



## The Association of the UK School of Professional Toastmasters

### Sixth Annual General Meeting Saturday 19th February 2011 at 1.00pm At the Four Pillars Hotel, Witney, Oxfordshire

#### Minutes

The President opened the meeting by informing those present that Alan Riddick had sadly passed away since the last AGM. The President unveiled a 'memorial gavel' which had been engraved with all the names of members who had sadly passed away whilst members of AUKSPT. The gavel will be on display at all future AGM's, and will be updated with the names of any other members who pass away.

David Wylie said a few words about Alan Riddick and the members stood in silence in respect.

#### Present.

Matthew Adam, Robert Brown, Jane Burridge, Sandra Bynoe, Stuart Holton, Timothy Lee, Patrick Lethaby, Stewart Lilly, Robert Lloyd, David MacLeod, Glenn Mayes, John Oakley, Glenda Proctor, John Reid, Mark Shaw-Brookman, Philip Shorthouse, Terrence Summers, Peter Thompson, David Wylie.

#### Apologies for absence

David Abbot, Sheridan Bowers, Sybil Cox, David Davies, Alan Feeney, Robert Gilbert, Anthony Green, Les Hizzetts, Roger Holmes, John Humphreys, Graham Hunt, James MacLeod, Barbara Maggs, Paul Mitchell, Bradley Parkes, Nicholas Pascoe, Roger Phillips, Eric Porter, Christopher Upham, Alec Walker, Dennis Wall, Jane Williams, Brian Wroe.

#### Minutes of the Fourth Annual General Meeting

The minutes of the Fifth Annual General Meeting of the Association of the UK School of Professional Toastmasters held on Saturday 20<sup>th</sup> February 2010 at 1 p.m. at the Mercure Holland House & Spa Hotel, Bristol, were read and approved by the membership present.

There were no matters arising from the minutes. The President Phillip Shorthouse signed the minutes as a true record.

#### Presidents Report – Phillip Shorthouse

The President presented his report (copy attached as appendix 1).

There were no questions to the President.

#### Secretary's Report – Robert Brown

The Secretary presented his report (copy attached as appendix 2).

There were no questions to the Secretary.

### **Treasurers Report – Timothy Lee**

The Treasurer presented his report (copy attached as appendix 3).

The Treasurer took & answered questions from members about some minor details contained within the accounts.

Peter Thompson proposed, Tim Lee seconded that the accounts be adopted. This was unanimously agreed.

Peter Thompson then asked that it be recorded in the minutes the thanks of members to the treasurer & examiners of accounts for their hard work. This was unanimously agreed.

### **Future of UKSPT Ltd**

The President reminded members present of the confidentiality agreement that was in place in relation to information about UKSPT Ltd that may be disclosed during the 'debate' in relation to this item.

John Oakley then updated members on the history in relation to UKSPT Ltd being 'available' to be purchased by AUKSPT. This included that the accounts of UKSPT Ltd had been examined for the previous 5 years and in each year it was in profit. Negotiations had taken place with the current owners and a purchase price of £18k had been agreed, this was less than had been asked by the current owners. The purchase was to include the company name of UKSPT Ltd, all intellectual properties, training materials, UKSPT Ltd website and goodwill.

John Oakley then went on to explain that the purchase of UKSPT Ltd would (as previously notified to members) be financed by AUKSPT members making loans to AUKSPT. The loans would be in units of £500. Interest would be payable on the loan at a flat rate of 10% per annum, payable in April each year. The loan period would be 5 years. The loan capital would be repaid on the fifth anniversary of the loan. The loans would be 'unsecured', ie AUKSPT cannot give any guarantees that loan capital would be safe, but given the past history of UKSPT Ltd the Executive Committee of AUKSPT were confident that all capital repayments and interest payments will be met. In a nutshell the loan is an investment opportunity.

