



Minutes of the Special General Meeting of Chester U3A
held on Wednesday 2nd July 2019 at
St Columba Church Hall Chester @ 10:30am.

1. Welcome & Introduction by The Chair of Chester U3A, Jenny Carley:

Jenny Carley welcomed everyone present and declared the meeting quorate as there were 174 members present. A quorum is 15% of the current membership under the present constitution, as adopted in 2007. The membership on 2nd July stood at 1117, which equals a requirement of 167 members to attend.

Jenny Carley stated that the SGM would be conducted in accordance with the standing orders as set out on the Chester U3A website. She proceeded to give a brief overview of the necessity to change the present constitution in order to conform to the requirements of U3A Trust and those of the Charity Commission. Jenny then read out the wording of the proposed resolution as follows:-

To adopt a new constitution for Chester U3A, an unincorporated members association, and a member of The Third Age Trust. This constitution will replace in whole the previous constitution formally adopted on the 6th November 2007.

2. The Detail of Significant Changes:

In November 2018 Chester U3A members approved the adoption at the next SGM/AGM of a new **object clause** into the 2007 constitution to include 'leisure'. This will be carried forward into the proposed 2019 constitution.

The Chair then read out the following points as the important new additions to, or changes from, the existing constitution. Each point specifying which clause of the new constitution is being referenced.

1. The location changed from 'Chester' to include surrounding area (Clause3). No closure or waiting list to join.
2. Application of income & property means that trustees can take reasonable expenses and provides insurance for Trustees by the U3A Trust (Clause 4)
3. There can be no amendments to the constitution without going to the U3A Trust for approval. This will prevent any changes contrary to Charity Law (Clause 7)
4. Termination of membership disciplinary code of practice added (Clause 9)
5. The 'grace period' for termination of membership due to unpaid subscription is changed

from 3 months to 2 months. This is necessary so that the unpaid period precedes the time for the AGM.

6. If a quorum is not present at a general meeting, 7 working days are required to hold another meeting. The required quorum is changed from 15% of the membership to one twentieth (5%). (Clause 10, 12)
7. Procedure for adjournments (Clause 14)
8. Voting rights are changed to include a vote by the Chair. In any circumstance where a deciding vote is needed the Chair will have a casting (i.e. second) vote. (Clause 15)
9. Election of committee members and officers has major changes
 - i. The 2007 constitution states that only the Chair and vice chair have a term of service, (2 years). There are no terms of service for other committee members.
 - ii. The new constitution states a term of service of 3 years, re-elected each year except when a member is progressing from a committee member to an officer role or holds the role of Treasure, which may be held for 6 years
 - iii. Trustees maybe re-elected after a one-year interval.
 - iv. The maximum term that any committee member may serve is 9 years, even if terms are not continuous.(Clause 16)
10. Five reasons for disqualification and removal of Trustees clarified.(Clause 19)
11. Delegation powers to form sub committees (Clause 23)
12. In addition to our current notification procedure, i.e. via Beacon, a member may receive notification in a pre-paid envelope addressed to the member at his or her address, or by leaving it at the address of a member (Clause 30).

Explanation: The situation arose whereby those who had not provided an email address to Beacon had to be contacted individually by telephone by the Chair in order to give them sufficient notice of this SGM. In future the onus is on the member to provide an email address or an S.A.E. for any vital communication that cannot be included in the standard monthly news sheet.
13. Compliance and regulations under the Charities Act is explicit (Clause 26).

3. Points Arising & Questions from the Floor

Clarification on the implications of Item 9, were sought by several people. The Chair explained the reasoning for the need for change is to encourage the spread of knowledge and experience, whilst limiting the burden of long service on committee members without a break.

Questions & Answers

Q: Irene Lamb

With respect to U3A notifications (Item 12 above) It would be possible for members to

designate an alternative point of contact, perhaps a family member?

A: Chair

No, this would be against GDPR rules.

Q: Sue Proctor

Regarding item 9, does this change not have the potential to result in a loss of knowledge on the committee?

A: Chair

The limit of 3 years service will not take effect until the new constitution is adopted at the next AGM in November 2019. Committee members may continue for one year under the 2007 constitution or put forward nomination under the new 2019 constitution. The recognition of sub-committees allows continuity of knowledge & expertise.

A: Business Secretary, Graham Proctor

It will be a duty of the committee to ensure a staggered transition of roles.

Q: Sheila Young

With respect to U3A notifications (Item 12 above), if a member does not have access to email, or is unable to use electronic communication, they would then be obliged to incur expense by providing stamped addressed envelopes for communications. If registered as disabled this could be considered as discrimination.

A: Chair

The paper news sheet will continue to be a main method of communication. The special situation arose recently as the notification of the SGM was too late for the required notice in the news sheet. With respect to anyone with a registered disability JC will consult the accessibility policy & the committee will address the issue.

Q: Danny Fisher

Do associate memberships exist?

A: Chair

No.

Q: Christine Robinson

With respect to re-election each year (Item 9ii above) does that not raise the possibility that the whole committee could be wiped out & replaced at the AGM?

A: Chair

There are approaching 1200 members in Chester U3A, any one of them should have a right & opportunity to put themselves forward to stand for election to the committee at the AGM if they wish to.

A: Business Secretary, Graham Proctor

There is a maximum of 3 years in any one post but the members at the AGM will have to re-affirm them in their post each year. It will be a duty of the committee to ensure phased & ordered change of roles.

Q: Valda McDonald

Please explain why it is an unincorporated association not incorporated? Would this not provide trustee protection?

A: Chair

One of the reasons is that Chester U3A is a totally volunteer organisation, and cannot employ tutors Clause 4, item 3. The U3As relationship with the Trust requires local U3As to be

unincorporated Charities.

As there were no further questions the chair again read out the wording of the proposed resolution to be put to the vote of the members present at this SGM

To adopt a new constitution for Chester U3A, an unincorporated members association, and a member of The Third Age Trust. This constitution will replace in whole the previous constitution formally adopted on the 6th November 2007.

Proposer to accept the resolution : Sue Foy
Seconded by : Roger Howells

The resolution was put to the vote by a show of hands.
The count was conducted by the tellers Gary Nye & Mal Waite

In Favour : 169
Against : 4
Abstentions : 1

As a result of the vote the resolution was passed. The Chair, Jenny Carley, signed the new constitution. This constitution will now be passed to the U3A Trust and the Charity Commission for registration.

The SGM was then closed by The Chair at 11.10am.