

**Minutes of 19<sup>th</sup> Annual General Meeting of Friends of Anderton and Marbury (FoAM)**  
**held at**  
**Comberbach Memorial Hall on Monday 21 May 2018.**

The Chair, Alan Redley, opened the meeting at 7.45pm. The meeting was quorate, with 44 Members attending.

**1. Apologies.**

Apologies were received from Anna and Ian Cooper and Roy Leigh.

**2. Minutes of the Last Meeting**

As agreed in previous years, Minutes of the last meeting (18<sup>th</sup> meeting) had been posted on FoAM's website [foam.merseyforest.org.uk](http://foam.merseyforest.org.uk). There were no amendments and the Minutes were accepted by the meeting.

**3. Matters Arising**

There were no matters arising.

**4. Chair's Report**

The Chair reported that FoAM had held another successful year of events. Graham Walker had again produced a short video 'The last 12 months in Words and Pictures', which illustrated some of The Group's events and activities during the year. The video was well received by Members present.

The video showed that the year's programme had again been varied. It had included events and guided walks which enabled visitors to identify and learn about the birds, wildflowers and trees found on site. Other events had taught visitors new skills, such as making small items of furniture out of natural materials and making floral decorations using materials collected in the Woodlands.

Clive Brookes had researched and presented a talk about the role played by Marbury Hall during World War II when, in 1940, thousands of allied troops had been evacuated from France and flooded into Marbury. The talk had attracted an audience of more than 80 and had been extremely well received.

The video also showed completed projects, including the skilful renovation of a large cedar notice board, which had enabled the board to be re-used rather than scrapped. Two new interpretation panels had been designed and installed. These would enable visitors to learn about and understand the impact the salt industry has had on the area.

The Chair reported that work on producing a new Northwich Woodlands Map to replace the old Explorer Guide was nearly complete. Frances Findlay and Mary Jeeves had been a great help in producing text for all FoAM's projects and Graham Walker's IT skills were much appreciated. The Chair thanked the large number of people who had been involved in all the activities which had taken place throughout the year.

The Chair reminded those present that, at the time of the last AGM, Chris Moseley had taken up a new role within the Council in Total Environment. The new regime had now been operating for a year and the presence of only one Ranger on site, Dave James, had resulted in some knock-on effects. It had meant that during Dave's holiday periods, no Ranger was on site and some volunteer opportunities had been lost.

It had also meant there had been little or no cover over weekends to provide information and support to visitors, unless Dave had been present for a specific event.

In the meantime, regular quarterly meetings had been initiated with Dave's senior line manager. The unintended consequences of the reduction to one Ranger on site had been raised and some possible ways in which the situation could be improved had been discussed. However, it was unlikely that anything would be implemented quickly.

Overall, the meetings had been constructive, and we look forward to them continuing.

Over the years, FoAM's income had grown and was now expected to regularly exceed £5,000 per year. This level of income had triggered the requirement for the Group to apply to the Charity Commission for registration as a charity. The Chair thanked Steve Penwill for his assistance with this process.

Preparation for the application, had given the opportunity to revisit the Group's Constitution and this would be discussed again later in the meeting, when approval would be sought from Members for agreement to a resolution to adopt a revised Constitution.

The Chair closed his report by paying special thanks to Dave James for his huge contribution and support for FoAM's activities.

## 5. Treasurer's Report

The Treasurer's Report was presented by David Bullock who summarised the main items.

A first-aid course had been arranged for volunteers and first-aid kits purchased. Cheshire West and Chester Council had donated towards the cost. A dust-extraction system had been installed and other changes had been made in the workshop, resulting in a much-improved facility.

Some of the cash balance built up during previous years had been spent and expenditure had been greater than income by about £1,000. However, the overall financial position remained very healthy.

The Treasurer's Report was accepted by Members and a copy has been appended to these minutes.

## 6. Report from Membership Secretary

The Membership Secretary had been delayed and unable to report at the meeting.

*[Secretary's note - Since the last meeting:*

*Life Members had gone from 37 to 42*

*Individual Members had gone from 78 to 83*

*Household Memberships had gone from 56 to 69*

*Complimentary Memberships had gone from 8 to 10*

*Assuming conservatively that Household Membership is 2 Members, this represented an increase from 235 to 273 Members]*

## 7. Election of Officers and Committee for 2018/19

The Chair reported that his three-year term of office had come to an end. No-one had come forward to take on the role and he had offered to stand again.

