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CARDIFF ASTRONOMICAL SOCIETY/ CYMDEITHAS SERYDDOL CAERDYDD

Minutes of the “Annual General Meeting” held on Thursday, 13th April 2017 at Cardiff University

1. Welcome and apologies for absence

The Chairman, Phill Wallace, welcomed members to the Meeting which, he explained, was not a proper Annual General Meeting as the requirements of Clause 11(1) of the Society’s Constitution could not be met in that an annual statement of accounts was not available because of the Society’s change to a Charitable Incorporated Organisation (CIO) occurring less than six months previously. He also pointed out that the Society currently had 373 members and there were 26 members present at the meeting which was therefore quorate (Clause 11(5)(a) of the Constitution states that the quorum for general meetings is 5% of the members). Apologies had been received from Cedric Longville (Trustee) and Nick Pollock (Item 8 below refers).

1. Approval of the minutes of the Annual General Meeting held on 14th April 2016

The Chairman, in response to a question, advised that the draft minutes had been attached to the email that had been sent to members on 30th March 2017 calling the “AGM”. Kath Compton and Spencer Grennan proposed and seconded the approval of the draft minutes which were then agreed by the Meeting to be a true and accurate true record.

2. Matters arising from the 2016 AGM

There were none.

3. Election of Tellers

Peter Badcock and Stephen Webber were elected as tellers.

4. Report on the Society’s Adoption of Registered Charity Status

The Chairman confirmed that the Society had successfully achieved registration as a charity on 31st October 2016. This would therefore mean that the Society would be able to claim Gift Aid from HMRC in relation to members’ subscriptions and donations at no additional cost to members. Mike Foley asked whether there had been any financial cost to the Society in its seeking registering charity status and the Chairman advised that there had

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not. Mike also queried whether the Society would in future need to submit an annual financial report to the Charity Commission (CC), and the Chairman said that the CAS Trustees would indeed be required to submit an independently examined financial statement to the CC every year.

5. Reports

Treasurer - The CAS Treasurer, Roy Blunt, opened by saying that only two months previously he had been an ordinary member of the Society but was now the Treasurer, a Committee Member and a Trustee! He had distributed to the members present two financial reports which he then presented to the Meeting. The first report was for the period 1st March 2016 to 28th February 2017 and, thus, included the pre-CIO period (1st March 2016 to 30th October 2016 – also covered by the second report) and the four months that had followed the Society's change to a CIO (31st October 2016 to 28th February 2017). This report therefore allowed a comparison to be made with the income generated and expenditure incurred by the Society in the 2015/16 financial year (1st March 2015 to 29th February 2016). Roy pointed out that the Society's financial holdings as at 28th February 2017 amounted to £7,986.96, with a £892.38 surplus of income over expenditure, and he drew attention to the fact that the Society's cash assets had remained roughly within the £7,000-£8,000 band since the end of February 2009. In the ensuing discussion, several points were made:

- Income from Amazon related to people clicking on the Society link when making a purchase from Amazon had dropped and so members were encouraged to make use of that link to increase such income and it was agreed that members should be reminded of this when announcements are made at the start of the fortnightly talks and in all-member emails;
- The increase in insurance premiums (from £1,053 in 2015/16 to £1,140 in 2016/17) was caused by extra premium being payable in respect of additional items of equipment at the Observatory;
- Solar viewing was inherently riskier than night-time observing in view of the possibility of eye damage and so public liability insurance needed to be in place for solar viewing events;
- The costs involved in purchasing major items such as new telescopes were always likely to be erratic because such equipment could have a life span of several years and it was only in the year that the equipment needed to be replaced that a significant expense would be incurred;
- The Trustees had agreed that the Society should maintain an initial Reserve Amount of £4,000 to help safeguard the Society against any sudden significant increase in expenditure. This amount was sufficient to ensure that, if a financial catastrophe occurred, the Society could stay in operation for at least a further year;

