**MINUTES OF 2018 ANNUAL GENERAL MEETING**

 **OF THE WAGNER SOCIETY**

**WEDNESDAY 16 May 2018 18.30 – 20:16**

The Swedenborg Hall, Barter Street, London WC1A 2TH

**ATTENDEES:**

The following, Officers and Committee Members were in attendance:-

Richard Miles (Chairman) (“RM”)

Neil King (Treasurer) (“NGK”)

Cormac Cawley (Secretary) (“CTC”)

Geoffrey Griffiths (“GG”)

Ray Godson (“RG”)

Alan Ridgewell (“AR”)

Henry Kennedy (“HK”)

Isabelle Pitman (“IP”)

Shirley Cully (“SC”).

The meeting opened at 18:30 and was declared quorate, there being present at least 15 members of the Society as required by Clause 11 (g) of the Society’s Constitution.

RM took the chair and welcomed everyone.

**Item 1: Apologies for absence**

Apologies were received from Meli Hatzihrysidis, Committee Member (due to an unavoidable prior engagement) and from 26 members.

**Item 2: Approval of Minutes of 2017 Annual General Meeting**

The Minutes of the 2017 Annual General Meeting (which had been held on 21st June 2017) were put to the meeting and comments were invited from the floor, but none were offered. Gary Kahn proposed that the Minutes be adopted, Roger Lee seconded that proposal and the Minutes were adopted by the Meeting on a show of hands.

**Item 3: Chairman’s Report**

The Chairman presented his report.

He started by introducing the Officers and committee members to the meeting.

He reported that we had a record number of members, namely 1063, which was 61 more since the start of the year. We are now offering free membership to students and the numbers here are very gratifying. CTC had dealt with GDPR. SC had been co-opted to take charge of catering. GG was our long-standing archivist. MH was dealing with marketing. HK was our Events Manager and positively fizzing with energy. We have had some of our best events this year with our most recent event on the evening before the meeting with Klaus Florian Vogt (“KFV”), who is singing Lohengrin in the current run at Covent Garden. NGK had been terrific with finances and had very generously continued to host committee meetings at his home in very pleasant surroundings, where the committee manages to get a lot done and to enjoy their discussions. AR has been an excellent editor of Wagner News and has been a great voice of sense on the committee. NNK was a new member who was dealing with social media. IP, a music student from Oxford with an interest in Opera, had joined and we now had someone in almost every age decade on the committee broadly reflecting the membership demograph.

The Chairman then invited comments from the floor, none were offered. Paul Dawson Bowling (“PDB”) proposed acceptance of the Chairman’s Report which was seconded by Ian Slater (“IS”) and adopted by the meeting on a show of hands.

Item 4: Treasurers Report & Annual Accounts for 2017

The Treasurer presented his Report and the Audited Annual Accounts for 2017 (copies of which had been circulated with papers to members 21 days in advance of the meeting in accordance with clause 9.d of the Constitution). He reported that he had not been sent any queries concerning the accounts in advance of the meeting.

He commented upon the following areas which he felt would be of most interest to members: -

1. Gift aid

He is working hard to finalise the remaining claims for gift aid from HMRC for previous years. The exercise is very manual and labour-intensive, and he has now completed the process up to October 2016. He hopes to finish the entire claim by the end of this year. He reminded the meeting that there was no need to be financially concerned about the delay in recouping this money as HMRC pays a higher rate of interest on this money than we could expect to gain if we had it in the bank.

1. Membership Numbers

Membership numbers have increased by 61 since 1 January 2018 and by 80 during 2017 , which meant an increase of income. The amount of donations to the Society had also increased.

1. Cost of Events

The Treasurer reported that while events do cost us money and we do not seek to operate on a profit basis, we also aim to not lose money on our events. For 2018 we have assumed a margin of 20% for events and we review carefully the financial results after each event. He reminded the meeting of the sell-out event with Anthony Negus about Hollander where we had over 80 people in attendance. He also reported that the event with Dame Anne Evans showed our highest advance sales to date. We had also sold 60 tickets for the KFV event.

1. Advertising Costs

This was a fraction over £5,000 for the year and it was felt that this had helped us to maintain the membership numbers. It was not clear whether this boosted the numbers of people coming to events. Rather than placing expensive advertisements in magazines we are now using leaflets and social media for future events and this seems to have driven up attendance. While we have budgeted for advertising for the current year he does not expect us to spend all of that money.

1. Reserves Policy

This has been debated at committee meetings. We intend to add to our reserves so that we can continue to offer free membership to students and alumni. The figure for those free memberships is 123 at the moment.

