

BIRSE COMMUNITY TRUST

Minutes of Sixteenth Annual General Meeting

4th June 2014

Finzean Hall

Ordinary Members Present: *Clare Barraclough, Ross Barraclough, Doug Boyle, Robin Callander, Paul Chapman, David Cochran, Bill Davidson, Dorothy Dinnie (Birsebeg), Robert Dinnie, Abbie Duthie, Michael Eke, Alison Farquharson, Catriona Farquharson, Ellie Flather, Ann Fletcher, Nikki Forbes, David Gibbon, Jean Haslam, David Hector, Ian Hector, John Hector, Wendy Hector, Diana Hogarth, Jonathan Kitching, Sian Loftus, Jean McLeod, Rick Paul, Alastair Pout, Alastair Rose, Tom Scriven, Allan Shand, Donald Silcock, Anne Silcock, Morag Thomson, Jane Winton, David Younie (36)*

Others Present: *Maddie Silcock (1)*

Apologies from Ordinary Members: *David Bracegirdle, Liz Bracegirdle, Jacqui Chapman, Margaret Chapman, Rex Chapman, Deborah Dinnie, Hazel Dinnie, Robert F Dinnie, Jenni Eke, Andrew Farquharson, Angus Farquharson, Donald Farquharson, Kate Farquharson, Hamish Forbes, John Forster, Sandra Forster, Guy Haslam, Dave Latham, Ean McLeod, Anne Paul, Elspeth Prestige, Elizabeth Rose, Mel Shand, Anita van der Wal, David Winton, Gareth Wright, Richard Wright, Samantha Wright (28)*

Apologies from Others: *Malcolm Nicol, J and H Mitchell WS, Colin Liddell, Councillor Linda Clark (4)*

1. **Welcome and Apologies.**

On behalf of the Board, the Chair of BCT's Trustees, Jean McLeod, welcomed everyone to BCT's 16th Annual General Meeting and noted the apologies received.

2. **Minutes of Last Annual General Meeting.**

Jean McLeod asked for approval of the Minutes of BCT's 15th AGM on 22nd May 2013, these having previously been made available. Approval was proposed by Paul Chapman and seconded by Allan Shand.

3. **Matters Arising.**

Jean McLeod explained that, while BCT had said at last year's AGM that it would be consulting on its next three year Strategic Plan before the end of 2013, this consultation is now due to happen in 2014. It was confirmed that there were no other matters arising.

4. **Special Resolution to amend Articles 4 and 10 of the Trust's Memorandum & Articles of Association (as incorporated on 26th August 1998 and as amended on 18th April 2001, 23rd June 2004, 11th May 2005 and 19th May 2010).**

Trustee Jonathan Kitchen noted that there was an explanation of the Special Resolutions on BCT's website and introduced Robin Callander to explain the purpose of the proposed amendments to Articles 4 and 10. He explained that they would correct an inconsistency in BCT's constitution by setting out how an Ordinary Member can resign from BCT, as there is currently only a provision within the Articles by which an Associate Member can resign from BCT. The Special Resolution was then approved unanimously by a show of hands.

5. **Special Resolution to amend Articles 33, 34(a) and 35(a) of the Trust's said Memorandum & Articles of Association.**

Jonathan Kitchen asked Robin Callander to explain the purpose of the proposed amendments to Articles 33, 34(a) and 35(a). Robin Callander noted that these amendments were intended to strengthen BCT's Board of Trustees. He explained that the amendments to Articles 33 and 34(a) would increase the number of Trustees that the membership may elect to the Board from the current five to the proposed seven, with the maximum possible number of Trustees therefore increasing to nine Trustees. He also explained that the amendment to Article 35(a) was to clarify that if there were an existing vacancy for a Trustee to be elected immediately prior to an AGM, and no Trustee were due to retire on rotation or for any other reason, then no Trustee would be required to resign. From

the floor, Michael Eke asked whether nine Trustees were sufficient. Robin Callander responded that nine was a sensible step forward, and that a further increase could be considered at a future date if that seemed prudent. Donald Silcock asked whether Trustees must be from the parish. Robin Callander confirmed that elected Trustees must be Ordinary Members on the Electoral Register for the parish, while noting that the Trustees could also co-opt up to two Trustees who did not need to be local Members. The Special Resolution was then approved unanimously by a show of hands.

6. Trustees' Report for the Year to 31st December 2013.

Trustee Doug Boyle introduced the Trustees' Report explaining the three parts of the Report as printed in BCT's Annual Report to members. The Report was approved unanimously by a show of hands.

7. Election of Trustees.

Doug Boyle explained that for the first time in BCT's history, there had been no nominations for new Trustees and that therefore there was no formal business under this item.

8. Approval of the Accounts for the Year to 31st December 2013.

Doug Boyle introduced the Annual Accounts as published in BCT's Annual Report to members. He noted in particular a major improvement in BCT's financial position resulting from donations from BTCo following the felling of two stands of trees in Slewdrum. He also noted the significant savings in producing BCT's Annual Accounts with BCT's new accountants. From the floor, Michael Eke asked how the Trustees proposed to invest the donations now in BCT's new Endowment Fund. Robin Callander answered that BCT will be liaising with Colin Liddell, the Trust's solicitor, to agree the best form of investment. He also noted that the Policy Statement governing the operation of Endowment Fund would be posted on BCT's website after the AGM. The Annual Accounts were then approved unanimously by a show of hands.

9. Appointment of Independent Financial Examiner.

Trustee Doug Boyle asked the members present for approval for the Board to re-appoint Bain Henry Reid as the Trust's independent financial examiners. This was approved unanimously by a show of hands.

10. Fixing of Annual Subscription for Associate Members.

Jean McLeod explained that it was recommended by the Trustees that the Annual Subscription for Associate Members should remain unchanged at £20 (UK) and £25 (Overseas). This was approved unanimously by a show of hands.

11. Appointment of Patron.

Jean McLeod reported that the Trustees had re-appointed Robert Dinnie for a further three year term as Patron. She asked those present to join with her in applauding both Robert Dinnie's re-appointment and his longstanding contribution to BCT.

There being no further business, Jean McLeod ended the formal business of the meeting and thanked all present for attending.

There followed a presentation by Robin Callander entitled 'BCT: the first 15 years and beyond' and discussion session. There was then a performance of Highland Dancing by Abbie Duthie, Nikki Forbes and Maddie Silcock. There were refreshments afterwards courtesy of Dorothy Dinnie (Birsebeg).