



**Resolution to amend the Memorandum of  
Association of Bedfordshire Rural  
Communities Charity, concerning the Area of  
Benefit**

**AGM 15<sup>th</sup> October 2015**

**Introduction**

Earlier this year, BRCC's Board of Directors carried out a review of BRCC's governing documents, and wishes to propose a change to its Memorandum of Association, concerning the Area of Benefit.

BRCC increasingly finds itself needing to operate outside of Bedfordshire as part of activities carried out for the benefit of the community in Bedfordshire, including:

- Environmental, heritage and/or rural economic development activities delivered on a landscape or water catchment scale, which extend into neighbouring counties
- Transport activities covering other nearby areas, such as the Marston Vale Community Rail Partnership
- Greater collaborative working at a regional and national level within the ACRE Network, which may involve BRCC obtaining grants or delivering activities on behalf of other Rural Community Councils

**Proposal**

The proposal is to introduce the word 'primarily' in front of 'in the historic county of Bedfordshire' in Article 3 1 (the first of the Charity's Objects) as follows:

*To promote any charitable purposes for the benefit of the community **primarily** in the historic County of Bedfordshire ("the area of benefit"), and in particular, the advancement of education, the protection of health and the relief of poverty, distress and sickness.*

FRIDAY



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04/12/2015  
COMPANIES HOUSE

**BEDFORDSHIRE RURAL COMMUNITIES CHARITY**  
**Company no: 03327628**



**Minutes of the eighteenth Annual General Meeting of  
Bedfordshire Rural Communities Charity held on  
Thursday 15<sup>th</sup> October 2015  
at the Edible Kitchen, Chawston**

**Those present:**

Judy Robinson  
Paula Grayson  
Brian Prickett  
Ian Kelly  
John Lewis  
June Barnes  
Nigel Sparrow  
Janet Must  
Isobel Keech  
Rosie Kind  
Lisa King  
Cliff Andrews

Neville Jephcote  
Claire Poulton  
Ian Campbell  
Stephen Sleight  
Dave Hodgson  
John King  
Lady Errol  
Chiara Santamaria  
Joella Hazel  
Cass Howes  
Jon Boswell

**1. Chairman's welcome and introductions**

Judy Robinson welcomed those present to BRCC's eighteenth Annual General Meeting.

**2. Apologies for absence**

Apologies had been received from the following:

Rt Revd Richard Atkinson  
Geoffrey Farr  
Heather Wells  
David Adams  
David Bartram  
David Morgan  
Lynda Klimas  
John May  
Ann Lovesey  
Barry George  
Tim Hedges  
Colin Caldicott

Jemma McLean  
Andrea Macadam  
Wendy Worgan  
Justine Hunt  
Bob Hughes  
Tim Hill  
John Wheeler  
Roger Christopher  
David Wood  
Julie Ogley  
Nicola Sinden  
Millbrook Village Hall

### **3. Minutes of the seventeenth Annual General Meeting held on 11<sup>th</sup> November 2014 at the Old School, Cardington**

The minutes of the previous Annual General Meeting were proposed by Brian Prickett, seconded by Ian Kelly, and approved by a show of hands. They were therefore signed as a true record by the Chairman.

### **4. Matters arising from the minutes**

There were no matters arising.

### **5. Chief Executive's review of 2014/5**

Jon Boswell gave a review of 2014/5, which had been his first year as Chief Executive. Highlights of the year included:

- The success of the Stage 1 bid to the Heritage Lottery Fund Landscape Partnerships programme for the Secrets of the Sands programme, for which £1.66m had been earmarked
- The launch of the Biggleswade Green Wheel, following the award of a CPRE Mark for the Jubilee Wood
- Three separate runner up awards (CPRE Bedfordshire, national Community Rail awards and national Railway Heritage awards) for the Ridgmont Station Heritage Centre
- Securing funding from the Centre for Social Action Innovation Fund for a national Good Neighbours Network
- The launch of our Wheels in Motion community transport service in the rural parts of Bedford Borough
- The end of the Volunteering into Employment programme, succeeded by the Progress to Education, Training & Employment programme
- Securing LEADER funding for two Local Action Groups, including a new one. Beds & Hunts Claylands

Jon drew the meeting's attention to the new BRCC Yearbook 2015 publication, which showcased a number of areas of BRCC's work, including Village Agents; Neighbourhood Planning and rural housing; transport projects including Wheels2Work; and voluntary sector support services.

