



THE FRIENDS
OF ABINGDON
CIVIC SOCIETY

DRAFT
MINUTES OF THE SPECIAL GENERAL MEETING HELD ON
MONDAY 16 APRIL 2018 IN THE UNICORN THEATRE

1. Present and apologies

There were 36 members present.

Apologies for absence were received from Rosemary and John Allan, Mike Beach, Jessica and Manfred Brod, Juliet and Paul Cheetham, Genefer Clarke, Barbara Deakin, Felicity Dick, Jill Lewis and Maureen and Richard Thorne.

2. Introductory remarks

Bryan Brown reminded members of the scope of the Enhancement Project and explained that an essential precursor to the submission of the main Heritage Lottery Fund bid was to be able to demonstrate that we have appropriate governance structures in place to enable us to manage the project and the increased level of activity which would be involved in future.

3. Proposed Constitutional changes

Details of the proposals had been circulated to all members in advance of the meeting and are appended to these minutes. Lucy McCall of DCA Consultants gave a presentation to explain them. The following questions were raised and answered:

- 3.1. Will Life Members of the current Friends of Abingdon remain Life Members of the new organisation(s)? Yes, unless they opt out, Life members will remain members of both, but membership of the Buildings Trust will not include voting rights.
- 3.2. Is there any scope for conflict of interest between the two CIOs? Possibly, but in the short term, those involved will be able to draw on many years of working together which should reduce the risk. For the longer-term, the Civic Society will nominate two of the Buildings Trust trustees, which should help to ensure a continuing close relationship.
- 3.3. How will the proposal affect the existing Friends of Abingdon trustees? Each of the CIOs will have "first Charity Trustees" drawn from among the existing trustees, according to their preferences and skills. They will be supplemented by newly-recruited Trustees appointed according to the constitutions of the the new organisations and chosen to meet the different skills requirements of each organisation.
- 3.4. What will happen if people have made provision for legacies to the existing Society if the person does not amend their will to reflect the new organisation? This was not an issue which had been considered

yet, but both of the CIOs would be regarded as “successor bodies” to the Society: as part of the separation there would be an agreement over apportionment of current assets and in the absence of any other decision that same basis could be used for legacies. However now that it had been raised, this issue would be added to the list for discussion in the coming months.

4. Motion

There being no more questions the following motion was put to the vote:

“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.”

30 members voted in favour, and since this was in excess of the 2/3 required the motion was passed.

End