

ROYAL SOCIETY FORMER STAFF ASSOCIATION

Minutes of the Annual General Meeting held on 21 May 2018

<i>Present:</i>	Mary Manning (<i>Chairman</i>)	
Chris Argent (<i>Editor Emeritus, BTT</i>)	Brenda de Vere-Lewis	Susan Moss (<i>Welfare Secretary</i>)
Christine Brock	Sharon Fishwick	Mary Nixon
Choong Kar Chan	Marjorie Harris	Peter O'Rourke
Diana Chapman	Ann Hicks	Nigel Parfitt
Peter Collins (<i>Editor, BTT</i>)	Joan Hurrell	Keith Root
Peter Cooper (<i>Hon. Secretary</i>)	Linda Mackenzie	Beata Seymour
Pippa Cox	Jackie Middleton-Smith	Jane Silverleaf (<i>Events Secretary</i>)
Stephen Cox	Len Mole	Peter Warren

Pippa Cox was welcomed to her first AGM.

1. Apologies for absence

Peter Cooper reported that 45 members had sent apologies.

2. Minutes of the 2017 AGM

The Minutes of the AGM held on 22 May 2017 were confirmed: proposed by Peter Warren, seconded by Len Mole, approved by a show of hands. [Copies of the confirmed minutes are available from the Secretary or from the website.]

3. Matters arising from the Minutes.

None.

4. Report from the Chairman

Mary Manning noted that this was her final report as Chairman. She noted the very positive changes over the past five years emerging from The Way Forward study, leading to a broader strategy, growing membership numbers, a change in the name etc. However, she noted with regret the change, sadly downwards, in the links with the RS. She summarised the central aspects of the RSFSA – members' common connection through the RS, the core values of public benefit and not-for-profit, and the core programme of activities and welfare now extended and delivered through multiple means. She was pleased that she would pass on to her successor a financially-sound and stable organisation, provided not least by the generosity of members. She expressed her thanks to all members of the Committee during her time as Chairman.

Mary offered some thoughts for the Association in the future – to recognise the benefits that links with the RS brought, to keep the organisation as simple and non-bureaucratic as possible, and to be a vehicle for members to enjoy meeting together and keeping in touch. Finally, she encouraged members to consider putting themselves forward for service on the Committee – none of the posts was that arduous, and maybe some may wish to join for a 'trial' period, to see what was involved.

5. Hon. Treasurer's report

(a) Accounts for 2017/18

Mary Nixon and Peter Cooper reported on the audited accounts (AGM18-1); Mary had been co-opted onto the Committee as Treasurer during the year but it was taking some time for Lloyds bank to complete the changes to the account for her to take over fully. The finances remained healthy with a net surplus on the General Funds of £214.53 compared with £466.38 last year. As reported in 2017, the Committee had agreed to subsidise the New Year lunch and the Professional Activities Group, although the latter, in the form of support for a seminar on mentoring held in March, would show in the next year's accounts. Administrative costs were comparable with last year's. Peter Cooper explained that, for accounting reasons, the printing costs of *BTT* were paid from the General Funds, but those costs were then recouped from the *BTT* Fund, which was provided by anonymous donations from members. He also reported that several payments had been made from the Welfare Fund, but the Fund remained healthy, having received a number of generous donations from members.

The Committee saw no need to recommend any increase in subscriptions at this time.

Peter noted that it was the final year as Auditor for Nigel Hicks. The AGM agreed to send its thanks to him for all he had done; Ann Hicks was given a small gift to pass on to Nigel.

Choong Kar Chan suggested that the accounts might show separately subscriptions received for other than the current year, for comparison purposes. He also asked that the Committee consider whether the General Fund might match all donations made to the Welfare Fund. It was agreed that the Committee would consider both points.

Chris Argent noted the higher *BTT* printing costs in 2017/18; Peter Cooper explained that the major reason was that there were just two issues' printing paid in 2016/17 rather than the three in 2017/18; there was a small effect also from the issue size and the pattern of use of colour in the issues.

(b) Approval of the audited accounts

The motion to accept the accounts for 2017/18 was proposed by Choong Kar Chan and seconded by Marjorie Harris; the meeting agreed the motion by a show of hands.

(c) Provisional budget for 2018/19

As required by the Financial Regulations, an outline draft budget was presented to the AGM. Inevitably, many of the figures could only be nominal at this stage, but were based on historical costs and projections from previous years. The AGM noted the draft budget.

