

ANNUAL GENERAL MEETING 2002 FULLER ACCOUNT

Fuller account of the 91st Annual General Meeting held at the Royal Over-Seas League, Over-Seas House, Park Place, London SW1 on Tuesday, 25 June 2002. 135 Members were recorded as being present.

In the absence of the President of the Society, Patric Dickinson, Vice President, in the Chair.

1. The Chairman announced that the Minutes of the 90th Annual General Meeting, held on 19 June 2001, had been printed in the *Genealogists' Magazine* for September 2001 and, thus, circulated to the Members. The minutes were not approved as the Members felt that a more comprehensive account needed to be provided for the last meeting. This more comprehensive set from 2001 will be circulated to all the members. It was agreed that for future meetings two sets would be taken, one the official 'action and decision' set and the other a fuller account of the discussions at the meeting.
2. Mr Stephen Tanner, representing the auditors, Messrs FW Stephens & Co, drew attention to the Auditors' Report as printed on page 20 of the Annual Report, which had been circulated, to the Members.
3. The Hon. Treasurer gave an illustrated presentation to set the annual accounts in a historical context, to look at English Origins which is key to the situation, comment on the 2001 accounts and to show the reasoning for the proposed increase in subscriptions to be discussed later.

Historical Background

It is ninety years since the Society was incorporated. The membership only grew slowly to the mid-point in 1956, with membership reaching 1000 in 1951. After that membership increased rapidly, with downward blips in 1978 and 1982, but rapid growth in the late 80s increasing steadily to 1994 and then a steadier rate in recent years. The membership seems to be levelling out for the moment at about 14,000. Over the last 17 years there has been an average of 1400 new members each year.

A series of charts were shown, illustrating the main items of income and expenditure and how the proportions of each have changed over the last thirty years, during that rapid period of growth. Income over the last 30 years has grown from £27,000 to just top £1m in 2001; this represents a steady growth year on year of 12.8%.

Apart from the last 5 years, for nearly all this period, subscriptions have been 50% to 60% of income. In 2001 Membership Subscriptions were just 40% of the total, but the very large value of donations (19%) pushed the proportion down. Two Exceptional years for donations and legacies went a long way towards our income.

The number of visitors in the building dropped over the refurbishment period due to the disruption and of course we closed for a month. Although this cannot be quantified, the Day Search Fees and Lecture attendance were hit by the Foot and Mouth outbreak, which limited travel a little and especially reduced the number of overseas visitors. The atrocity of September 11th only made matters worse.

The Expenditure graph follows a very similar line to the Income - topping 1 million for two years. Two new elements since 1991 - Family History Fairs and Origins brought in 9% and 7% respectively, though the fairs have significant costs, Origins is virtually all profit. Last year Salaries were 49% of total expenses, less in proportion than ten years ago. GM costs are much the same as ten years ago but the percentage is less than half at 4%. The deficit, which occurred in 1975, was similar, in proportion to total income, to the deficit in 2000.

Origins

The establishment of English Origins with Origins.net is significant for our future income and the technical direction of placing more data on the World Wide Web. The contract with Origins gave a guaranteed income over ten years and on that basis the Executive Committee used the Society's reserves for the building renovations, which were presented and discussed last year. The majority of members are very happy with the work done. The reality is that the income is not as high as expected. We find ourselves in a similar position to the Football clubs with regard to ITV Digital, except in our case by accepting a new contract, Origins will continue, even though the income will be substantially less than anticipated.

2001 Accounts

It was announced at the 2000 AGM that there had been problems in putting together the accounts after splitting off the Trading company and as a result of this some anomalies had appeared in the 2000 accounts which show up when 20001 is compared to previous years. The Hon. Treasurer explained that these were not sums unaccounted for, but where figures had been consolidated against the wrong heading.

Comments on the 2001 figures: -

P 21 & 22 Bank & Credit Charges down	1999 figures suspiciously low and 2000 high
P 26 note 3 Cost of Membership figures (new heading)	Bank Charges + General Postage + Postage of GM Printing & Stationery + Poly-envelopes 60,000=£4,175 Some of the Bank charges
Origins £71,819	Apportionment of Advance + Hard Copy income Expense: - Hardcopy service, a few copies FRC etc.
Other Income	Call-box Telephone, Lost Membership Cards charge Loss was a Cost of Sales item in wrong place
Income from GM (adverts)	Wrong last year, 1999 similar to 2001
P 28 note 6 Drop in postage cost	Some of this cost now shown in Cost of Membership

Our correspondence with the VAT authorities has now yielded a response confirming that we can use our existing VAT calculation method. They will be making an inspection soon to verify that the percentages used are still allowable.

