

**Rothsay Education Centre  
Minutes of the 18<sup>th</sup> Annual General Meeting  
held on  
25<sup>th</sup> November 2015**

1	<p><b>Introduction by Chair</b> Dick Wilkinson welcomed and thanked everybody for attending. He made a special mention of Cllr Luigi Reale who is the Borough Councillor's representative on the Board</p>
2	<p><b>Apologies</b> were received from Apu Bagchi, Dot Hollis, Richard Gilbert, Pat Cattley, Gill Martell, Angela Foinette and....</p>
3	<p><b>Minutes of the 17<sup>th</sup> AGM 26<sup>th</sup> November 2014</b> These were accepted as a true record of the meeting.</p>
4	<p><b>Chairman's Report</b> The year ending 31<sup>st</sup> August 2015 had been another good year with enrolments reaching a new high. The increase has been steady to get to this point and congratulations were given to Caroline Bacon and her staff on another good year. There is currently a 10 year Business Plan (now under review) and the results of the current Tutor and Student Surveys will feed in to this. The return of only 44% of the student surveys was disappointing. During this year the REC has adopted PQASSO which is a quality assurance system for small organisations. A lot of work has been involved by staff and Board members but the first stage of all 12 modules have now been completed and the outstanding tasks are being worked on with a view to asking the external assessor to visit us in March/April 2016.</p> <p>The big news is that, after talks and negotiations which started over three years ago, we have now actually secured a lease of 125 years for a premium of £275,000. We can now move forward with our plans for improvement and expansion to provide more classrooms and better facilities.</p> <p>Thanks were given to the two retiring Board members, Roger Cornwell and Apu Bagchi and a small token was given to both as thanks for their time and service to the REC</p> <p>The Chair paid tribute and said thank you to Board members past and present who have supported him during his time as Chair, to Caroline Bacon and her staff, the tutors, Jason and the catering team and most of all the students</p>

5	<p><b>Centre Manager's Report</b> This is available on the website for all to read. This finished up with a presentation, following a collection from the students, to Mary Butler who had retired at the end of the summer term.</p>
6	<p><b>Annual Report and Financial Statement to 31<sup>st</sup> August 2015</b> The full version of this had previously been available for reading from October 2015. Two pages plus a report from Gerry Nolan, Finance Director, were attached to the agenda. Gerry stated he was very happy with the results for the year and was happy that we are financially stable. Gordon Willey, student, asked what our obligations would be now we have the lease secured. The reply was that they would be no more than they currently are as we have always maintained the building anyway. Lyn Faulkener, student, asked where the money for the lease had been taken from. The reply was from the Restricted Appeal Fund.  <b>The Report was accepted by the Board and attending members</b></p>
7	<p><b>Appointment of Directors under Article 29 of the Company Articles of Association</b> Cathy Moorhouse, previously co-opted, and Dr Gary Day were both formally elected unanimously.</p>
8	<p><b>Appointment of Officers:</b>  <b>Chair</b> – Mark Chamberlain Proposed by Gerry Nolan  Seconded by Cathy Moorhouse  <b>Vice Chair</b> – Caroline Bowdler Proposed by Mark Chamberlain seconded by Jane Hamilton  <b>Finance Director</b> – Gerry Nolan Proposed by Mark Chamberlain Seconded by Cathy Moorhouse.  Following these appointments Mark Chamberlain, new Chair, made a short speech thanking Dick Wilkinson, retiring Chair, for all his hard work and efforts over the last 10 years culminating with the purchase of the aforementioned 125 year lease. A small presentation was given to acknowledge this.</p>
9	<p><b>Special Resolution – proposed changes to the Articles of Association of the Retirement Education Centre (Bedford) Ltd</b> A copy of these proposed changes along with a</p>

supporting report had been available for reading since October and was also attached to the agenda. Gerry Nolan, who had carried out all the necessary work on this, briefly explained the reasons for the changes before the vote.

1. Point 1: *It was proposed that the name of the Retirement Education Centre (Bedford) Ltd be immediately changed to the Rothsay Education Centre (Bedford) Limited.*

**Carried 43 votes for 1 against**

2. Point 2: the objects of the REC are proposed to be amended, to eliminate the “retirement” element and make a larger, more flexible, target audience, rather than strictly defining it by age. The proposed objectives are:

***To advance the education mainly of persons over 50, and provide facilities for recreation and leisure with the object of improving the quality of their lives.***

**Carried unanimously**

3. Point 3: an amendment to the signatory rules is proposed, to make them more flexible and practical, while still maintaining control. The previous requirement was for two directors to approve all payments by the bank, but this has proved impractical, given the variable availability of directors. The new proposal is:

***All cheques and orders for the payment of money from such account shall be approved for amounts up to a value of £1,000 by the Centre Manager and the Office Manager, and if one of them is absent, the Finance Director or Chair of the Board will stand in. Amounts in excess of £1,000 must be approved by either the Centre Manager or Office Manager and one of the Finance Director or Chair of the Board.***

**Carried unanimously**

4. Point 4: ***all Directors and Tutors are to be deemed to be “members” of the REC, although formal paid membership will still be required for any courses***

	<p><b><i>attended by Directors or Tutors.</i></b>  This amendment formalises a situation which has been informal in the past.</p> <p><b>Carried unanimously</b></p> <p>5. Point 5: <b><i>a director who has served 3 terms of office may exceptionally be asked by the Board to serve further terms, if the majority of directors believe that this would be in the best interests of the charity.</i></b>  This formalises a previously informal arrangement.</p> <p><b>Carried unanimously</b></p>
10	<p><b>Appointment of Accountants</b> GB Accounting Solutions Ltd were appointed for another year</p>