(d) Banking arrangements and financial regulations

Peter Cooper reported that, following discussions at the 2017 AGM, he had investigated alternative banking arrangements. The Lloyds Bank Treasurers' Account had offered all that the Association required in the way of free day-to-day banking, including internet banking, and the Committee had agreed to open an account. By the end of the financial year all financial activity had moved to the new account and the Nationwide account closed. Internet banking options had been offered to members for paying for both Association events and annual subscriptions. He asked members to let the Committee have feedback on the operation of the new banking arrangements.

The move to internet banking had led to a need to make minor revisions in the Financial Regulations, which would be covered later in the agenda.

6. Report of the Hon. Secretary

Peter Cooper referred to his report (AGM18-2). Membership had increased, with two new members, Mary Sampson and Juliet Upton, but the sad loss of Joanna Corden, who had only just joined earlier in the year.

7. Report of the Welfare Secretary

Susan Moss reported on member welfare matters. Gift cards had been sent to members on their 80th and 90th birthdays. (Members present in receipt of those expressed their thanks.) Susan had been in contact with several members over the year who had been unwell to see whether there were ways in which the Association could help them and, where appropriate, to send gift cards.

She asked members to keep in mind to notify her when they were aware of any member who was ill, infirm or might otherwise be able to benefit from the Association's Welfare Fund.

8. Report of the Events Secretaries

Jane Silverleaf explained that, to try to get round the difficulty of setting dates for events, she was using email more to sound out members beforehand. While members not on email were not part of that process they were of course, included in the circulation of the resulting detailed event notice.

She reported on the visits to the London Docklands and the Postal Museum, and on the New Year lunch. The latter had been successful and the quality of the meal much appreciated, but it had been over-subscribed for the size of room available, thus leading to a few comments. Members at the AGM commented that the costs were no higher than expected in London, the venue convenient and, overall, good value.

Jane was looking at a visit to Kew later in 2018, and was continuing to consider ways to involve members who were still working or found the normal events timing difficult. Marjorie Harris reminded members that her garden would be open as part of the NGS Open Gardens Scheme, and members would be welcome.

9. Report on the Professional Activities Programme

Peter Cooper reported that the Professional Activities Group Mentoring Seminar, led by Rachel Tobbell, had been held at the Academy of Medical Sciences, thanks to an approach made by Mary Manning. Those who attended had found it an interesting and enjoyable occasion (confirmed at the AGM by Pippa Cox). The aim was now to build on that success. It was particularly useful that the Academy had indicated that it would be happy to host such events again.

10. Report of the Editors of *Beyond The Terrace*

Peter Collins reported that three issues of *BTT* had been produced during the year, its 25th anniversary year (AGM18-3). He and Chris were always keen for input and feedback from members. Chris added that it would be good to be able to establish a 'Letters to the Editor' section. He also reminded members that, on the website, there was a compendium of tributes to past members of the Association.

11. Amendments to the Rules and Financial Regulations

Peter Cooper explained the three reasons behind the proposals for amendments to the Rules and Financial Regulations (AGM18-4): necessary changes to the Rules to ensure that the Association met all legal conditions for a Non-Profit Organisation; minor changes to allow internet banking; and revisions to the title and purposes of the annual audit to reflect modern practice.

The motion to accept the changes was proposed by Keith Root and seconded by Peter Warren; the motion was approved by a show of hands. [The amended Rules and Regulations are attached at Annex A.]

12. Elections to the Committee

Nominations for elections and re-elections to the Committee (AGM18-4) were considered. The following elections were agreed by shows of hands:

Chairman: Peter Cooper to serve for three years.

Hon. Treasurer: Mary Nixon to serve for three years.

Welfare Secretary: Susan Moss to serve for a second term of three years.

Co-opted Member: Chris Argent as *BTT* Editor Emeritus.

Jane Silverleaf (Events Secretary) and Peter Collins (Editor, *BTT*) continued their terms of service.

It was noted that three positions remained unfilled – Hon. Secretary, Professional Activities Secretary, and Ordinary Member. The AGM agreed that the Committee should continue to seek members to fill these positions and to co-opt to the Committee during the year, reporting back to the 2019 AGM. In the case of the Hon. Secretary, the Committee should draw up a revised specification for the post, recognising the separation of the core, essential tasks for the Secretary from other roles which could be spread across other Committee members.

13. Appointment of the Accounts Examiner for 2018/19

David Sturt had indicated that he would be willing to stand as Accounts Examiner (as defined under the new Rules and Financial Regulations agreed under Item 11 above). Proposed by Peter Cooper, seconded by Peter Warren; the meeting approved the motion by a show of hands.

14. Report on pension matters

Peter Cooper, in his role as Member-Nominated Trustee of the RS (Defined Benefit) Pension Plan, reported on actions during the year, as sent to Plan members in the regular newsletters.

