

Stronsay Development Trust

Company Number SC271553
A Scottish Charity, Charity Number SC038888

ANNUAL GENERAL MEETING

Wednesday 24 April 2013 at the Community Centre 7.30 pm

MINUTES

PRESENT MEMBERS

Paul Riley (Chair)

Mark Boler

Tracey Boler

Eunice Bourn-Fernley

David Bourn-Ferley

Arna Cooper

Ian Cooper

Carole Cotterill

Brian Crowe

Margaret Crowe

Jean de la Mothe

Raymond Dennison

Juliette Durrant

Nigel Durrant

Clifford Edwards

Mike Erdman

Viv Erdman

Paul Glaze

Wanda Glaze

Nina Gleed (Director)

Cora Goodram (Director)

Rhoda Goodram

Roy Goodram

Shirley Grummit

Michael Holland

Wilma Holland

Leonardo Martini-Brown

Colin McAlpine

Gary Middleton

Adrian Miller

Roger Neville-Smith (Director)

Dianne Riley-Moore

Andrew Rose

Richard Scanlan

Alan Smith

Gaynor Smith

Valerie Stone-Lucas

Stephen Weaver (Director)

Yvonne Weaver (Director)

Maurice Williamson

IN ATTENDANCE

Lisa De Geer (Company Secretary, SDT)

Ruth Bowen

David Bowen

John Chalmers

Stephen Clackson (Orkney Island Council Councillor)

Julia Crocker (Admin and Finance Support Officer, SDT)

Jacqueline Dennison (Community Development Officer, SDT)

Mark Hull (Community Energy Scotland)

Simone Kirk

Alan Long (Accountant, the Long Partnership)

Alex MacLean

Marion Miller (Youth Greenhouse Project Worker, SDT)

Vicky Simpson

Graham Sinclair (Orkney Island Council Councillor)

Anthony Withers (Project Officer, SDT)

1. INTRODUCTION

(i) Apologies

Gail Anderson, Voluntary Action Orkney
David Knight, Big Lottery Fund
Carol Lock, Chair Hoy Development Trust
Liam McArthur MSP
Meghan McEwan, Voluntary Action Orkney
Sandra Towrie, Chair Sanday Development Trust

(ii) Welcome by Chair

The Chair gave a special welcome to the guests Alan Long, accountant from the Long Partnership, Graham Sinclair and Dr Stephen Clackson, councillors at Orkeny Island Council, and Mark Hull from Community Energy Scotland.

The Chair informed the members that at it was an AGM, he would have to adhere strictly to the agenda and all questions were to be put through the chair.

Questions that cannot be answered during that AGM will be noted and deferred to a later Board meeting. Answers will be made in a letter direct to the enquirer or via the Limpet as appropriate.

NOTED

The Board has taken seriously the various points raised, in correspondence, by certain members and has sought legal advice on these queries so as to ensure that the board is acting in compliance with its articles, with company law and with charity law and in the best interests of the company.

The Trust has sought advice from Burness Paull and Williamson LLP who are company/charity law experts. They have advised on the proposed changes to the articles and also the process to be followed at the AGM.

As solicitors (with significant experience in the community development trust field), Burness consider the level of queries raised to the Stronsay Development Trust to be far in excess of what is normal.

Whilst the Board recognises the importance of responding to member queries, there needs to be a balance between accountability to the membership and carrying out the charity's core business.

Burness considers that to date, staff and director time in responding to these queries has been disproportionate and is now diverting the staff and Board from acting in the best interests of the charity and enabling them to focus on core business

The cost for solicitors, extra staff time etc is at the moment well in excess of £6000.

(iii) Approval of Minutes of the last AGM 8 May 2012

NOTED

The chair invited questions and asked if the meeting would propose that the minutes of the last AGM were accurate.

Leonardo Martini-Brown asked for the minutes to be considered first as a matter of accuracy and then as matters arising. The Chair declined the suggestion and a discussion about the agenda followed.

RESOLVED

Roger Neville-Smith proposed and Juliette Durrant seconded. Seven members were in favour, no one against, three members abstained from voting and the minutes were formally approved.

2. ADOPTION OF THE ANNUAL REPORT

NOTED

The Chair introduced the annual report briefly and invited questions / comments.

Carole Cotterill raised the question whether the cost for the Enterprise Zone project had changed with the purchase of the Lobster Ponds and the consequent change of plans to use the existing building for the business units. It was confirmed that the change of plans had in fact incurred a cost saving.

Carole Cotterill asked why the community had not been consulted about the possible use of the Lobster Ponds. The Chair referred to the cost of consultation and the fact that the Board was already acting on behalf of the members in accordance with the Development Plan.

RESOLVED

Mike Erdman proposed and Stephen Weaver seconded. Sixteen members were in favour, no one against, five members abstained from voting and the Annual Report was adopted.

3. ANNUAL ACCOUNTS

(i) Report of the examiners for the year ended 31 August 2012.

NOTED

The Chair noted that the full accounts had been sent to every member. He welcomed Alan Long, accountant from the Long Partnership and thanked him for coming out to Stronsay once again to explain the accounts.

