

## **Minutes of FCT EGM Meeting 16<sup>th</sup> January 2025, Achmore Hall, 7.30**

**Present:** Jim Coomber, Karen Irving, Martin Irving, Kate Bulloch, Callum Bulloch, Chris Cartwright, Kate Biss, Georgina Grimson, Joe Grimson, Roddy MacPherson, Lizzie Bird and Colin MacAndrew

**Apologies:** Neil MacRae, Jan Macrae, Sue Waddell and Murray Waddell

Colin MacAndrew, Chair of the Fernaig Community Trust, welcomed all to the meeting and gave the following background for this EGM.

As communicated to members with the Notice of this EGM sent on 23<sup>rd</sup> Dec, there are two resolutions to be voted on. The first is that the company be converted to a Scottish Charitable Incorporated Organisation, a SCIO, which is a special resolution and requires a 75% vote to be adopted. The second resolution is to adopt the proposed new Constitution is an ordinary resolution and requires a 50% vote to be adopted.

As members may know there was a Hall meeting last month and a request to pause our application pending a joint meeting with the Hall Committee who are also looking at becoming a SCIO.. A suggestion was made that it would make sense for the FCT and Hall to become a single body. The Trust Directors discussed this but turned down the request to pause as reaching this point in our application to become a SCIO has taken a year and we wish to proceed without further delay. On checking with OSCR if two SCIOs were to amalgamate to become a single SCIO there would be another process to follow and the Trust is open to any future discussions.

The context of this meeting goes back to 1998 and the foundation of the Trust. There were few options available then for setting up a charity in Scotland other than becoming a charity and company limited by guarantee registered at Companies House.. A number of changes to charity law were made by the Charities Act 2005 and more are expected in this coming year. Generally this has been a tightening up of charities in relation to child welfare and protection, fund raising etc. There have been changes also to Company Law over the years mainly to do with money laundering and that led to new annual accrued accounting procedures. This was when the Trust first looked at becoming a SCIO some 5 years ago. There are now good reasons to become a SCIO one of which is not having to produce accrued accounts but simpler receipts and payments accounts. For a small organisation like the Trust, producing accrued annual accounts is pretty onerous but producing annual receipt and payment accounts is far simpler and less costly regarding accountancy fees.

The Scottish Government and later the UK Government recognised that charities were becoming under increasing strain in terms of their background and administration and the Scottish Charities commission in 2012 proposed SCIOs, which came into being in 2016. Anyone setting up a charity now would become a SCIO and a large number of existing charities have done what we propose, to become a SCIO.

There are options on how you set up as a SCIO – a one or two tier governance arrangement. A one tier is where a board of Trustees is elected and they run the organisation. A two tier is where a board of Trustees is elected but by a membership and the membership retain a say, as now, in things like attending AGMs and holding the Trustees to account etc.

Our work over the past year has been largely developing a new constitution which would replace the existing Mem and Arts. The constitution we have produced is based on a template provided by OSCR. We have consulted with the membership on three occasions last year in April and July and feedback was received and fed back into the final

document which was circulated in December. The proposed Constitution has not changed quorate numbers at meetings, number of Trustees (Directors) and voting procedures as agreed at our last AGM.

What happens next, if the two motions are passed at this meeting, is Lizzie and I prepare the paperwork to submit our application to OSCR and the turn around in getting a decision is around 3 months.

*Colin MacAndrew*

## **Resolutions**

Members at meeting 12 and 2 Proxy votes notified to Lizzie Bird

**Resolution 1 – That the company be converted into a SCIO**

***By a show of hands voted unanimously with 14 votes***

**Resolution 2 – To adopt the proposed constitution of the SCIO**

***By a show of hands voted unanimously with 14 votes***

With thanks to those attending Colin MacAndrew closed the meeting at 7.45pm