



THE FRIENDS
OF ABINGDON
CIVIC SOCIETY

SPECIAL GENERAL MEETING

MONDAY 16 APRIL 2018 – 19.30 - UNICORN THEATRE

AGENDA

1. Apologies for absence
2. Introductory comments
3. To approve the following motion:

This meeting authorises the Trustees of the Friends of Abingdon to take the necessary steps to prepare the governing documents for two new Charitable Incorporated Organisations (CIOs) in the terms notified to members and discussed at this meeting and apply to the Charity Commission for their registration.

(Further information about the proposal is below)

4. Close of formal meeting

DETAILS OF THE PROPOSED GOVERNANCE CHANGES

On 22 March 2018 members were sent a Notice of a Special General Meeting to be held on 16 April 2018. With that Notice, you were sent an explanation of proposed changes to our governance structure. Please refer back to that Notice and accompanying explanation for the reasons why we are proposing these changes.

Here we set out in more detail what those changes will involve.

The proposed changes

1. The existing Rules of the Society of the Friends of Abingdon, dating from 1944 and amended in 1953 and subsequently, will be replaced by two new charities, one to carry forward the civic society mission and the other to take forward the enhancement and operation of the Abbey Buildings.
2. The new charities will both use the Charity Commission's Charitable Incorporated Organisation (CIO) governance models.

3. These are a relatively simple charitable model available since 2013 and regulated solely by the Charity Commission.
4. There are two types: the Association model, for charities with a wider voting membership than its trustees; and the Foundation model, for charities where the trustees are the only voting members of the charity.
5. CIOs provide limited liability protection; a very significant weakness of the current Rules is that they don't, leaving trustees' personal assets potentially at risk.
6. The civic society, to be called The Friends of Abingdon Civic Society, will use the Association model.
7. The buildings trust, to be called The Friends of Abingdon Abbey Buildings Trust, will use the Foundation model.
8. The charities will be separate but linked. The FoA Civic Society will nominate two trustees to the board of the FoA Abingdon Abbey Buildings Trust and current members of the FoA Civic Society will automatically become non-voting members of the FoA Abingdon Abbey Buildings Trust.

Both CIO models are on the Charity Commission's website with introductory and clause by clause explanatory notes alongside. The link below takes you to the page:

<https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents>

The documents on the website are for the most part fully drafted, but there are a few things that need to be filled in and some clauses offer options. In the table below, we set out the proposed wording for things that require filling in and the preferred options. The models reflect established good practice. Minimal alteration of the of the models as they appear on the Charity Commission's website is therefore advisable and helps ensure that the process of registration is quick and uncomplicated.

Civic Society - Association Model

Clause		Proposal
	Name	The Friends of Abingdon Civic Society
	Objects	For the benefit of the public, to promote public awareness of and a lively and practical interest in the built and civic heritage, and the civic life, of the town of Abingdon -on-Thames and its surroundings, to advance the preservation of all that is best worth retaining amongst its old buildings and to encourage high standards of town planning and development worthy of its civic tradition and character
8	Liabilities	Option 1 – if the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.
12 (3)	Number of Trustees	Minimum of 3 and maximum of 12.
12 (4)	First Charity Trustees	To be drawn from trustees of the Friends of Abingdon.

13	Appointment of Trustees	Option 1 – all to be appointed by members for 3 year terms; no ex officio or nominated from other bodies.
16	Reappointment of Trustees	Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. No more than three consecutive terms of 3 years, without interval of at least 3 years.

Buildings Trust – Foundation Model

Clause		Proposal
1	Name	The Friends of Abingdon Abbey Buildings Trust
3	Objects	For the public benefit, to advance the heritage of Abingdon and its surroundings, primarily through the preservation, restoration, development and maintenance of the Abbey Buildings and site, which are all listed and part of which is a scheduled monument, and, if relevant, of other historic buildings and land in the town and its surroundings; to advance the education of the public by providing public access to these buildings and engaging the public in their heritage.”
8	Liabilities	Option 1 – if the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.
9 (3)	Number of Trustees	Minimum of 3 and maximum of 12.
9 (4)	First Charity Trustees	To be drawn from trustees of the Friends of Abingdon.
10	Appointment of Trustees	Option 2 – all trustees to be appointed for 3 year terms; two trustees to be appointed by the FoA Civic Society.
12 (2-3)	Reappointment of Trustees	Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. No more than three consecutive terms of 3 years, without interval of at least 3 years.
17	Informal or associate (non-voting) appointed membership	This clause to be included. At the outset, existing members of the Civic Society will automatically become non voting members of the Abingdon Abbey Buildings Trust (unless they opt out). Life members of the Civic Society will be life members of the Abingdon Abbey Buildings Trust (unless they opt out). When the Abingdon Abbey Buildings Trust sets up its own membership scheme(s), annual members will cease automatically to be non voting members of the Abingdon Abbey Buildings Trust, but will instead be able to apply for membership.

Process for implementation

Provided two thirds of those present and voting at the SGM on 16 April 2018 vote in favour of implementing these changes, the Executive Council, with support from our advisers, DCA Consultants, will draft the CIOs and apply to the Charity Commission to register the new charities. We will put the draft CIOs on the Friends of Abingdon website and members can address any questions they have at that stage to the Secretary of the Friends of Abingdon.

From submission of an application to the Charity Commission to registration takes a minimum of 40 working days.

Once the new charities are registered, we will convene another SGM to wind up the existing charity and approve the transfer of assets to the new charities.

End