head leat wall.

The Board considered and approved these recommendations. A tender enquiry was prepared and sent to 6 millwrights. Four responded and David Epringham was selected. In due time he submitted his proposal to the Society, it was first considered in detail by the working party. On the advice of the treasurer it was accepted that the projects to refurbish the head leat wall and repair the water wheel could not both be afforded at the present time. The working party therefore debated the issues and concluded that:

- Both the collapse of the wall and the failure to repair the wheel would lead to the same conclusion: the wheel would not be operable.
- The collapse of the wall would not prevent the rest of the mill operating. In particular there was a Plan B for operating the steam machinery
- Two items from the proposal to refurbish the wheel could be extracted and the work undertaken by volunteers. These involve repairing the stone walls of the leat and the control mechanism on the wheel sluice. The WP therefore recommended that these two items be withdrawn in the interest of saving money.
- Finally they advised the Board to authorise the remainder of the work.

The Board considered these recommendations and paid particular attention to the possible effect on the mill's overall business and concluded that the least damaging option would be to repair the wheel first. The reasoning being that an attractive stationary wheel and a collapsed wall is visually less damaging than a refurbished wall and a stationary broken wheel.

The Board approved the WP's recommendations and the work went ahead.

Members may not all agree that the board made the right decision. However, the purpose of this report is to illustrate the compromises that the Directors sometimes have to make. It also shows how active members can and do have major influences on the Society's policy whilst leaving the Directors free to make judgements that the Charity Commissioners emphasise that they and they alone must exercise.

### **Erection of a new shed**

The need for the new storage shed arose because we were finding that the shortage of storage space was impacting severely on our ability to fulfil our educational role and that the overcrowding in the Footman's Bathroom had reached a potentially dangerous level. We also knew that Blenheim were at the time looking for space in which they could house educational aids that they wished to store on site.

The Board worked with interested members to design a shed that would satisfy our needs. Unfortunately we had no suitable land on which to erect the shed. The ad hoc working party therefore focussed on the present arrangement. This envisaged erecting the shed on Blenheim's land and in return offering them part of the shed to satisfy their needs in return for the right to erect the shed on their land. The ensuing delicate negotiations were handled



by Tony Simmons. The outcome is an arrangement that allows us to occupy the land rent free for the remaining period of our lease.

Once the necessary permissions had been gained the Board approved the scheme. The approval included a budget for incidental expenses associated with the erection and to cover the fitting out. The work was carried out by a team headed on this occasion by Terry Bailey. Terry kept the Board informed and successfully brought the scheme in under budget.

The end result is a very useful addition to the site which is of real value to the Society and to Blenheim. At the same time it has improved the vista as visitors approach the mill. Another example as to how members working together achieve excellent results.

## **Governance**

### **General**

Governance is today's fancy name for arrangements that all bodies must have if they are to be effectively run. The following sections explain some of the issues that the Board has had to address.

### **Charity Commission's reporting arrangements**

As part of their responsibilities the Directors (as Trustees) have to submit an annual report to the Charity Commissioners. Over the years the Board developed a standard format that stood the test of time. In 2018 our accountants pointed out that our draft Report for 2017/18 was no longer compliant with the latest Charity Commission requirements. The radical changes appear to be the Commission's response to widespread criticism that charities had concentrated on their own performance and had lost sight of the need to demonstrate "public benefit".

In the rewritten 2017/18 Report the Trustees were required to make a confirmation in the following terms:

"The Trustees confirm that to the best of their belief that the decisions that they have taken are in accordance with the Commission's guidance on public benefit.

The chairman of any meeting of the Trustees is responsible for advising the meeting, as and when necessary, as to the need to conform to the Commission's guidance."

The words used are those suggested by the Commission and the advice the chairman is expected to give covers not only public benefit *per se* but also the manner in which decisions are taken.

### **Articles of Association**

The approval last year of the mill's new 'Articles of Association', led to a need to a review of the ways that the Directors (as Trustees) exercised their responsibilities. This required much effort throughout the year. For example the time taken to prepare for the AGM was between 5 and 6 man weeks: shared between two individuals. On the positive side the individuals who did the work now have a detailed understanding of what the Articles mean and the resulting documents have been written in a form such that they can be re used (on the cut and paste approach) in future years.

