



Stronsay Development Trust

Company Number SC271553

A Scottish Charity, Charity Number SC038888

ANNUAL GENERAL MEETING

Thursday 26 October 2017 in Stronsay Community Centre

DRAFT MINUTES

MEMBERS PRESENT

Julie Andrew
Duncan Bliss-Davis
Mark Boler
David Bowen
Carole Cotterill
Brian Crowe
Susanne Davidson
Jean de la Mothe
Elsie Dennison
Mike Erdman
Viv Erdman
Geoffrey Facey
Stephen Haskins

Sharon Haskins
Simone Kirk
Leo Martini-Brown
Roger Neville-Smith
Donald Peace
Richard Seeber
Andrew Whiteman
Shirley Whiteman
Laura Wood

IN ATTENDANCE

Ruth Bowen
Steven Sinclair (Accountant)
Marion Miller

Suzanne Clements (Co Sec)
Cllr Stephen Clackson

INTRODUCTION

Apologies:
Cllr Kevin Woodbridge
Cllr Graham Sinclair
James Davidson

Alan Strong
Ian Cooper
Arna Cooper

Welcome by Chair:

The Chair welcomed everyone, and gave a special welcome to Steven Sinclair from Orcadia Accountancy, and Councillor Clackson.

The Chair welcomed the new Community Development Officer Anna Bliss-Davis to the Trust.

She also welcomed new members to the Trust as follows:

Maxine Piper, Jean-Ann Witcher, Stephen Witcher, Louise Wood, Laura Wood, Stephen Haskins, Sharon Haskins, Jean de la Mothe, Duncan Bliss-Davis, Alan Strong and Richard Seeber.

The Chair advised that questions should be put through the Chair and that all questions from the floor which cannot be answered tonight will be referred to the next full Board Meeting.

The Chair then gave a brief overview of the Agenda for the evening.

APPROVAL OF THE AGM MINUTES OF 22 September 2016.

RESOLVED

David Bowen proposed, Viv Erdman seconded. Leo Martini Brown abstained from the vote. All other members were in favour.

The minutes were approved.

ADOPTION OF THE ANNUAL REPORT

The Chair introduced the Annual Report briefly and invited questions or comments. There were none.

RESOLVED

Shirley Whiteman proposed, Duncan Bliss-Davis seconded. All members present were in favour.

The annual report was adopted.

ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31st AUGUST 2016

The Chair introduced Steven Sinclair who provided an overview of the accounts, concluding that the Trust's finances were in a good position at the end of the period, and inviting questions or comments. There were none.

ADOPTION OF THE ACCOUNTS AND REPORT OF THE EXAMINERS FOR THE YEAR ENDED 31st AUGUST 2015

RESOLVED

Leo Martini-Brown proposed, Stephen Haskins seconded. Brian Crowe abstained from the vote. All other members were in favour.

The annual accounts were adopted.

APPOINTMENT OF ORCADIA, CHARTERED ACCOUNTANTS FOR THE FINANCIAL YEAR 2016/17

The Board recommended that Orcadia Chartered Accountants be appointed as the Trust's accountant for the coming financial year.

RESOLVED

Simone Kirk proposed, Mike Erdman seconded, all in favour.

Orcadia were re-appointed.

SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION OF STRONSAY DEVELOPMENT TRUST

The Chair explained that the proposal was to amend the procedure for voting Directors onto the Board of Stronsay Development Trust. A copy of the proposed amendments had been sent to every member in advance of the meeting.

Voting on the special resolution would be conducted by secret ballot.

The Chair asked if anyone would like the proposal read out in full and Brian Crowe said he would.

Roger Neville-Smith asked that the changes be explained rather than just read out.

There was agreement from the floor that an explanation was what was needed rather than it being read out.

The Chair explained the proposal.

The Chair explained that, under the existing articles, members have the option of voting against a candidate.

In the present circumstances, where there were fewer candidates than vacancies, under the existing articles a secret ballot would be conducted to elect the new Board and a candidate would only become a Director if they

received a minimum of 51 per cent of votes in their favour as compared with the total number of votes cast in relation to that candidate.

Under the new proposed articles, the option to vote against a candidate is removed, and given that there are fewer candidates than vacancies, all candidates will be taken to be elected as Directors, so there will be no need to hold a ballot to elect the Board.

The Company Secretary told members that a copy of the existing articles and the proposed amendments were available at the front of the room if anyone wished to read them.

Members had received ballot papers for the special resolution and the ballot was then carried out.

When all members had voted, Councillor Clackson counted the votes.

The Company Secretary gave the results. There were 22 members present and 4 proxy votes. There had been 17 votes in favour of passing the special resolution, and 9 votes against.

The Company Secretary explained that, under article 71 of the Trust's articles of association, a special resolution could only be passed if 75% or more of the votes cast were in favour. This 75% majority had not been achieved and therefore the resolution could not be passed and the existing articles of association would be retained.

The Chair explained that the legal work had already been carried out and paid for to produce the draft revised articles, therefore if the members decided at a future AGM that they wished to reconsider the matter, they could do so without incurring extra cost.

The proposed special resolution was not passed.

ELECTION OF THE DIRECTORS TO THE BOARD OF STRONSAY DEVELOPMENT TRUST

The Chair thanked all the Directors who had served the Trust during the past year.

The Company Secretary asked members to bring their voting slips to collect ballot papers for the election of Directors. Brief biographies of the nominees had been made available to those who wished to read them.

Members used their ballot papers and placed them in the box provided.

Standing for election or re-election this year were:

Richard Seeber
Mike Erdman
Kevin Kent
Stephen Haskins
Leo Martini-Brown
Susanne Davidson
Brian Crowe
Duncan Bliss-Davis
James Davidson
Alan Strong

Steven Sinclair and Councillor Clackson counted the votes.

REFRESHMENTS

Tea, coffee, sandwiches and fancies were kindly provided by Anne-Maree.

A presentation of flowers was made to Carole Cotterill who was standing down as Chair after long service to the Trust. All members present showed their appreciation with applause for Carol's hard work and dedication.

RESULT OF THE ELECTION OF DIRECTORS

The Company Secretary announced the full results of the vote, explaining that under article 84.4 of the articles of association, only candidates receiving in excess of 51% of votes in their favour as compared with the total number of votes cast for that candidate, could be taken to be elected as Directors.

RESOLVED

The following directors received the requisite number of 'yes' votes and were therefore elected to the Board:

Richard Seeber
Mike Erdman
Kevin Kent
Stephen Haskins
Susanne Davidson
Duncan Bliss-Davis
James Davidson
Alan Strong

The Company Secretary thanked all nominees for coming forward.

There were 26 votes, 4 of which were by proxy on behalf of:
Tracy Boler, Arna Cooper, Ian Cooper, James Davidson.

The meeting closed at 10pm.

A Company Limited by Guarantee, Registered in Scotland. Company Number SC271553
A Scottish Charity SC038888 Registered Office: Unit 1, Wood's Yard, Stronsay, Orkney KW17 2AR