Anna Cooper had resigned as Secretary. Frances Findlay had agreed to take on the role for the remaining two years of what would have been Anna's three-year term in the role.

Clive Brookes and Jacqui Hutton had resigned from the Committee since the last AGM and Roy Leigh had offered to join the Committee shortly.

The Chair sought offers from anyone present at the meeting to put their names forward for election to the Committee or for election to an Officer role. There were no offers, so the meeting proceeded to a vote on the following resolution:

***To Elect Officers and Additional Committee Members for 2018/19 as follows:***

### Officers

<i>Alan Redley</i>	<i>Chair and Projects and Grants</i>
<i>David Bullock</i>	<i>Treasurer</i>
<i>Frances Findlay</i>	<i>Secretary</i>

### Additional Committee Members

<i>Mike Allen</i>	
<i>Debbie Antrobus</i>	<i>Membership Secretary</i>
<i>Anna Cooper</i>	
<i>John Ellaby</i>	
<i>Jim Jeeves</i>	<i>Publicity</i>
<i>Mary Jeeves</i>	<i>Publicity</i>

Roy Leigh  
Joanne Redley                      Newsletter  
Graham Walker  
Brenda Yates

Ex-officio Members (not Trustees and with no voting rights)

Ranger                                      Cheshire West and Chester  
Clare Oliver                                The Mersey Forest

**The resolution was proposed and seconded and was passed unanimously by Members**

## **8. Any Other Business**

Earlier in the meeting, the Chair had explained that the Group's annual income had grown over the years and was now expected to exceed £5,000 per year, triggering the requirement to register the Group as a Charity with the Charity Commission.

Arising from the application to register as Charity, a revised Constitution had been discussed by the Committee to support registration and the Committee had agreed unanimously to recommend its adoption by Members.

The main changes had been summarised and set out in the notes with the resolution.

There were no questions or comments raised by the meeting, so the following resolution proceeded to a vote:

***To adopt a revised Constitution for the Group, which has been amended as follows:***

*The Committee proposes a number of amendments to the Group's Constitution and draws your attention to changes to the following Sections:*

1. **Section 2. OBJECTS** - Sets out the charitable objectives of the Group
2. **Section 3. POWERS** - Sets out how the Group meets its objectives
3. **Section 4. CHARITY TRUSTEES; items 4 i) – vii)** - Adds specific responsibilities to the Committee (the Charity Trustees)
4. **Section 8. TRUSTEE BENEFIT** - Adds a specific requirement that no Trustee shall benefit from the Charity (excluding reasonable expenses)

*The Committee believes that the above changes retain all the essential elements which have enabled the Group to be successful from its inception and clarify and strengthen the arrangements under which the Group operates.*

*Whilst making the above amendments, the opportunity has been taken to make editorial changes to make the document easier to read. The Committee does not consider these editorial changes to have any material effect on the way the Group operates.*

**The resolution as set out above was proposed, seconded and was passed unanimously by Members.**

A copy of the approved Constitution has been appended to these minutes.

There being no other business, the Chair closed the meeting at 8.15pm.

**Friends of Anderton & Marbury**  
Treasurers Report, 1st April 2017 – 31<sup>st</sup> March 2018

Income & Expenditure	2017-18	2016-17
<b>Events and projects:</b>		
<b>Events</b>		
Income	1,749.72	1,333.26
Costs	(1,780.01)	(1,874.57)
	<u>                    </u>	<u>                    </u>
	<b>(30.29)</b>	<b>(541.31)</b>
<b>Projects</b>		
Income		1,168.22
Costs	(4,330.32)	(2,791.70)
	<u>                    </u>	<u>                    </u>
	<b>(4,330.32)</b>	<b>(1,623.48)</b>
<b>Workshop</b>		
Income	1,990.00	1,431.35
Costs	(3,035.77)	(627.79)
	<u>                    </u>	<u>                    </u>
	<b>(1,045.77)</b>	<b>803.56</b>
<b>Other Income:</b>		
Subscriptions (net)	1,145.00	1,520.00
Donations from talks and walks	301.00	329.70
Donations	2,012.00	915.00
Logs, charcoal etc	1,102.50	1,183.00
Interest	28.92	55.34
Room hire	1,085.00	
	<u>                    </u>	<u>                    </u>
	<b>5,674.42</b>	<b>4,003.04</b>
<b>Other Expenditure:</b>		
General expenditure	(934.71)	(1,695.54)
BTCV membership & Insurance	(379.60)	(333.97)
	<u>                    </u>	<u>                    </u>
	<b>(1,314.31)</b>	<b>(2,029.51)</b>
<b>Net Income</b>	<b>(1,046.27)</b>	<b>612.30</b>