He also looked ahead to the future. BRCC's mission (to help people and communities to do more for themselves) had never been more important. Clearly, funding was going to be much more competitive, and BRCC would continue to change and adapt as it always had previously. Whatever happened, BRCC would remain a local organisation, and there would continue to be a need for organisations such as BRCC. He stressed that BRCC wanted to be at the heart of the change that needed to happen in Bedfordshire.

**6. Presentation and adoption of the report of the trustees and the audited accounts for 2014/5**

Paula Grayson, Board member, presented the report of the trustees and the audited accounts, copies of which had been available to download from the website.

Financially, 2014/5 had been a successful year for BRCC. It had raised income of £1,372,305, and spent £1,294,438. This had resulted in an increase in its General Fund (i.e. free reserves) to £183,340.

The accounts were proposed for adoption by Nigel Sparrow, seconded by Brian Prickett, and approved by a show of hands.

**7. Resolution to amend the Memorandum of Association of Bedfordshire Rural Communities Charity, concerning the area of benefit**

Due notice had been given of a written resolution as follows.

The area of benefit in the Charity's objects (3.1) to change from 'in the historic county of Bedfordshire' to 'primarily in the historic county of Bedfordshire'.

This was being proposed so that BRCC is able to carry out some activities outside of Bedfordshire where these form part of activities carried out for the benefit of the community in Bedfordshire. This had resulted from a review of BRCC's governing documents carried out by the Board of Directors earlier in the year.

The object would now read: *To promote any charitable purposes for the benefit of the community primarily in the historic County of Bedfordshire ("the area of benefit"), and in particular, the advancement of education, the protection of health and the relief of poverty, distress and sickness.*

Prior consent had been gained for this change from the Charity Commission, as required by law.

The resolution was put to the vote. 11 people present were BRCC members, or authorised representatives of BRCC member organisations, and thereby eligible to vote. Out of those.

11 in favour  
0 against  
0 abstentions

The resolution was duly carried.

## **8. Appointment of Board members**

Each year, a third of Board members had to retire by rotation, and could seek reappointment. Retiring this year were Judy Robinson, David Bartram, David Adams, Ian Kelly and John May.

The following Board members had nominated themselves for election:

Cllr John Wheeler (as appointed representative of Bedford Borough Council)

Cllr Tim Hill (as appointed representative of Bedford Borough Council)

These nominations were seconded by Nigel Sparrow and Ian Kelly respectively

David Adams, Ian Kelly and John May were seeking reappointment as Board members.

All appointments were confirmed by a show of hands in favour.

## **9. Appointment of auditors**

Streets Chartered Accountants were proposed for appointment as the auditors for BRCC in 2015/6 by Paula Grayson, seconded by Nigel Sparrow, and approved by a show of hands.

## **10. Concluding remarks**

Judy Robinson gave her thanks to BRCC staff and the Board.

The meeting closed at around 5.00pm.

## **SCHEDULE OF AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF BEDFORDSHIRE RURAL COMMUNITIES CHARITY**

### **Memorandum of Association 3.1**

Amended to read

*To promote any charitable purposes for the benefit of the community primarily in the historic County of Bedfordshire ("the area of benefit"), and in particular, the advancement of education, the protection of health and the relief of poverty, distress and sickness*

Date amended 15<sup>th</sup> October 2015

### **Article 25.1**

Amended to read

*The number of trustees shall be not less than three nor (unless otherwise determined by ordinary resolution) greater than twenty*

Date amended 12<sup>th</sup> July 1999

### **Article 9**

Amended to read

*The Chairman of the trustees, or in his/her absence the Vice Chairman, shall preside as chairman of the (general) meeting*

Date amended 9<sup>th</sup> July 2001

### **Article 25.2.1**

Amended to read

*The trustees shall be*

*The Honorary Treasurer and all other Honorary Officers ex officio under Article 50 (2)*

Date amended 9<sup>th</sup> July 2001

### **Article 50.1**

Amended to read

*At the Annual General Meeting the Chanty shall elect an Honorary Treasurer and such other Honorary Officers that the Chanty may from time to time decide*

Date amended 9<sup>th</sup> July 2001

**Articles 37.1 and 37.2**

*These have been removed*

Date amended 16<sup>th</sup> July 2003

**Article 37.3**

Amended to read

*A trustee who retires at an Annual General Meeting may, if willing to act, be reappointed*

Date amended 16<sup>th</sup> July 2003