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- In its first year as a registered charity the Society should aim to break even: if CAS were to make a significant loss or profit in its first year it was likely that the CC would wish to investigate the situation;
- Adult membership of the Bristol Astronomical Society currently cost £38 a year;
- Two members drew attention to the fact that at the 2016 AGM it had been stated that the “*National Trust have agreed to issue a lease for the Observatory once charitable status is achieved*”. They felt this was a serious issue and that the Society should sign a lease with Dyffryn Gardens management as soon as possible in relation to the CAS Observatory. It was pointed out, in response, that this matter was scheduled to be discussed at the CAS Committee meeting on 20th April 2017. The Chairman also stressed that this issue would be considered by the Committee and the Trustees as quickly as possible;
- No fee was paid by the Society to visiting speakers. This was in line with the policy of the Federation of Astronomical Societies. However, speakers’ travel expenses were of course reimbursed and, where appropriate, an inexpensive pre-talk dinner for the speaker was bought by the Society and, on the rare occasions when a speaker was unable to travel home after a talk, a hotel room was booked and paid for by CAS. In this context, it was noted that speakers do contact each other from time to time and so if CAS paid a fee to a speaker this would become known to other speakers who may also expect to receive a fee. Also, some speakers are now operating as businesses and will therefore wish to charge a fee for their services;
- The Society had incurred an overall loss of £219.63 in the period 1st March 2016 to 30th October 2016 but no valid comparisons could be made between this “8 months” period and previous sets of “12 months” CAS accounts;
- Merchandising carried out was understood always to involve a profit being made on any sold items but Kayleigh Churchill pointed out that the Society’s Merchandising Officer, Jim Hennessy, was not present to comment further. She added that the Society would welcome suggestions from members as to items they would like to purchase from CAS. It was also noted that CAS coffee mugs had been presented to British astronaut Tim Peake and the First Minister of Wales, Carwyn Jones, at the event the Society had participated in at Techniquest in October 2016.

In conclusion, the two financial reports were proposed and seconded for formal approval by Kayleigh Churchill and Peter Badcock respectively and were then approved by the Meeting.

Public Events Organiser – The Society’s Public Events Organiser, Theresa Cooper, had distributed to the members present a written report which she

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then presented to the Meeting. Theresa advised that nine main public events had been organised during 2016/17, starting with the Transit of Mercury events at the Observatory and the National Museum Cardiff on 9th May 2016.

These had been followed by the annual solar viewing day at the Brecon Beacons Mountain Visitor Centre on 30th July. This had been a rather bitter-sweet affair as Theresa and other Society officers had established an excellent relationship with the staff at the Centre over recent years but these people were being made redundant because of a reorganisation of the BB visitor centres. However, at the start of September the BB management team had held a briefing and Q&A session for those organisations, like CAS, which hold events there. In Theresa's absence, this had been attended by Theresa's husband, Edward, who had reported back that the message received from the BB management was positive and that future CAS participation was very much welcomed. In addition, Edward had been able to negotiate a sizeable increase in the monies that BB paid to reimburse the Society for the travel costs incurred by CAS Officers and volunteers who arranged the observing sessions at the BB.

CAS had staged a successful Telescope Workshop at the National Museum on 24th September but the main highlight of the year had probably been the Society outreach team's involvement in the previously mentioned event at Techniquist in October 2016 when Tim Peake had visited Cardiff.

Later in October, the Society had held a stargazing evening at its Observatory and used a new banner to advertise the event. A similar event was held more recently at the Observatory to tie in with the BBC's Stargazing Live programme and it was noticeable, including to Dyffryn Gardens management, that attendance was high even without the presence of Professor Brian Cox!

A stargazing evening had, for the first time, been held (alongside other organisations) at St Fagan's on 19th November but this had turned out to be one of the rainiest nights of the autumn in South Wales.

Theresa closed by inviting interested members to join the Society's outreach team which always enjoyed the events it organised.

There were no questions and the report was proposed and seconded, by Spencer Grennan and Roy Blunt respectively, before being accepted by the Meeting.

Observatory Manager - The Society's Observatory Manager, Alan Stephens, had distributed a written report which he then presented to the Meeting. He opened by saying that the Observatory was used for practically every stargazing event in which CAS participated.

Alan pointed out that that a proposal to purchase a suitable video and television which would enable visitors to the Observatory to view on the TV images and videos of what was being picked up by the Society's telescopes

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had been considered too costly by the Committee, but he felt this was a concept that could be looked at again in the future.

He remarked that not much of note had happened at the Observatory but several equipment purchases had been made which had led to all the Society's telescopes now being in full working order.

Alan felt that the Society needed to advertise the Observatory more in order that it would be used more often.

In the ensuing discussion, several points were made:

- Members were not permitted to make use of the Observatory without a Society officer being present but a training programme was in place to show people how to open the Observatory roof etc;
- It was not currently possible for the keys to the Observatory to be loaned to Society members but the question of allowing greater accessibility to the keys was being looked at;
- A minimum of two people must always be present at the Observatory in order, for instance, to ensure that medical aid could be sought following an accident;
- There is an existing page on the CAS website called "Observatory Bookings" for checking the usage of the Observatory during the week and which enables CAS members to book dates to use the Observatory. The Committee should think about how the website could be better used to manage visits to the Observatory and similar matters;
- Contrary to what had been said earlier, the Observatory was in fact used almost every night – the video camera and associated meteor, sprite and fireball detection system are operational every night throughout the year. This activity was reported on the CAS website and had also been featured on pages 5-8 of the Society's September-December 2016 Newsletter. It was suggested that a reference to Edward's UKMON work could also be included in the announcements made at the fortnightly talks.