## A way forward

As mentioned in last year's report, the Board has increasingly focussed its attention on strategic matters and those matters specifically involving the Directors' responsibilities as trustees. In all other matters it seeks to delegate day to day responsibility to a wider membership base. The basic premise is that, whilst the directors (as trustees) have overall responsibility that cannot be delegated; day to day decisions should be taken at and appropriate responsibilities delegated to the lowest practicable level. This axiom is seen by the Board as good management practice.

Some of the ways that this delegation can work in practice are described in the section entitled 'Major Projects'. These four projects all involved personnel who belonged to the Operations and Maintenance Team (OMT). This team has developed an effective way of interacting with the Board which could well serve as a model for other similar groups.

## Safety

Health and Safety remains a topic of derision in some quarters; think 'elf' and safety. The reality is of course very different. Today's activities are very much safer than those of a bygone era: precisely because parliament ultimately felt obliged to legislate to enforce safety standards. It is a sobering thought that in the 1870s, well after the date on our beam engine (1852) our next door neighbour (the Oxford, Worcester and Wolverhampton Railway<sup>\*</sup>) was part of a system that killed some 700 of its workers every year.

At the present time the relevant legislation is the "Health and Safety at Work Act 1974" and the plethora of Regulations made by successive ministers under the Act. These require that at Combe Mill

1. At the personal level we are all responsible for our own safety and that of others with whom we come into contact.
2. At the corporate level the responsibility for ensuring that the requirements are put in place and acted upon lies with the Board. The Board cannot delegate these responsibilities but has resolved to exercise them through the Director Responsible for Safety (DRS). Much of the associated hard work is done by a small dedicated band of members.

The DRS has briefly reported as follows:

1. It is a pleasure to report that within the mill the need to adopt safe working practices and to apply the practices at all times is, in general, well understood and taken seriously. The process of adoption has been greatly facilitated by those who have joined the mill in recent times and bring with them experience of current practices.
2. A key feature of modern safety practices is that it is not sufficient to have and apply them: it is essential to keep records that show that they exist, what they say and when and how they were applied.
3. Thanks are due to those members who give of their time to undertake these otherwise thankless tasks. Their dedication means that others, as well as themselves, can continue to enjoy working safely at the mill.

\* Known colloquially as the "Old Worse and Worse": not so much for the service it provided as for its financial mismanagement,

4. As in every human activity there are areas that require attention. For example the method statements need review and in some cases up dating.
5. There is one area of serious concern. Over the years, on a small number of occasions, members undertake actions which defy rational explanation. Recently an incident, which had the potential for serious injury, was drawn to my attention by a concerned member. The Society needs all its members to point out when an unsafe activity is taking place. There is no saving of time or money that justifies working in an unsafe way at the mill.

## **Finance and the Future**

The Treasurer's Report sets out the Society's performance over the last financial year. The Board would highlight the following:

- The new activities associated with the tea room meant that profits in 2018/19 at nearly £3,900 were £1,000 greater than the previous year.
- The Society's retail activities (including the on line eBay venture launched by Helena Sylvester) realised a profit of nearly £700.

The Board is clear that, whilst the Society has the money to continue successfully trading on a day to day basis, it needs to raise substantial sums to secure its long term future.

Our largest single income source is admission fees. Simplistically one way to increase our revenue would be to increase these fees. An increase that was big enough to have a significant effect on our income would likely reduce the number of visitors. Even if the net effect on our finances was positive, this improvement would have been achieved by a reduction in public benefit: a hard sell as far as the Charity Commission is concerned.

The way forward has therefore to be finding and developing new revenue streams. Ideas that are being piloted include:

- The sale of gift vouchers: the scheme allows visitors present at the mill to buy vouchers that they can give to others as a present.
- The offering of a package (including transport) to local care homes to allow residents who do not have access to a car to visit the mill.
- Working with the Cotswold Partnership to promote the Mill as part of Uncover the Cotswolds.

Members with suggestions and a willingness to work on their ideas are encouraged to put them forward. For example one member has discovered an alternative supplier of burgers now that we cannot do them ourselves. She has arranged trials and by the date of the AGM will know the initial outcome.

