
DRAFT MINUTES

Maghull & Lydiate U3A

13th Annual General Meeting, held on
Tuesday 4th May 2021 at 10:30am via Zoom

Present: 24 MEMBERS

Dot Brannigan – Chair – Welcomed everyone to the Zoom meeting and declared the meeting open at 10.30am

This is the reconvened AGM which was postponed in 2020 because of COVID and includes information up to and including March 2021. Pursuant to sub-section 15iii of the Constitution the members present are deemed to be the quorum.

The meeting was recorded using the Zoom video conferencing system to help the minuting process.

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| 1 | Apologies: -
Joan Cain | Action |
| 2 | Minutes of last AGM held on 21 May 2019 - last meeting was postponed
Acceptance of Minutes - no issues of accuracy noted.
Proposed by: Brian Leach
Seconded by: Joyce Stephens
<u>VOTE:</u>
For: 23
Against: None
Abstained: 1 | |
| 3 | Actions and Matters arising
None | |
| 4 | Receive the Chair's report – Dot Brannigan
Hello all. I really hope you and yours are well. The last time we met for coffee morning at Maghull Baptist Church was on 17 March 2020. I never imagined we would still not be getting together over a year later. Like you I'm sure I really miss seeing everyone and catching up- and actually meeting in our groups of course. | |

2019 had been an excellent year for our U3A. We increased to almost a thousand members and a number of successful new groups had launched. Since lockdown a few group leaders have been able to keep some limited activity going in their groups albeit in most cases very differently than in pre Covid days. My thanks to the many leaders and members who have been keeping an eye on each other not least via the likes of WhatsApp and Zoom.

Since we closed Committee have continued to meet regularly via Zoom. I remain indebted to all Committee members for their continued work, support and commitment to our U3A. Thank you to Stuart Findlay who in January 20 advised that he did not wish to continue in the Treasury role, but generously continued until December 20 when it was possible to tell him we had the role covered on a temporary basis. Thank you to Frank Mercer who in addition to fulfilling his Health and Safety Officer role took over as acting Treasurer. I am indebted to Frank for his commitment and calm professionalism, not least in analysing and forecasting our finances for example to produce our accounts today and enabling Committee to make better, well informed budget decisions at all times.

I would also like to record my (and all our) thanks for their hard work on Committee to John Chapman, Rhona Simon and Tony Kneebone who for personal reasons have decided to either not continue/ or not stand again for Committee. Finally, my sincere thanks to Tony Dodd my Deputy who has continued to support myself and Committee proactively at all times throughout this difficult year.

With the current programme of easements of the National restrictions hopefully at some point we will be able to safely resume more of our pre COVID activities – albeit applying all restrictions and advice to ensure we all stay safe and well. I cannot wait for that time. Having served as Chair for four years I look forward to handing over the Chairs’ reins, but more so I look forward to seeing everyone when it is safely and legally possible.

Take care all and stay safe. Thank you

- 5 Approve the Report & Accounts for 2019/20 and 2020/21**
- 5a Approve the Income & Expenditure Account for the financial year 2019/2020**
- 5b Approve the Income & Expenditure Account for the financial year 2020/2021**

Frank Mercer discussed the Accounts. He shared the Accounts with all present.

The U3A acts in two ways

- a) Providing admin function and arrangements to enable the association to exist and carry on but also it acts as
- b) A “banker” for all of the 60+ groups that operate.

General Fund - Year on year comparisons between 2019 and 2020 – took in £7,000 in 2020 whilst in 2019 it was £8,200. Running costs 2019 £11,900 and 2020 £11,800, very similar. Within these figures there are a breakdown of where monies were spent including levies to the Third Age Trust and the u3a National Magazine. Net result from those two years in the year 2019 we had a deficit of £3,700 and in 2020 a deficit of £4,700.

Third Age Trust guidance on reserves is that we should keep 50% of actual running costs. 6 months of annual running costs would equate to £6,000. We however have had

reserves in excess of that figure so over the last few years we reduced our membership fees to run down that figure. At the end of 2019 reserve were down to £16,000 and then in 2020 reduced to £11,300.

We have collected subscriptions for 2020/2021 in February / March of this year.

FM stated whereas on the previous Accounts, the two years 2019 and 2020 were very much on a par as we only lost 2 weeks of the second of those two years, all that changed so much for 2021.