The report was proposed and seconded, by Spencer Grennan and Theresa Cooper respectively, before being accepted by the Meeting.

Director of Observations - No report was given.

Chairman - Phill Wallace advised that 2016/17 had been a year of ups and downs for the Society. As he had already said, the main achievement had been the successful conversion to a registered charity in October. In addition, membership of the Society was now about 40 members up compared with mid-April 2016. A number of very successful public events

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had been organised and the attendances at the fortnightly talks had increased over the last few years from an average of about 75 to 82 now.

He then advised that at a proper AGM the Society's Trustees would, in accordance with the CAS Constitution, be required to retire from office. However, this was not, as previously noted, a proper AGM. Nevertheless, the Trustees had agreed that attendees at the Meeting should be asked whether they had any objections to the Society's six current Trustees continuing in office. He put this question to the Meeting and pointed out that one of the current Trustees, Alan Stephens, had recently given notice of his resignation. No objections were raised.

Phill then asked whether any member present had any objections to any of the Society's current Committee Members continuing in office. There were no objections.

Phill advised that the Society currently had three vacancies: Secretary, Librarian and Committee Minutes-Secretary. He read a note produced by Kath Compton listing the main responsibilities of the Secretary: organising the annual speakers' programme, liaising with speakers, booking meeting rooms, general administration work etc. He said, in addition, that the Secretary had to have been a Society member for at least one year. He then asked if anyone was interested in taking on the Secretary job or one of the other posts. In discussion, the following points were made:

- It was difficult to quantify how many hours per week the CAS Secretary had to spend but this could be perhaps 2-3 hours per week on average with bouts of longer activity e.g. when preparing the annual speakers' programme;
- It was essential that accurate minutes of Committee meetings were prepared promptly and, once approved, made accessible to CAS members;
- The Society should consider employing a professional minute-taker;
- Peter Crabb advised that, over Easter, he would consider whether to offer to take on the role of Committee Minutes-Secretary.

6. **Motion for Debate**

The Chairman said that the Trustees had put forward the following motion for debate: "That this Meeting agrees that the figure "six" in Clause 12(3)(b) of the Constitution should be replaced by the figure "nine"".

He pointed out that, if the motion was passed, the intention was that 8 of the 9 Trustee posts would be filled with the ninth Trustee being held in reserve and to be brought in following, for instance, the resignation of one of the eight standing Trustees if the resigning Trustee was unable to continue during their notice period. This would mean that there would be no need to wait for a

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resignee's three-month notice period to be served before the replacement Trustee could come on board.

The motion was proposed and seconded by Theresa Cooper and Roy Blunt respectively and in the ensuing debate it was noted that most organisations of a similar size and type to the Society had 6-12 Trustees.

On being put to the vote by a show of hands, the motion was carried overwhelmingly with two abstentions and no votes against. Phill advised that the change to the Constitution would not come into effect until it had been ratified by the CC.

At this point, Peter Badcock indicated that he would shortly have to leave the Meeting and so would need to be replaced as a Teller. This was agreed and another member was elected as his replacement.

7. **Consideration of candidates for two new Trustee posts**

Voting forms containing biographical notes on the three candidates had been circulated to the members present at the Meeting. The Chairman said that members were entitled to vote for a maximum of two of the candidates. The completed forms were then collected and counted. The Chairman announced the result of the vote:

26 voting forms had been returned and 50 votes had been cast as follows:

Jane Clark - 25 votes

Mike Foley - 13 votes

Nick Pollock - 12 votes.

It was agreed that Phill should notify the result to Nick who was not present at the Meeting and advise him that an additional Trustee vacancy would arise on 11 July 2017 when Alan Stephens' notice period expired.

8. **Motions of urgency (if any)**

There were none.

9. **Any other business**

There was only one item: Mike Foley presented the Society with two framed photographs that had been signed by the astronauts Tim Peake and Pedro Duque at the Techniquet events. Mike said that the Society could do what it wished with the photographs: retain them, sell them or do something else. Theresa thanked Mike for his generosity and pointed out that at the many Society events Mike attended he would invariably pass astronomical photographs he had taken to visitors without charge. However, grateful recipients would usually feel compelled to make a donation to the Society and so this was a useful boost to Society income.

10. **Presentation of the Bill Sutherland Award**

Phill said the Award was in remembrance of Bill Sutherland, an early and

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enthusiastic member of the Society who had passed away in 1990. Bill had been an avid builder of telescopes which he had not used for astronomy but, instead, for wildlife observing. The Award was presented each year to a CAS member who had, in the view of the Committee, shown an outstanding enthusiasm for astronomy and the Society. However, the proposed recipient of this year's Award was not present at the Meeting and so the presentation would be deferred to a suitable date.