

Roehampton Garden Society
Extraordinary General Meeting
7pm Wednesday 25th June 2014
St Margaret's Church Hall
"Becoming a Charity"

Jackie Savage welcomed everyone to the meeting. There were apologies for absence from: -

Bob Aveling, Sue Bennett, George Casley, Shirley Gilbe, Jeremy Long, Georgina O'Reilly, Susan MacDonald, Lindley Maitland, Dave McCall, Marika Mosol, Sarah Purcell, David Savage, Alan Smart, Harriet Strickland and Doug Watson. All the above wish to support the RGS "Becoming a Charity" (15)

Present were: -

Jackie Savage	Alison Linton	Carol Martinez
Robert Linton	Sheila Konig	Helen Finch
Alexander Apperley	Bill Young	Ann Rossiter
David Rossiter	Pat Dark	Pauline Benjamin
Dorthe Nielsen	Lynda McLean	Laura Davis
Raj Patel	Liz Chrominska	Anthony Fitzsimmons
Gill Tamsett	Stewart Tamsett	Ciaran Carr
Ion Harries	Vivien Fowler	Jane Varnus
Jenny Cobb	Christine Wolski	Jennifer Trevor
George Trevor	Derrick Ratcliffe	Paula Alderson
Tom Murphy	David MacDonald	John Ireland
Emma Blackwell	Barbara McCall	Chris Decourcey
Marjuska Kortelainen	Theresa Boettcher	Rob Dark
Marie-Estelle Hughes	Carole Sewell	Bruce May (42)

Jackie Savage addressed the meeting as follows: -

Welcome to you all, thank you for coming.

BACKGROUND & INTRODUCTIONS

I am Jackie Savage the Chair of the Roehampton Garden Society and since last November's AGM I have been working with a sub committee looking at changing our status from a "Society". The first person that came to me about this was Bill Young who had found out that Wandsworth were changing the way they ran things and the opportunity was coming for us to take more control ourselves and get a longer lease and protect the land as allotments.

Others in the sub committee are Anthony Fitzsimmons who is a lawyer and has been a real leader in all of this and another lawyer, Sarah Purcell, who has also put in a lot of time and effort but can't be with us as she is away on a much deserved holiday.

Also on the sub committee are Pat Dark, Robert Linton, Liz Chrominska (Treasurer of RGS) and Carol Martinez (Vice Chair). May I thank the main committee for its support and Ali Linton here tonight as our Minutes Secretary.

Last November at the AGM we proposed a CIC Community Interest Company but you asked us to go away and think about a Charity as an alternative – so we did!

We now have 3 models:

1. The Current Structure
2. A CIC
3. A Charity

What we would like to do this evening is to lay out why we have changed our minds and why we think a Charity is the best option for us.

Firstly let's look at the Current Structure: The Roehampton Garden Society was founded in 1922. It is an UNINCORPORATED association governed by a constitution and guided by Rules. There are over 350 members who pay an annual subscription – of those 220 are plot holders. We have 155 on our waiting list.

The allotments are leased from Wandsworth and the RGS manages them on their behalf. The agreement is that we keep 20% of the rents we collect (roughly £2,000 per year). The lease (which had been for 7 years) expired 3 years ago (but the contract is still valid). The plot holders sign a tenancy agreement with Wandsworth (because the RGS is not a legal entity).

The advantages of this set up are that we know it has worked for 40 years and no formal reporting is required (apart from to members at the AGM).

However times are changing. As Bill found out about a year ago, Wandsworth is setting up "staff mutual" to run things, they don't want to have the hassle and expense any more so they are devolving most of their services.

We are not a legal entity so Wandsworth don't want to offer us a long-term lease, we cannot sign our members to any agreements.

Right now we are all (not just the committee) legally liable for the debts and any claims made on the Society, and people are becoming more and more litigious! As an unincorporated society we cannot get funding and grants.

