

RHYTHMS OF THE WORLD
MINUTES OF THE 2022 ANNUAL GENERAL MEETING

held at

Club 85, Whinbush Road, HITCHIN

On Monday 21st March 2022 at 8pm

Members Present

Martin Aggett, Gill Bamford, Sean Bamford, John Brierley (Acting Co. Secretary), Sarah Chapman, Stuart Daniels, Keith Fitzpatrick-Matthews (Trustee), Phaedra Furphy (Chair of Trustees), John Grounds, Lynn Grounds, Gill Hannington, Andrew Harper, Sam Harper, Colette House, Erica Lang, Regina van der Leeuw (Trustee), Bob Mardon, Alison Nayler, Phil Powell, Steve Smither, David Visick, Barry Waldock, Alison Watt.

Member Question

There was a question from Sean Bamford seeking clarification on qualification on membership for the meeting. It was confirmed by the Chair that new members are entitled to sign up as new members and vote at the AGM for the following four reasons: the express advice from the former Company Secretary, Gill Hannington, dated 22/02/22, which was read out by the Chair. The custom and practice of the charity plus under s63(1) Rules of the Articles of Association.

David Visick clarified that he was unaware that his membership had lapsed, and had he been so, he would have renewed it, as he has now.

Gill H confirmed that whilst she was Company Secretary, she used the Rule under s63(1) to maintain the membership list and comply with GDPR. She acknowledged that there are members who would be unaware that their membership had lapsed and did not dispute that they are eligible to renew their membership.

In Attendance

None.

Apologies received:

Elizabeth Cranfield (Trustee), Austin Furphy, Dominic Furphy, Jo Winstanley, John Bown.
ALL sent a proxy.

Sean Bamford continued to loudly express his dissatisfaction with the answer to his question so was told to leave the meeting.

Ordinary Business

1. To vote for the following candidates who offer themselves for election as trustees:

- a) Phaedra Furphy - Proposed by Andrew Harper. Seconded by Bob Mardon. *18 votes for / 1 against. Duly elected*
- b) Keith Fitzpatrick-Matthews – Proposed by Bob Mardon. Seconded by Regina van de Leeuw; *17 votes for / 2 against. Duly Elected.*
- c) Samantha Harper – Proposed by Phaedra Furphy, seconded by Phil Powell, *22 votes for / 2 against. Duly elected.*
- d) Any other person who submits a written application to the acting Co. Secretary to become a trustee prior to 18th March 2022 - *No further applications were received.*

2. To receive a report from Alison Nayler explaining the consequences and practical process of dissolving the Charity

A verbal report was received outlining measures that need to be taken to dissolve the company & charity, namely resolving financial commitments, and dispensing with physical assets.

3. To receive a report from the Chair regarding the potential 'evolve' option for the future of Rhythms of the World.

A verbal report was received outlining potential ideas for the future of ROTW to evolve around becoming a community and/or an outreach organisation, in accordance with the Objects in s3 of the Articles of Association and the objectives outlined in the Trustees Report that accompanies the accounts each year.

4. To discuss and vote upon the Special Resolution from a group of members that Rhythms of the World be dissolved. If this is agreed the meeting will move to item 6.

Question from member, have all members received the documentation outlining the options. The Chair confirmed that all had except for one who had joined on the evening. Sam Harper gave that member a copy of the resolution. The other member that joined that evening confirmed that his wife had shown him the relevant documentation.

PF/JB explained that under s20(1) of the Articles of Association, plus the Companies Act 2006 directs that because of the significance of the motion, a written Special Resolution (SR) applies and therefore 75% of the membership of ROTW must vote in favour of the resolution for it to be passed.

Gill Bamford presented the motion to dissolve the Charity to the meeting.

The following member spoke against the SR: Sam Harper.

The following member spoke in favour of the SR: Sarah Chapman (on behalf of Jo Winstanley).

The following member spoke in favour of the SR: Stuart Daniels.

Alison Nayler queried whether ROTW had thought about which charitable organisation could receive any remaining funds following a vote to dissolve.

The following member spoke in favour of the SR: John Brierley.

The following member spoke against the SR: Erica Lang.

The following member spoke against the SR: Martin Aggett

The following member spoke against the SR: Phaedra Furphy

The following member spoke in favour of the SR: Alison Watt.

The following member spoke in favour of the SR: Gill Bamford.

Vote

The membership is 35, so 27 votes were needed to pass the SR.

The SR was voted on. They were counted as follows:

Votes for = 7; Against = 16, and 1 x Abstention.

The Special Resolution was not carried as the 75% threshold was not reached.

5. To discuss objectives for Rhythms of the World.

There followed a discussion re the future/next steps including the possible re-branding of the Charity. There was broad support for evolution of the Charity.

It was acknowledged that the regulatory context and landscape have changed. The brand was 'toxic' to regulatory bodies and that traditional festival was no longer possible, also there are now several other festivals in the Herts area.

Proposed that new Trustees come back to the membership with ideas to be discussed at a subsequent meeting.

6. To agree arrangements for the conversion or dissolution of Rhythms of the World including the transfer and disposal of assets.

Not discussed given the decision at item 4.

7. To transact any other business considered appropriate to be dealt with at an Annual General Meeting.

- a) Barry Waldock outlined his direct charitable work to carry out support for victims of the conflict in Ukraine – by providing support to refugees from the conflict over the border in Romania. The objectives are to raise awareness of the situation, raise funds and provide direct aid. He has linked up with a local charity, Humanitas, which has its HQ in Hitchin and is working on the ground in Romania

He asked if ROTW could assist by allowing use of its banking facilities and/or a fundraiser.

The Chair, and members expressed support for his objectives.

Although ROTW is an established charity. ROTW is not able to use its banking facilities to act as a conduit for financial support for any other charities, groups, or organisations. There may be scope for an independent fundraiser that aligns with the Charity's objects.

A member outlined that ROTW is not an international aid organisation.

A member suggested that he could set up an on-line fundraising effort that would ensure financial control was maintained e.g., via Go Fund Me.

- b) The chair noted that Regina van de Leeuw was stepping down as a Trustee and expressed the membership's appreciation for all her hard work during her time as a Trustee.
- c) A reminder that the current memberships expire at the close of the meeting and those wishing to remain a member through to AGM 2023 can complete a form, unless recently completed, or complete one that will be distributed with the minutes.

Meeting Closed at 10.20pm.

By order of the Trustees

John Brierley (Acting Co. Secretary)