

THE RINGING WORLD LIMITED
Minutes of the thirty-seventh Annual General Meeting

Held remotely via Zoom on Saturday 5th September 2020 at 14:00 hrs.

Present: DW Grimwood (Chairman of the Board of Directors), DG Davis, GRD Lay, Mrs CF Roulstone, DL Smith, RA Smith and RJ Wallis; and 131 Members of the Company (list held separately).

Apologies for absence: there were no apologies received.

Members of the Company were required to consent to be a member of The Ringing World Ltd and in the event of the Company being devolved, undertake to pay a sum not exceeding £10.00 as a contribution to the assets of the Company for the payment of debts and liabilities. No members of the Company who were present at the meeting declined their consent.

1. Minutes of the 2019 AGM

The Minutes of the thirty-sixth Annual General Meeting of the Company were approved by the meeting and signed by the Chairman. There were 14 abstentions.

There were no matters arising.

2. Company Accounts for the year ended 31st December 2019, together with the Report of the Directors and the Independent Examiner

Richard Wallis presented the accounts. He referred members to pages eight onwards of the financial statements that had previously been circulated. The Company had received a clean report from the independent examiner and the accounts had been submitted to Companies House. The overall income was a slight loss for the year. It had come to light that the Ringing World Ltd was charging the wrong postal rate to overseas subscribers. The Board decided to reduce the subscription rate and offer a refund to all overseas subscribers. Most overseas subscribers had accepted this offer which had incurred a cost of approximately £5,000.

It was a good year for merchandise sales which was a combination of increased advertising and better products: the diary had been given a makeover with added features, and the price had remained the same. There had been a drop in advertising and donations.

Moving on to expenditure, Richard reported that staff salaries resulted in the greatest expenditure. The Board invested in an editorial assistant to provide a solid base for the paper and had recently employed a digital assistant to improve this aspect of the business. The next big items of expenditure were for the printing and franking of the paper version (40% of the total costs). Lower numbers of subscribers decreased the print run, but this was balanced by the increase in postal charges.

Another item of expenditure was the lease of the premises in Andover. The lease was renewed this year with some service charges and security added.

Richard Wallis subsequently reported on the unique position that the Company was currently facing. The year-end balance and level of reserves provided scope for future investment and any loss of income as a result of the COVID situation. The 2020 budget had been set prior to the COVID outbreak and the budgeted loss was approximately £4,000. Although income from subscriptions and merchandise was favourable, the expected loss for 2020 was expected to be around £35,000, some of which accounted for a loss of eight months' worth of donations at approximately £3,000 per month.

Richard commented that the Board would shortly be considering the subscription rates for 2021. Michael Church (Winchester and Portsmouth Diocesan Guild) noted that at the AGM last year a resolution was passed to change the objects of the company in the memorandum and omit the reference to Christian worship. However, the report of the Trustees for 2019 still contained the old objects. The Chairman stated that this had been an oversight when copying and pasting information into the reports and was grateful that it had been pointed out. Michael Church queried whether the revised memorandum had been filed at Companies House as there would be a civil penalty and the company would be held liable to civil proceedings. Fred Bone stated that there was no sign that the amended objects were filed with Companies House. The Chairman thanked Mr Bone and Mr Church for their observations and indicated that the Board would investigate this matter.

Richard Wallis proposed that the accounts were adopted. This was seconded by Phil Bailey and the resolution was carried. There were seven abstentions and one vote against.

The Chairman thanked the members for their continued support.

3. Chairman's Report for the year ended 31st December 2019

The Chairman referred to his report on pages one and two of the Trustees Report. As it referred to 2019, he started by making a few comments about the impact of the current COVID situation on the publication of the journal and then provided an update on some of the points raised in his report.

COVID-19 update

The Chairman stated that the Board was monitoring the impact of the reduction in ringing performances and felt confident that they could commit to continuing with a weekly publication into 2021. The Board would be looking closely at the financial challenges for next year when they met in November to set the budget.

In response to the Board's recent request, the Chairman expressed his gratitude to those who were able to submit performances for their willingness to increase their donations to 75p a ringer.