As explained previously the bulk of subscriptions are collected in advance. Membership fell by 1/3 in terms of subscribing members the total income was £4,000 against £7,000 the previous year and we still had to meet our payments to the Third Age Trust. Net expenditure £6,000 compared to £11,700 the previous year, our reserves therefore dropped to £9,000. Our target figure for our reserves is £6,000 so we are still above that figure.

Question from Brian Leach, who asked about payments for the National magazine, “is it possible that magazines are being sent to members who have not renewed? Margaret Kendall – during the first quarter of lockdown [2020] we did send out the magazine to everybody who had registered, but as members renewed for this year they have subsequently been placed in a new database and started to receive the national magazine. We only sent out magazines to all members’ in the first quarter of 2020 to try to keep them in touch but subsequently stopped this going forward as it was seen as an unnecessary expense and only members who had renewed received the magazine.

Group Funds – In terms of monies in and out it was very similar to previous years. Money in £51,000 and money out £50,000. All monies in and out ceased with COVID. However, some groups held onto funds as many activities had been booked in advance before COVID in anticipation of rebooking. The group funds worksheet should be read from right to left and shows how funds were spent by groups but when all groups closed down in 2020 this process stopped apart from a small number of groups referred to above who due to advanced bookings, refunded those monies. One group FM wished to highlight was the Sunday Lunch club which ceased to operate. In accordance with the rules, their remaining funds were subsequently transferred to the General Fund.

The Accounts for the Association have been independently examined and cleared and there were no issues.

Approval of 2019-2020 accounts -

Proposed by Bill Ashton

Seconded by Margaret Kendall

VOTE:

For: 24

Against: None

Abstained: None

Approval of 2020-2021 accounts –

Proposer – Peter Willox

Seconded by Tony Dodd

VOTE:

For: 24

Against: None

Abstained: None

Unanimously carried.

6 Appoint the Independent Examiner for the next 12 months

Accounts have since been examined and cleared by the Independent Examiner - Sefton Council for Voluntary Services who are happy to continue for the next 12 months

Proposed by Tony Dodd

Seconded by Brian Leach

VOTE:

For: 24

Against: None

Abstained: None

Unanimously carried. Dot Brannigan thanked Frank Mercer for all his help.

7 Approve the Amendments to the Constitution

Tony Dodd outlined the draft amendments which had been previously circulated to members and are detailed below for acceptance and approval.

As required by the T's & C's of membership of the Third Age Trust prior approval to amend our Constitution was sought and agreement received on the 31st March 2021.

7a Amendment No 1 – Amendment to the Charitable Purposes of the Constitution

Following our AGM in 2018 we agreed to update our Charitable Purposes in line with Third Age Trust/Charity Commission recommendations. For some reason the process of formally updating these objectives was not completed and our changes had therefore not been approved by the Charity Commission. Therefore, in retrospect they would not accept the amendment and requested that it was voted on again at our next AGM.

Draft amendment attached.

No questions were raised.

7b Amendment No 2 – Additional clause to the Constitution to allow Online Meetings to take place

This is due to the impact of COVID and with a view to managing future meetings in similar situations the Charity Commission have recommended that those Charities that currently do not have provision within their Constitutions to facilitate online meetings in the future, make suitable provision asap. The Third Age Trust also requested that we add further instructions which are contained within sub-clauses 18xiii to 18xv in line with their guidance.

Draft amendment attached.

No questions were raised.

7c Amendment No 3 – Amendment to the Constitution to reduce the minimum number of members required to make a quorum

Over the last few years we have struggled to get a quorum of 100 people at AGM. As previously stated this reconvened meeting is quorate. But in future years with diminishing membership number's, we may struggle to form a quorum of 100 attendees. If we applied the same ratio of total membership to AGM attendance for 2019 to today's meeting we would easily fail (at 71 members) to get the required number based on our current membership of just over 450 people. I have proposed to change this requirement from 100 members to 10% of members, which given the above figure would require 45 attendees. As it turns out this is in line with The Third Age Trust Constitution requirements.

Draft amendment attached.

No questions were raised.

Is everyone happy to approve the above amendments 1, 2 and 3 in a single vote, no objections were noted.

Proposed by Frank Mercer

Seconded by Colin Bennet

VOTE:

For: 24

Against: None

Abstained: None

8 Election of Honorary President, Officers and Members of the Committee

Bill Howarth is our lifetime Honorary President. Bill needs to be elected into this position each year.