Assets & Liabilities	31-Mar-18	1-Apr-17	movement
<b>Assets</b>			
Bank account - General	11,552.62	12,431.69	(879.07)
Bank Account - Other	15,164.46	15,135.54	28.92
Cash	1.56	0.84	0.72
	<u>                    </u>	<u>                    </u>	<u>                    </u>
<b>Total Assets</b>	<b>26,718.64</b>	<b>27,568.07</b>	<b>(849.43)</b>
<b>Liabilities/Provisions</b>			
Unpresented cheques	(146.84)	(90.00)	(56.84)
Provision for Educational	(3,580.50)	(3,780.50)	200.00
Provision for Life Membership	(2,788.00)	(2,648.00)	(140.00)
Dragon Fly Pond	(1,200.00)		(1,200.00)
Maps		(1,000.00)	1,000.00
	<u>                    </u>	<u>                    </u>	<u>                    </u>
<b>Total Liabilities</b>	<b>(7,715.34)</b>	<b>(7,518.50)</b>	<b>(196.84)</b>
<b>Net Assets</b>	<b>19,003.30</b>	<b>20,049.57</b>	<b>(1,046.27)</b>
<b>Funding</b>			
Prior year net funding	20,049.57	19,437.27	612.30
Current year net income	(1,046.27)	612.30	(1,658.57)
	<u>                    </u>	<u>                    </u>	<u>                    </u>
<b>Total funding</b>	<b>19,003.30</b>	<b>20,049.57</b>	<b>(1,046.27)</b>

Signed Dave Bullock (Treasurer)

Date: 25th April 2018

Signed Steve Penwill (Auditor)

Date: 10th May 2018

# THE FRIENDS OF MARBURY COUNTRY & ANDERTON NATURE PARKS

## CONSTITUTION

### 1 NAME

The name of the Group shall be The Friends of Marbury Country Park and Anderton Nature Park, also to be known as the Friends of Anderton & Marbury or FoAM. It is herein referred to as 'The Group'. The name of The Group may be amended by resolution at any AGM or EGM.

### 2 OBJECTS

The preservation, protection and improvement of Northwich Woodlands in the region of Anderton and Marbury for the public benefit as a recreational amenity for exercise and recreation and to educate the public regarding the natural, historical and cultural value of the area.

### 3. POWERS

The objects of The Group shall be met by:

- i) making the natural, historical and cultural value of the area known to a wider public;
- ii) undertaking various activities, such as organising walks, talks and events, particularly those which engage community interest;
- iii) organising projects;
- iv) assisting the Greenspace Officers in various practical ways;
- v) raising funds by direct action or application for external funding;
- vi) liaising with other significant local industry and organisations (notably The Mersey Forest, Canal and Rivers Trust and the Lion Salt Works Museum) as well as the Greenspace Officers;
- vii) maintaining contacts with other relevant Friends groups and national organisations;
- viii) keeping local management informed of the wishes and perceptions of The Group;
- ix) promoting the Woodlands and work of The Group and undertaking any other activities determined by the Committee, consistent with the objects.

### 4 CHARITY TRUSTEES

The management of The Group shall be by a Committee of Trustees, consisting of Officers and as many Additional Committee Members as the Committee deems necessary. The Officers shall include Chair, Treasurer and Secretary (whose role may be shared by a number of Committee members) and any others that the Committee deem necessary. The Officers and Additional Committee Members shall be elected annually at the AGM, with the restriction that no-one may normally remain in the same Officer role for more than three consecutive years. A representative of the Parks' management shall be an ex-officio member.

The Trustees shall:

- i) ensure that the Group does not relieve Cheshire West and Chester Council of any of its statutory duties;
- ii) be independent of Cheshire West and Chester Council and Marbury Country Park Limited;
- iii) retain full discretion over funds raised, ensuring they are used for the specific purposes they select;
- iv) take and continue to take their own legal and financial advice as necessary;
- v) not participate in discussions or vote on issues in which they have a conflict of interest;
- vi) not agree to conditions that undermine the confidentiality of their discussions;
- vii) have unfettered discretion and be free to make their own decisions on matters outside the scope of any funding arrangement.

