

At the Committee meeting of the 4 July 2010, the minutes of the Extraordinary General Meeting, held on the 2 May 2010, were ratified. Below are those minutes which supersede the report on the meeting. It should be noted that certain events quoted in those minutes have since taken place e.g. R.H.S. Flower Show, Chelsea.

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## **Federation of British Bonsai Societies**

### **Minutes of the Extraordinary General Meeting**

**2 May, 2010 at 11.00 am**

**Committee Room, Birmingham Botanical Gardens and Glasshouses, Westbourne Road, Edgbaston, Birmingham.**

#### **Present:**

Malcolm Hughes, D. Barnsley, South Staffs Bonsai Society. Reg Bolton, Swindon and District Bonsai Society. Judith Davison, Midland Bonsai and Redditch Bonsai Society, Vic Yeoman, Tony Allen, Midland Bonsai Society. Peter Fielding, Cardiff Bonsai Club. Anne Robinson, Milton Keynes Bonsai Society. F. Mephram, Wigston Bonsai Society. Dave Bibby, Vale of Clwyd Bonsai Society, Gerwyn Reynolds, Dragon Bonsai Society. Marion Disbery, Janet Hughes, Heart of England Bonsai Society, David Cheshire, Denise Baum-Pick, Ambion Bonsai Society. Ray Ward, Sussex Bonsai Society. Simon Richardson, Individual Member.

#### **Apologies:**

Exeter Bonsai Society, Warminster Bonsai Society, Accrington Bonsai Society, Graham Walker, Teeside Bonsai Society, Surrey Heath Bonsai Society, Dan Barton, Bristol Bonsai Society, Alex Evelyn, New Dawn Bonsai Society, Elizabeth Scott, Cheshire Bonsai Society, Northampton Bonsai Society, Salisbury Bonsai Society, Isle of Man Bonsai Society, Manchester Bonsai Society, Wessex, Salisbury, Dai-Ichi.

#### **Proxy Votes:**

Proxy votes to the chair had been received from, North West Kent Bonsai Society, Glynderi Bonsai Society, Newbury Bonsai Society, Kent Bonsai Society, Derby Bonsai Society, Northern Ireland Bonsai Society, Cheshire Bonsai Society, BSA, Tees Valley Bonsai Society, Northampton Bonsai Society, Bedfordshire Bonsai Society, Dai-Ichi, Wessex Bonsai Society, Sutton Bonsai Society.

Malcolm Hughes informed the meeting that he had received an email from Phoenix Bonsai Society stating that the Wessex Show was taking place on the same date as this EGM which would preclude any of the southern societies from attending and this was the intention in choosing the same date to hold the meeting. The email was implying that the interim committee had conspired to prevent the southern societies from attending and as such their proxy vote was to be used to vote against all proposals put forward at the meeting.

Malcolm Hughes has replied to this email explaining that the date of this EGM had been arranged at an interim committee meeting in January 2010 and the date of the Wessex Show was not known until February 2010 by which time all arrangements had been made.

#### **1. Welcome and Introduction:**

Malcolm Hughes, Interim Chairman welcomed everyone to the meeting, introducing himself; Reg Bolton as Interim Secretary and Tony Allen as Interim Minutes Secretary. It was explained that the interim committee had been in place since the AGM and in order to continue with the organisation and management of the federation and to proceed with this meeting the interim committee required ratification from the members.

The interim chair asked that item 4 of the agenda "Ratification of the Interim Committee" be brought forward to item 2 to enable the meeting to continue. This was unanimously agreed.

## **2. Ratification of the Interim Committee:**

Reg Bolton explained why an interim committee was required. Without a committee, in particular the offices of the federation, chairman, secretary and treasurer FOBBS could not function and would have had to have been dissolved at the AGM. No nominations for committee had been received that complied with the period of time stipulated within the constitution.

In order to continue forward, reorganise and address all issues an interim committee had to be formed. This interim committee now required to be ratified by the members so that it had the authority to plan and carry out the necessary reorganisation and reforms to move forward and improve the standing of FOBBS within the member societies and to increase membership .A formal vote to ratify the interim committee and give this authority was requested and carried , *28 votes in favour, 1 against* .

## **3. Report on the AGM held on the 25 th . October 2009:**

It was explained that prior to the AGM, in the early part of October no documentation/reports had been distributed to members by Paul Eslinger, Secretary/Treasurer of the federation. This caused concern particularly to Malcolm Hughes, Treasurer and Tony Allen, Chairman of The Friends of the National Bonsai Collection, a sub-committee of FOBBS that had submitted the necessary reports in good time for publication and distribution in order to comply with the FOBBS constitution but neither had received any response.

To ensure that the committee of FNBC did their best to comply with the constitution Malcolm Hughes distributed the relevant reports for FNBC to member societies and this prompted a rather hasty response from Paul Eslinger who by this time was in contravention of the constitution.