15. Any other business

(a) Reserves policy Peter Warren suggested that it would be good practice for the Committee to formulate a policy for the level and purposes of the reserves that it held. It was agreed that the Committee would consider the matter.

(b) Retiring members of the Committee Mary Manning expressed her thanks to the retiring members of the Committee – Wilma Pereira and Peter O'Rourke – and thanked them for their contributions to the work of the Association. She wished the new Committee well for the future. Peter Cooper responded, thanking Mary for all that she had done as Chairman over the past five years. As noted earlier, it had been a time of great change for the Association, and Mary's professional and calm leadership was crucial to handling these changes. As a result, we now had an Association that was financially stable, increasing in its membership and activities, and with a bright and positive future. Peter presented Mary with a gift, reflecting the Association's heartfelt thanks for her dedication and commitment.

16. Date for the 2019 AGM

The 2019 AGM will take place at 2:00 p.m. on Monday 20 May 2019, subject to availability of rooms. [*Post-meeting note: confirmation has been received for the AGM on 20 May 2019.*]

Annex A

ROYAL SOCIETY FORMER STAFF ASSOCIATION (formerly The Royal Society Pensioners' Association)

Rules

(6 June 1986, with subsequent amendments approved by the Annual General Meetings on 31 May 1989, 16 May 1994, 15 May 1995, 18 May 1998, 18 May 2009, 16 May 2011, 20 May 2013, 16 May 2016 and 21 May 2018)

1. Title

The Association shall be called: "The Royal Society Former Staff Association".

2. Membership

Membership shall be open to all pensioners, deferred pensioners and other former staff who have been confirmed in post at The Royal Society. Change of criteria for membership shall not be applied to any current member of the Association.

3. Objects

The objects of the Association are:

- (i) To offer activities and services to enable those who have worked at the Royal Society to maintain contact with each other for social and professional purposes.
- (ii) To support members in need and provide welfare and assistance as appropriate.
- (iii) To support the purposes of The Royal Society, acting as an ambassador and holder of historical knowledge.

4. The Committee

The business of the Association shall be managed by a Committee consisting of:

- a Chairman
- an Honorary Secretary
- an Honorary Treasurer (which post may, if the Annual General Meeting so agrees, be held by the Honorary Secretary)
- up to four Members with Defined Responsibilities as may be agreed from time to time by the Annual General Meeting
- one Ordinary Member elected at the Annual General Meeting
- up to three Co-opted Members.

Committee Members (except Ordinary and Co-opted Members) shall each be appointed for a term of three years and shall be eligible for re-election for a further term of three years. Ordinary Members shall be appointed for a term of three years and shall not normally be eligible for re-election in the same capacity except after an interval of one year. Co-opted Members shall serve until the following Annual General Meeting and may be re-appointed.

Nominations for Committee Members shall be sought at least three weeks before the date of the Annual General Meeting and delivered to the Honorary Secretary not less than seven days before the Annual General Meeting. If no nominations are forthcoming for vacancies on the Committee the Annual General Meeting may elect any willing members to fill those posts to serve until the following Annual General Meeting.

5. General Meetings

An Annual General Meeting shall be held in May or June each year and at least three weeks' notice of time, date and place shall be given. At this meeting necessary elections of Officers, Committee and Accounts Examiner shall take place.

The Honorary Secretary shall call a Special General Meeting on the written request of not less than six members, or of the Committee, giving members at least three weeks' notice of the time, date, place and business to be conducted.

The quorum at a General Meeting shall be one fifth of the total membership of the Association.

Voting at General Meetings shall normally be by a show of hands on a simple majority of those present and voting. In the case of equal numbers for and against a motion the Chairman shall be entitled to cast a second vote.

6. Subscriptions

Members shall pay an annual subscription to be determined by a two-thirds majority of members attending the Annual General Meeting.

The annual subscription should be paid by the date of the Annual General Meeting in each year. If a subscription has not been received by the first following Annual General Meeting, the membership will normally be deemed to have lapsed.

7. Accounts

The Honorary Treasurer, or in his/her absence the Chairman or Honorary Secretary, shall be responsible for all payments from the Association's bank account(s). The Committee shall draw up Regulations for the commitment of expenditure and other financial matters.

The Honorary Treasurer shall prepare an annual Receipts and Payments Account and Welfare Fund Account for the year ending 31 March, showing corresponding figures for the previous year, for examination by the Accounts Examiner and shall present the accounts to the Annual General Meeting for approval.

The funds belonging to the Association shall be applied only to further the aims of the Association.

