

FRIENDS OF BANWELL
Minutes of the Extra-ordinary General Meeting
held on Wednesday 5 March 2014

Welcome and Opening Remarks

Siobhan Armstrong opened the meeting by welcoming everyone and explained for the record the purpose of the Extra-ordinary General Meeting (EGM). As explained at the AGM in October 2013 and the Committee meeting on 15 January 2014, Siobhan had agreed to lead the project to re-write the Friends' Constitution. The Constitution (Rules and Regulations) that govern the Friends is twenty years old and needs re-writing to bring it in line with the requirements of both the Charity Commission and PTA(UK). As stated at the 15 January meeting the Friends entered into a period of consultation with all members to draft and approve a new constitution for submission by the end of the academic year. It was agreed that the model constitution provided by PTA-UK would be used. Notices were placed in the weekly school newsletter to invite all comments, questions or suggestions for amendments from the members, for consideration and possible inclusion, in the new document. Copies of the current constitution and the PTA-UK model were made available from the school office. All members were invited to this EGM and Siobhan reported that, with the exception of those gathered at the meeting, there had been no written or verbal input from any of the members.

Attendees: Rachel Farrell (Chair), Becci Lopez (Vice-Chair), Jo Arnold (Treasurer), Siobhan Armstrong (Trustee), Kerry Young

Apologies: Harry Cadwallader (Trustee)

The New Constitution

Siobhan explained that there was little point in covering every item of the PTA-UK's model constitution as it would take too long and everyone had had since the end of January to comment on it. Also, as it is fairly straight forward and is a document that had already been approved by the Charity Commission there was no reason to try to make significant changes. Siobhan went on to explain that it was important for the Committee to understand the implication of some of the new rules particularly those which affected the minimum number of Committee members and how that in turn affected the quorum for General and Committee meetings. She had therefore drawn up an agenda based on minor changes that needed to be agreed or highlighted. The first page of the model constitution can be ignored as it refers to new associations that have yet to register as a charity: The Friends of Banwell School is already registered. The following items are numbered as per the relevant clause within the model constitution:

1.1 **Type of Association** – The association is obviously 'Friends of the School' but it was worth underlining this fact as it would affect later discussions of the Membership criteria in item 4.1.

1.4 **Number of Committee Members** – The minimum number required is 2. The number of Committee Members in office has a huge impact on the way in which the quorum for a meeting is calculated. Siobhan drew everyone's attention to the guidance notes. Those present agreed that this number (2) was entirely sensible.

2 **Objects of the Association** – The objects as stated in the model are the same as the old constitution and were agreed by all. It was also suggested that a further line be added to Clause 2.2 to read: "These facilities should benefit the whole school and not one single group, class or individual person." Siobhan agreed to insert this amendment if possible.

4 **Membership** – It was agreed that as the association is a 'Friends group' that all three criteria under Clause 4.1 would be accepted.

5 **General Meetings** – Siobhan highlighted to the meeting that under the new constitution the calling notice required for General meetings would be 21 days. Under the current constitution it is 28 days and this is the timescale that is being used for the purposes of this exercise. Also, as previously discussed under Clause 1.4 above, it was agreed that it is vitally important to consider the number of Committee members in order to make the quorum at meetings realistic. Siobhan also accepted the action to add the words “The AGM is to be held in October” to Clause 5.7. If this was not possible then this recommendation (and reasons for it) would be included in the Chairman’s Terms of Reference (TORs).

6.3.2 **Co-opting Committee members** – The mechanism for co-opting Committee members under Clause 6.3.2 was drawn to everyone’s attention.

6.4 **Nomination of Committee members** – It was generally agreed that the annual canvassing for, and the nomination of, Committee members presented the most difficult challenge. It was agreed that a Rule (in accordance with **Powers of the Committee**, Clause 8.2) would be written into the Chairman’s TORs to outline the procedure for calling for volunteers.

7 **Committee Meetings**– It was also agreed that apart from in exceptional circumstances all Committee meetings would be open to all members. However, the quorum for a Committee meeting would be calculated in accordance with Clause 7.2. A note in the Chairman’s TORs would advise the Chairman to hold the three meetings at the ends of Terms 2, 4 and 6.

8.2 **Rules** (including Terms of Reference for Committee members) – TORs for each Committee member are being written. This practice not only provides a solid basis for a thorough handover to new members, but it also permits the inclusion of local Rules for the running of the association in accordance with Clause 8, **Powers of the Committee**.

9 **Property and Funds** – Siobhan drew everyone’s attention to this clause. It is the only one that cannot be changed without written permission from the Charity Commission.

12 **Amendments** – It was reiterated that the new constitution was being introduced under the current rules therefore all members were to be given 28 days’ notice of the meetings and amendments. The current constitution and the new model both stipulate that the new constitution must be voted in by a two-thirds majority of the votes cast.

Closing Remarks

Siobhan thanked everyone for attending and for their valuable input. She went on to state that the next phase was for her to type up the new constitution using the model and inserting the amendments as agreed at this meeting and recorded above. The new constitution would be completed and displayed on the Friends Notice Board and on the school website by the end of March thus giving all members at least 28 clear days’ notice to comment or object by the next EGM.

Date of Next Meeting

The next EGM will be held at 2.45pm on Wednesday 30 April 2014 to vote on and adopt the new constitution. This date has been advertised on the school newsletters since the end of January but the time has been delayed by 15 minutes. The new time and venue will be advertised to all members by the end of March.