Malcolm Hughes also ascertained that no returns had been accepted by Company House for the past 2 years and they were in the process of issuing criminal proceedings against the directors of FOBBS. This being extremely serious as there was a potential £5,000 fine for each director and a criminal record. Fortunately Companies House had, after discussions with Malcolm Hughes agreed to give extra time, 21 days for the submission of the necessary reports before any proceedings would be instigated. This situation led to the proposals of "No Confidence" and "Breaches of the Constitution" at the AGM in respect of the Secretary/Treasurer, who resigned forthwith.

This left the federation without a committee. Reg Bolton, Chairman had already stated his intention to stand down and there was no secretary or treasurer, and there had been no nominations received that would constitute as being in compliance of the constitution.

After a period of discussion, an interim committee of volunteers was agreed so that all matters outstanding could be addressed and FOBBS could be reorganised until a new committee could be appointed by members at the next AGM.

Due to the circumstances of the AGM no minutes were taken. It was considered that minutes could perhaps be prepared from the memory of persons present but a document put together under these circumstances could not be submitted as a true record of the meeting.

## **4. Report on the activities of the Interim Committee:**

There had been 2 interim committee meetings, January and March 2010. Minutes of these meetings were available for the information of all present.

### **4. (1) Current status of FOBBS:**

Reg Bolton explained that so far Paul Eslinger had failed to supply the requested information/documentation. To date he had received 1 out of a total of 8 items requested. He had however been able to deal with all outstanding issues. There are now 3 directors registered with Company House, Reg, Company Secretary, Malcolm Hughes/Tony Allen. FOBBS was now in a position to move forward with an air of optimism and enthusiasm to restore its standing within UK bonsai. Malcolm Hughes asked for a vote of thanks to Reg Bolton as it had taken considerable time and effort on his part to deal with the outstanding matters, particularly in relation to Company House. This was unanimously given.

#### **4. (2) Roll of Interim Committee:**

It was explained that the Interim Committee has met on two occasions so far but there is already a great degree of enthusiasm to restore the standing of FOBBS within the UK, and a considerable amount of information on the reorganisation has been passed on to member societies and even to societies at present not members.

Gerwyn Reynolds, Dragon Bonsai Society asked who the committee members were and their rolls?

- Malcolm Hughes Chairman
- Ray Ward Vice Chairman
- Reg Bolton Secretary/Chelsea Show coordinator
- Denise Baum-Pick Treasurer
- Dave Cheshire Regional Events/Regional Reps
- Simon Richardson Publicity/Public Relations
- Judith Davison Regional/National Events
- Peter Fielding will take over New Talent as Dave Penny has stood down
- Tony Allen Minutes Secretary
- Gerwyn Reynolds asked for the definition of committee rolls to pass on to his members.

Regional Reps to coordinate local societies to take part in events, local and national, RHS events and promote themselves within their area. From a FOBBS point of view, what FOBBS wants from the societies and what the societies want from FOBBS.

Anne Robinson, Milton Keynes Bonsai Society explained that her society already practices cooperation with local societies, due to the small size of their society and restriction on funds. It was agreed that regardless of size or funds, cooperation within local societies needs to be encouraged nationally.

The New Talent competition will also be organised as usual and societies organising an event can ask to stage a New Talent competition within that event.

Material for styling will be provided by FOBBS. Reg Bolton explained that anyone entering the competition does so on the clear understanding that if they win they must be prepared to continue and take part in the further stages and ultimately to the final event. Where the final will be held is always known so there is no excuse that this may require travelling to Europe. Expenses up to £200 will be provided. This will happen on their return and subject to the production of receipts.

Reg Bolton explained that this situation was brought about because a previous UK winner was given £200 in order to go to the final, then failed to attend but did not return the money.

It was agreed that publicity was paramount to the health of FOBBS and to societies in order to promote UK bonsai to a wider audience.

Reg Bolton expressed the feeling that it was great that everyone, interim committee members and societies still had the enthusiasm to progress into the future.

#### **4. (3) Financial Report:**

Reg Bolton explained that after Company House had given 21 days in order to submit the necessary reports, he ascertained that there were no audited accounts. After the AGM, a set of accounts appeared on FOBBS website but various items were ambiguously recorded. There was also money shown, £10,000.00 that never in reality existed. It was shown as a donation into the account and then was taken out with no explanation. It was stressed by Reg that there was certainly no suggestion whatsoever of any wrong doing by anyone concerned.

Reg has now prepared accounts from bank statements, some notes provided, and these show the financial situation more accurately.

***Total assets as at 24.4.2010, £9173. 34 plus £70.***

It was also explained that our account with Barclays Bank will have to be examined more closely. It would appear that FOBBS has a business account and is being charged £20.00 per transaction. All accounts in future will be audited.