All those in favour by a show of hands. Unanimous

Election of Committee members

<u>Position</u>	<u>Name</u>	<u>Proposed by</u>	<u>Seconded by</u>
<u>Chair</u>	Tony Dodd	Dot Brannigan	Linda Simms
<u>Vice Chair</u>	Dot Brannigan	Tony Dodd	Linda Simms
<u>Secretary</u>	Linda Simms	Dot Brannigan	Tony Dodd
<u>Committee Member</u>	Margaret Kendall	Dot Brannigan	Tony Dodd
<u>Committee Member</u>	Alan Carr	Dot Brannigan	Tony Dodd

All agreed by a show of hands for the above posts. Unanimous.

9 Any other business

None

10 Date of next meeting: To Be Arranged

11 MEETING CLOSED at 11:25am

Amendment to the Charitable Purposes of M&L U3A Constitution - May 2021

BACKGROUND

You may recall that at our AGM in 2018 (Item 5, refers) we agreed to update our Charitable Purposes in line Third Age Trust (TAT)/Charity Commission (CC) recommendations. This would see our objects change to *"The advancement of education and, in particular, the education of older people and those who are retired from full time work by all means, including associated activities conducive to learning and personal development, in Maghull and the surrounding area."* For some reason the process of formally updating these objectives was not completed, subsequently we received correspondence from the Charity Commission on the 19th September 2019, stating: *"I can find no record of our consent having being given and the charity does not appear in the [Third Age Trust] scheme dated 12th July 2018."* ... and that our changes had therefore not been approved.

ORIGINAL PROCESS

Leading up to our AGM in 2018 we had received, at some point, an invite from TAT to change our Charitable Purposes. The process required us to notify TAT by the 20th March 2018 that we wished to be included in the scheme mentioned previously and also, formally approve the amendment at AGM, the TAT would then put our name forward for approval by the CC. For some reason the process was not completed, at what stage is unclear but sufficient to say approval was not forthcoming? At the time I felt that little purpose would be served in attempting to find out where or when the procedure faltered.

OUTCOME

Following various correspondence between myself, TAT and CC over the next four months (Sept. 2019 to Jan. 2020), the CC replied as follows:

"I understand that you have been advised to apply for a scheme to amend the objects of the charity. Whilst some object changes require a scheme, it is not needed in this case because there is a provision (at clause 16) in the charity's current 2006 constitution that allows the objects to be changed with the prior written consent of the Charity Commission.

*Therefore, the trustees may take this email as the Commission's **prior written consent** to the following objects: "The advancement of education and, in particular, the education of older people and those who are retired from full time work by all means, including associated activities conducive to learning and personal development, in Maghull and the surrounding area." Unfortunately we are unable to give retrospective consent which means that the trustees will need to re-pass the resolution to make the amendment at their next general meeting."*...

Unfortunately having given their "**prior written consent**" they promptly contradicted themselves by adding "**Unfortunately we are unable to give retrospective consent...**".

Assuming Members approve the amendment placed before them today, formal consent will be sought immediately from the Charity Commission. This unfortunately, is where we find ourselves today...

Therefore the resolution before Members once again, is to approve the amendment to our Charitable Purposes to bring them in line with TAT/CC recommendations.

Amendment to the Constitution to allow Online Meetings – May 2021

Because of the impact of COVID-19 and with a view to managing future meetings in similar situations, it is proposed to formalise the temporary emergency arrangements currently in place, which will allow, when necessary, M&L U3A to hold both Committee, AGM and other types of meetings previously detailed within the Constitution using online technology. The Third Age Trust (TAT) has recently introduced what it terms “Precedent Clauses” regarding Online and Hybrid General Meetings, which as an affiliated member of the TAT we are obliged to include within our Constitution.

