

**EXTRAORDINARY GENERAL MEETING**

**MINUTES OF THE MEETING HELD ON 19/11/2020 @ 8PM VIA ZOOM**

<b>Present:</b>	Hannah Brown (HB)	Victoria Cawkwell (VC)	Amanda Smallbone (AS)	Helen Tait (HT) Head Teacher	Gianna Ulyatt
Claire Frew	Annette Geragusian	Amy Bell	Andrew Cawkwell	Anna Harrison	Bola Adisa
Bryony Buckley	Dave Buckley	Claire Jones	Eleanor Smith	Ella Long	Sally Vivyan
Emily Pringle	Helen Kleiser	Jo Jakeman	Julia Warbrick	Kate Curry	Katie Dresser
Lorna Winship	Stephen Winship	Lynda Mclvor	Melinda Maddock	Mike Brown	Nil Cohrs
Ruth Stokes	Sarah Grieve	Tikki Varley	Ken Varley		
<b>Apologies:</b>	None				

<b>Item No:</b>	<b>Topic:</b>	<b>Actions:</b>
<b>1</b>	<p><b>Welcome and apologies as above</b>                      Chair of meeting: VC                      Minutes taken by: AS                      Votes counted by: HB</p>	
<b>2</b>	<p><b>Reason for calling EGM and explanation of process required by Charity Commission</b></p> <ul style="list-style-type: none"> <li>• Presented by VC.</li> <li>• Referencing the letter circulated to all parents, in advance of the meeting, it was explained that:                             <ul style="list-style-type: none"> <li>○ After the AGM, 8<sup>th</sup> October 2020, Trustees has approached Parentkind (explained who they are and their role in supporting PTAs) for advice on the reduced size of the Committee.</li> <li>○ Whilst seeking advice it became clear that the 2016 Constitution that the trustees believed governed the Friends, had not been properly adopted with the Charity Commission.</li> <li>○ Parentkind advised that the Friends are currently governed by a restrictive and outdated 1993 Constitution. The Charity Commission subsequently confirmed that the Friends are governed by the 1993 Constitution.</li> <li>○ The trustees have sought further guidance, from Parentkind and the Charity Commission, and would like to propose that the Friends adopt a modern Constitution.</li> <li>○ The approach to adopting a new constitution has to be completed via a two-stage process. The first stage is to update Clauses 8 and 10 within the 1993 Constitution. If/once the Charity Commission allows changes to these, then the Friends can apply for the whole adoption of the <i>Parentkind 2018 Model Constitution</i>.</li> </ul> </li> </ul>	

3	<p><b>Proposal and Vote to adopt changes to Clauses 8 and 10 in the current 1993 Constitution</b></p> <ul style="list-style-type: none"> <li>• Presented by VC.</li> <li>• Referenced the previously circulated communication detailing the clauses. Advised that the current clauses will be presented followed by the proposed amended clauses. A vote, by way of hands, will be then taken.</li> <li>• Presented Clause 8 as is <i>'The management of the Association shall be vested in a Committee consisting of the following Officers: Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary together with six other members. The Head Teacher shall be a Committee member ex officio.'</i></li> <li>• Presented the proposed revised clause of <i>'The management of the Association shall be vested in a Committee consisting of a minimum of the following Officers: Chair, Treasurer and Secretary'.</i></li> <li>• Unanimous show of hands confirming the adoption of the revised wording for Clause 8.</li> <li>• Presented Clause 10 as is <i>'Six members of the Committee shall constitute a quorum'.</i></li> <li>• Presented the proposed revised clause of <i>'Three members of the Committee shall constitute a quorum'.</i></li> <li>• Unanimous show of hands confirming the adoption of the revised wording for Clause 10'.</li> </ul>	
4	<p><b>Confirmation of Election of Officers and Trustees of the Committee: Chair, Secretary, Treasurer</b></p> <ul style="list-style-type: none"> <li>• Presented by VC.</li> <li>• Detailed that VC and AS are happy to adopt the roles of Chair (VC) and Secretary (AS) rather than the roles of Vice Chair (VC) and Policy and Engagement Officer (AS) agreed at the AGM. HB will remain as Treasurer as agreed at the AGM.</li> <li>• The Committee will work together as a joint executive.</li> <li>• VC nominated as Chair, AS nominated as Secretary and HB nominated as Treasurer. All three voted in unanimously.</li> </ul>	
5	<p><b>Proposal and Vote to adopt a new Constitution</b></p> <ul style="list-style-type: none"> <li>• Presented by VC.</li> <li>• References previous circulated <i>Parentkind 2018 Model Constitution</i>. Detailed that if changes to Clauses 8 and 10 are agreed and authorised by the Charity Commission that the Committee recommend the more modern Constitution is adopted by the Friends.</li> <li>• Attendees asked if they have any questions on the <i>Parentkind 2018 Model Constitution</i> the process or our recommendation to adopt it. No questions raised.</li> <li>• Vote taken. Vote to adopt <i>Parentkind 2018 Model Constitution</i> (if/when the Charity Commission approves the changes to Clauses 8 and 10) passed unanimously.</li> <li>• VC shows the unsigned <i>Parentkind 2018 Model Constitution</i> document. VC signs and then shows the signature to the camera and all attendees.</li> <li>• Confirmed that AS is to act as witness and sign the document tomorrow (due to virtual meeting).</li> </ul>	
6	<p><b>Confirmation of Election of Officers and Trustees of the Committee under new proposed Constitution: Chair, Secretary, Treasurer</b></p> <ul style="list-style-type: none"> <li>• Presented by VC.</li> </ul>	

	<ul style="list-style-type: none"> <li>Detailed that it is proposed that once/if the <i>Parentkind 2018 Model Constitution</i> is adopted that the current trustee retain their roles until the next AGM.</li> <li>VC nominated as Chair, AS nominated as Secretary and HB nominated as Treasurer. All three voted in unanimously.</li> </ul>	
<b>7</b>	<p><b>Nomination and Vote for Patron of the Charity - Head Teacher</b></p> <ul style="list-style-type: none"> <li>Presented by VC.</li> <li>When seeking advice from Parentkind they advised that it is not considered in the best interests of the Head Teacher to hold the position of Trustee of the Charity. This best protects the position of the Head and reduces scenarios where there may be a conflict of interest, for example.</li> <li>The recommendation is that HT should therefore adopt the role of Patron, going forward. VC confirmed that this had been discussed with HT ahead of the meeting.</li> <li>Confirmed that whilst the role of Patron, has no constitutional responsibilities meaning they cannot vote at committee meetings, the role would require HT to actively support the Friends and act as an advocate for the charity.</li> <li>HT nominated as Patron. HT voted into the role unanimously.</li> </ul>	
<b>8</b>	<p><b>Appointment of an Independent Examiner of Accounts for the year ending 31<sup>st</sup> July 2020</b></p> <ul style="list-style-type: none"> <li>Presented by HB.</li> <li>Reaffirmed that Becky Ribchester, as per the AGM, is again happy to act as Independent Examiner of Accounts for year ending 31<sup>st</sup> July 2020.</li> </ul>	
<b>9</b>	<p><b>AOB</b> No AOB so meeting concluded</p>	
<b>Date and time of next meeting: TBC</b>		