Subscriptions 1960 - 2003

The charts showed that when subscriptions were increased, the membership fell for that year but recovered in the following year.

A graph was presented which showed the Retail Price Index compared to the rate of annual subscriptions since 1970. During the 1970s and 80s the subscription figure had increased roughly in line with the Index, but since 1990 the subscription level had not increased at the same rate. The proposed new rates for 2002 bring the cost for new and 'Town' members, with DD Discount, in line with the Index. Since the majority of members take advantage of the discount for Direct Debit or Recurring Transaction Authority, this seemed to be a fair comparison.

Proposed Subscription Rates

There is always a problem balancing the wishes of the members and fairness to all classes of membership. If one increases the Subscription by a certain percentage then those without concessions, or new members take the brunt of the increase and the monetary gap between

those with and without concessions increases. If the increase is applied in equal measure to all classes of member then many will see this as a fairer solution. Some who live in the London area would like to see all concessions abolished, and those further away wish to receive some rebate for being a long way from London.

The increase has been applied fairly evenly to all members: -

The £33 Town (pre-1997) and new member rate goes up £10 to £43 (outside Europe - £40)

The £24 Country (pre-1997) rate goes up £ 9 to £33 (outside Europe - £31)

The majority of members will opt to receive the £3 discount for paying by DD or RTA, thus effectively reducing the Town and Country rates to £40 and £30. Other concessions still apply.

Mr. Geoffrey Stone, Honorary Treasurer, moved the adoption of the Annual Accounts for 2000. The motion was seconded by Miss Elisabeth McDougall, MBE; the item was then opened for discussion. Mr Chris Birch questioned how the auditors could state the accounts represented a true and fair position when some of the figures were referred to as suspiciously high or low. The treasurer clarified that the auditors test for a true and fair position not a totally 100% accurate one and there is no suggestion of fraud, only that some costs may have been allocated wrongly. Professor Spufford asked if the Society was reliant on future large donations or has the amount received recently been a 'one off', the Treasurer reported that we are aware it is a one off and the Society cannot rely on donations or bequests. Julian Duffas requested that as the Society needs to rebuild its reserves that Life Membership is given consideration in due course, this was noted. Peter Christian asked if we built up reserves of a huge amount (eg if we had previously increased subscriptions) would this be allowable by the Charity Commission, it was clarified by the Chairman that the Charity allows reserves for a legitimate reason. This could be for either a specific project or reasonable reserves for an agreed amount of running costs as per any accounting policy. It was requested that bequests be shown separately to donations, this was noted for the future. Mr Camp stated that without the bequests the Society would have been in deficit by over £200,000 and asked what the current year was likely to be. The treasurer pointed out that without the bequest the Society would not have gone ahead with all the refurbishment costs and hence the deficit would have only been the same and stated that it was likely to be similar this year. Mr Derek Harris asked what the cost of refurbishment was, what the original estimate was and where was this shown in the accounts? The treasurer reported the cost of the refurbishment was £531,335 against an estimate of £500,000. In the accounts the refurbishment is shown as an addition in both Freehold land and buildings and Furniture fixtures and fittings on Page 29. It was agreed the accounts are difficult to read even for people with accounting skills and suggested that a simpler set should accompany the main report in future. Anthony Camp stated that with the £500,000 reserve and the bequest monies that nearly £ ¾ million had gone and asked where? The treasurer pointed out that this had gone on the refurbishment and normal running expenses it was included in the accounts for 2000 and 2001 Mr Camp endorsed the members views that a fuller set of minutes was needed to 2000 and a statement to answer the questions raised at that time. Christopher Barnes pointed out that members' had been invited to write in advance any queries they had. The Chairman also reminded the meeting about the meet the Chairmen nights held at the Society, which enabled people to discuss any issues they may have. The Chairman put the adoption of the accounts to the floor and they were approved.

