

Shambellie House Trust

(Company Limited by Guarantee)

Minutes from 3rd Annual General Meeting

DRAFT

Wednesday 14th November 2018 at 6.00 at Shambellie House

Present

Gordon Mann (M), Tom McCartney (M), Fiona McCartney (M), Glynne Shackleton (M), Joanna Kemp (M), Nick Kemp (M), John Stewart (M), Francis Maxwell (M), Ricky Nolan (M), David Coulter (M) Alan McNeish (M), Christine Eltherington (M), Steven Taylor (M), Diana Lord (M), Frank Hayes (M)

(M) Denotes Trust Members

Item 1: Welcome

Gordon Mann (GM) Chairman, welcomed everyone to this, the Third Annual General Meeting of the Shambellie House Trust.

Item 2 : Apologies

There were apologies from Jamie Blackett, Alison Burns, Kerry Thomas, Margaret Newlands, Wendy Hampson, Alan Philpot.

Item 3: Minutes of the 2017 AGM

The Minutes of the AGM of 2017 previously circulated were proposed by Tom McCartney and seconded by Nick Kemp and were approved

Item 4: Matters Arising

There were no matters arising

Item 5: Trustees Report

Copies of the Trustees Report and Financial Statement had been circulated and were available to the meeting. GM introduced the Report; this covered the period 1 July 2017 to 30 June 2018 being the Trust's financial year.

In speaking to the report, GM noted that it had been a very encouraging year where good progress had been made

The various grants received from Dumfries & Galloway Council, the Architectural Heritage Fund, the Heritage Lottery Fund and Scottish Enterprise enabled all five strands of work to be completed. These include

1. consultant-led market research,
2. design and costings of building works,
3. identification of products (courses), the production of standards for delivery of quality courses,
4. improving the skills of the Board for the next phase of work.
5. Business Plan drawing this work together for the next phase of grant applications in 2018.

The workshops in particular had been a huge success generating massive enthusiasm and support. This resulted in the Business Plan being able to show over 600 days of courses for the first year. Despite applying a very significant risk factor the plan demonstrates break even in three years and a positive cash flow by year 5.

The completed Business Plan enabled the Trust to lodge an application for grant aid with the Heritage Lottery Fund and a decision is expected by December. This is a crucial application for the Trust.

GM invited questions; there were none.

Item 6: Annual Accounts and Financial Statement

The Annual Financial Report for year ended 30 June 2018 had been prepared for the Trust by Carson & Trotter, Accountants.

The accounts show a small loss for the year compared with the surplus of the year before as a result of the payment of grants which were expended in this year as planned. The Trust has successfully completed all of the work required by the grant giving bodies. During the year Christine Eltherington joined and was appointed as Treasurer. Accounting for restricted and unrestricted funds had improved as had the information to the Board. An anonymous donation of £10,000 had been offered prior to the year-end which was why it was included in the accounts.

The Trust had over £12,000 (including the donation above) at the end of the year but some of this had been applied to the HLF grant application and other costs so that just over £6,000 remains. The Trust has opened a JustGiving page and is seeking donations to help defray running costs.

The accounts had previously been approved by the Board but are submitted for the noting of Members.

There were no questions on the report.

Item 7: Alteration to the constitution of Shambellie House Trust

The Chair noted the report that had been circulated prior to the meeting outlining the changes that the Board wished to make to the constitution of the Company. With a target of £6.1m to reach the Board was keen to examine every possible opportunity to raise the cash. The Chair then invited David Coulter (M) as a past Depute Director of Coop UK at a time when the legislation on cooperatives was being renewed to speak.

David made a short presentation explaining the various terms in use and how Community Shares operate. He identified a number of examples where this had been used to drive community-based projects including some local schemes. In this context he stressed that the term community refers not just to a geographic community but to wider communities of interest.

In order to be able to mount a share offer for community shares the organisation would have to change from being a company limited by guarantee with charitable status to a charitable community benefit society. The objects of the organisation would remain the same as would the membership. The new organisation would continue to be recognised by OSCR as a charity but would be regulated by the Financial Conduct Authority instead of Companies House.

Following the presentation members asked questions seeking clarification on aspects such as confirmation of the ability of companies to buy shares; the importance of setting an upper limit for a single investor below the legal limit of £100k; setting the minimum level at an affordable level; that borrowing from the commercial sector or crowdfunding were considered and rejected as options;

At the conclusion of the discussion the Chair asked for proposers for the motion put forward by the Board:-

That the members agree in principle to convert Shambellie House Trust to a charitable community benefit society and then develop a community shares offer.

This was proposed by Frances Maxwell and seconded by Tom McCartney. The Chair indicated that the Board wished to treat this as a special resolution and to pass would require 75% of those members present and voting in order to pass.

A vote was then taken. For the motion 14, Against 0 with one abstention. The Chair declared that the motion was **passed** and thanked everyone for their support.

Item 5: Appointment of Trustees

Under the terms of the Constitution Christine Eltherington, Alison Burns and Jamie Blackett having been appointed by the Board during the year were now due to stand down and were eligible for appointment by the members at the AGM. John Stewart was also due to stand down in turn but was also eligible for re-election. The Members unanimously appointed all four.

The Chair asked if there were any nominees for the four remaining positions on the Board. There were none.

Item 6: To set the membership fee in terms of Article 17 of the constitution

The constitution requires that the membership fee be addressed for the year ahead. The current fee is zero but any fee may be altered by ordinary resolution at the AGM. In the light of the relatively small income from membership fees, and the lack of offer to members, **the recommendation from the Trustees is that it be retained at nil for 2018/19.**

Item 7: AOCB

There being no other competent business, Gordon thanked everyone for coming and invited everyone to the private view of the RPS Scottish Members' Print Exhibition and the work of three local photographers who were also Trustees alongside work done by those on the Photography for Enjoyment courses and to partake of the refreshments provided.

The meeting closed at 18.40.