

**MINUTES OF THE TENTH ANNUAL GENERAL MEETING
OF THE COLWALL ORCHARD TRUST (known as Colwall Orchard Group)
HELD BY EMAIL WITH VOTES TO THE SECRETARY
BY 21:00 HOURS ON WEDNESDAY 24th JUNE 2020**

The meeting was postponed from the date formally notified, that being Wednesday 25th March 2020, due to the Coronavirus restrictions announced by the Government on 16th March 2020. On 3rd June 2020, the Secretary provided official notice that a digital AGM, by email, would take place on 24th June 2020. The agenda, papers and a voting form were circulated to all 124 members on 17th June 2020.

Valid votes (received by 21:00 hours on 24th June 2020) were received from 46 members and there were 2 late votes. This equates to 39% of the members participating in the meeting and 37% of votes received were acceptable which is above the 10% required to be quorate.

1. Minutes of the 9th AGM

Motion 1: The adoption of the minutes of the 9th Annual General Meeting, on 27th March 2019 was proposed by the Board of Trustees.

There were 45 votes in favour of the motion and 1 abstained and minutes were therefore adopted.

2. Matters arising

Leaving legacies: The Board were asked for advice on leaving legacies to COG. In response advice had been added to the COG website and this would be promoted through various means when opportunities arose.

3. Chairman's opening statement

The Chairman, Andrew Spray, welcomed all to the 10th AGM, which was the first held digitally by Colwall Orchard Trust. The Board of Trustees had decided that given the current situation with Coronavirus it would be better to hold the meeting by email, rather than postpone it until an indefinite date.

He thanked Tim Dixon, Helen Stace and Lindsay Williams, who had resigned from the Board during the year, for their hard work and dedication, which had led to COG being so firmly established.

He also thanked all current and new Board members, who were taking on extra responsibilities, volunteers, and all members and supporters who made the work of COG possible.

He observed that the year ahead promised to be a challenging one due to the Coronavirus restrictions, and hence lack of fundraising opportunities, but stressed that the COT Board hoped to be able to restart activities later in the year, as soon as it was safe to do so. He recognised that volunteers were keen and eager to get involved again.

4. Election to the Board of Directors

During the year, since the last AGM three Directors had resigned from the Board: Tim Dixon, Helen Stace and Lindsay Williams.

Three directors were retiring from the Board by rotation: Andy Ball, Deb Turnbull and Pam McCarthy and they had given their willingness to be re-elected.

Three directors were retiring from the Board having been co-opted on 26th February 2020 and 20th May 2020 and were willing to stand for election: Peter Key, Chris Blake and Jilly Rosser.

All other directors currently serving on the Board remain members: Peter Hughes, Andrew Spray, Wendy Thompson.

Motion 2: It was proposed by Wendy Thompson and seconded by Andrew Spray that the six retiring directors seeking re-election, that is, Andy Ball, Deb Turnbull, Pam McCarthy, Peter Key, Chris Blake and Jilly Rosser be re-elected to the board. There were 45 votes in favour of the motion and 1 abstained. The motion was therefore passed.

Motion 3: It was proposed by Andrew Spray and seconded by Pam McCarthy that Tim Dixon, Helen Stace and Lindsay Williams are thanked for their service as Board members to Colwall Orchard Trust. All 46 votes in favour of the motion which was therefore passed.

Motion 4: It was proposed by Andy Ball and seconded by Deb Turnbull that Andrew Spray is thanked for taking on the role of COT Chairman, as voted by the Board of Directors. Andrew Spray abstained and there were 45 votes in favour of the motion which was therefore passed.

5. Amendment to COT Articles of Association – Objects

Resolution: The Board recommended that COT change the objects in line with advice from the Charity Commission, by inserting the words 'for the benefit of the public' in an amended version of the Objects as follows.

To restore, promote and celebrate traditional orchards in the parish of Colwall for the benefit of the public, the local community and the natural environment, and to advocate the importance of traditional orchards and fruit varieties both locally and nationally.

