

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 226336

The Registrar of Companies for England and Wales hereby certifies that  
COLEG HARLECH WEA (NORTH WALES)

having by special resolution changed its name, is now incorporated  
under the name of

CYMDEITHAS ADDYSG Y GWEITHWYR (GOGLEDD CYMRU) COLEG  
HARLECH, COLEG HARLECH WORKERS' EDUCATIONAL ASSOCIATION  
(NORTH WALES)

Given at Companies House, Cardiff, the 3rd April 2003



\*C002263362\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B



## THE ANNUAL GENERAL MEETING

503585/10

### Minutes of the 75th meeting of the Association held on Friday 13<sup>th</sup> December 2002 2.30 pm at Coleg Harlech<sup>1</sup>

- 1.1 **Present** : Mr Jonathan Parry (Chair), Mr John T.Davies, Mr Hywel G. Evans, Cllr Jim Kirkwood, Mr Martin Hughes, Ms Annie O'Brien (Clerk), Mr Graham Price, Mr David Sullivan, Cllr Ernie Watkins, Ms Annie Williams (Principal).
- 1.2 **In attendance**: Mr Terry Weston, Mr Huw Williams.
- 1.3 **Apologies** for absence were received from : Cllr Charles Henrywood, Mr Richard Morgan, Mrs Sarah P. Morris-Jones, Dr. Glyn O. Phillips, Cllr J. Pitt, Mr Emrys Wynn Jones.
- 1.4 The Chair welcomed members and thanked particularly the many who had made a long journey to attend.
- 1.5 As ten members attended and the quorum was seven, the meeting was quorate.
2. **Declarations of interest**  
There were no declarations of interest.
3. **Minutes**  
The Minutes of the 74<sup>th</sup> Annual General Meeting of the 14<sup>th</sup> December 2001 were approved as a true and accurate record to be signed by the Chair .
4. **Correspondence**  
Copies of a letter received from Mr Emrys Wynn Jones were distributed. This raised points relating to the proposals for constitutional review. It was discussed under item 9.
5. **Final Resolution of the Court**
  - 5.1 The Annual General Meeting received the final resolution of the Court and formally adopted it :
  - 5.2 "That the Council continues to be the Governing Body of the College, as required by its designation under the Further and Higher Education Acts, and with its members being Directors under the terms of the Companies Acts.
  - 5.3 That the Annual General Meeting become a more open, representative consultative body, with some equivalence to the WEA's Branches and to shareholders and stakeholders in a company. This to be achieved by removing the limit on membership to 100, and extending its current membership through wide invitation.
  - 5.4 That the Court should cease to meet after its December 2001 planned meeting, with any members who are not already members of the Institution / AGM being invited to continue their support for the College as members of that body.

- 5.5 That the current members of the Court should continue or extend in office until the constitution was revised.
- 5.6 That a change to the Constitution of Coleg Harlech WEA(N) accordingly should be developed as soon as possible.”
- 5.7 The Annual General Meeting was informed of the resolutions of the Governing Body that morning :
- 5.8 “That, in accordance with the final resolution of the Court, the Governing Body should approve the membership of the Association of any former member of the Court who is not already a member of the Association.
- 5.9 That, in recognition of their services to the Association as a member of the Court, the subscriptions of any such former Court members should be waived.”

## **6. Annual Report**

- 6.1 The Annual Report for 2001-2 was received.
- 6.2 Cllr Ernie Watkins asked about residential student representation from South Wales since the merger. The Principal, Annie Williams responded that there had been a marked reduction in residential students from South Wales in the last 10 years, and that there had been no change since the merger, she felt that the reduction was part of the general downturn.
- 6.3 Cllr Watkins also asked how an all Wales dimension was assisted by having two separate WEA organisations. Annie Williams responded that there were no plans for merger at the present time and that it could only be brought about by impetus two Councils. She pointed however, to joint projects between the north and the south and a keenness to work collaboratively. Graham Price, representing WEA(S) stated that the issue of possible collaboration or merger had been a possibility since separation from WEA(National) in 1973. He highlighted the certainty of continuing collaboration.
- 6.4 Cllr Watkins urged that there should be active consideration of merger between the two Welsh WEA organisations because of the increased opportunities this would bring. He proposed the consideration of a resolution, but was advised that a resolution required notice to the full membership in advance of a meeting.
- 6.5 A recommendation for a definitive move to the amalgamation of WEA(N) and WEA(S) was passed by the members with 5 votes for and 0 against.
- 6.6 In response to the request from the last meeting for an analysis of reasons why students had left, the Clerk responded that this had been prepared, and that she would send copies to all members with the minutes of the meeting. **AO'B**
- 6.7 The Annual Report was accepted and approved, without dissent, by the members.

## **7. Financial Statements**

- 7.1 The Financial Statements for Coleg Harlech for the year 1<sup>st</sup> August 2001 to 31 July 2002 were received.
- 7.2 Martin Hughes, Director of Finance & Administration, tabled a report on Final Adjustments to the Accounts. He explained that ELWa had only been able to confirm recruitment and clawback subsequent to the preparation of the accounts and statements and that this had, fortunately resulted in an increase in grant income.