The loss of peal and quarter peal performances had not only had an impact on the Company's income but had, in effect, doubled the space for editorial content. The Chairman congratulated Will Bosworth, and the new Assistant Editor, Christopher Teasdale, in rising to the challenge and providing such a wide range of well written articles. He also thanked the many contributors who had offered well-written and engaging material for the Ringing World.

Ringing World National Youth Competition

The Chairman reported that David Hull had been facing considerable challenges as the National Youth Competition organiser. Early in the year, it had become clear that the contest could not go ahead this year, which must have caused huge disappointment for many young ringers, especially for those who were now too old to compete again.

It was hoped to hold the competition in York next year, but due to uncertainties resulting from the consequences of the lockdown, the Contest would go to Worcester next year, a week later than usual, on 10th July 2021. This would be dependent on whether restrictions were sufficiently eased by then. The Chairman thanked David Hull for his time and work on the competition, and to the ringers at Worcester for stepping into the breach.

IT development

In July, the Board appointed a Digital Assistant, who had subsequently enabled a number of long-standing IT-related plans to be put into effect. Sam White, a university student, had agreed to continue working part-time for the Ringing World during his term time. The Board valued his expertise and contribution, as IT had become such a significant area for development for the Ringing World.

Plans for a new app had been delayed as the Board wanted to make sure that it worked well and served a useful and popular purpose.

The weekly paper

The Chairman stated that the Board had considered having a fortnightly publication and found that it was not that simple without having a radical change in the content and style, and the risk of losing some favourite items.

In the light of experience gained in the last few months, the Board would be considering with the Editor long-term plans for the publication, hopefully with input from its membership, in due course. In the meantime, he urged everyone to take out a subscription or encourage others to subscribe, so that as many people as possible could see what a great publication it was.

Tina Stoecklin (Scottish Association) reiterated all the positive comments that had been posted on the chat while the Chairman had been speaking. She congratulated the Editor and his team for producing an excellent paper during these uncertain times. The Editor responded by thanking Tina for her kind words. He also thanked his team, the Board of Trustees and finally all the supporters for which the paper could not be produced without.

The Chairman's report was proposed by Douglas Davis and seconded by Adrian Udal and was subsequently adopted.

4. Proposal that The Ringing World (charity no. 287182, company no. 1722963) be converted to a Charitable Incorporated Organisation (CIO)

The Chairman noted that it was unfortunate that the draft constitution had not been circulated in full to all members. However, he pointed out that there had been an article in the Ringing World at the end of July that spelt out the proposal in some depth and invited further comment. The Chairman had received two requests for a copy of the draft constitution and both people had provided some helpful comments.

Graham Lay introduced the proposal which would change the top-level structure under which the Ringing World operated. Firstly, he gave a brief summary about the CIO structure and the process involved when transferring to a CIO. He confirmed that there would not be any changes to the way in which the Ringing World operated, and it would not affect the charitable objectives or the editorial content of the paper. What was driving the proposal was the need to expand the membership of the charity and involve a wider audience from the ringing community. It would be consistent with the thinking that had been going on over a whole range of ringing activities.

Graham argued that the existing membership structure was inadequate; current members and directors accepted a financial liability, and complex mechanisms and undue administration would be needed to get around this. When the company looked to the future, bearing in mind suggestions such as direct membership, this new structure would make the Ringing World more robust and flexible for those changes. The CIO would no longer need to register any documents with Companies House – it would be governed, more simply, by the Charity Commission.

Fred Bone (Essex Association) asked whether the charity number would have to be changed and how long the process would take. The Chairman confirmed that the existing charity number and bank account would remain the same, but the Ringing World would be reliant on the Charity Commission with regards to the time span.

Andrew Wilby (Ancient Society of College Youths) expressed his concern that the constitution had not been circulated properly and had concerns that the ownership of the paper (currently constituent associations) would change dramatically. He suggested, as an alternative, that the Ringing World could have a category of membership to involve its subscribers. He felt that it would be dishonest to separate the territorial associations, who were members of the Central Council, from ownership of the Company. He also pointed to the £35,000 deficit and drop in subscriptions and asked what the board were proposing to do to overcome this.

The Chairman responded by saying that the Board were setting up a major programme to re-establish subscriptions: a lot of time has been spent analyzing, thinking and planning to increase the circulation by at least 30%, through radical action. There were no plans to remove membership from existing members, and no plans to detach from the Council, with whom the Ringing World had a good relationship. However, expanding the membership would mean an expanded stakeholder position, and more people would be allowed to have a say. Graham Lay stated that the Board were not being dishonest and that there were other benefits as outlined.