### 5. COMMITTEE MEETINGS

The Committee shall meet at such times and places as they deem fit, but not less than four times a year. A quorum at Committee meetings shall be six members, which must include one of the Officers. In the absence of the Chair, those present may elect one of their number to chair the meeting. Minutes shall be taken of all the Committee proceedings and these minutes shall be open for inspection by any member of The Group who applies to the Secretary.

The Committee shall undertake the general management and direction of the affairs and funds of The Group and, in particular (but without prejudice to the generality of the foregoing) may:

- i) nominate any member to serve on another body and represent the interests of The Group thereon;
- ii) pay the whole or part of any reasonable expenses of any member of The Group in or about the execution of any of his/her functions and duties on behalf of The Group;
- iii) make, and from time to time vary, rules not inconsistent with this Constitution;
- iv) fill any casual vacancies from time to time in its membership;
- v) appoint representatives from other organisations;

No person other than authorised officers of The Group shall use the name or purport to act on behalf of or to represent The Group unless the Committee have first granted him/her specific authority to act on behalf of The Group.

## 6 MEMBERSHIP

Membership of the Group shall be open to all interested individuals and groups, and all applications for membership shall be in writing. The committee shall have the absolute discretion to accept or reject such applications, or to refuse to renew the subscription of a member.

The annual subscription rates shall be such sums as may be agreed at the Annual General Meeting. Subscriptions shall become due on the anniversary of joining The Group. Members of The Group whose subscriptions fall three months in arrears shall be automatically excluded from membership.

## 7 FINANCIAL

All funds and assets in the possession of The Group shall be held, paid and applied as the Committee may direct within the Objects of The Group. Pending such directions, all funds shall be held in a separate bank account in the name of The Group with such bankers as the Committee may from time to time direct.

All cheques drawn on such bankers shall be signed by any two Officers known to the bank. All documents requiring endorsement shall be sufficiently endorsed if signed by any one of them. Prior to The Group's annual accounts being presented to the Annual General Meeting, they will be verified by an independent person.

The Group's financial year shall run from 1st April each year until 31st March in the following year.

## 8. TRUSTEE BENEFIT

No Trustee shall benefit from the Charity (excluding reasonable expenses)

## 9 GENERAL MEETINGS

The Annual General Meeting of The Group, of which at least 30 days' notice shall be given to all members of The Group by the Secretary, shall be held during the months of April or May each year. The business of the AGM shall be to receive a report from the Committee of the activities of the past year, to receive the annual accounts, to agree subscription rates for the following year and to consider any proposal or resolution put to the meeting.

The Committee may at any time, and shall within 30 days after receiving a request in writing from any 10 members of The Group, summon an Extraordinary General Meeting, of which not less than 30 days' notice shall be given by the Secretary to each member, specifying the business to be transacted. At the AGM and any EGM each member, including the Chair, shall have one vote, and all resolutions shall be decided by a show of hands. In the case of an equality of votes the Chair shall have a casting vote. The quorum at an AGM or EGM shall be one tenth of the paid-up membership.

## 10 AMENDMENTS

This Constitution may be added to, repealed or amended by resolution at an AGM or EGM. Alternatives may be proposed by the Committee or by not less than 10 members of The Group, who shall notify the Secretary at least two weeks before the AGM. No amendments may be adopted unless two thirds of the members present at the meeting vote in its favour.

Notwithstanding the above, this Constitution may be amended by the Committee to enable it to be kept up to date e.g. for changes of terminology, without reference to an AGM or EGM for approval. Any such changes will only be implemented if they do not affect the intention of the existing Constitution and will be notified to Members at the next AGM.

## 11 NOTICES

Notices to members shall be deemed sufficiently served if sent by ordinary prepaid post to the address of the member of The Group registered on his/her subscription form or by electronic means for those members opting for this form of communication.

## 12 WINDING UP

If at any AGM or EGM a resolution for the dissolution of The Group shall be passed by a two-thirds majority of the members present, and if this is confirmed by a two-thirds majority of all members of The Group as a result of a postal vote, The Group shall be wound up. In this case the Committee shall realise the property of The Group and after discharging all liabilities shall donate the surplus towards such other charities as the Committee shall decide.

Last amended at the AGM of 21<sup>st</sup> May 2018

A handwritten signature in black ink, appearing to read 'A J Redley', with a stylized flourish underneath.

A J Redley  
Chair