

BIRSE COMMUNITY TRUST

Minutes of Seventeenth Annual General Meeting

12th May 2015

Finzean Hall

Ordinary Members Present: Aidan Bell, Alison Bell, Alan Bennett, Doug Boyle, Robin Callander, Jacqui Chapman, Margaret Chapman, Paul Chapman, Billy Christie, Carolyn Christie, Maree Christie, Louise Counsell, Dorothy Dinnie (Birsebeg), Robert Dinnie, Alison Farquharson, Catriona Farquharson, Ellie Flather, Ann Fletcher, John Forbes, Brian Goodall, Cecilia Grant, Doug Gray, Guy Haslam, Jean Haslam, David Hector, Ian Hector, John Hector, Kerry Hector, Helen Jackson, Jonathan Kitching, Andrea Littlejohn, Jean McLeod, Julie Nicol, Rick Paul, Richard Rogers, Alastair Rose, Allan Shand, Mel Shand, Anita Stutter, Paul Tanner, Mark White, Jane Winton, Andrew Wright, Sarah Wright (44)

Others Present: Catriona Chapman, Abbie Christie, Gemma Christie, Taryn Fletcher, Lauren White, Megan White (6)

Apologies from Ordinary Members: Clare Barraclough, Ross Barraclough, Jane Bennett, Rex Chapman, Andrew Counsell, Deborah Dinnie, Dorothy Dinnie (Marywell), Gavin Dinnie, Gordon Dinnie, Hazel Dinnie, Robert F Dinnie, Sally Duthie, Scott Duthie, Allan McConnach, Jill McConnach, Andrew Farquharson, Angus Farquharson, Donald Farquharson, Sandra Forster, Jim Gordon, Diana Hogarth, Peter Jackson, Ean McLeod, Anne Paul, Elspeth Prestige, Chris Rogers, Elizabeth Rose, Donald Silcock, Ann Silcock, David Winton, Gareth Wright, Malcolm Wright, Richard Wright, Samantha Wright (34)

Apologies from Associate Members: Prue King (1)

1. **Welcome and Apologies.**

On behalf of the Board, the Chair of BCT's Trustees, Jean McLeod, welcomed everyone to BCT's 17th Annual General Meeting and introduced the other Trustees.

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

Jean McLeod asked for approval of the Minutes of BCT's 16th AGM on 4th June 2014, these having been made available. Approval was proposed by Paul Chapman and seconded by Allan Shand.

3. **Matters Arising.**

Jean McLeod explained that BCT's existing Strategic Plan has been extended for a further year so it will have covered a five year period until the end of 2015, when it will be succeeded by a new 5 year Strategic Plan. It was confirmed that there were no other Matters Arising.

4. **Trustees' Report for the Year to 31st December 2014.**

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

5. **Approval of the Accounts for the Year to 31st December 2014.**

Doug Boyle introduced the Annual Accounts as printed in BCT's Annual Report. He apologised for a number of mistakes on page 16 of the Report and drew attention to the amended version which had been distributed at the meeting, and noted that the copy of the Report on BCT's website had been corrected. He referred to the results in the Accounts and noted that, while BCT had made a small net loss over the year, it had achieved a great deal during the year and maintained the level of its reserves. Trustees and other members present disagreed with the view expressed by Doug Gray that BCT's management costs had been excessive for many years. Following other questions, the Annual Accounts were approved by a clear majority on a show of hands with one vote against.

6. **Election of Trustees**

Doug Boyle explained that one nomination had been received for the three vacancies on the Board. He confirmed that the nominee, Mark White, was therefore duly elected unopposed as a Trustee. He also reported that the nomination form for the existing co-opted Trustee, John Hector, had not been received in time and that it is anticipated that he will be co-opted again for the coming year.

7. Special Resolution to amend Articles 3 – 11 inclusive, 15, 45, 46 and 69 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, 19th May 2010 and 4th June 2014).

Trustee Jonathan Kitchen noted that the wording for the proposed amendments was in the Annex forming part of the Agenda and that a paper explaining the Special Resolution which was sent out with the Notice for AGM, had also been on BCT's website. He explained that proposed amendments to Articles 3-11 and each of the other Articles would be introduced in turn by Robin Callander and then each would be voted on in turn.

With Articles 3-11, it was explained that BCT needs to change its membership arrangements to ensure that BCT fully complies with Company Law. It was noted that the proposed changes will mean that, whilst everyone on the Electoral Register for the parish will still be eligible to be an Ordinary Member of BCT, each individual will need to sign a form to agree to become an Ordinary Member. Following questions, this part of the Special Resolution was then approved unanimously by a show of hands for and against.

With Article 15, it was explained that the proposed amendment was to ensure that Notice of BCT's AGMs will still be sent to every household in Birse parish on the Electoral Register. It was noted that the changes to Articles 3-11 will mean, however, that only the individuals who have become an Ordinary Member of BCT will be able to vote at BCT AGMs. Following questions, this part of the Special Resolution was then approved unanimously by a show of hands for and against.

With Article 45, it was explained that the proposed amendment was to enable a co-opted Trustee to count as part of the required quorum of three Trustees for a Board decision, if the other two are elected Trustees. It was noted that under Article 36, co-opted Trustees are entitled to participate fully in and vote at the Board they attend. The merits of the change were questioned and in a vote on the proposed amendment by a show of hands, 25 members were in favour and 8 against. While the vote just fulfilled the requirement for three-fourths or more of the members present and voting to approve the amendment to make the change, the Trustees decided with the consent of the meeting to withdraw the proposed amendment.

With Article 46 and Article 69, it was explained that the proposed amendments to insert "not less than" before "three-fourths" in each Article, was to provide greater legal clarity over the size of the majority needed in each Article. A separate vote was taken for the amendment of each Article and each was approved unanimously by a show of hands for and against.

8. Appointment of Independent Financial Examiner.

Jean McLeod asked the members present for approval for the Board to re-appoint Bain Henry Reid as the Trust's independent financial examiners for a further year. This was approved unanimously.

9. Fixing of Annual Subscription for Associate Members.

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

There being no further formal business, Jean McLeod concluded the AGM

The AGM was followed by a discussion session for any other questions about BCT and its operations. In response to a question about BCT's finances if grants were no longer available, it was explained that BCT is in a relatively resilient position because of its potential timber income. It was also confirmed that BCT's planned management of its potential timber income would be covered in its next Strategic Plan. Responding to a request that BCT should re-consider continuing to fly the saltire at Finzean Old School given the current political climate, Trustees agreed to discuss this again.

The discussion was followed by Louise Counsell and three young local musicians playing local tunes. Afterwards, there were refreshments courtesy of Dorothy Dinnie (Birsebeg).