Michael Church (Winchester and Portsmouth Diocesan Guild) also expressed his concern that members were being asked to accept a draft constitution that had only just been made available and he had not been given enough time to consider it. The Chairman repeated that the constitution had been made available for the past two or three months for people to examine. It was a standard constitution and there was nothing radically different to the one that was currently in place.

Tina Stoecklin (Scottish Association) asked how the transfer to existing members would be conducted if this proposal was adopted and whether the Central Council had been consulted to consider potential alignment with their ideas of direct membership. She considered that the separation of the Council and the Ringing World in recent years had been problematic, though done with good intentions. The separation between the Ringing World and the Central Council had harmed both and whilst the Ringing World needed to be editorially distanced, she was unsure whether this would cement a relationship or create a division.

The Chairman responded that all the current members would be warmly invited to indicate their acceptance of membership. The connection with a direct membership Council had been discussed, but it was a 'different animal'. The Company was looking for people who felt that they had a relationship with the Ringing World, and in turn the Ringing World knew who they were, and could work together with them more effectively than at the moment. The Chairman stated that the Central Council, ART and the Ringing World were working more closely together than ever before and producing creative and collaborative thinking which was easier than sitting on each other's committees.

Fred Bone (Essex Association) commented that the version of the constitution that had been circulated did not contain the later changes that he had suggested. The Chairman stated that the only changes were to the numbering of a sub clause and this did not change anything materially.

Adrian Udal (Middlesex County Association and London Diocesan Guild) commented that although this appeared to be a good idea, this was the first time that he had seen the 22-page document. The Chairman pointed out that the Central Council meeting that morning had alluded to the possibility of changes to their membership structure; this could affect The Ringing World's membership. The Council should be able to do what it felt was right for itself, but this transfer would 'set both sides free' to follow their own correct course. The focus was to allow the company to have a large number of stakeholders and supporters, in order to face the challenges pointed out by Andrew Wilby.

Phillip Barnes (Kent County Association) also raised concerns about the Ringing World being further distanced from the affiliated societies of the Central Council. Over the years, little things had happened which had led to distance, such as the phrase 'official journal of the CCCBR' disappearing. He stated that the constitution contained a class of membership for corporate bodies and asked whether the Board would consider formally inviting each of the societies of the Central Council to become corporate members.

The Chairman responded that he couldn't take responsibility for the actions of his predecessors but reiterated that the Ringing World did not want to lose the support and sense of ownership that the current members had. The suggestion to invite Guilds and Associations seemed a very good one and would be considered. Graham Lay agreed that this had not been considered but was an excellent idea. David Smith agreed, but suggested that the territorial societies were not themselves currently owners or members; the Central Council representatives become members, not the societies they represent. Inviting societies to become corporate members would therefore be a step forward from the present situation. Andrew Wilby disagreed; he stated that he was a member of the Company because the Ancient Society of College Youths elected him to represent them, not because he was personally a member or owner. David Smith applauded this perception but suggested it doesn't happen very much at the moment. Mary Bone commented that although all Central Council members were eligible to become members of the company, it was not a foregone conclusion: they needed to signify their consent and take a positive step.

Timothy Pett (Oxford Diocesan Guild) asked whether members would be expected to pay a membership fee. The Chairman said he had a clear idea: that there would not be a membership fee; the clause was in the constitution to give the charity permission to implement it if required at a later stage.

Graham Lay recommended that the company be converted to a CIO and David Grimwood seconded the proposal. There were 67 votes for, 24 against, and 30 abstentions. The vote did not meet the required 75% threshold (excluding abstentions) to pass as a special resolution, so the proposal was not carried.

5. Appointment of Directors

Claire Roulstone and Richard Wallis were re-elected as directors; Robert Crighton was newly elected to the Board.

6. Appointment of Independent Examiners

Langdowns DFK Chartered accountants were proposed by Richard Smith and seconded by Douglas Davis and reappointed as Independent Examiners for the company.

7. Any Other business

There was no other business to transact and the meeting concluded shortly before 3.30pm.