So we looked at alternatives: a CIC Community Interest Company, which we proposed at the AGM, as it gave us the opportunity to negotiate a long lease on the land (and “lock the asset”) and reduce our liabilities BUT it proved to be more of a commercial entity – more about profits and salaries.

This year we have been looking at becoming a CHARITY. Between us we have contacted Horticultural charities, and allotment societies and we have taken pro-bono advice from Andrew Studd at Russell-Cooke in Putney. We have also uncovered loads of talent, enthusiasm and advice among our members (we’ll be in contact later!).

THE CHARITY MODEL

There are 2 types of CHARITY. There is the traditional one where the organisation has to register with both the Charities Commission and Companies House and there is a new type called a CIO – a Charitable Incorporated Organisation, which only requires registration with the Charities Commission. A CIO appeals to us as there are simpler documents, less bureaucracy and lower annual fees.

Reasons for becoming a Charity:

1. We can negotiate a new longer lease with WBC – we will be looking at 50+ years.
2. We can lock the asset of the land into this Charity so it can only be used for charitable purposes.
3. The Charity will have a Board of Trustees and members who have LIMITED LIABILITY
4. Tax benefits – e.g. no tax on profits (from Store etc.) and fees can be gift aided.
5. Can raise money from private sector / general public

Reasons against becoming a Charity

1. Stricter regulations and filing of annual reports
2. No going back

So enough of me and over to you. When you speak could I ask you to please identify yourself so that we can minute your contribution. Thank you.

QUESTIONS FROM THE FLOOR

Jackie Savage – JS

Anthony Fitzsimmons - AF

1. How long will it take?
3-4 months, (with a fair wind). (AF)

2. You mention stringent reporting what do we have to report? (David MacDonald).
Much the same as now but we have to explain our “public benefits” and lodge them with the Charity Commission to justify our charitable status. (JS)
AF added
 - i. More formal accounts.
 - ii. Charitable objectives e.g. health benefits, promoting horticulture
 - iii. Allotments for the long term
 - iv. Public benefits e.g. Shows which are open to the public.

3. What will it cost and what is the cost of on-going auditing of the accounts (John Ireland)
There will be a Board of Trustees who will oversee this. The initial cost might be £6,000 but many society members have offered their skills ‘pro bono’ and this will help to reduce it.

4. Putney School of Art and Design Rob Dark stated that they have set up a Charity with the Charity Commissioners for the above school at no cost. We should be able to do this too if we use the expertise within the society. It was approved within 2 weeks.
AF agreed that the majority of the work could be done pro bono but we must have a professional lawyer with expertise in this field to ensure that we have everything correct because of the liabilities. We would have a huge asset (5 acres of land) and it is very important to do it carefully. Neither he nor Sarah Purcell have expertise in Charity Law or Land law.

5. How will you pick the Trustees? (John Ireland)
We will have a Constitution (based on one supplied by the Charities Commission) and the Board of Trustees will have a Chair, Treasurer, Secretary and 4 or 5 other members. (JS)

6. Why would Wandsworth (WBC) look more favourably on a long lease? (Jenny Cobb)
We are currently a group of individuals so only able to have a short lease. If we became a charity (or a legal group e.g. a company) we are eligible for a long lease. (AF)
WBC would have difficulty doing anything else with the land because of the Allotments Act (1950). They are currently in favour of allotments but if the political climate changes and maybe the law too changes and it is no longer allotment land WBC could sell it for development. (JS)
6. Would we still be “The Roehampton Garden Society (RGS)”? (John Ireland)
It is important that we do this correctly as there are several technical issues. We would have a transition period when we would transfer assets of the RGS to the charity in an orderly fashion before closing the RGS. (AF)
7. If we became a charity how would the rents work and could they suddenly triple? (Jenny Cobb)
We currently rent our plots from WBC, we would then rent them from the charity. They would be priced according to the market rate in London (we currently pay slightly above the average). The membership would be involved in this and the Trustees would have the sanction. (JS)
The membership would have voting rights, as they do now at the AGM. (AF)
The Charity will pay the rent to WBC and the members will pay their rent to the charity. The main difference to allotmenters is that they would sign an agreement with the charity and not WBC. (AF)
8. Will the new agreement be the same as our current one? (John Ireland)
It will be a good starting point. (JS)
9. Who will make the decision and who will fund it? (Estelle Hughes)
We need your agreement to start the work. The worst-case scenario is that it will cost £6,000 but we have lots of help from members. George Casley has offered to help, he is a charity consultant usually working with charities that have “got it wrong”. We hope that we can manage to set up the charity for as little as possible. (JS)
10. What about other allotments in the borough? (Carol Sewell)
They are not self-managed. WBC are setting up a staff mutual to run them. (JS)

