

Culbokie Community Trust Limited

Minutes of the Annual General Meeting held in Findon Hall, Culbokie at 7pm on Monday 11th November, 2019.

Welcome: Richard Fyfe, CCT Chairperson, welcomed all the attendees to the meeting, both members and other interested personnel.

Attendance, proxies and apologies: The following were present:
25 members and 2 non-members. There were 9 proxies and one apology.

Adoption of Minute of second Annual General Meeting of 26th November 2018: This was proposed by Mark Douglas and seconded by Alison Petch. There were no amendments and the minutes were adopted.

Annual Report on Activities: A full director's report is included in the Extract of Accounts

Richard Fyfe updated the meeting on the work of the Trust.

In particular:

Membership: Following a recruitment campaign, there are now 234 full members, 14 juniors and 52 associates plus 5 associate member organisations. The CCT Board would like to thank the volunteers who carried out the campaign.

Company Development: The biggest change during the year has been the developing relationship with Tulloch Homes Ltd, the developer for the Glascairn site. This has been a very positive experience and the CCT Board look forward to the coming year as the pace of the development increases.

CCT continued its membership of Development Trust Association Scotland (DTAS), Ross-shire Voluntary Action (RVA), Highland Small Communities Housing Trust (HSCHT), and Community Land Scotland (CLS). These memberships provide CCT with access to information, training and advice to support its core objectives.

Glascairn Community Project:

Following the setback of the failure to secure major BIG Lottery funding, CCT has worked hard to move the project forward in partnership with Tulloch Homes, and in December 2018 Tulloch Homes submitted two overlapping planning applications, relating to the private and affordable house and for CCT for the village green, community hub and 6 additional community homes. This was approved in June 2019.

Since then the focus for CCT has been on the village green and community housing, and the views and ideas from a community consultation in October 2018 were incorporated into the design. CCT developed a design brief and allocated funding to appoint a firm of landscape architects to draw up design proposals for the village green.

A fundraising subgroup organised several events during the year including a quiz, a Spring Event and other activities raising a total of £2,296 during the year.

Working groups:

The work of the History Group, the responsibility for the running of the Culbokie Community

market, the work of the Woods Group and the village Clean and Tidy group continue to represent broader facets of other initiatives under the umbrella of the Trust. All these groups have made significant contributions to the community over the last year, in particular: the Woods Group organised an excellent wildlife safari, a community orienteering 'Roobie Burns Special' event, and the Christmas Work party was again successful with another area of the wood cleared of invading conifers. In addition CCT volunteers worked with Culbokie Primary School to provide orienteering sessions resulting in a Black Isle Schools event.

A monthly newsletter is used to keep members up-to-date with the work of all the groups and publicise activities, and increasingly social media and publications are used to publicise and report on events.

The Chairperson thanked Board members for all their efforts over the past year; the volunteer members of history, woods and market supervision groups; and Ferintosh Community Council, the Highland Council, and others for their support.

In looking forward to 2020 the Chairperson reinforced the Trust's intention to continue to work with Tulloch Homes to develop plans for the Glascairn site, as Tulloch Homes aim to begin development early in 2020. The village green and community hub developments are ongoing and there are initial plans for an Active Travel Route through the village.

The Chairperson then thanked all for their attendance and support throughout the year.

Financial Report including preliminary approval of Accounts: Jillian MacKenzie, CCT Treasurer, provided a Financial Report for the year ended 30 June 2019 for the Company registered as Culbokie Community Trust Limited (reg. no. 481094 and Charity No. SC045867). Copies of the Accounts had been circulated well in advance of the AGM, and further copies were made available at the meeting itself.

There had been no major expenses during the year and the net income of £5,168 as of 30 June 2019 had come mainly from donations and fund raising events. In addition, CCT had received a legacy of £50,000.

Details on income and expenditure areas on page 9 were drawn to members' attention. Expenditure was significantly less this year, and was mainly insurance, the independent examination of the accounts, miscellaneous costs and small items. At the end of June finances showed a slight depreciation of the assets, a healthier bank balance and an increase in the Total Charity Funds of £164,304 as opposed to £112,290 last year. The land purchase and legacy have been placed in a restricted fund to ring fence for use in the capital project.