In an attempt to widen the methods of interaction two meetings have been held on Thursday evenings. To date, though successful in themselves, the primary outcome of these meetings has been to encourage joining in on Wednesdays. Welcome as this development is and it is very welcome, a piloted novel idea might just be the one that launches a different method of working.

## **Thanks**

It is a humbling thought that the mill is effectively run by 45 active members. This report mentions some of them. All are deserving of a special mention. As chairman, I thank

## COMBE MILL SOCIETY – Minutes of AGM 26 April 2019

everyone who contributed to the running of the mill over the last year. Thanks to your efforts, it is a living thriving entity and remains a pleasant place to be.

On this particular occasion, I must thank Ron Rutherford, both personally and on behalf of the Society, for his many years of outstanding service. He retired as a Director during the course of the year. Ron joined the Society in July 1999, one month after it was formally incorporated as a limited company. He immediately threw himself into all aspects of its work: later finding the time and energy to become chairman. A tour round the mill with him is to revisit history. It is fair to say that the mill is a living testament to the work of Ron and the many like him. Thank you Ron.

This has been a difficult year for the Board and I thank those members who served on it. Particular mention must go to Peter Trowles, Derek Goddard and Julie Stuart-Thompson who, already active Society members agreed to be co-opted to the Board at a time of great need.

For me personally it has been quite a year. I look forward with eager anticipation to the next: whatever it may bring.

*Philip Hawtin*  
*26 April 2019*

**Receipts and Payment Accounts for 2018/19 and 2017/18**

<b>COMBE MILL SOCIETY</b>							
<b>Receipts and Payments Account</b>							
		<b>Y/e 2019</b>			<b>Y/e 2018</b>		
<b>Balance at 1 April</b>			<b>B/F</b>	<b>£ 17,228.24</b>		<b>B/F</b>	<b>£ 16,760.71</b>
Lloyds Bank	£	6,033.30			£	6,444.97	
Savings Reserve	£	10,500.00			£	10,000.00	
Petty Cash	£	694.94			£	315.74	
<b>Receipts</b>							
<b>Fund Generation</b>							
Refreshment Sales	£	6,202.35			£	5,252.59	
Retail sales	£	1,302.80			£	991.69	
Souvenir Brochure Sales	£	256.00			£	354.00	
Sales of Donated Items	£	1,165.48			£	1,471.10	
Other Sales	£	875.00			£	259.30	
Market proceeds	£	620.00			£	1,548.00	
Guide Book receipts	£	-			£	23.00	
Hire of Rooms - Equipment	£	1,421.00			£	1,442.00	
Blacksmithing Experience Vouchers	£	826.50			£	718.97	
Beam engine experience vouchers	£	-			£	101.95	
			£	12,669.13		£	12,162.60
<b>Charitable Activity Income</b>							
Admissions	£	9,416.19			£	10,919.00	
Forge Sales	£	921.00			£	1,102.00	
			£	10,337.19		£	12,021.00
<b>Other receipts</b>							
Gear tooth replacement sponsorship	£	890.00			£	148.00	
Sundry receipts	£	125.00					
Refunds on Purchases	£	2,152.87			£	63.10	
Easy Fundraising	£	36.36			£	22.66	
			£	3,204.23		£	233.76
<b>Voluntary Income</b>							
Member Subscriptions	£	942.00			£	652.00	
Donations	£	2,634.98			£	1,288.91	
Grants Received	£	4,270.00			£	500.00	
Hardcopy newsletter premium	£	60.00			£	60.00	
			£	7,906.98		£	2,500.91
<b>Tax Rebates</b>							
Gift Aid Refund	£	906.02			£	788.11	
			£	906.02		£	788.11
<b>Loans received</b>							
Loans from supporters	£	-			£	-	
			£	-		£	-
<b>Interest Received</b>							
Savings Reserve account	£	59.04			£	51.50	
			£	59.04		£	51.50
<b>Door Key Deposits</b>							
Door Key deposits	£	-			£	5.00	
			£	-		£	5.00
<b>Operating Receipts</b>				<b>£ 35,082.59</b>		<b>£ 27,762.88</b>	
				<b>£ 52,310.83</b>		<b>£ 44,523.59</b>	