8. Regulations

The Committee shall from time to time formulate and amend such Regulations as it considers appropriate for the proper conduct of the Association's affairs. Such Regulations shall be notified to the Annual General Meeting and made available to all members. If any Regulation is inconsistent with the provisions of these Rules the latter shall prevail.

9. Dissolution

The Association may be dissolved by a two-third majority of members present and voting at a General Meeting. The assets of the Association, less any debts owing, shall be donated to the Royal Society or some other charitable purpose(s) as the General Meeting may decide.

10. Alterations to the Rules

No variations to the above shall be made other than by members at the Annual General Meeting or Special General Meeting.

Financial Regulations

(22 May 2017, amended 21 May 2018)

1. Budgeting.

- (a) Annually, before 1 April, the Committee will approve a provisional budget for the following year based on opening bank balances and the expected income and expenditure. The budget, once approved by the Committee, will set the sum expected to be spent on each area of activities, for instance, committee expenditure, preparation of the newsletter, social events, etc. but not expenditure from the Welfare Fund (see 1(d)). The budget may indicate where costs are being met by gifts in kind.
- (b) When setting the budget the Committee may set principles for certain types of activity, for instance that they must be cost-neutral, with income from participants (or other sources) matching costs, but recognising that the timing of expenditure (deposit on a visit, for instance) may precede receiving the income.
- (c) The Committee may revise its budget during the year, including adding new activities and expenditures.
- (d) No budget is set for the Welfare Fund as expenditure is responsive to members' and their families' needs.

2. Expenditure

- (a) Committee members may commit expenditure (e.g. booking a visit, printing the newsletter) provided the costs are within the budget approved by the Committee.
- (c) Requests for exceptional expenditure must be approved by the Treasurer and Chairman or Secretary before any payment is made, and reported to the next Committee meeting.
- (c) The Committee member who has committed expenditure is responsible for obtaining an invoice, receipt or equivalent and for checking that the sum to be paid is correct, and that the goods or services have been received. The invoice, receipt or equivalent is passed to the Treasurer for payment.
- (d) The Treasurer, when content, will make payment, by cheque or electronic bank transfer. In the absence of the Treasurer two members of the Committee including at least one Officer may do so.
- (e) The Treasurer will report all expenditure made at the next Committee meeting.

3. Expenditure (Welfare Fund)

- (a) The Welfare Fund is a separate fund to provide support and assistance to members in need, including (but not limited to) sending cards and flowers to those who are ill or bereaved, assisting in the additional cost for those who need to use taxis from London terminals to attend the Association's events, and contributing to members' costs when visiting other ill or house-bound members.

- (b) Expenditure from the Welfare Fund will be by request by the Welfare Secretary to the Treasurer and Chairman or Secretary, stating the amount and reasons for the expenditure.
- (c) Approved expenditure may be paid by the Welfare Secretary or Treasurer (or other Committee member authorised by the Treasurer). If the expenditure is not made by the Treasurer the Committee member making the payment must pass the Treasurer a receipt or equivalent to be recompensed.
- (d) The Treasurer, when content, will make payment, by cheque or electronic bank transfer. In the absence of the Treasurer two members of the Committee including at least one Officer may do so.
- (e) The Welfare Secretary or Treasurer will report expenditure from the Welfare Fund at the next Committee meeting.

4. *Committee members' expenses*

- (a) Committee members may reclaim costs incurred directly in the furtherance of their duties on the Committee.
- (b) Normally, Committee members will not be reimbursed for travel costs to Committee meetings that coincide with other Association events that they can attend as members
- (c) Claims for expenses must be sent to the Treasurer for approval and payment, accompanied by receipts or equivalent evidence of expenditure.
- (d) The Treasurer's expense claims must be approved by the Chairman or Secretary.
- (e) The Treasurer, when content, will make payment, by cheque or electronic bank transfer. In the absence of the Treasurer two members of the Committee including at least one Officer may do so (but may not approve or pay their own expenses).

5. *Income*

- (a) All income must be passed to the Treasurer for banking with details of what the income relates to.
- (b) The Treasurer must be informed if the income, especially gifts and donations, is to be acknowledged with full details of to whom that acknowledgement should be sent.
- (c) The Treasurer will report income received at the next Committee meeting.

6. *Accounts Examiner*

- (a) The role of the Accounts Examiner is to act on behalf of the membership to check, as far as he/she is able, the financial position and financial governance of the Association:
 - (i) that the accounts presented at the AGM are a fair record of the Association's finances; and
 - (ii) that the accounts accord with underlying records including evidence of receipts and payments and the bank statements; and
 - (iii) that the financial procedures followed by the Committee seem appropriate to protect the Association's finances; and
 - (iv) to report as necessary to the AGM.