Questions & Answers

Mrs Susan Bourne asked if the Library collections had been offered as a security for any loan, overdraft or mortgage? Mindful that the overdraft is secured against the building, the reply was given "Categorically no". After the AGM and subsequent correspondence the Treasurer studied the overdraft agreement and found that an additional standard clause reads " and First Floating Charge over all assets" which of course would include the library contents. The Hon. Treasurer apologises most sincerely for inadvertently misleading the members at the AGM.

4. Mr Geoffrey Stone, Honorary Treasurer, spoke to the remuneration and reappointment of the Auditors. In accordance with Section 384 of the Companies Act 1985 the remuneration and reappointment of the Auditors, Messrs FW Stephens & Co, at a fee to be agreed by the

Executive Committee, was put to the Meeting, proposed by Mr Geoff Stone, seconded by Professor Peter Spufford, and approved.

5. Mr Jim Willerton, Chairman of the Executive Committee, presented the Report of the Executive Committee for 2001, which had been circulated, to the Members. He expressed his thanks to everyone involved in the refurbishment. He also highlighted the completion of the Library Catalogue Project with special thanks to John Addis Smith for the enormous amount of work carried out. He also apologised for the omission in the External Liaison section for no reference to Marjorie Moore's representation of the Society at the Scottish Association of Family History Societies meetings and conferences. Mr Richard Ratcliffe asked when during the year it became apparent that the Society would need to cut staff costs. The treasurer stated that it had not been apparent until towards the end of the year, Mrs Deanna Godman asked why when we had started receiving monthly management accounts in June 2001. The treasurer reported that although we had commenced receiving monthly management accounts by June 2001 cash flows were not completed until the latter end of the year, when these were added to the budget process it became apparent at a very late date. Mr Tony Newman asked why there had been an increase in staffing, Jim Willerton responded that whilst we had felt finances were on a sound footing the need was there to appoint roles such as the archivist, and extra library assistant and extra staff for Enterprises. Jean Beckley asked if the Executive Committee might feel they had been naïve in its dealings. Mr Jim Willerton pointed out that on occasions the Executive Committee may have even acted as incompetent old fools but the point was they were the only fools to stand for the Executive Committee. He pointed out that it didn't require EGM's or mutinies to oust the existing committee and that any member could put themselves forward for the committee, including Mr. Camp since his retirement, but the truth of the matter was that in his seven years on the Executive Committee there have always been less nominees than vacancies, proving that invariably people do not want to do the job. Mr Willerton's statement was received with applause. It was asked if we were considering suing Origins for non-compliance with the contract or considering going elsewhere. The treasurer reported that at present Origins had not yet breached it's contract and this may not be our best option, data is being added all the time and the site is slowly improving. Frank Hardy reported that even in the last week we had seen hard copy service trebling due to the PCC Wills going on line. Mr Peter Christian asked if our royalty rate is good enough and if we moved to another supplier would this get more visitors. The treasurer stated that there was a case for giving Origins further time to run and to review the situation then. Professor Spufford stated that we will be buying fewer books for the Library this year and this inevitably creates gaps, would we prioritise these gaps next year. Mr Jim Willerton stated that yes we would prioritise and that due to good second hand book sales we had also generated some extra funds for the current year. The motion for the approval of the Report was proposed by Mr Simon Fowler, seconded by Mr Michael Bunting, and carried.
6. The Chairman proposed the re-election of HRH Prince Michael of Kent, KCVO as President of the Society. This was carried with acclamation.
7. The Chairman informed Members of the recent death of the one of the Society's Vice Presidents, Major General The Duke of Norfolk, KG, Earl Marshal. The Chairman announced that in accordance with Article 37 the Executive Committee proposed the re-election of the Vice Presidents of the Society: The Rt Rev John Kingsmill Cavell; Mr Patric Dickinson, Richmond Herald; President Boyd Packer, Quorum of the Twelve; and Professor Peter Spufford and the election of Robin Blair LVO, WS, Lord Lyon King of Arms, Fergus Gillespie, MA, Deputy Chief Herald of Ireland and Dr Elizabeth Hallam Smith, FSA, FRSA, FRHistS. These proposals were carried with acclamation.
8. The Chairman announced that with regard to the membership of the Executive Committee Mrs Susan Lumas, being eligible, does not offer herself for re-election. Miss Sharon Hintze, Mrs Marjorie Moore, Mr Roy Stockdill and Mr William Michael Wood offer themselves for election. Mr Camp put his objection to Mrs Moore becoming an Executive Member without being put to the vote, he felt she must take some blame in the situation the Society is currently in as she Chaired the Committee at the time. Whilst the Articles do not require a ballot as there are fewer nominees than vacancies the Chairman agreed to put a Poll to the floor. Each new