# COMBE MILL SOCIETY – Minutes of AGM 26 April 2019

## COMBE MILL SOCIETY Receipts and Payments Account

	Y/e 2019	Y/e 2018
<b>Payments</b>		
<u>Voluntary Income Costs</u>		
Sustenance & protective clothing	£ 148.03	£ 100.38
Volunteer travel costs	£ 90.70	£ 53.00
Other		
Postage Newsletter	£ 97.44	£ 120.96
	-----	-----
	£ 336.17	£ 274.34
<u>Fundraising Sales Costs</u>		
Tea Room Supplies	£ 2,394.66	£ 2,422.03
Fuel for Barn Engines	£ 82.91	£ 72.79
Printing of Guidebook	£ -	£ 326.58
Flyers/Brochures/Posters	£ 726.02	£ 791.12
Payment for visiting attraction	£ 609.28	£ 913.22
Retail Supplies	£ 606.91	£ 782.76
Bought-in catering	£ -	£ 288.90
Advertising	£ 556.75	£ 772.88
Web Site hosting and support	£ 447.87	£ 722.33
Return of booking deposit	£ -	£ 50.00
	-----	-----
	£ 5,424.40	£ 7,142.61
<u>Governance - Upkeep</u>		
Telephone/broadband	£ 464.01	£ 404.42
Rent	£ 138.42	£ 138.42
Rates	£ 246.50	£ 239.50
Water	£ 106.59	£ 125.90
Electricity	£ 2,815.04	£ 2,409.64
Fire Extinguisher Service	£ 420.00	£ 624.72
Boiler Inspection Fee	£ 200.00	£ 180.00
Cleaning (incl materials)	£ 297.41	£ 246.70
Lift Service Contract	£ 258.00	£ -
Waste collection charge	£ 135.46	£ 401.18
Other purchases		
	-----	-----
	£ 5,081.43	£ 4,770.48
<u>Charitable Activities</u>		
Fuel Oil for Boiler	£ 937.33	£ 1,034.80
Consumables for Boiler	£ 20.39	£ 19.05
Consumables for Forge	£ 664.56	£ 644.77
Maintenance of Premises	£ 4,263.70	£ 4,169.62
Maintenance of Displays	£ 184.84	£ 434.14
Maintenance of Equipment	£ 216.93	£ 455.49
Maintenance of Boiler	£ 1,070.86	
Maintenance of Woodland	£ -	£ 107.10
Materials for Waterwheel Project	£ 12,610.30	£ 30.05
Materials for second storage shed	£ 3,305.71	£ -
Learning Resources	£ 117.16	£ 1,462.04
Training Costs	£ -	£ 24.00
Interpretation	£ 149.27	£ 678.13
	-----	-----
	£ 23,541.05	£ 9,059.19
<u>Governance - Admin</u>		
Printing Admin Related	£ 46.36	£ -
Stationery	£ 1,285.90	£ 1,398.46
Reference book or publication	£ -	£ 37.28
Postage Advertising	£ 508.03	£ 1.58
Postage Administration Related	£ 84.88	£ 57.82
Computer supplies	£ 141.99	£ 18.28
Subscriptions for Other Bodies	£ 449.00	£ 362.00
Insurance - Public Liability/EL/PL	£ 1,761.09	£ 1,757.90
Directors & Officer Insurance	£ 206.00	£ 206.00
Legal Fees	£ 20.00	£ 20.00
Accountancy Fees	£ 1,110.00	£ 1,110.00
Museum Accreditation costs	£ 200.00	£ 56.89
	-----	-----
	£ 5,813.25	£ 5,026.21



## Appointment of Directors: Request for Secret Ballot

### Background

- 1 Members proposing to attend the 2019 AGM suggested to the Chairman that the voting for the appointment of directors at the AGM should be carried out using a written (i.e. secret) ballot.
- 2 The request had no significant implications for proxy voting.
- 3 This paper explains the Chairman's response given at the 2019 AGM and describes a methodology for achieving the requirement by carrying out the appointments via polls rather than ordinary resolutions.

