



## ANNUAL GENERAL MEETING/ASSEMBLEIA GERAL

### MINUTES

Saturday 27 April 2019 - 10:30 - Quinta da Figuerinha, Silves

1. **Welcome and Introductions, Election of President and two Secretaries to direct the meeting.** Burford Hurry, President – Rob Peddle and Rosie Peddle as Secretaries were agreed by the meeting. Nora Smythe of the Audit and Supervisory Board attended. 31 fully paid up members signed in as attending on the day, list below.

Carlos & Eunice Barroso	Margaret Jackson
Tony Beck	Susanne Kraus
Willem Beets	Gren Lucas
Peter Bellchambers	Hildegard Lumsden
Inês Caldeira	Kriss MacDonald
Dorris Carp	David Marion
Teresa Chuva	Marilyn Medina Ribeiro
Graham Cross	Bertrand Niederberger
Yolande De Becker	Rob & Rosie Peddle
João Gomes	Alan Repko
Michele Graham	Cristina Teixeira
Tessa Hearn	Uli Urban
Mike & Jenny Holmes	Tamsin Varley
Burford Hurry	Gerhard Zabel

Burford H welcomed everyone and confirmed that there would be certain procedures for the meeting to ensure that the AGM could be a legal record of the assembly. As less than 50% of members were present at 10.30 the meeting was adjourned until 11.00am (a requirement under Portuguese law).

2. **Apologies for Absence** – Rosie P confirmed that 29 members had sent their apologies and the list of their names is below.

Anabela Belo	Jean François Marchis Mouren
Jean-Pierre Besson	Reginald Neuman
Eugenie & Willem Bos-Boreel	Sue Parker
Anna & Pablo Cools	Carla Pinto-Cruz
Tim & Penny Coombs	Suzie Puttick
Alex de Bonth	Pat O'Reilly
Sue Finlay	Dave Richards
Sonja Frizell-Schroeder	Robert Smith
Ron Geerlings	Poul & Vibecke Snoorgaard
Alison Gibbs	Anna & Steffan Strand
Druanne Haugan	Susan & Otto Wassenaar
Jeffrey Jackson	

19 proxy votes were presented for views 1 and 2, item 6 of the agenda.

3. **Minutes of the last AGM on 7 April 2018** – Proposer Prof Gren Lucas OBE, Seconder Margaret Jackson. APPROVED by unanimous show of hands.

4. **Matters Arising** - there were no matters arising.

5. All Reports had been previously circulated to members. **President's Report 2018** – Burford H confirmed that he would retire at this meeting and his resignation was accepted. He then outlined a short history, from an informal MGS group (since 2004) in Portugal from which 6 founder members created MGAP/ APEJECM in 2014. This allowed the Association to have a bank account, public liability insurance and to be formally registered with Finanças, Social Security etc. in Portugal. He wanted to thank everyone involved in the development of the activities of the Association, the social aspect, garden fairs and events, bookshop and sharing our experiences of gardens in a Mediterranean climate. MGAP is the result of the rich range of abilities of its members and volunteers.

Recently, the fairs organised by Susan Finlay and Teresa Chuva have given the opportunity to develop links with the Museum in São Bras and with the Freguesia in Silves. The Mayor of Silves Camara, Rosa Palma, and the President of Silves Freguesia, Tito Coelho, attended the 2018 Spring Fair.

The question now is how MGAP will develop. The Botanic Garden project is a part of the future together with all the other aspects which have contributed to the organisation as we know it.

Questions on President's Report – What scientific support and links do we have ? Rosie P answered that there are strong links with University of the Algarve via Dra Manuela David (Vice Rector, Univ. Herbarium). She is undertaking a monthly plant survey and compiling a plant list for the Botanic Garden area. There are also strong links with the University of Évora, Instituto Superior de Agricultura in Lisbon and with Coimbra University.

What level of support is given to the Botanic Garden ? Rob P answered that over recent years approximately 4,000 euros per annum has been spent from MGAP funds. There have also been some significant donations specifically to support the Botanic Garden project.

