



**ANNUAL GENERAL MEETING TUESDAY 29th NOVEMBER 2016**  
**THE CUBE ALBERT ROAD NORTH @ 2:00pm**

**MINUTES AND TRUSTEES' ANNUAL REPORTS**

**1. CHAIR'S WELCOME**

The Chair welcomed members to the meeting, highlighting the importance of member engagement in the business and administration of the branch.

**2. APOLOGIES**

The Chair reported that a number of apologies had been received, and proposed that these would be noted rather than read out to the meeting. There were no objections to this. A number of proxy votes had been received; these were held by the Chair and would be counted in the event of a vote on any matter. The Chair introduced current Trustees to the meeting, stressing that it was not too late for further nominations to the committee.

**3. MINUTES OF THE PREVIOUS 2015 AGM**

The Chair moved approval of the minutes of the 2015 AGM. The draft minutes, as well as the Annual Report and all resolutions and nominations for consideration at the AGM, were made available to members on the website. All members had been sent the aforementioned minutes, reports, nominations and resolutions twenty eight days before the AGM as required by the constitution. Additional printed copies were available at the meeting. Members voted to approve the minutes.

**4. ANNUAL REPORT**

The Chair summarised significant aspects of the Annual Report, again emphasising that the branch, although large and thriving, must continue to engage in the business of running and administering the activities which contribute to this healthy state of affairs. She highlighted in particular the fruitful relationship with the Cube, which continues to host a number of regular groups, and reminded members that the Cube, like U3A is a charity dependent upon voluntary member activity and support. Amongst the activities which trustees have engaged in this year, we have seen particular success in the improvements to the website, consistency of information and guidance to members on line, an efficient and robust system concerning member registration and consequent accuracy of information and significant developments in the role of treasurer and the recording of financial assets within the branch. She referred members to the full report, circulated to all members prior to this meeting, and available on the website, and commented that there will be additional reports to the AGM from the Treasurer and the Membership secretary. She also thanked those Trustees who would not be continuing on the Committee for their support and hard work over the years. The meeting voted to accept the Annual Report.

## **5. MEMBERSHIP SECRETARY'S REPORT**

The membership secretary reported that the Malvern branch continues to grow; this year there are more new members joining than members-for whatever reason-leaving. We have an ever growing number, as well as variety, of groups available to members, and he commented on the hard work and commitment of Group Leaders which make this possible. Thanks were again offered to those colleagues who have worked to enable the considerable increase in numbers of members who are joining and paying using the on line resource; this releases time for greater accuracy of recording, as well as a better understanding of members' experience of U3A. The meeting vote to accept the report.

## **6. TREASURER'S REPORT and EXAMINED ACCOUNTS**

The Treasurer's report was available on line, and there were a number of hard copies available for circulation at the AGM. The Treasurer spoke briefly to his report, explaining that although the use of paypal improved efficiency, there was a marginal additional cost. He also explained that the duplicate recording of our Gift Aid income had been identified as necessary by our independent auditor, as it appeared that this had not been successfully recorded in the previous year. This was queried by a member, but accepted as the guidance of the auditor. This year's Gift Aid income was consequently higher than in previous years. It was nevertheless apparent that the branch's reserves have run down, in line with Charity Commission recommendations as well as Trustee intentions-this is in part due to the greater number of larger groups meeting in premises which have to be paid for rather than in members' homes. The Treasurer noted that he had therefore recommended to committee that there should be an increase in the annual subscription, which he would expect to remain at the figure of £14:00 for three years.

## **7. ELECTION OF HONORARY AUDITOR**

The committee has followed the advice of the Treasurer and appointed an independent auditor. The auditor-Boyds Chartered Accountants, Worcester- has seen and approved the accounts, which are available on the website, along with the auditor's comments.

The meeting voted to accept the Treasurer's report and the associated comments.

## **8. ELECTION OF TRUSTEES and OFFICERS FOR 2016-2017**

The nominations for trustees and branch officers were accepted unopposed.

|            |               |
|------------|---------------|
| Chair      | Pam Stanier   |
| Vice Chair | Vacancy       |
| Secretary  | Jenny Jackson |
| Treasurer  | John Knee     |

Other trustees undertake roles as agreed by trustee meetings, and in line with their individual skills and interests. Those elected were: Brian Chesney, Robin Clarke, Peter Corfield, John Elkington and Annette Maxted. Trustees will meet after the AGM to agree roles and dates of trustee meeting, which will be published on the

website. Members were encouraged by the chair to consider becoming a trustee, and/or to attend trustee meetings as an observer.