### Ruling with Respect to the Request

- 1 Article 34(1) states "The charity may by ordinary resolution: appoint a person who is willing to act to be a director;"
- 2 In turn Article 21(1) states "Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:"
- 3 Taken together these two Articles clearly show that there is a presumption that the vote will be taken by the raising of hands. There are no powers in the Articles for any person to demand that the standard vote be taken in written form. I am aware that others have suggested that what 'a show of hands' actually means is that each person present at the meeting, whether in person or by proxy, has one vote and does not describe the mechanism used to determine the voting figures. I have been unable to find any authoritative statement to this effect. I therefore reject the approach on the grounds of sophistry.
- 4 At the meeting either the person chairing the meeting [Article 21(1) (a)] or at least two members present in person or by proxy and having the right to vote at the meeting [Article 21(1) (b)] have the right to demand a poll. If a demand for a poll is made it falls to the person chairing the meeting to determine the procedure that is to be followed [see Articles 21(4) (a) and (b)]. Clearly these arrangements could include the provision of a secret ballot.
- 5 Article 24 (4) (b) confirms that the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6 The approach set out in paragraph 4 potentially poses a significant problem. Planning for a written ballot takes time and, if the necessary pre-planning has not been carried out, the poll cannot take place at the meeting and there could be a delay of up to 30 days before the result is known.
- 7 The procedure set out in the following section describes the methodology used in connection with the request at the 2019 AGM.
- 8 Neither the members in general meeting nor the board has the powers to adopt the suggested methodology on a permanent basis other than by changing the Articles by special resolution. The key feature of the current Articles is that the demand for the poll must be made at the meeting [Article 21(1)]: thus it can only be applied on a case by case basis.



- 9 The procedure described in the Methodology section is capable of replication on a case by case basis.

## **Methodology**

- 1 The need is to determine, prior to the meeting, those occasions when a written ballot is desirable and to ensure that the necessary pre-planning is carried out and a poll is demanded at the AGM on those occasions.
  - ◇ At the 2019 meeting this requirement was met because the members concerned had alerted the chairman of their intention.
- 2 Article 19 requires that a director must chair the AGM unless there are no directors present willing to undertake this task. Whenever a director chairs the meeting his/her presence provides the necessary guarantee that a poll will be demanded.
- 3 The procedure is straightforward:
  - a Once the nominations for appointment to the board have been received, the board can determine if a poll is appropriate and arrange for any necessary preparatory work to be carried out.
    - ◇ If, as in 2019, a member makes known his/her intention to demand polls for the elections, the matter will be put to the board.
    - ◇ The board will need to develop criteria that it will use as the basis on which to make a recommendation to the chairman that he/she demands a poll at the meeting.
      - ⇒ The board should note that if two members give notice that they intend to demand a poll then the board must carry out the necessary pre-planning.
  - b On the basis of shared responsibility, all directors will have agreed to the need for a poll.
  - c At the AGM the person chairing the meeting (almost certainly a director) will, at the appropriate time, demand a poll and state that the poll will take place immediately.
    - ◇ The person chairing the meeting would know that the necessary supporting arrangements are in place.
  - d If the chairman fails to demand a poll the matter will come before the meeting as ordinary resolutions in accordance with the Articles and the relevant votes at the AGM will be taken by a show of hands.
- 4 These arrangements are fully consistent with the requirements in the Articles. Their purpose is solely to ensure that the poll is able to be taken immediately. The basic powers under the Articles to demand a poll are not changed but, in the absence of the necessary pre-planning, it is unlikely that the poll could be taken immediately.
- 5 To be consistent with the Articles, the procedure has to be followed on a year by year basis. It is not permissible for the board to pass a lasting resolution as this would be inconsistent with the requirements of the Articles [see Article 21(1)]. It would be permissible to delegate the decision to two or more directors subject to guidance as to how the delegation may be applied [see Article 46 (1)]

*Philip Hawtin  
26 April 2019*

# Combe Mill Society



## Attendees at Annual General Meeting – Friday 26 April 2019

Ian Goldring	Nick Russell
Gordon Lord	
John Ross	
Pauline Ross	
Ron Russell	
<del>                    </del>	
Chie Bromis	
Peter Trowles	
Jack Swallow	
M Gumbel	
RAY PITTS.	
Ron Winfield	
Ann Winfield	
Derek Goddard	