Glenn Mayes then updated members on how UKSPT Ltd would operate if the purchase was approved. Initial courses would still be run twice a year, locations would move around the country, other professional development courses/seminars would be run for members.

The Secretary then informed members that since his email to all members informing them of this item he had received messages of support from many members who could not attend the AGM, no member had yet been against the purchase. By the closing date of 15<sup>th</sup> February members had 'pledged' £22k for the purchase.

The members present then asked questions in relation to the purchase & the loan scheme, these included:

- If a member who made a loan died would the loan form part of their estate – yes it would, however the loan agreement will have a clause to allow the Executive Committee to allow early repayment of capital in 'exceptional circumstances' this would cover this issue.
- Liability to AUKSPT would be eased if the purchase of UKSPT Ltd is registered as a company limited by guarantee – the solicitors will be advised to proceed on this basis.
- Will there be a maximum loan pledge clause – this will be looked at if 'pledges' were far in excess of the monies required to make the purchase.
- Will the 'pledges' be taken so that an element of 'working capital' will be left after the purchase – yes, the amount will be left to the discretion of the Executive Committee.
- Will persons who 'teach' on courses etc be paid – yes they will be paid an appropriate daily rate as is currently operated by UKSPT Ltd.
- Will the finances of running UKSPT Ltd be via a separate bank account – yes.

- How will future profits of UKSPT Ltd be used – to finance the interest payments & loan capital repayments. Then they will be used for the benefit of all AUKSPT members, ideas will be sought from members, but current suggestions include subsidized professional development courses, public liability insurance.

The members then went onto vote on the following three proposals:

1. That AUKSPT in the most appropriate manner purchases UKSPT Ltd for a purchase price of £18k & estimated acquisition costs of £1.5k – **passed unanimously by all present**.
2. That AUKSPT will raise funds by a loan scheme to be finalized by the Executive Committee to cover the purchase price, acquisition costs, and as deemed appropriate limited working capital - **passed unanimously by all present**.
3. That the Executive Committee of AUKSPT be authorized to progress the procedural, financial and legal steps necessary to set up the loan scheme, complete the purchase and set in place suitable management and governance for UKSPT Ltd once purchased - **passed unanimously by all present**.

### **Election of officers 2011/2012**

The Secretary informed the meeting that the following nominations had been received duly proposed and seconded for the Executive Committee for the ensuing year:

#### **President**

Jane Burridge

#### **Senior Vice President**

John Oakley

#### **Junior Vice President**

Robert Brown

#### **Secretary**

Paul Mitchell

#### **Treasurer**

Mark Shaw-Brookman

#### **Committee members**

Stuart Holton

Robert Gilbert

John Reid

Matthew Adam

David Wylie

Glenn Mayes

#### **Examiner of Accounts**

David Wylie

Stuart Holton

There being no need for a ballot in relation to any of the positions the President declared that all the above nominees were duly elected to the relevant positions.

### **Amendments to AUKSPT Constitution**

Mark Shaw-Brookman proposed and Sandra Bynoe seconded the following amendment to Clause 4, paragraph IV (b):

- 'payment of subscriptions, and where relevant, insurance fees, must be received by the Treasurer not later than 31<sup>st</sup> March each year'

This was unanimously agreed by those present.

Robert Brown proposed and Peter Thompson seconded the following amendment to Clause 4, paragraph I (b) & (c):

- (b) 'membership will consist of fully paid up members only divided into, i) Full members, ii) Associate members'
- (c) 'Each full member & associate member shall have one vote'

This was unanimously agreed by those present.

### **Update on the new AKSPT website**

Jane Burridge gave a demonstration of the new AUKSPT website that would be made live as soon as possible. All present agreed that it was a lot better than our current site.