1. Subscriptions

We do not intend to increase subscriptions. The last increase was in 2012. We are aiming to leave it at the current level for as long as we can.

1. Bequests

In the last year these have resulted in an increase source of income for the Society. We have sold a number of books, CDs, DVDs and other Wagner ephemera from such bequests. We are also intending to sell the audio library this year. It currently has no stated value in the accounts so income from this will produce a financial upside for us.

1. Budget for the current year

For the current year we are budgeting £100,000 income including£10,000 of donations. We expect a modest loss of a couple of thousand pounds. It is a significant and stretching budget for us. We are above target for subscriptions and donations and event income is fractionally above budget, but costs are behind.

The Chairman then invited questions from the floor.

PDB said that he would like to congratulate the Officers and the committee on the profile of the Society. Others had also commented to him about this. PDB also expresses his particular thanks to CTC for all he had been doing for the Society.

Michael Hamilton questioned why we should not raise subscriptions. NGK explained that while it was not difficult to raise subscriptions there was a problem in that a lot of members pay by standing order and it was a nightmare to change those. If a member did not increase the amount standing orders, then there was the further problem of having to chase them for any outstanding balance which made it all very time-consuming.

PDB the proposed that the Annual Accounts for 2017 be adopted, Eric Adler seconded the proposal and the Accounts were adopted by the meeting on a show of hands.

**Item 5: Election of Chairman**

At this point NGK took the chair while the meeting dealt with the election in accordance with clause 7(b) of the Constitution of Richard Miles as Chairman. Christopher James Jack had proposed RM as Chairman and Stephanie Sfakianos had seconded that proposal.

Being the only nominee for the office of Chairman, Richard Miles was elected Chairman in accordance with the Society’s Constitution and Byelaws.

**Item 6: Election of Secretary**

At this point RM resumed the chair. The meeting then dealt with the election in accordance with clause 7(b) of the Constitution of Cormac Cawley as Secretary. Gary Kahn had proposed CTC as Secretary and Shirley Cully had seconded that proposal.

Being the only nominee for the office of Secretary, Cormac Cawley was elected Secretary in accordance with the Society’s Constitution and Byelaws.

**Item 7: Election of Treasurer**

The meeting then dealt with the election in accordance with clause 7(b) of the Constitution of Neil King as Treasurer. PDB had proposed NGK as Treasurer and that proposal had been seconded by Jacques Bouffier, Vice President of the RWVI, Cameron Burns, Staatsoper Hannover, and Dr Helen Watson St John’s College Cambridge.

Being the only nominee for the office of Treasurer, Neil King was elected Treasurer in accordance with the Society’s Constitution and Byelaws.

**Item 8: Election of Committee Members**

The meeting then dealt with the election in accordance with clause 7(b) of the Constitution of the following members as members of the committee whose nominations had been proposed and seconded as follows: -

Henry Kennedy, proposed by Geoffrey Griffiths, seconded by Cormac Cawley;

Nick Kohn, proposed by Cormac Cawley, seconded by Isabelle Pitman;

Isabelle Pitman, proposed by Geoffrey Griffiths, seconded by Henry Kennedy;

Meli Hatzihrysidis, proposed by Daphne King, seconded by Neil King;

Alan Ridgewell, proposed by Nick Kohn, seconded by Daphne King;

Shirley Cully, proposed by Catherine Dobson, seconded by Irmgard Smith.

Being the only nominees for less than the available vacancies on the committee the aforesaid members were elected as members of the committee in accordance with the Society’s Constitution and Byelaws.

**Item 9: Election of Auditors**

The meeting then dealt with the election of Auditors in accordance with clause 9(a)(iii) of the Constitution.

NGK proposed that Canon Moorcroft be appointed Auditors for the Society. Jan Leigh seconded that proposal and Canon Moorcroft were appointed Auditors by the meeting on a show of hands.

**Item 10: Item for Discussion – Recent Change in AGM Byelaws**

**“**As the *AMENDED AGM BYELAWS OF THE WAGNER* SOCIETY, circulated to members on March 28th, 2018 appear to diminish important rights of the membership, this should be discussed within the membership at the AGM on May 16th, 2018.”

(Requested by Dame Gwyneth Jones, President of the Society & Adrian Muller)

Mr Muller presented a short paper which had been circulated in advance about this item. The gist of his concerns about the recent changes to the bylaws were as follows:-

1. The process for election of officers and committee members under rules 4.2 and 5.3 must mean that members lose the right to elect officers and committee members if there is no more than one candidate for any vacancy; he considers that clause 9.2(b) the Constitution makes it the business of members to elect officers and committee members rather than for them to be elected unopposed;
2. The requirement for the exact text of supporting papers to be agreed with the committee could open the door to censorship. He said that it would be much more acceptable to stipulate which items may and may not be discussed rather than to permit the committee to have the final say on the exact wording of any supporting paper;
3. Byelaw 3.5 throws up a further problem where there is a personal point on the agenda which involves the Chairman. The new law seems to read as if the Chairman will make the final decision about any complaint concerning him. There is no procedure where the Chairman is a party to a possible dispute and this in effect means that the “fox is in charge of the hen house”. He considers that the committee should consider adding other possible bylaws to address this issue.