To accommodate this new clause, the existing clause 18 will be renumbered clause 19. The proposal recommends the following amendment to the constitution. Due to the nature of the amendment, if passed, will be implemented immediately:

18. ONLINE MEETINGS

When necessary and at the discretion of Committee, meetings may be held using electronic "online" technology such as online conference facilities, excluding telephone conferencing technology due to the difficulty in obtaining a valid vote count. But may include with the agreement of Committee hybrid meetings, whereby participants who are unable to attend physically can attend online instead, so long as:

- 18 i** The technology gives all participants in the meeting reasonable opportunity to participate without being physically present in the same place.
- 18 ii** Members able to participate in this way are deemed “present” for the purpose of the meeting.
- 18 iii** Members must be given notice in an electronic communication using the existing time constraints detailed in the appropriate sections of the Constitution.
- 18 iv** Voting in an "online" AGM is to be via a technological means that provides the opportunity to participate in the vote in real time and for votes to be recorded and counted by technological means. Therefore voting, apart from Committee meetings, cannot be indicated by verbal means or by a show of hands.
- 18 v** Voting in an "online" Committee Meeting can be via a simple show of hands.
- 18 vi** This Clause [18] is to be read in conjunction with the various meeting requirements contained within Clauses 8, 13, 14 & 15 as previously detailed within the Constitution.

To ensure legal compliance with the Third Age Trust’s Terms and Conditions, M&L U3A are required to include the following clauses:

18 vii Online and Hybrid General Meetings

A general meeting (whether an annual general meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held using electronic means pursuant to this clauses 8, 13, 14 & 15, such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting.

- 18 viii** Where the committee determines that a general meeting is to be held by electronic means only such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be

held by electronic means only.

- 18 ix** For the purposes of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of the committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.
- 18 x** Where a general meeting is to be held in person, the trustees may if they deem it appropriate set out a procedure in the notice of meeting which allows members to attend electronically if they so wish, and in such circumstances both members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.
- 18 xi** If the meeting is to be held solely by electronic means pursuant to clauses 8, 13, 14 & 15, the place of the meeting shall be deemed to be the charity's registered office address.
- 18 xii** Proceedings at a general meeting held by electronic means pursuant to clause 15, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 15, will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under clauses 14 & 15 is able to join the meeting successfully.
- 18 xiii** **Voting**
(a) by proxy
 A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 15.
- (b) electronic balloting**
 Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the trustees may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.
- 18 xiv** **Proxies**
 (1) Proxies may only be validly appointed by notice in writing (a **Proxy Notice**) which:
 (a) states the name and address of the member appointing the proxy;
 (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 (c) is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 (d) is delivered to the charity in accordance with clauses 8, 13, 14 & 15.
- (2) The trustees may from time to time determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting.
- 18 xv** **Online Trustees' meetings**
 A trustees' meeting or a meeting of a committee of the trustees may be held in person or by

suitable electronic means agreed by the trustees or the members of the committee (as the case may be) in which each participant may communicate with all the other participants.

Therefore the resolution before Members today, is to approve the amendment to the Constitution which will allow Online Meetings to take place.

DRAFT

Amendment to the Constitution to Update Quorum Requirements – May 2021

The ongoing impact of COVID-19 on the number of members renewing their membership at Maghull & Lydiate U3A over the last two years has seen a drastic reduction in numbers, due in part to the continuing uncertainties surrounding the Pandemic.

Because we had to postpone the 2020 AGM and resume it this year, fortunately we will remain quorate as a result of clause 15iii of the Constitution irrespective of the numbers attending. Unfortunately in coming years with the distinct possibility of reduced membership renewals we may struggle to meet the existing requirement that one hundred members must be present at a General Meeting to be quorate.

It is therefore proposed to change the number of members present at a General Meeting [Clause 15] or Special General Meeting [Clause 14], for the meeting to be quorate, from one hundred members or 20 percent of members respectively, to Ten Percent of Members present at a meeting. This will allow the Association flexibility and a degree of security to meet this requirement.

As this amendment could help facilitate the smooth operation of the 2022 AGM and in-deed future meetings, it is requested that if approved, that the amendment be implemented immediately rather than waiting for confirmation in 2022, which would be self-defeating. The proposal recommends the following amendment to the Constitution:

CHANGES TO CLAUSES 15ii and 14

Proposed Clause Wording	Existing Clause Wording
15ii. There shall be a quorum of at least 10% of members of The U3A present at any General Meeting.	15ii. There shall be a quorum of at least 100 members of The U3A present at any General Meeting.
14. There shall be a quorum when at least 10% of the members are present.	14. There shall be a quorum when at least 20% of the members are present.

The resolution before Members today, is to approve the amendment to the Constitution which will allow a General Meeting or Special General Meeting Quorum to be permanently set at Ten Percent of the Membership to be present.