*Members can access the demonstration version of the new site by using the following web address:*

- [www.officeparkdemo.co.uk/toastmasters/dev](http://www.officeparkdemo.co.uk/toastmasters/dev)

### **Terms of Office for Executive Committee Members**

The President informed the meeting that as the purchase of UKSPT Ltd had been approved, this would mean that the Executive Committee will need to review our entire constitution, and terms of office would be included in this review. Those present agreed this was a sensible way forward.

### **Discussion on the location & format of future AGM's**

John Reid stated that it was very unfortunate that the dinner following the AGM had to be cancelled this year due to a lack of numbers. He went on to say that next year we would be near Manchester and he hoped that members will support the AGM and dinner. This led to a wider discussion in relation to the AGM during which the following points were made:

- Location is sometimes an issue, or more to the point the accessibility of the location.
- February is generally a quiet time.
- Set the AGM dates well in advance members should be able to keep the day free, it is only one day in the year.
- Format is agreeable for those who wish to make it a weekend away with partners.
- Venue/hotel must have interests for partners whilst members at the AGM.
- Time of year could be an issue with weather
- Look at making the day an AGM and training workshop

### **Communication of Information to Members**

Tim Lee stated this was the first year in which he had not served on the Executive Committee and 'asked' if there were ways in which we could improve the flow of information to members, he felt that as an 'ordinary' member he did not know what the Executive Committee had been 'getting up to'. He suggested that perhaps we should appoint a media/communications officer & that the Executive Committee minutes should be circulated to all members once 'sanatised' for any confidentiality reasons.

Several members then spoke supporting the idea of a media/communications officer, and the production of a 'newsletter' to go to all members on a regular basis (at least quarterly). David Wylie offered his services in this capacity as a member of the Executive Committee, and other members offered to assist if required. The President stated that this 'idea' would be progressed by the Executive Committee.

**Any Other Business**

There was no further business.

**Date and location for the sixth Annual General Meeting.**

The seventh AGM will be held on Saturday 18<sup>th</sup> February 2012, Manchester area.

The eighth AGM will be held on Saturday 16<sup>th</sup> February 2012, location to be notified.

The meeting was closed at 4.30 p.m.

## Appendix 1 – President Report

On the 13<sup>th</sup> October 2005, thanks to Graham and the UK School of Professional Toastmasters Limited. A new world opened up to me, that of a Professional Toastmaster, since then I have kept learning and I am still learning. To be a key part of a wedding, Ladies festivals, corporate and national charity events, etc, as we know is an honour and a privilege.

But we never stop learning, this year for example I will officiate at my first Hindu wedding with 800 guests, thank goodness for PA systems and then in May; The Centenary celebrations of the Society of Genealogists, not Gynaecologists as my son thought, in a prestigious London venue, Guest of Honour and their Patron; HRH Prince Michael of Kent, and their President the Norroy and Ulster King of Arms, **you don't find that one in Debretts Correct form!**

However within the world of Toastmasters and in particular this Association, to be elected President is a very great honour in deed.

This year of office has been for me a little bit of a roller coaster ride,

The first high was the excellent Dinner at Bristol, well done to Jim and Barbra.

However this was immediately followed by a real low, with the loss of a good friend, Alan Riddick., he contributed so much to the Association especially when serving on the EC and on the Presidential team.

Then another high when we introduced a new Code of Practice relating to Fire Safety at functions, this was a classic example of this healthy Association, a concern raised by a member and the EC taking it on board with a satisfactory conclusion.

The Presidential team consisting of myself and our two Vice Presidents, have met when deemed necessary; to continue to discuss the strategy and forward direction of the Association.

The EC became actively involved in our new Website, very special thanks goes to Jane Burridge our Senior Vice President for the lead on this one, this will be discussed under item 6 later on in the AGM.

Bob Gilbert researched an Association lapel pin and eventually with the agreement of the EC produced the new pin. The EC recommended one free pin to all members and future pins available at £5.00 each.

Members of the EC have attended the Toastmasters General Council, and with Past President Glenn Mayes acting as the TGC's Treasurer we are kept well informed.