Alan Long gave an overview of the accounts for the year ending 31 August 2012 and invited questions.

It was confirmed that the rent in the accounts for the subsidiary, Stronsay Renewable Energy Ltd, went towards the land owner of the turbine site.

(ii) Adoption of the accounts and the report of the examiners for the year ended 31 August 2012.

RESOLVED

Acceptance of the accounts was proposed by Viv Erdman and seconded by Nigel Durrant. All members were in favour and the accounts were adopted.

(iii) *Re-appointment of The Long Partnership, Chartered Accountants of Kirkwall, as accountants for the Trust.*

NOTED

The Board recommended that the Trust re-appoints the Long Partnership, Chartered accountants of Kirkwall, as independent examiner for the next financial year.

RESOLVED

Nigel Durrant proposed and Mike Erdman seconded. All were in favour and the motion was carried.

(iv) *Distribution of Annual Accounts*

NOTED

According to Companies Act 2006, the Trust needs to send a copy of the full accounts to every member.

RESOLVED

Paul Glaze proposed, Andrew Rose seconded, all were in favour and the members approved for the full accounts to be sent by email to the members when possible.

4. AMENDMENTS OF THE MEMORADUM AND ARTICLES OF ASSOCIATION

NOTED

The members were asked to consider the special resolution that had been given in a special notice with the AGM invitation:

“That the regulations set out in the document tabled at the meeting and (for the purpose of identification) signed by the chairperson of the meeting, be adopted as the Company’s articles of association in substitution for, and to the exclusion of, the existing articles of association (including, for the avoidance of doubt, those provisions of the Company’s memorandum of association which are treated, under the Companies Act 2006, as provisions of the Company’s existing articles of association).”

The Chair gave a summary of the proposed amendments which was an overall update of what was legally required for the articles to be in accordance with Companies Act 2006.

VOTE OF THE SPECIAL RESOLUTION

NOTED

The Board recommended that the members pass the special resolution in order to have articles that comply with current legislation.

The Chair informed the members that if there were items in the new articles that the members would wish to change, Burness, Paull and Williamson LLP recommends that the members pass this resolution and change any such items at the next AGM or at an EGM.

The Chair read the special resolution and held up a copy of the draft Articles of Association.

The members voted by means of secret ballot papers that were counted by Mark Hull and Alan Long.

RESOLVED

34 members voted against the special resolution, 19 members voted for, there were no abstentions or spoilt votes and the special resolution was therefore not passed.

5. MEMBER'S MOTION FOR CHANGE OF THE CORRESPONDENCE POLICY

NOTED

Member Colin McAlpine has asked for a change in the correspondence policy to be brought up at the AGM;

“All correspondence addressed to Stronsay Development Trust, be it to any employee or Director, must be acknowledged within five working days of its receipt. If a detailed reply is called for this must be given within fifteen working days after an acknowledgement has been issued. If this is not possible, a written explanation for the delay must be forwarded within the same time constraint.”

The Chair informed the members that this type of decision is usually taken at a board level.

The board recommends that this motion is not passed with the following comments:

- a) Having monthly meetings does not allow for this time scale.
- b) The aim of acknowledging correspondence within 5 working days of its receipt is agreed. The acknowledgement should include when the item is likely to be brought up by the board etc.
- c) The board aims that a detailed reply should be sent within 5 working days after the board meeting where the item was discussed.
- d) A summary of the correspondence policy will be published in the Limpet and on the website.

RESOLVED

Colin McAlpine proposed, Paul Glaze seconded, the motion was passed by raise of hands with 21 votes in favour and 16 against. There were no abstentions.

6. THE ELECTION OF DIRECTORS TO THE BOARD OF THE TRUST

NOTED

The Chair thanked all Directors who had been serving the Trust during the year and asked the Company Secretary to explain the voting process.

The Company Secretary explained that there were seven vacancies for Directors and that each member had eight votes, although not all votes had to be used.

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

The Company Secretary and Mark Hull counted the votes.

Standing for re-election this year were:

- Nina Gleed
- Cora Goodram

There were also six nominees:

- Carole Cotterill
- Raymond Dennison
- Christopher Evans
- Paul Glaze
- Leo Martini-Brown
- Valerie Stone-Lucas

7. REFRESHMENTS

Tea and cakes were supplied by Ann-Maree Carter to her usual high standard.

8. RESULT OF THE ELECTION OF DIRECTORS

RESOLVED

The Chair thanked the members for voting and announced that the votes had been counted and that seven Directors had been elected. These were Carole Cotterill, Raymond Dennison, Christopher Evans, Paul Glaze, Cora Goodram, Leo Martini-Brown and Valerie Stone-Lucas.

NOTED

The Chair read out the number of votes of a total of 55 for the nominees were as follows:

- Carole Cotterill – 32 votes
- Raymond Dennison – 53 votes
- Christopher Evans – 33 votes
- Paul Glaze – 31 votes
- Nina Gleed – 16 votes
- Cora Goodram – 29 votes
- Leo Martini-Brown – 28 votes
- Valerie Stone-Lucas – 19 votes

Close of Meeting 10.15

*LDG
April, 2013*