How did the garden start ? Rosie P answered that the botanic garden had developed from a series of board meetings of founder members where it became obvious that there was no place where the garden value of native plants could be demonstrated. Marilyn MR also confirmed that during early discussions on the project it was always intended that a demonstration garden would include plants from other Mediterranean climate zones integrated with native plants of the Algarve. She confirmed that she was one of the original 'Gang of Six' who were founder members of MGAP. The board discussions acknowledged that MGAP had been offered a relatively cheap way of having demonstration gardens by Dr Gerhard Zabel allowing use of the facilities at Quinta da Figueirinha.

Cristina Teixeira asked about the type of Association and Rob P confirmed that it was a 'not for profit' association with an education remit included in the mission statement.

Eunice Barroso asked if the members of MGAP have been officially consulted about the Botanical Garden in any AGM and had agreed to use the funds of the association to support the Botanical Garden. Rob P answered no.

BH said that he understood that the Botanic Garden would develop slowly to play a more central part in activities.

Willem Beets said that it appeared there were different opinions on what a Bot. Garden is and perhaps it would be helpful to produce a paper outlining the project.\*

\*This exists in the current Botanic Garden leaflet in Portuguese and in English, and was accepted and endorsed by BGCI (Botanic Gardens Conservation International) when it welcomed the garden into its world network.

He went on to say that, in his opinion, small scale endeavours have an important role to play in conserving the germplasm of special plant communities. Botanic theme gardens are important and worthy of our support and that more members were needed to increase funds.

Kriss MacDonald said that she supported the project because of her wish to make contacts with nature for her children. They had all enjoyed visiting Wakehurst Place arboretum in the UK where there were many events for families. Since moving to Portugal they had enjoyed the special landscapes of the Algarve.

João Gomes said that he supported the vision of MGAP and it was good to have foreigners promoting the rich natural history of Portugal. Especially so at a time when there are many threats to Mediterranean climate zone plants and landscapes. Promoting the use of a mix of native species in gardens was helpful and necessary. All of these suggestions were agreed with by the assembly.

The President's Report was APPROVED by a unanimous show of hands.

Eunice Barroso asked that the meeting move onto consider the Treasurer's Report.

#### **Treasurer's Report 2018** and presentation of unaudited Accounts to 31 December 2018

Rob P said that, although he was not an Accountant he believed that the accounts gave a fair and honest report on activities during 2018. At the end of 2018, cash in the bank stood at approx. 10,000 euros, membership currently was stable at about 100 paid up members. The second First Nature book had been translated into Portuguese and published by MGAP in 2018 at a total cost of 3,000 euros and approx. 2,000 euros had been spent on the Botanic Garden. The Legal Agreement for 2.3ha of land for demonstration gardens at Quinta da Figueirinha had been signed by the Board and notarised in November 2018. The 2019 conference finances are still being finalised but a profit of approx. 2,000 euros seems likely.

80 orchid and wildflower books have been bought by the Silves Freguesia at cost price for distribution to schools in their area. It is part of the Strategy previously circulated to increase income so that educational resources can be made available in future.

Questions on the Treasurer's Report – Tamsin Varley asked about the 2019 Spring Fair as there had been no entry charge. Rob P said that it was not until late January that the Freguesia confirmed that it would not be possible to have any entry charge at the new venue. It was then too late to make any major changes. The new venue did allow MGAP to develop a good working relationship with the Freguesia in Silves following an initial approach by Susan Finlay and Teresa Chuva late in 2018. He also confirmed that Susan and Teresa had done much preparatory work in contacting stall holders and volunteers about a possible two day event for the Autumn Fair in 2019.

Uli Urban asked why the two day provisional booking at the Museum for 2019 had been altered. BH confirmed that the dates clashed with an important Fado event at the Museum and it was not possible to have the museum after midday on Sunday October 27.