This is achieved by:

- Conserving, restoring and enhancing traditional orchards and fruit varieties, as part of a better connected natural environment;
- Advancing the education of the public, engaging the general public in looking after traditional orchards and by encouraging the enjoyment of orchards and sustainable orchard produce;
- Celebrating orchards and sharing information about the natural and historic heritage associated with them.

Motion 5: It was proposed by Wendy Thompson and seconded by Peter Key that the objects of Colwall Orchard Trust, as set out in the Articles of Association, are amended to the version set out in the resolution above.

There were 45 votes in favour and 1 vote against the motion which was therefore passed.

6. COT Annual Report and Business Plan

The Business Plan was circulated by email to all members for information on 3rd May 2020 and was available on the website >[Business Plan](#). The Annual Report was circulated with the agenda and was also on the website >[Annual Report](#). The Annual Report would form the basis of the report submitted to the Charity Commission in November 2020.

There were thanks to Wendy Thompson and Andy Ball for completing the Business Plan and congratulations to the Board and all involved for all that had been achieved in a challenging year. The progress with the meadows project was particularly remarked upon.

In response to questions raised:

- The expenses of £28,650 in 2020/21 for Colwall Village Garden were the predicted costs for: Fences and Gates (£8,400) and All-weather track and disabled toilet (£20,250). The latter would only happen on receipt of a substantial grant and the costs would need to be revised at the time of making a bid for funds. This was explained on pages 14 and 16 of the Business Plan.
- The predicted expenditure on Orchard Heritage was significant from 2021 onwards This included archeological works at Lugg's Mill, professional advice and interpretation. Again this would only happen if COG received a grant and costs will need to be revised and confirmed at that time. This was explained on page 34 of the Business Plan.

7. Treasurer's Report

The Treasurer, Peter Hughes, advised that the balance sheet for the year had been circulated with papers for the meeting (see Micro-entity Accounts for year to 31st January 2020). This showed that during the year, COT overall assets had reduced marginally, from £194,297 to £192,869, a reduction of £1,428.

However, the remaining debt of £4,500 for the purchase of the land at Colwall Village Garden had been paid off during the year, so COT was completely debt-free.

In addition, a project on DNA testing of fruit trees had been paid for in March 2019 at a cost of over £4,500 but was fully refunded to COT by a private grant in February 2020, just too late to be included in the accounts. Had that project been reimbursed on time, COT would have made a £3,000 profit for the year.

The Treasurer reported that assets consist of land and buildings worth £151,009, and cash in the bank of £41,860. He advised that about half of the cash was in an interest-bearing account, and the other half in a current account to cover routine expenditure.

COVID-19 was hitting all businesses very hard and was curtailing most of COT income-creating activities for the time being. But COT still had sales of trees and juice, rental income from the allotments, and membership subscriptions coming in. The Treasurer thanked all for those. He had also claimed back £400 of gift aid for last year.

With no debts, no rent to pay, and fairly limited ongoing commitments such as electricity, water, insurance, audit fees, and such like he was confident that COT would get through the current crisis as long as no major new projects were embarked upon.

Peter Hughes announced that this year would be his last as Treasurer as he would be standing down at the AGM in 2021 after 9 years in the post. He thanked all sincerely for their support and understanding over the years.

Motion 6: It was proposed by Andrew Spray and seconded by Andy Ball that the Micro-entity Accounts for year to 31st January 2020 were adopted.

There were 45 votes in favour of the motion and 1 abstained and Micro-entity Accounts were therefore adopted.

8. Secretary's report

The Secretary, Wendy Thompson, reported that the COT Board had met five times during the year to consider finance, strategy and business planning, risks and health and safety, special projects and operational matters referred to the Board by the Estates Committee and Events Committee.

She added that at the end of March 2020, COT had 124 paying members of which 15 had Life membership.

9. Any other business

There was no other business notified to the Secretary or raised as a question to the Board.

10. Closing statement from the Chair

The Chairman thanked all for participating in the digital AGM and very much hoped we would be back to normal for next year's AGM.