Denise Baum-Pick introduced herself and gave a verbal curriculum vitae of her experience in relation to financial management and explained that she would audit Reg Bolton's accounts prior to taking over as Treasurer and that in future all accounts will be independently audited.

A vote to accept the accounts prepared by Reg Bolton as being a true record of the finances of FOBBS was requested. *28 in favour, 1 against.*

#### **4. (4) Membership (Including Insurance):**

There are no records as to the number of members for last year, 2009. This year membership has been reduced to £25.00 for society and commercial members and £10.00 for individual members. At the present time, there are 43 members.

Consideration would be given to the reintroduction of the "Speakers Book". This is something that will have to be given a deal of consideration as to whether anyone wishing to be in the book would pay a fee to offset the cost of producing the book, which could then be supplied to members as part of the joining fee or members would have to pay a small fee. Information of this nature will not be placed on the website free for all.

Reg Bolton has managed to obtain insurance from another broker. This is a good deal for societies but not so good for commercial members. Cover is split £250,000.00 liability, £250,000.00 Product.

Dave Bibby, Vale of Clwyd Bonsai Society said that they had a problem in relation to the period of the insurance cover. He explained that they obtained a licence from the Forestry Commission to collect material from October to March. They have to show proof of insurance that covers them from October one year through to March the following year. FOBBS insurance runs from January to December the same year this is why their society had to go with the RHS that covers the relevant period of time. Reg Bolton did not see how he could alter the cover.

The societies expressed the wish that they would like a copy of the actual insurance document as apposed to just being issued with a cover note .Reg Bolton explained that FOBBS takes out block insurance with the broker. The insurer is NFU and for that, the broker issues one policy document. When a society takes out insurance with FOBBS, FOBBS issues a cover note and notifies the broker. He does not know whether the broker or insurer would issue multiple policy documents but he will ask. There may have to be additional expense for extra copies. Societies agreed there was a need to be insured but would like to be issued with a policy document as apposed to a cover note.

#### **4. (5) Website:**

Mike Smith previous Webmaster the site was infrequently updated. Nigel Wright who lectures in IT is now Webmaster. He has completely redesigned the website and updated it. The interest in the website has increased considerably. T he site will be continuously updated and in the future a map of the UK would be featured showing the location and details of societies. The website will also be linked to FNBC and visa versa and Nigel will also be redesigning the FNBC website .

#### **4. (6) Constitution:**

All present at the meeting considered that the present constitution was too large and over complicated. Few members had read it, and very few had understood it. It was agreed that the present constitution needs to be drastically reduced in volume and worded in less complicated terms.

Frank Mephram, Wigston Bonsai Society proposed that the present constitution be changed, seconded by Dave Barnsley, South Staffs Bonsai Society. Chairman asked for a vote on the proposal, *28 in favour, 1 against* .

#### **4. (7) National Collection:**

Tony Allen, Chairman, FNBC explained that FNBC was a sub-committee of FOBBS and as the constitution stands at the present time if FOBBS is dissolved then FNBC would continue in its own right and the trees in the collection would be safe. If FOBBS were to go into liquidation however, a liquidator would look upon the trees of the collection as an asset of FOBBS and the trees could be lost. All trees in the collection apart from two on permanent loan are owned by FNBC. Tony Allen asked that when changes to the constitution are made that specific changes are made to the wording to ensure that the trees of the National Collection cannot be construed as assets of FOBBS. This was agreed by all present.

Surprise was voiced by some persons present on the actual trees within the collection. It was suggested that when attending the "Best of British" event at the gardens, the trees on display were of a very high standard, but when viewing the trees in the collection these trees were nowhere near the same standard .

Tony Allen and Malcolm Hughes explained that where the trees in the collection are concerned it is extremely difficult as these are donated or loaned to the collection but no one is prepared to give or loan their best tree. There has to be a standard but the collection can only reflect the trees that people are prepared to give or loan.

#### **4. (8) Exhibitions and Conventions:**

It was explained that FOBBS will assist societies to put on events and that this has always been the case. FOBBS may assist a society with a small loan to be repaid after the event and any profit would have a negative division. In the future FOBBS may be in a position to put on an event and may take over "Best of British" in future years. FOBBS is assisting at Cardiff and the organisation for Chelsea is well underway.

#### **4. (9) New Talent:**

Four people are taking part in this years event at the Wessex show. Dave Penny is organising this stage but will stand down after. Peter Fielding will take over and this years future stages must now get under way. The winner in the UK must be prepared to go to Dusseldorf for the final.

#### **Date of AGM:**

Sunday, 28 November 2010 at The Birmingham Botanical Gardens and Glasshouse, Westbourne Road, Edgbaston, Birmingham B15.

The meeting was reminded by Malcolm Hughes that the AGM will be conducted under the terms of the present constitution and as such, any nomination or proposal must be sent to the Chairman or Secretary at least 42 days prior to the AGM.

Meeting concluded 1.20pm