11. Do the Trustees have rights and responsibilities? (John Ireland)
They do and they are available on the Charities Commission website. (JS)
12. Have any other allotment societies become charities? (Vivian Fowler)
Chiswick Horticultural Society has been a charity since 2009 and they have given us lots of helpful advice. Their council manages their allotments. (JS)
13. Wouldn't council involvement give us protection e.g. they could decide who should have which plot. (Marjuska Kortelainen)
We would continue to have our rules as laid down in the constitution. (JS)
14. If someone has a row with the committee they can appeal to WBC (John Ireland)
AF explained that there would be 2 tiers: -
 - i. The Trustees who are responsible for the charity, have to apply charity law and would meet 2-3 times each year. They would act as an appeals committee.
 - ii. The Management Committee would be larger and responsible for the day to day running of the sites.There would be an overlap of 2 or 3 people who were both Trustees and Management Committee members. (JS)
15. Where would we get extra funds? (John Ireland)
The lottery fund. People can donate to charities (and claim a tax benefit) and people might leave legacies too. (JS)
16. Why do we need extra funds? (Marjuska Kortelainen)
 - i. The boundaries between the plots
 - ii. Security
 - iii. The shed (the concrete is cracking)
 - iv. Fencing – we have 900m fencing and it costs £80 per metre to replace
 - v. A shed for site 3.
 - vi. A communal greenhouse
 - vii. Plumbing – water tanks and pipework
 - viii. Annual refuse collection
 - ix. General running costs – volunteers currently undertake this. (JS)
17. WBC gives us protection (Marjuska Kortelainen)
Our situation is precarious because RGS have a short lease, which is constantly renegotiated. The council could take the land away especially

if the law changes. Adrian Hall Garden Centre is now a housing development. A long lease would give us security and stability. The exception would be a compulsory purchase order. Eric Pickles is thinking about removing protection for allotment land. Our current lease has expired but WBC has agreed to maintain the existing conditions. (AF)

18. Watford Allotments (Barbara McCall)

Barbara said that Watford Allotments are having a long expensive national campaign to keep their allotments as their council wanted to build a car park and houses. They are now a charity which enables them to raise funds. *Post meeting correction they are an association not a charity.*

19. Loos (John Ireland)

John added that we wouldn't have loos if we were council managed. JS added thanks to Paula Alderson and Derrick Ratcliffe for their huge amount of work over the last years in making us self managed and providing our many facilities such as the loos.

20. Allotments (Pat Dark)

Pat added that fees for allotments nationally vary enormously and that in the north of England many sites have gone.

21. Finance

Elizabeth Chrominska our treasurer added that we have enough funds (profits from our shows and the store) to go ahead.

22. Jon Harries

Jon stated that in his opinion the attitude of this council towards public land is fairly deplorable. He thought the committee had the right idea and proposed that they went ahead in setting up a charity to protect this land.

Jackie Savage asked those present to agree to the sub-committee starting to prepare the papers to change The Roehampton Garden Society into a Charity.

Apart from one abstention, all present voted in favour of this proposal.

The meeting closed at 19.50