After some discussion it was agreed that the Museum in São Bras was a lovely venue. However, there were issues which had been raised connected with the parking, catering, stall holder access and charges for the venue. The FISSUL building had potential and good facilities (in any weather) but it would be necessary to look at other ways to increase income such as having an MGAP Plant Stall, additional donations at the door and plant creche, sponsorship and perhaps a raffle of some sort at the event with donated prizes. Also discussed was the possible increase in stall fees, improving the range of food available and improving the atmosphere of the venue.

Rosie P suggested that a meeting with past and present volunteers might benefit forward planning and give ideas for growing the event to benefit all the MGAP projects in the longer term.

The Treasurer's Report was unanimously APPROVED by a show of hands.

**Audit and Supervisory Committee Report.** Verbal Report by Nora Smythe and Burford Hurry

Nora reported that Paul Rees had resigned owing to business commitments, his last meeting being on 21<sup>st</sup> March 2019. Nora could not continue as she is not a member of MGAP. She confirmed that there were no major concerns with the Treasurer's report for 2018. She went on to say that they were told at the meeting about recent disagreements at a Board meeting held in December 2018 and a follow up meeting held in January 2019. This had implications for governance owing to resignations which had taken place. The critical issue had seemed to revolve around the perceived priority given to the Botanic Garden project and that this was not a vision shared by some Board members. She called for a re-examination of the decision making process and involving stakeholders. She also said that in her experience this could be a common problem for volunteer and NGO type organisations. She asked for clarity on what would be done and who would do it using the agreed mission statement as the guiding principle.

Nora went on to ask that although having less than half the members were present at the AGM allowed decisions to be legal, should there be some sort of referendum involving all members. She agreed that it was legal, but maybe not wise for the association in case some members felt excluded from the decision.

Carlos B replied that the present assembly has the right of decision.

Uli U said that he would prefer if all members could be consulted as he felt that they had not been involved. Carlos B replied that all members have been consulted about the AGM and would be informed of what took place through the AGM minutes.

João G said that he had recently attended the AGM of the Botanical Society of Portugal where the Board members (9 people) held their meeting with only an additional 2 people in the room. He said it was more important that the Mission and the Strategy were in line and that the number of paid up members supporting the Association at this meeting was the real test of the health of MGAP.

Rob P explained to the meeting that problems had arisen when the December Board meeting had refused to increase future entry fees to the Garden Fairs despite previously agreeing to raise these to 2 euros per person. There had been no strategic discussions in previous meetings about income / fund raising activities and he personally had not felt able to support Fairs on this basis.

Rob P went on to confirm his concerns that the fee charged by the museum and the profit others made on the catering brought no benefit to MGAP. The lack of strategic discussions he admitted was partly his fault, and also that of previous Board members, as this had not recently been raised.

Uli U said that he understood the issues around the Museum event income to include venue fee, food safety, parking and numbers attending. He had previously agreed to become Vice President with a view to becoming President after Burford but had resigned as he no longer felt comfortable with the situation and the plans put forward to raise income.

The Audit and Supervisory Board report was unanimously APPROVED by a show of hands.

6. **Future of MGAP President's Discussion Document (previously circulated)** It was agreed by the meeting that there would be a 5 minute presentation on each of the two views and then 10 mins of discussion before a vote took place. Marilyn Medina Ribeiro agreed to speak on View 1 and Burford H asked Teresa Chuva to speak on View 2.

**View 1 - Marilyn MR** said that she personally supported the Botanic Garden project as she believed it absolutely fulfilled the agreed mission statement for MGAP. It provided opportunities to communicate our message, show best practice and promote appropriate plants while having enormous educational value. She went on to say that she did not consider that View 1 excluded View 2 as set out by Burford H in his email to members. Indeed, View 2 had always been an integral part of MGAP activities and she believed that this would continue to be the case as it is included in the Strategy put before the meeting for approval. MGAP had been very lucky to have the opportunity to continue with the valued international links with like minded organisations and the new Strategy would give opportunities to look for external funding and support. Funding is the crux of developing and delivering the Mission of MGAP and the Mission Statement makes it different when compared to other informal groups.

