

The proposed Cashel estate sell-off – the questions about the role of the Royal Scottish Forestry Society grow

Description

Following my post ([see here](#)) on how the Royal Scottish Forestry Society (RSFS) are cashing in on Cashel, Andy Wightman wrote a fine follow up piece on the [Cashel estate and the post war labour government](#). This filled in some of the historical gaps and demonstrated how the public ownership of land was once valued far more by the state than it is now.

On Monday in a significant development, a former manager for the Millenium Forest Trust which funded the Cashel woodland creation project, was reported by Vicky Allan in the Herald as calling for the sale to be halted ([see here](#)). Many members of the RSFS appear to believe the same. The pressure they have been exerting appears to be responsible for two emails to them from their vice-President, Raymond Henderson, a former head of forestry at Bidwell's and also acting chair of the Cashel Forest Trust.

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From: RSFS Treasurer <treasurer@rsfs.org.uk>
Date: Tue, Jul 9, 2024 at
Subject: Cashel update
To:

Dear Member,

Following my recent letter to members, I have had a number of emails and telephone calls as well as face to face discussion with members, some of whom have voiced concerns and have asked for further information, others having expressed support for the marketing of Cashel.

As you may know the purchase of the old hill farm and development of the visitor centre were funded by a grant from the Millenium Forest for Scotland Trust. The grant was subject to a 25-year security during which time Cashel Forest Trust was subject to conditions and consents relating to *any* changes to the Estate. Cashel Forest Trust was formally released from these conditions in 2022 on the grant of a Deed of Discharge by The Big Lottery. There is no further obligation in this regard.

Many have referred to the "RSFS' decision" or "RSFS ownership". Cashel Estate is owned by Cashel Forest Trust (CFT), and it was the unanimous decision of the CFT Trustees to market the Estate. RSFS does have influence, the RSFS' trustees were consulted and were also unanimously supportive, but this remains a Cashel Forest Trust matter. Significant investment is required to bring the Estate, and in particular the Farmhouse, up to an appropriate standard; the availability of funding was one of the principal considerations in CFT reaching the decision to market the Estate.

You will note that the Estate is being promoted in lots: the premise being that if sufficient funds can be raised through the sale of the largely open hill part of the Estate, CFT will retain the remainder – in particular the forestry, visitor centre and farmhouse. CFT would then have the funds to support woodland/forestry education and other charities with similar objectives. CFT Trustees have been clear that the lower part of the estate, including the house, visitor centre the woodlands and paths would NOT be sold. The hill land received no acceptable offers.

Charities only engage in activities that are permitted by their objectives. As a charity, CFT therefore remains obligated to apply any proceeds of a successful sale in the continued pursuit of its charitable objectives.

Kind regards

Raymond Henderson
Vice President

The email appears to have been sent out by the RSFS Treasurer on behalf of Mr Henderson

This first email was playing with words. The Memorandum and Articles of Association adopted by the Cashel Trust in 2019 ([see here](#)) show that the RSFS is the "Parent Member" of the Cashel Trust:

"Parent Member" means the Royal Scottish Forestry Society a charity bearing the registration number SC002058.

As such, the RSFS has special status and powers over the Cashel Trust which is effectively a wholly owned subsidiary, under company law:

PART 4

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Eligibility for membership

- (1) Any natural person invited by the Directors to become a Member is eligible to become a Member of the Company.
- (2) Membership is not transferable.

30. Classes of Membership

- (1) There shall be three tiers of membership of the company—
 - (a) Parent Member, as defined, is a member within the meaning of member given in section 112 of the Companies Act 2006;
 - (b) Member is any other member and has the meaning of a member given in section 112 of the Companies Act 2006;
 - (c) Friend of Cashel;
- (2) Friends of Cashel are not members of the Company within the meaning of section 112 of the Companies Act 2006.
- (3) Directors may, by resolution in a Directors meeting, create such additional tiers of membership such as they see fit, but such membership classes shall not bear the rights and obligations of Members within the meaning of s112 of the Companies Act 2006.
- (4) The list of members who are Friend of Cashel solely shall be known as the Cashel Roll.
- (5) Membership is not transferable.

I have been unable to ascertain whether the Cashel Forest Trust has any tier 2 and tier 3 members. There is nothing, for example, on the Cashel Forest Trust website about how to become a Friend of Cashel ([see here](#)) and nothing on the membership section of the RSFS website ([see here](#)) either. Moreover, while the Memorandum and Articles of Association of the Cashel Trust contain the usual provisions for general meetings of members, no such meetings appear to have been advertised or

recorded on the Cashel Forest Trust website. It appears, therefore, that the only member of the Cashel Forest Trust may be the RSFS. If so, Mr Henderson's claim that the Cashel Forest Trust is a separate body, over which the RSFS has "influence" but takes its own decisions, is highly misleading.

