

MINUTES OF DIRECTORS' EXTRAORDINARY GENERAL MEETING

Location: Registered Office
Date: Wednesday 25th February 2015
Time: 7:30pm

Present: Mrs Audrey Davies, Company Secretary
Mr P. Marsden, Director

1. Trustee Meeting, 18th February 2015

It was noted that the Trustee meeting, dated 18th February at Alvanley Village Hall had passed a motion of no confidence by 9 votes to 8, in removing four Trustees from office. The meeting had declared that:-

- David Summers was permanently removed as Treasurer and his Membership and Trusteeship terminated.
- Mrs Terrie Summers was permanently removed as Member and her Trusteeship terminated.
- Mr Colin Over was permanently removed as Member and his Trusteeship terminated.
- Mr Vince Duff was permanently removed as Member and his Trusteeship and Directorship terminated.

The motion had set out serious questions about apparent financial irregularities and unacceptable behaviour by Mr David Summers including allegations of bullying and intimidation.

It was noted that the meeting had been very difficult with unruly behaviour by other Trustees and a general disregard for the authority of the Chair.

The Directors re-affirmed the decision of the Members.

2. New director

Mrs Davies confirmed that Mr Paul Marsden had been appointed as a new director on 23 February.

3. Financial irregularities

It was noted that there were many unanswered questions as to the conduct of financial affairs by Mr David Summers, whilst he was Treasurer. Given he failed to provide income and expenditure statements at any Trustee Meetings and maintained all bank accounts, bank statements and financial records, it had been very difficult for the Company Secretary to establish how the finances were being managed. Issues include:-

1. Cheques cashed that Mrs Davies is highly unlikely to have signed.
2. Amounts paid by Mr David Summers to himself as Treasurer, which were not apparently authorised by Trustees.
3. Totals on cheques that did not correspond with agreed amounts of expenditure.

It was noted that Mr Summers had failed to declare any irregularities or concerns to the Company Secretary, as required under the Constitution Part 3, Section 5, Point 4 iii.

Mrs Davies confirmed that she had held a meeting with the Lloyds Bank on 19th February and discovered that Mr Summers without her knowledge or consent had ordered two chequebooks when only one was required. Mrs Davies had cancelled both chequebooks with immediate effect and had requested a summary of the bank statements. The registered address for the bank accounts had been amended so that Mrs Davies could begin to receive bank statements and correspondence.

Subsequently Mrs Davies had written to the Lloyds Bank requesting copies of all cheques paid out during Mr Summers tenure as Treasurer (Sept 2013 and Feb 2015), which would be audited for any irregularities.

The Directors agreed to continue to investigate Mr Summers activities.

4. Behaviour of remaining Trustees

Given the level of potential financial irregularities reported to all the Trustees over the past few weeks and discussed in detail in the Members motion on 18th February, the Directors were very concerned that no Trustees had supported an investigation of Mr Summers and failed in their duties as Trustees under the Charity Commission document, 'The Essential Trustee' Section F, "*ensure that the charity does not breach any of the requirements or rules set out in its governing document and remains true to the charitable purpose and objects set out there.*" As such, given the importance of carrying out a thorough investigation, the directors agreed to suspend indefinitely remaining Trustees under the Constitution Part 3, Section 5, Point 7 until they could ascertain all the facts of the situation.

Mrs A. Davies
Chair of Friends of Harmers Wood trust
24 Hale View Road
Helsby
Cheshire
WA6 9PH



It was further noted that under the Constitution Part 1, Section 3 Disputes *“In the event of any dispute between the Directors, Trustees and or Members, the Directors on a majority vote shall have the final decision.”*

5. Next steps

The Directors to meet regularly over the coming weeks. For the avoidance of doubt, the Directors agreed that investigations into financial expenditure controlled by Mr David Summers would continue. The Directors agreed to inform the Charity Commission, Companies House and at the appropriate time the Police of their concerns.

Mrs Davies agreed to identify new Officers, Trustees and Directors, whilst all other Trustees were suspended.