There followed some comments on View 1,

- Willem B once again asked that the Botanic Garden project be defined for the members (\*this is available in the Botanic Garden leaflet)
- Susanne K asked about physical resources available. Marilyn confirmed that volunteers have provided valuable help, but professional help is available at a reasonable cost as well and the low to zero maintenance aspect of the design also reduces costs.
- Tamsin V asked for a more detailed cashflow / costs breakdown and thanked Rob for sending out the current position info. This was shared with the meeting. Rob P confirmed that the Strategy document showed a direction of travel rather than detailed actions. In previous years, the annual project plan for the Botanic Garden had been presented to and approved by each Board meeting and included costs and budget.
- Carlos B confirmed that the AGM should ratify the Ten Year Agreement as it has a longer life than the current Board tenure of office.
- Graham C said that the group should look at volunteer and paid help dependent on the resources available.
- João G said that his management and business background shows that first comes the Strategy and Vision and then the Business Plan follows.
- Susanne K said that as most of us are over 60 we have to work to attract younger people for continuity.
- Inês C commented that young people like her would like to see a clear vision and would support joint priorities.

Burford H then called on Teresa Chuva to speak on View 2 for 5 mins.

**View 2 – Teresa C** said that she was not sure why the meeting had to vote on this and she was sad about it as she was a supporter of the Botanic Garden and hoped that her grandchildren (when they arrived !) would enjoy it also. She did not however wish for MGAP to become money v. people. She had opposed increasing the entry charge as she wanted more people to be attracted to the fairs. The land is now protected and not at risk. She wants to involve people to see other gardens as well, private garden visits are also useful and people can go back to the Botanic Garden. Teresa said that she is a gardener and one of her clients had changed their mind and accepted the wildflowers in her garden. Teresa wanted step by step development with slow growth for the project. Teresa would support a team for the Botanic Garden to agree future steps.

The presentations were followed by a general discussion, the key points being :-

- Burford H said that the differences between the two views is less distinct than the emphasis shown in the printed document

- Willem B said that members should accept that there would be spin offs from the Botanic Garden development
- Rob P said that there is a structure for the future in the Strategy Document
- Eunice B asked for confirmation that the Botanic Garden was only one item in the strategy document produced by Rob P. This was confirmed by Rob P.
- Marilyn commented that the vision document delivers a way forward
- Uli said that he likes the idea but not to sacrifice people because of the “dominance” of Rob and Rosie – ensure everyone wants the same thing
- Kriss M said that younger people need to be attracted to the Association
- Gren L said that one way out of the confusion was to adopt the Strategy document as it was a neat document that covered all the points raised
- David M said he was surprised that View 2 did not mention the Botanic Garden. MGAP was lucky to have the opportunity in a location with good facilities, we should step back and look at the bigger picture.
- Rob P said that it had been too late to change the venue for the Spring Fair as, unless it were to be cancelled, there had to be a decision to go ahead with the fair and work with the Freguesia in Silves. They had been extremely supportive and are the local authority for the Botanic Garden. They had also supported the legalisation of a new track to give public access to the site. In his view, the problem was that the Board had never addressed strategy but had concentrated on detail. When asked to suggest alternative strategies nothing had been put forward. He also confirmed that the legal number for the Board was three people.
- Marilyn MR promised that if she was elected President she would strive to maintain a balance between all events and projects.

Carlos B put it to the meeting that there should now be a vote on the following three items and this was agreed.

1. the Strategy document
2. the Legal Agreement between Quinta da Figueirinha and MGAP / APEJECM
3. the Budget for 2019

The vote on the Strategy Document was as follows :-

In Favour 18 votes in the room plus 12 proxy votes = 30

Against 1 proxy vote

Abstentions 12 in the room plus 6 proxy votes = 18

The vote on the Ten Year Legal Agreement was as follows :-

In Favour 28 in the room plus 19 proxy votes = 47

Against 0 votes

Abstentions 0 votes

Following the vote, Gerhard Z then spoke briefly to confirm that he and his family were only interested in long term projects that were beneficial to the environment. He acknowledged that more people were needed but his life work had always been as an independent advisor and not as a commercial business.