Indeed, all three office bearers of the RSFS ([see here](#)), which is registered with the Office of the Scottish Charity Regulation as a Scottish Charitable Incorporated Organisation ([see here](#)), are also Directors/Trustees of the Cashel Forest Trust:

- Raymond Henderson (vice-President)
- Wilma Harper (President)
- Dr Tom Mitchell (Treasurer)

Given these facts, it is clear that all three RSFS office-bearers must have been fully party to the decision to sell the Cashel Forest and were possibly the main driving force behind it. What is also clear is that these three office-bearers failed to consult the RSFS membership who first heard about the proposed sale the day before it was announced.

The second claim in the email (underlined in red) suggesting that the Cashel Forest Trustees (including the office bearers of the RSFS) do not want to sell the whole estate, only to sell part of it to raise money to manage the rest, is extraordinary. If that really was the intention the trustees should only have marketed the part of the estate they wanted to sell.

The second email, which appears to have been in response to further pressure from RSFS members, invites them to a Question and Answer session about the proposed sale at Cashel on 15th August:

From: RSFS Treasurer <treasurer@rsfs.org.uk>

Subject: Cashel update meeting

Date: 18 July 2024 a

To:

Reply-To: treasurer@rsfs.org.uk

Dear Member,

I am writing to invite you to a Question and Answer Session being organised by the RSFS taking place at Cashel Visitor Centre on 15th August, beginning at 1:30pm and concerning the proposed sale of Cashel Estate by Cashel Forest Trust. The meeting will be chaired by Fenning Welstead. Members of the CFT Board will be present too.

A sandwich lunch will be available from 12:30pm. For those unable to travel to Cashel, we are aiming to broadcast the session simultaneously on MS Teams.

Please RSVP using this form <https://forms.office.com/e/GbaHB2eKcFto> indicate if you intend to attend in person (for lunch numbers and dietary requirements) or digitally (to send dial-in links to).

Kind regards

Raymond Henderson
Vice President

Fenning Welstead who is chairing the meeting is not a trustee for Cashel Forest Trust but is a trustee for the RSFS (representing their central region). Maybe that was why he was asked to chair the meeting? If so it is an extraordinary inappropriate choice: Fenning Welstead works in the Land and Forestry Team ([see here](#)) at Goldcrest, the company which is marketing the property! Even if Goldcrest have waived all their fees this is not a good look.

It is not clear from Mr Henderson's invite which of the Cashel Forest Trustees will be at the meeting to explain why they decided to market a property, purchased and developed with over £1.4m of public money, without any consultation. One would hope that all three of the RSFS office-bearers, in their capacity as trustees of the Cashel Trust, will be present and be prepared to explain their actions to date.

While the Cashel Forest trustees may all owe their appointment to the RSFS, they are not accountable to it in relation to any potential disposal of the assets:

WINDING UP

58. Winding up

Voluntary winding up of the Company may only be achieved by Special Resolution in General Meeting.

59. Distribution of surplus

On winding up, should the assets of the Company, exceed the liabilities, the surplus shall be distributed to another organisation holding a charitable registration and having similar charitable objects. The residual surplus may not be distributed to Members.

Up until now the Cashel Forest trustees have not said anything about which charity might benefit from the (£4m) surplus if the property is sold. Under the Articles and Memorandum of Association, however, that surplus cannot be distributed to members and that would appear to preclude the money going to the RSFS. I suspect many RSFS members will want to know just who do the trustees think should benefit and why they simply didn't gift the property to another charity instead of trying to sell it off in lots.

What needs to happen

Below is the complete lists of the current trustees/directors of the Cashel Forest Trust taken from the companies house website:

- [CGPM CONSULTING LLP](#) (Company Secretary)
- [ALLAN, Christopher William](#)
- [HARPER, Wilma Carol Grant](#)
- [HENDERSSON, Raymond](#)
- [MOTION, Alison Joyce](#)
- [PHILLIPS, Peter Metcalfe](#)
- [MITCHELL, Dr Thomas](#)
- [ROBERTSON, James Ian Alexander](#)

While all formally bear equal responsibility for the decision to try and sell off the Cashel Forest, the three trustees who are also office-bearers of RSFS, the parent member, are likely to have played the key role. I would suggest therefore that pressure needs to be put on Wilma Harper, Raymond Henderson and Thomas Mitchell to explain how the decision to sell Cashel Forest was either in the public interest or that of the RSFS.

I would also suggest that a further independent investigation by the Office of the Scottish Charity Regulator into how the Cashel Trust has been managed (are there any other members apart from the RSFS for example) and the various relationships between the trustees, the Scottish Government (Peter Philips is head of natural capital investment at the Scottish Government) and private finance interests in the forestry industry would be appropriate.

Category

1. Loch Lomond and Trossachs

Tags

1. conservation
2. forestry
3. Governance
4. LLTNPA
5. secrecy

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