- 7.3 As a result of this the deficit had reduced from £ 180k to £122k. It was noted that a deficit of £ 110k had been forecast. The deficit resulted from clawback of funds by the funding body ELWa as a result of lower recruitment than targeted on the residential courses at Harlech.
- 7.4 Mr Hughes drew the attention of the members to a number of pages in the accounts. He explained that due to the merger the prior year figures in the accounts for 2001 only covered Coleg Harlech and not WEA(N), as Coleg Harlech had been the continuing legal entity. He also highlighted estate improvements including : the acquisition of new fixed assets in Bryn Menai and the disposal of the Rhoslas building, which it replaced; the refurbishment of Bryn Menai and conversion of Crown Lodge to en suite accommodation. He also pointed out that the private endowments had grown to a value of £1.9 million.
- 7.5 Members requested further information on what had gone wrong with recruitment. The Principal explained that decline in residential provision had been a UK trend for many years, and that targets had been set for Coleg Harlech in 2001-2 which were not met, this was further compounded by drop-out. While in previous years high recruitment on community courses run by the WEA had offset the targets not reached in Coleg Harlech, this was no longer possible. High drop-out had compounded the difficulties. Annie Williams stated that a Recovery Group of the Senior Management Team and a Governor had met and was to meet again in January to consider detailed proposals for the avoidance of a deficit in 2002-3. The Principal recognised the difficulties involved for Harlech staff, but also the dangers inherent in continuing subsidy and under investment in the community. Strategic planning was required to re-organise budgets from the current 50:50 split to re-distribute resources to more closely match the relative sizes of provision and student numbers.
- 7.6 The Members **resolved** : to receive and approve the Annual Accounts and Financial Statements, subject to the adjustments to bring into account the new information from ELWa on clawback and recruitment units. MH

## **8. Appointment of External Auditors**


- 8.1 The appointment of McIntock and Partners as the External Auditors for 2002-3 was approved.

## **9. Constitutional Review**

- 9.1 Members considered the report of the Working Party on this. They also considered the report on the comments of the National Assembly's Officers, which was tabled as the comments had only been received within the last week.
- 9.2 There was discussion on the issues of : student membership of the Association, the publication of minutes and papers, and sending out of the accounts to members.
- 9.3 The points raised by Emrys Wynn Jones in his correspondence were also addressed and discussed. All the constitutional recommendations made by Mr Wynn Jones had been incorporated, unless specifically precluded by the National Assembly. Three other non-constitutional issues had been given favourable consideration by the Governing Body.
- 9.4 The Clerk gave an assurance that all the recommendations made by the National Assembly for Wales had been included in the tabled report.

- 9.5 Members welcomed the opportunity to deal with some of the issues raised through a revision in Standing Orders rather than needing to include them in the Constitution.
- 9.6 The members approved the recommendations of the Working Group and approved the recommendations in the report tabled :
- 1) Approving the amendments suggested and withdrawing the proposals with which the Assembly's Officers disagreed, as indicated in the report.
  - 2) Adopting the recommendation of Welsh Assembly Government Officers that specialist legal advice and consultation with the Charity Commission and Companies House should now be undertaken.
  - 3) That the Clerk should redraft the proposals accordingly, and also draft amendments to the constitutional documents, these documents to be approved by the Working Group. **AO'B**
  - 4) That the revised proposals be then sent to the Charity Commission and Companies House and the National Assembly's Officers for consideration by the Minister and any changes required be incorporated in the proposals. **AO'B**
  - 5) That the finalised proposals and draft revised constitutional documents be presented to the Governing Body and members for approval, if possible, on the 7th March, 2003, convening an Extraordinary General Meeting on that date, to co-incide with the next Governing Body meeting. **AO'B**
  - 6) That, in order to reduce the volume of papers and expenditure on postage, all members should receive a summarised set of accounts (including the income and expenditure accounts, balance sheet and cashflow statement) rather than the full Financial Statements, together with the Annual Report, in the notice of the Annual General Meeting. Members would, however, immediately be sent a copy of the full Financial Statements on request. This proposal requires a formal resolution, with 3 weeks notice, in order to action it; include in agenda for proposed Extraordinary General Meeting. **AO'B**

#### **10. Special Resolution on change of name :**

- 10.1 The background to this was explained as being that the Association wished to register its full Welsh and English title. This would allow it to be abbreviated as usual, but without this change it was not possible to use the full text, but only the abbreviation, of the Workers' Educational Association (North Wales) as part of the company name. This required a special resolution of 75% of the members present.
- 10.2 There being 8 votes for the special resolution, it was passed :
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#### **11. Any Other Business**

- 11.1 The Principal, Annie Williams stated that she hoped that in the future it an event would be planned for the same day as the Annual General Meeting to encourage greater attendance.
- 11.2 The Chair closed the meeting at 3.30 pm., commenting that he welcomed the stimulating discussion on all items, which had made it the most active Annual General Meeting he had

had the pleasure of attending. He hoped this would continue and grow as the membership of the Association was widened following constitutional review.

Approved ..... Date .....  
Chair of Meeting

<sup>1</sup> Note that these minutes are draft until approved by the next meeting of the members and signed as such by the Chair.

**Distribution :**

*Members* : All members of the Association

*Attendees* : Terry Weston, Huw Williams

Principal's Assistant (for file and public copy, when approved)

**Copies for information :**

Members of the Governing Body who are not members of the Association : Ann Allman, Gareth Evans, Joe Griffiths, Lynda Jones, Matthew Jones, Trefor M Owen, Carrie Pester, Ian Rees, Peter Williams