Our Association is growing, and although very young **is** respected and acknowledged.

The Presidents Regalia has now been suitably engraved with ALL the past Presidents names engraved and is up to date.

On one occasion I was thanked for attending a wedding last year as the Mayor of Elham, near Canterbury.

Regrettably, and this may be a sign of the times, just as we have had to cancel tonight's dinner, Liliane and I have attended no other social events, being that no invitations have been received, perhaps a sign of the times. I would like to thank PP David Wylie for all the hard work and negotiations which went into the planning of this AGM and what would have been an excellent social weekend.

I would however encourage all members to support the hard work of John Reid, who is planning the venue for next years AGM and dinner. Remember we are a National Association.

Probably the biggest challenge that is before us at this time is the opportunity to purchase the UK School of Professional Toastmasters Ltd, without which none of us would be here.

At this point I would like to place on record not only mine but on behalf of all of us; our thanks to Past President Graham Hunt, for giving us a sound foundation thus enabling us to go on and be excellent Professional Toastmasters if we wish. I hope we are able to satisfy all conditions both for Graham and our Association to purchase the school. I see it as a huge benefit to the Association

I would like to thank John Oakley, Junior Vice President for all the hard work, investigations, discussions and negotiations on behalf of the Association with the full knowledge and support from the EC on this matter. This will be also discussed under item 6 today.

I mentioned my year of office being like a roller coaster ride. The end of my year has been another low. I work for a Scottish international relief aid charity; only two of us run our logistics department almost 200 hundred humanitarian aid shipping movements by truck, container and ship.

Late last year my boss was and still is seriously ill, with him out of the department the work load and need to visit overseas projects and coordinate response to and earthquake, in the area of Serbia that I work, has meant I have not been as effective and as pro-active in the EC as I had hoped during the last 3 months.

However it is a credit to the expertise, the integrity and commitment of your EC that has ensured the work of the Association continues to go forward.

My thanks to them all. We certainly have a wealth of knowledge in our EC and indeed as we are now finding out within members. Once again my thanks.

To Bob Brown –our very efficient Secretary and Mark Shaw-Brookman – our very conscientious Treasurer a special vote of thanks.

I know whoever takes the chair this afternoon; will inherit an excellent Association with a future.  
Thank you all for the honour and privilege of being your President.

Philip Shorthouse

## **Appendix 2 – Secretary Report**

I have pleasure in providing my first report as your Secretary, having been cornered at last year's AGM and convinced that taking on the role would be very worthwhile!

The membership of the Association has remained steady during the past year at 75, we 'lost' four members when renewal notices were sent out, those that did not renew cited the fact that they could not afford the increased premium. I can inform members that many of the other Toastmaster Associations charge fees in excess of AUKSPT, and a figure of £100 is not unusual. I believe that membership of AUKSPT is still excellent value.

I would like to take this opportunity to remind members of the AUKSPT collaret. Presently about 50% of members have taken one of these collarets on loan, the cost is £70 and when (if) you return the collaret you are refunded the £70. The collaret looks splendid when you are dressed in your reds, and I urge those who have not yet taken loan of one to contact the Secretary and arrange to do so.

We continue to arrange our insurance cover through the Toastmasters General Council and at present nearly all our Members take advantage of this cover. Our Treasurer will say more in his Report about this and the premium for next year.

I know that members were expecting the new Association website to be up and running by now, and the Executive Committee is aware there is some 'frustration' that is not. I can assure members that Jane Burridge has been working hard behind the scenes to ensure that the new site does what we require it to do. Jane will be able to demonstrate the new site at the AGM, and will also be able to update members of the go live date.

Your Executive Committee has been working hard on your behalf to ensure that AUKPST takes the lead in the world of toastmastering. AUKPST currently holds the chair position on the Toastmasters General Council (TGC). The TGC has adopted the AUKSPT Code of Ethics & Dress Code as the standard for all member associations nationally.