Member was put to a Poll individually and all were elected by a majority. Mr Richard Moore read a statement on behalf of his wife, Marjorie, who was unable to attend. Mrs Moore stated that she was standing for election again at the request of other people despite coping with personal problems; she had worked voluntarily for the Society for many years and never for any personal gain or recognition. Her only interest was in the good of the Society. All the Executive Committee Members were then asked to stand and the Chairman introduced them.

9. The Chairman of the Executive Committee, Mr Jim Willerton proposed an amendment to the revised General Regulations circulated with the notice. He clarified that we had concluded negotiations with HM Customs & Excise and confirmed we could still treat our subscription as a mixed supply, this would decrease the amount being asked in subscriptions as shown on the amendment. Discussion took place on the final proposed amendment. Mrs Deanna Godman pointed out that the Society was storing up problems by not wording it £x + vat as the Society would be unable to change the subscription again should an increase in taxation occur. Julian Duffas stated that no one would oppose the increase as everyone wants the Society to survive but he did object to the members giving up the Sovereignty of future subscription rates to the Executive Committee, this was a general consensus in the meeting and after several suggestions to wording alterations it was agreed to propose an amendment which gives the Executive the right to set the sum to a maximum for 2003 and return to next year's meeting with a clear amendment to cover taxation and inflation increases only. This amendment was seconded by John Hanson and approved. General discussion ensued on the subscriptions, Walter Barnford asked for clarification of the rates shown in the March Notes & News, the treasurer pointed out that people who joined before 1997 were entitled to discounts in force at that time. Andrew Kingston objected to this and felt that either everyone or no one should receive them. The general feelings of the members were against this idea. Jean Beckley stated she had conducted a straw poll on her local list and had received negative feedback on the proposed increases. The amended revised General Regulations were proposed by The Chairman of the Executive Committee, Mr Jim Willerton and seconded by Mr Frank Hardy and approved. This proposal was: to change paragraph 3 (c) in the General Regulations made by the Society in General Meeting on 29 June 1999.

Original Paragraph:

(c) The annual subscription payable shall be £33 except that 'Non-London Members' shall pay £24.

'Non-London Members' are those Members of the Society elected before 8 July 1997 whose sole or principal place of residence on the date for renewal of their subscription is more than 25 miles distant from the centre on the level of Trafalgar Square of the Nelson Column in that Square.

Proposed changes:

(c) The annual subscription payable for the year 2003 shall be a maximum of £43 (inclusive of VAT), except that 'Non-London Members' shall pay a maximum of £33 (inclusive of VAT); for Members resident outside the European Union the corresponding maxima shall be £40 and £31 respectively. The Executive shall set the annual amount for 2003.

'Non-London Members' are those Members of the Society elected before 8 July 1997 whose sole or principal place of residence on the date for renewal of their subscription is more than 25 miles distant from the centre on the level of Trafalgar Square of the Nelson Column in that Square.

10. The Chairman of the Executive Committee, Mr Jim Willerton, announced the award of eight Certificates of Appreciation: Janet Gould, Michael Mason, Alan Merryweather, Sophie Piggot, Alison Ross, Adrienne Thirkell, Thomas Wood and Dave Woolven. Those present were congratulated and awarded their certificates.

Special thanks were given to Miss Elisabeth McDougall, MBE, for her voluntary work for the Society. Miss McDougall will return to Australia later in the year.

Mrs June Perrin, Secretary to the Fellows, announced that by a ballot of the Fellows, Mr Colin Allen, Mrs Yvonne Jeanne Bunting and Mr Jim Willerton had been elected as Fellows of the Society of Genealogists for having rendered distinguished services either to the Society or to genealogy.

Under other competent business the Executive were requested to be more open and keep Members informed more, including providing further explanation of the accounts in future in layman's terms. Jim Willerton agreed the Society would provide a simpler set alongside the main accounts in the future.

Professor Spufford and Richard Moore thanked the Chairman and the meeting was closed.