Mr Muller said that he would like the committee to reconsider his points and look at whether any changes might be made to the recently amended bylaws to address his concerns.

The Chairman then invite comments from the floor.

David Pope, a former Secretary of the Society, felt that the election of unopposed candidates was not unfair. It was common practice in Parliamentary elections and in many organisations. In the trade unions with which he has had some experience it is quite common practice. There is nothing sinister or democratic undemocratic in us being brought into line with the common practice of other organisations in the UK. DP also felt that concern about the text of items on the agenda need not be a concern.

Bruce Young said that he agreed with the last two points and, in particular, agreed with the provision for election of unopposed candidates. He felt that where there was disagreement about the text of a supporting paper, then this could be softened by dialogue between the member in question and the committee so as to achieve a refinement of wording of any such paper.

Michael Hamilton felt that it was better to put items to the meeting for discussion and for there then to be a vote about matters rather than electing officers and committee members unopposed. He also said that he agreed entirely with the second point made by Mr Muller.

PDB said that he agreed with a lot of the preceding comments. He considers bylaws 3.2 and 3.5 to be a bully’s charter where people can be above criticism. He felt that this was a serious erosion of members’ rights.

In response to some of these concerns CTC pointed out that the Society was not immune from claims for defamation and that it was simply not acceptable to publish any text proposed by a member without first scrutinising it to ensure that any proposed text did contained neither defamatory nor inaccurate material. He also pointed out that it would be contrary to the principles of natural justice for the Chairman to resolve any complaint involving himself and that in such a case another officer or an independent expert could be retained to deal with such complaints.

Adrian Mumford then spoke. He said that he was no stranger to membership organisations. He said that in the year since he had been a member of the Wagner Society he had been very impressed by what he had seen. Wagner News was an excellent publication. He found the accounts to be exemplary and a model of what an organisation such as the Society should be producing. It impressed him as a well-run organisation and he wanted to assure the committee of his full support. He said that it was difficult to avoid the feeling that the committee is under unreasonable attack when in fact they are doing a fantastic job. The meeting responded by giving Mr Mumford a round of applause.

Alex Lewalle felt that was better for elections to office and committee membership to be voted upon so that the committee could be assured that they have the positive support of the membership in their election.

The Chairman responded to the comments from the floor by saying that the committee will consider these points. If the committee considers that the rules should be changed than they can do so before the next Annual General Meeting.

**Item 11: Item for Discussion – President’s Masterclass**

“I, the President of the Wagner Society, wish to clarify to the Members, exactly why the Annual Event “The President’s Award for a Public Masterclass”, which was announced by the Society as one of their Singing Competition 2017 prizes, to which my husband Adrian Müller and I always donate our services, will not take place.”

(Requested by Dame Gwyneth Jones, President of the Society)

Reading from a paper which had not been submitted to the committee for circulation to the membership, the President gave a detailed account of her view of the circumstances surrounding the 2017 Singing Competition and explained why the masterclasses awarded to winners would not take place.  The Chairman stated that the version of events presented was not recognised by the Committee but declined to enter into a detailed rebuttal of the President’s account, instead reminding members of the Committee’s fiduciary obligation to act in all matters - including financial - in the best interests of the membership as a whole.  He also expressed regret that a somewhat lurid version of events had been reported in the Press.

A lengthy discussion ensued, with some contributions from the floor supporting the Committee’s stance, and others supporting the President’s line that that the masterclass was promised to 2017 Singing Competition competitors and must to take place. Michael Hamilton proposed that a vote should be taken on this issue but this was rejected by the Chairman since it had not been included on the agenda of the meeting. Some suggestions made by the President in the course of her address possibly offered a way forward and will be pursued by the Committee.

[A full copy of the text of the speech made by the President at the meeting is attached to these minutes as an addendum.]

**Item 12: AOB**

In response to a question from the floor about what events and activities had been planned for the coming year HK explained that our next event was going to be on 6 June with Igor Kennaway and that we would have an event in July about Wagner Verdi and Shakespeare with Peter Conrad and David Nice.

There being no further business, the meeting ended at 20:16 and members joined the committee for drinks and other refreshments.