## **9. CONSIDERATION OF RESOLUTIONS AND AMENDMENTS SUBMITTED WITHIN CONSTITUTIONALLY ALLOWED TIMESCALES.**

The Chair advised the meeting that there were three resolutions to the AGM, all proposed by the Committee. These have been circulated to members and made available on the website.

### **Resolution 1)**

An amendment to this resolution had been submitted, and accepted by the Trustees. The resolution therefore now stood as follows:

To include the following statement on the membership application form:

All members agree to:

- Abide by the principles of the U3A movement
- Act in the best interests of the U3A
- Abide by the terms and conditions of the constitution of the U3A, and of the branch which they are joining
- Treat fellow members with respect and courtesy
- Comply with the decisions of the elected committee
- Advise the Membership Secretary of any changes to their personal details.

Sue Lamberton proposed the motion on behalf of trustees, noting that although for the most part members worked extremely well together, on occasion matters came to the attention of committee, where it was felt that actions or words had taken place which required Trustee intervention to achieve resolution. She suggested that the above wording summarised a common sense approach to courteous behaviour between fellow members, which could assist the current and future Trustees in such circumstances. There was considerable subsequent debate, in which the Chair identified the constitutional requirement that any amendments or additions to a resolution **must** be made available to members before the AGM. As there had been no such amendments, the only options open to the members at the AGM were to vote, and to speak, for or against the substantive resolution. Members nevertheless sought to raise matters such as the constitutional processes for action, and the authority of the branch, or the national organisation, in proposing the suggested form of words. Sue Dalley, for the Committee, reminded members that our current constitution allows Trustees to “terminate the membership of any member” in certain circumstances. She advised the meeting that the Committee had thought it appropriate to clarify for new and existing members, the expectations of U3A membership in order to properly inform members, and avoid the possibility of such drastic action. Geoffrey Carver pointed out that the constitution offered no information about the rights of appeal or representation of any member faced with the possibility of termination of membership. The Chair again ruled that, in the absence of a relevant amendment, these comments could not be debated, and moved to the vote on the substantive resolution. After a show of hands and the inclusion of the proxy votes submitted to the Chair, the resolution was carried by 42 votes in favour with 34 against and 28 abstentions.

### **Resolution 2)**

To follow the advice of the national organisation by changing the Malvern Branch constitution from the current paragraph 2(i) from:

The objects of the U3A are:

- i) to advance the education of the public and in particular the education of middle aged and older people who are not in full time gainful employment, in Malvern and its surrounding locality.
- ii) the provision of facilities for leisure time and recreational with the object improving the conditions of life for the above persons in the interest of their social welfare.

To

The charitable purposes of the U3A are:

To advance education and in particular the education of people not in full time gainful employment who are in their third age (being the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) residing in Malvern and its surrounding locality.

Sue Dalley proposed the resolution on behalf of the Trustees, noting that this form of words was that recommended in the U3A model constitution, and had allowed a joint approach to the Charity Commission for an amendment to a number of U3A branch constitutions. The committee had agreed to follow this recommendation in the belief that it made little or no change to the existing objects or purposes. A lively discussion followed, in which the restrictions on membership geographically, and in terms of the possible membership of younger, temporarily unemployed or possibly disabled adults were considered. However, again the Chair reminded members that as there had been no tabled amendments to the resolution in advance of the AGM, the only options open to members were to vote for or against the resolution. After a show of hands and the inclusion of the proxy votes submitted to the Chair, the resolution was carried by 49 votes in favour with 41 votes against. *However, as the resolution is an alteration to the branch constitution, it falls, because the requirement of the assent of two thirds of members present and voting is not met. In the vote, the Trustees had unfortunately overlooked this condition in Malvern's constitution, and consequently the declaration that the resolution was successful is invalid. The constitution therefore remains as previously agreed.*

### **Resolution 3)**

The Treasurer moved that the annual subscription should be raised from £12 per annum to £14 per annum with effect from September 2017.

The resolution was carried overwhelmingly.

There being no further business the Chair thanked everyone for their attendance and declared the meeting over, with a reminder of the date of the next year's AGM, and invited all to stay to hear our guest speaker, from the Help for Heroes organisation.

**DATE OF NEXT AGM TUESDAY 28<sup>TH</sup> NOVEMBER 2017 THE CUBE**

**The above Minutes were confirmed unchanged at the 2017 AGM**