It was made clear that, in order to enable questions to arise at the meeting or subsequently, the Accounts would be kept open for scrutiny for a calendar week beyond the AGM date. Thereafter, all being satisfactory, the Trustees would sign and the Accounts would be lodged with Companies House and with the Charity Regulator. Subject to that proviso the Accounts were cleared for signing and for dispatch to the appropriate authorities.

The Treasurer Jillian MacKenzie was warmly thanked for her work.

Appointment of External Examiners: The Board again expressed satisfaction with the work of Frame Kennedy, External Examiners and it was agreed by the meeting to continue to use them in 2019-20.

Special Resolutions:

The chairperson introduced the proposals outlined in the paper sent to members 21 days prior to the meeting relating to changes to the Articles of Association. Namely:

1 QUORUM AT GENERAL MEETINGS

Article 21:

“The quorum for a General Meeting shall be the greater of (a) 10 Ordinary Members or (b) 10% of the Ordinary Members, in either event being present in person or by proxy. No business shall be dealt with at any General Meeting unless a quorum is present.”

Proposed change to Article 21:

*“The quorum for a General Meeting shall be **15 of the Ordinary Members**, in either event being present in person or by proxy. No business shall be dealt with at any General Meeting unless a quorum is present.”*

2 ELECTED DIRECTORS

Article 33.4:

*“a retiring Director shall be eligible for re-election after one term of office, but **no** Director can serve more than **two consecutive terms of office**, without at least one year out of office before being eligible again.”*

Proposed change to Article 33.4:

“a retiring Director shall be eligible for re-election.”

*Deleting “after one term of office, but **no** Director can serve more than **two consecutive terms of office**, without at least one year out of office before being eligible again.”*

Approval of the proposed Special Resolutions was in accordance with Article 25:

“Special Resolutions shall require to be decided upon by not less than 75% of the Ordinary Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting)”

The agreement to approve the changes was unanimous with 24 members present.

The amendments will be made and the updated Articles of Association will be lodged with Companies House.

Directors' retirements, resignations and elections: The list of currently elected Directors was declared as follows -- Mark Douglas, Penny Edwards, Richard Fyfe, Niall MacDonald, Jillian MacKenzie, Angie Morris, Alison Petch, Marilyn Richards. Mark Douglas, Penny Edwards and Marilyn Richards had indicated that they would be retiring at this AGM as according to Article 33.2 of the Articles of Association which states "that one third of elected Directors shall stand down at each second and subsequent AGM. Mark Douglas, Penny Edwards and Marilyn Richards are standing for re-election.

One additional member was proposed and seconded for election as new Directors of the Trust – **Gwyneth Howroyd**. She has been attending Board meetings and assisting with the work of the Trust over the last few months, and was unanimously elected to the Board. Mark Douglas, Penny Edwards and Marilyn Richards were similarly re-elected, bringing the Board to 9

Directors. These bring the Board to its full complement, but with co-opted places still vacant.

Ferintosh Community Council's Appointment to the Board: The Constitution awards a Directorship position to an appointee from the Community Council. The CCT Company Secretary wrote to the FCC in August requesting a nomination. The Council met, approved and minuted that Bruce Morrison be re-appointed to the Director position from FCC for 2019-20.

Any other competent business:

Cairn Housing: One member asked about the proposed arrangement with Cairn Housing for the affordable houses on the Community site. The chairperson confirmed that discussions had taken place, an agreement had been reached and CCT were awaiting written confirmation from Cairn.

Close: This being all the business the meeting closed with the vote of thanks to all who attended, and to the Board members and volunteers for all their work over the last year with the specific projects. Gill Garland for her work as membership secretary and Cindy Reeves for her work on aspects of social media were also thanked.

Signed:Richard Fyfe..... **Chair**

.....Jillian MacKenzie..... **Company Secretary**

.....30 November 2020..... **Date**