

**ANNUAL GENERAL MEETING 2023**

**MONDAY, 16 OCTOBER 2023, 7.30 p.m. Cassington Village Hall**

**MINUTES**

Present:

<i>David Astor</i>	<i>OPFA President (M) (in the Chair)</i>
<i>Bob Johnston</i>	<i>OPFA Chair (M)</i>
<i>Liz Bickley</i>	<i>OPFA Vice-Chair (M)</i>
<i>Paul Bramwell</i>	<i>OPFA Hon Treasurer (M)</i>
<i>Sir Charles Ponsonby</i>	<i>OPFA Trustee (M)</i>
<i>Mary Ponsonby</i>	<i>Member (M)</i>
<i>Meryl Smith</i>	<i>OPFA Hon Manager (M)</i>
<i>Stephen McKechnie</i>	<i>OPFA Trustee (M)</i>
<i>Andrew Parsons</i>	<i>OPFA Community Development Officer (CDO)</i>
<i>Jane Bowen</i>	<i>Mapledurham Parish Council (M)</i>

*M = OPFA Member*

**1. WELCOME**

The President welcomed everyone to the Meeting and pointed out that, where a vote needed to be taken on matters on this agenda, only members of OPFA were entitled to vote. Everyone then introduced themselves.

**2. APOLOGIES**

Apologies were received from John Sword, Trustee, who was absent on urgent family business.

**3. MINUTES AND MATTERS ARISING**

The Meeting approved the minutes of the 2 AGM meetings held in 2022 – one on 3 October 2022 (adjourned due to no quorum) and another on 20 October 2022 (re-convened and quorate).

Matters Arising

The re-convened AGM on 20.10.22 had agreed to aim to amend the Constitution to provide for virtual as well as face-to-face meetings. This issue would be dealt with under Item 10 is on this agenda.

**4. ANNUAL REPORT 2022/2023**

Bob Johnston, OPFA Chair, introduced the Annual Report. He stressed the importance of publicising the fact that the OPFA is the only independent source of information and advice on outdoor playing space issues. He thanked Andrew Parsons for his work on behalf of OPFA during the year. OPFA is fortunate that our members have the benefit of his considerable professional expertise in delivering our information and advice service.

The Meeting received the Report.

## **5. ANNUAL ACCOUNTS 2022/2023**

Paul Bramwell, Hon. Treasurer, presented the Accounts.

He was pleased to report a small surplus of income over expenditure during the year and that OPFA had the benefit of strong reserves. It was also a relief that the charity was now free of pension scheme debt.

The Accounts were received by the Meeting and PB was thanked for his work to produce accruals accounts.

## **6. PRESIDENT AND VICE-PRESIDENTS**

The Meeting noted that the OPFA Constitution makes the appointments of President and Vice-Presidents ongoing until the incumbents wish to stand down.

MS reported that David Astor had confirmed that he was willing to continue to serve as President for another year and that Tony Walker continued as Vice-President.

## **7. HON OFFICERS 2023/2024**

Chairman (Liz Bickley took the Chair for this item)

LB reported that Bob Johnston was willing to continue to serve. There were no other nominations or volunteers and the Meeting agreed to recommend that Bob be duly re-elected at the re-convened Meeting.

Vice-Chairman (BJ resumed the Chair)

BJ reported that Liz Bickley was willing to continue to serve. There were no other nominations or volunteers and the Meeting agreed to recommend that Liz be duly re-elected at the re-convened Meeting.

Hon. Treasurer

BJ reported that Paul Bramwell was willing to continue to serve. There were no other nominations or volunteers and the Meeting agreed to recommend that Paul be duly re-elected at the re-convened Meeting.

Hon Manager

BJ reported that Meryl Smith was willing to continue to serve. There were no other nominations or volunteers and the Meeting agreed to recommend that Meryl be duly re-elected at the re-convened Meeting.

BJ thanked all the Hon Officers for their support for OPFA during the year.

## **8. EXECUTIVE COMMITTEE 2023/2024**

The Meeting was invited to consider the election of up to 6 people to serve on the Executive Committee along with the 4 Hon. Officers.

BJ reported that the following were willing to stand for re-election:  
Charles Ponsonby, John Sword and Stephen McKechnie.

The Meeting agreed that all three willing to serve should be elected to the Committee for the coming year.

This meant that there were 3 vacancies and further nominations/volunteers would be welcome; however, there were none forthcoming.

#### 9. **INDEPENDENT EXAMINER 2023/24**

Mike Watkinson MBE had examined the Accounts for 2022/2023 and the Meeting thanked him for his service to OPFA performed free of charge.

MS reported that Mike was willing to be Independent Examiner for 2023/2024 and this was agreed by the Meeting with thanks.

#### 10. **PROPOSED AMENDMENTS TO THE OPFA CONSTITUTION**

The Meeting received a paper giving details of proposed changes to the OPFA Constitution.

MS reported that the proposed changes were prompted by:

- a) The availability now of mechanisms to enable Members to attend meetings of the Association or of the Trustees (Executive Committee) virtually by electronic means, as well as in person. This could enable a wider attendance at meetings, especially General Meetings of Members, than has been the case in recent years, and makes it easier for Trustees, who are all people with substantial other commitments, to carry out their work.
- b) The difficulty being experienced by many organisations in achieving sufficient attendance at face to face meetings, in order to be quorate for the purpose of taking decisions. This has been an increasing problem in these days when a range of new electronic opportunities to engage has reduced the attraction of making the effort to attend meetings in person.

The Charity Commission advises that an appropriate reason for Trustees to propose changes to their governing document would be, if this would be in their charity's best interest to do so - for example, if: provisions explaining how the charity must be run are no longer relevant or practical. The Trustees considered that this supported their proposed amendments.

The Trustees had consulted the Charity Commission's online guidance on changing charity governing documents and conclude that the changes proposed are allowed under the OPFA constitution (subject to their proper approval by Members in line with its provisions) and do not require the prior permission of the Charity Commission.

The proposed changes (new clauses) were marked in red. These provided for Trustee and General Meetings to be held virtually as well as face-to-face and for the number of Members required to achieve a quorum at General Meetings to be reduced from 8 to 6.

Clause numbers, which would alter as a result of the insertion of additional material, were also highlighted in red.

The Constitution advised that changes should be passed "by a simple majority of the members present and voting at a general meeting."

A vote on whether to agree the proposed amendments was taken and passed by 9 votes in favour and none against.

**11. ANY OTHER BUSINESS**  
**MEMBERS' REPORTS, NETWORKING AND GENERAL DISCUSSION**

Jane Bowen reported on work in progress in Mapledurham.

**12. CLOSE OF ANNUAL GENERAL MEETING**

DA thanked everyone for coming to support OPFA and closed the Meeting.