



## Chelmsford u3a Notice of Annual General Meeting 2022

Dear Members,

Notification is hereby given of the **29<sup>th</sup> Annual General Meeting (AGM) of Chelmsford u3a** to allow members to prepare for the meeting. The AGM will be held as a hybrid meeting allowing members to attend in person (subject to government restrictions in place at the time) at Christ Church, 164 New London Road, Chelmsford, CM2 0AW or electronically (via Zoom) on :

**Thursday 10<sup>th</sup> February 2022, commencing at 2.00 p.m.**

Details of how to access the meeting on-line will be distributed to members via email one week before the meeting.

Any member who is unable to attend the AGM (either in person or on-line) may appoint someone else to vote on their behalf (either a named individual or the chairman of the meeting). A form of Proxy notice has been issued for such purpose and must be deposited with the Secretary at least 48 hours prior to the meeting.

### Agenda

1. The business to be transacted at the meeting is as follows:
  - I. To confirm the minutes of the last AGM held on 10 February 2021 (published in the Jan 2022 newsletter).
  - II. Chairman's annual report of u3a activities
  - III. To receive and adopt the examined accounts and financial statements for the year ending December 2021
  - IV. To appoint Maurice Van Mellaerts as independent Examiner for the following year.
  - V. To elect the following members to the committee:
    - i. Sue Cunnington (2<sup>nd</sup> term of office)
    - ii. Marie Neale
    - iii. Nick Bailey
    - iv. Geoff Swaine
    - v. Diane Read
    - vi. David Sweeney
    - vii. David Marsh
  - VI. To vote on Special Resolution 1: To adopt the U3a Model Constitution in its entirety, with the exception of Clause 16 (8) which is to be amended as described in the following statement.



Marie Neale, Secretary

## **Special Resolution 1: Adoption of the u3a Model Constitution**

**In order to change the constitution, it is necessary to hold this AGM with 66% of the votes cast in a quorate meeting in favour of this special resolution.**

The Third Age Trust recommends that all u3a's adopt the latest version of the Model Constitution (updated in February 2021) as it is agreed by the Charity Commission and includes guidance related to casual vacancies, proxy voting, electronic voting and holding Trustee meetings online.

In March 2021 the trustees of Chelmsford u3a authorised a sub-committee to undertake an in depth look at our current constitution to see how it compares with the model constitution. The following observations were made:

Unlike our current constitution, the model is divided into two parts: the **first part** covering the purpose of the charity and how it's money and property can be used. It also contains the powers to change the constitution and to wind the charity up. The **second part** sets out the administrative provisions, including membership, appointment of trustees, meetings and powers of the trustees.

The provisions in Part 1 can only be changed by a 2/3rds majority of members present and voting at a general meeting, whereas those in Part 2 only require a simple majority to make changes. Our current constitution requires a 2/3rds majority vote for all but three clauses which potentially makes it harder to introduce changes of an administrative nature.

**Clause 12** of the model defines the number of members that must be 'present' at the AGM to form a **quorum** for business to be conducted. The percentage is given as one tenth of the total membership at the time. Our current constitution requires 20% of the membership to be present and absences sometimes make it difficult to hold a valid meeting. The committee consider that the lower percentage stipulated in the model would be more realistic especially in the current climate of Covid-19 restrictions.

**Clause 17 of the Model covers the appointment of trustees** and provides that the committee may consist of up to 12 elected trustees (including officers) and up to 3 co-opted trustees. Our current constitution restricts us to having no more than 10 elected trustees and only 2 co-opted trustees. Although historically we have struggled to recruit the maximum number of trustees permitted under our current constitution, the committee feel it would still be useful to have the option to increase this number to allow role sharing and succession planning.



**Clause 16 of the Model covers Officers and Ordinary Trustees.** The model constitution requires that term of office for trustee officers i.e. the Chair, Vice-Chair, Secretary & Treasurer should be limited to 3 years. This stems from the fact that the Charity Commission stipulates that there should be a regular turnover of committee membership within a charity.

**Clauses 16(7) & (8)** of the model constitution are, therefore, designed to limit any long term or indefinite terms of appointment. The recommendation is that after each 3-year term of office, the officers should take a 12 month break before taking on another officer role. It is also recommended that the maximum total period of service of any trustee should be 9 years in any combination of roles, whether or not the periods of service are contiguous.

The Committee has taken advice on this issue and has secured the Trust's approval to amend clause 16 (8) to allow the Secretary & Treasurer to stay in post for up to 6 years before being required to either take a year off or continue as an ordinary (non-officer) role. This is because they are more specialist roles which historically we have found more difficult to fill.

Clause 16 (6) of the model provides transitional arrangements for election or selection of trustees. It permits us to continue with the terms of membership for those trustees eligible to continue serving under our current constitution, providing that any transitional arrangements end before the third AGM after the new model is adopted.

The committee concluded that the model constitution is more logically set out than our current one, which appears to have become fragmented over time. The wording is very different in parts but the model is much clearer, less ambiguous and seems to cover every eventuality. The committee, therefore, recommend that the suitably amended Model Constitution be adopted forthwith.