The most important work undertaken in the past twelve months is the negotiations with the current owner's of the UKSPT Ltd, to see if ownership of the 'school' can be taken over by AUKSPT. I am pleased to announce that it would appear that an agreement in principle has been reached for AUKPST to secure ownership of the 'school'. This was covered in an email I circulated a couple of weeks ago. Successful completion of the 'purchase' will be dependant on the outcome of the discussion to be held at the AGM, and suitable finances being secured.

In relation to the circulation of emails to members seeking feedback, comments or information it is disappointing to report that when I circulate these less than 50% of members send in a reply. Communication flows two ways and I urge members to respond to such emails in the future, especially when they relate to ensuring that your personal details are up to date.

I would also like to remind members that the personal details of members is held only for AUKSPT use. There have been a couple of incidents this year when members email addresses have been used to circulate information not relevant to AUKSPT. Members are asked to refrain from this practise.

I have circulated a number of engagements to members where other members have not been able to fulfil the engagement due to illness, or already having a booking. I am pleased to report that all these engagements have been filled. In deed one member informed me that being able to 'fall back' on this system was worth the annual fees alone.

We are not perfect, and your Executive Committee is aware that there are things that need to be improved to ensure that we continue to be at the fore front of development in toastmastering nationally. The new website will enable us to communicate with you better, and you with us.

Thank you for all your support over the past year, and I trust that you will give the incoming Executive Committee your continued support.

Robert Brown  
Hon Secretary

## **Appendix 3 – Treasurer Report**

### **AUKSPT's Treasurer's report to 31<sup>st</sup> December 2010**

I am pleased to present my first set of Accounts as Treasurer of the Association and I wish to acknowledge the tremendous amount of work that Tim Lee, my predecessor, has done over the years. Tim, Thank you very much for handing over in such a professional manner – I will endeavour to maintain your standard. Also I wish to thank this year's examiners, David Wylie and Tony Green, for their co-operation in proving the accuracy of the Accounts.

With the approval of the Executive Committee I opened current and deposit accounts with National Westminster Bank plc and transferred the bulk of the money the Association possesses into those accounts for general running expenses.

With regards to members' collarettes the money for this insignia is ring-fenced in Lloyds Bank because these medals are on loan and should be returned to the Association if they leave. In such circumstances the Association is liable to repay the cost deposited by the member. A total of 35 have been taken on loan of which 6 were during this accounting period. Each medal costs £67.62 and the charge of £70.00 to members helps to defray postage.

The officers' collarettes are passed on to by members at the AGM each year – the medals are shown in the Accounts and are depreciated over a 4 year period.

During the financial period the Association has made arrangements for a new website to be designed. Part of this cost (£581.27) is included in the accounts although a balance of some £1100 plus VAT is due in 2011.

Expenses have increased once again as EC members ensure that the Association's profile is raised with the TGC and other Toastmasters' Associations. The EC meets regularly in London, usually quarterly, and there have been some costs involved in the on-going negotiations with Mr Graham Hunt regarding the potential purchase of the UKSPT School.

We welcomed 2 new members but, sadly, 5 members decided to leave which meant that our membership was reduced from 79 to 76. Members paid £12 insurance last year to cover the shortfall from the previous year however a reduction in members taking up the insurance means there is a further shortfall. It is necessary to raise the insurance for 2011 to £15.00 to cover this deficit and the anticipated increase of fees from the TGC.

As we have a healthy working credit balance to carry forward I am not requesting any increase membership fees for 2011.

In anticipation that the motion to amend Clause 4) IV (b), is approved, to limit the time allowed to pay fees and insurance I shall be issuing pro-forma invoices to everybody within the next week. Payment will be due not later than 31 March.

I recommend the accounts to the AGM and will be pleased to take any questions.

A handwritten signature in blue ink, appearing to read "Alyson Proctor".