The vote on the 2019 Budget

Rob P spoke to give a verbal summary of the 2019 budget and confirmed that he would follow past practice of preparing annual works and costs schedule for the Botanic Garden. During 2018 major approved expenditure included a full topographical survey (1,045 euros), works of 3,675,00 euros with donations received of 2,500 euros. The normal practice has been that events pay for themselves.

Eunice B asked for some approximate annual figures for 2019 and Rob P replied as follows :-

Annual estimated income from fairs is 2,000 to 2,500 euros profit per event. Books and miscellaneous sales profit 1,200 euros per annum. Membership 3,300 euros per annum. International Conference 2019 should have a profit of approx. 2,000 euros as a one off event but not yet confirmed.

Annual estimated expenditure on Insurance, sponsorship, education and bank fees, normal activities/events 2,000 euros cost per annum.

Reserve Fund for possible future purchase of Botanic Garden – 1,500 euros per annum (Fund currently stands at 3,000 euros).

Botanic Garden development/maintenance – approximately 3,000 euros per annum

The voting on the verbal report of the 2019 budget was APPROVED by 28 votes in favour, 0 votes against and 0 abstentions. As this was not an item on the published Agenda it was not possible to include proxy votes.

7. **Election of Officers** Burford H asked Teresa C to confirm whether she wished to be nominated as President and she said she did not. Her concern was that, as she was a gardener, it might be seen to be a conflict of interest and as beneficial to her working situation.

Marilyn confirmed that for her this had also been a concern but that she was happy to share with the meeting her intention to close her company. This was going to happen anyway but was a happy coincidence with the AGM timing.

Voting then took place with the following votes recorded -

President – Marilyn Medina Ribeiro,  
24 votes in the room plus 19 proxy votes = 43 in favour  
Treasurer – Rob Peddle  
24 votes in the room plus 19 proxy votes = 43 in favour  
Secretary – Rosie Peddle  
24 votes in the room plus 19 proxy votes = 43 in favour  
Against – 0 votes  
Abstentions – 0 votes

Tessa H expressed concern that there could be an optic view of a married couple constituting two thirds of the Board and that this was not advisable. She looked for expansion of the Board in the future.

Rosie P said that this was the aim and it would be actively pursued.

#### **Election of the Audit and Supervisory Board**

President – Cristina Teixeira 24 votes in the room plus 19 proxy votes = 43 in favour

Committee Members – Carlos & Eunice Barroso 24 votes in the room plus 19 proxy votes = 43 in favour

8. **Appointment of Supporting Roles** including Fairs Co-ordinator, Membership Secretary, Newsletter Editor and Web Site Manager were deferred for the Board to appoint.

9. **Report on Botanic Garden** has been circulated and was taken as read.

10. **Any Other Business –**

1. Rosie P reminded all present that the next MG*i* (Mediterranean Gardening International) Conference in 2020 would be organised by the Cape Horticultural Society and be based in Cape Town, South Africa. She is investigating cheaper flights and is compiling a list of all those interested in more information.

2. Proposal that the Meeting Secretaries (Rob & Rosie Peddle) should produce and approve Minutes of the meeting and circulate them to all members by email.

Proposer Carlos Barroso, Seconder Marilyn Medina Ribeiro

Unanimously approved by show of hands.

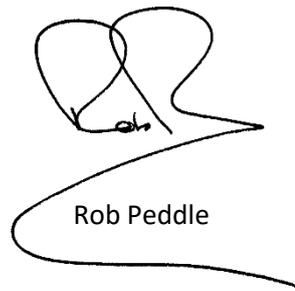
3. Michele Graham asked for thanks to be formally noted for his years since 2014 as President and Founder President to Burford Hurry. This was followed by warm and long applause from all at the meeting.

The meeting closed at 14:15h.

Approved by AGM Secretaries appointed by the meeting:



Rosie Peddle



Rob Peddle