**Acharacle Community Company**

**AGM 13th December 2017**

**Those present:** Directors: Marie-Luise MacDonald / Rodney George / Jimmy Gillies /Jemma Claire (by phone)/ Becky Dacre (mins)

Members (see list),

**Apologies:** Sharon Cameron / Fiona Ogg / Jean Whitton/ John MacMaster (non member) / Sheila Paterson / Barbara Terrill (non member) / Izzy Buchan / Jean Hillsley

1. **Welcome**:

MM introduced herself and directors and welcomed everyone to the meeting.

Andrew Green said he wanted the agenda changing and his items would not wait till AOB. Article 67 not complied with. Accounts not given to members with invitation to AGM and not on website. AG wanted explanation as to why not on website. BD/MM pointed out that members were invited to ask for a copy of the accounts with the invitation. Nobody asked for a copy. There was a delay putting them on the website. AG complained they were not signed. Also AG stated that ‘membership subscription’ was not on agenda. Noted.

MM and other attendees want to move on. A member pointed out that ACC is for helping the community

1. **Minutes from the last AGM**: Copies handed out and displayed on the screen. The mins from the last AGM were approved. Proposed MM / seconded Liz Connell
2. **Presentation of Accounts:**

MM went through accounts for year April 2016 to March 2017. MM talked about restricted and unrestricted funding (page 6) and the need to get written consent from NHS that remaining funding can become unrestricted funding. The last grant from NHS was received in Oct 2016.

AG – has 50 points about the accounts that he wants to query. He said the main 5 points were:

1 – No profit and loss account provided.

2 - Costs of running ACC (not centre) have gone up from 20 -30,000 for the year 16-17. Minutes of meeting 20.7.17 showing loss of funding. MM to raise it with accountant. MM stated that contract is with ACC for accountant to do accounts. Would need to charge extra for discussions with AG as not in original contract.

3 - All ACC’s properties are occupied with relatives of ACC directors. Company law dictates that it is stated that conflict of interest. MM and BD confirm the only relative is JG’s daughter tenant of Druim Garbh which she held well before JG became a director. ACC has no input into choice of tenants. Sharon Cameron may be related to David John but not known and she had no input in interviews. Jemma not related to anyone. MM not related to anyone. MM also pointing out that given the location of Acharacle it is not uncommon for members of the community to be related to one another.

4 - AG – ACC has grant from Women’s fund for Scotland. £5,000. Asked why it is not shown in accounts. BD said no grant has been received in 2016-17. MM asking when this money was from. AG did not hand over paperwork. MM confirming this is something we will investigate but confirms no funds received during tenure as Chairperson from Women’s Fund for Scotland.

AG – New opportunities fund . A charge from 2002. Why is this not shown in accounts? To be looked into as nobody could answer this. MM suggesting it may well even have been discharged and simply not removed from Company’s Register. This is something MM is content to investigate. Noted it has not appeared on previous accounts either.

MM asked AG to email to ACC so we can ask Sarah Kennedy about these issues.

MM would like to put the accounts to a vote. Otherwise further meeting will have to be scheduled to approve accounts. Vote to approve the 2016-17 accounts: 12 for / 1 against /(RG suggested the accounts had to be qualified).

1. **Current & Future Projects**

**Reuse Project** – JG said about need more volunteers and more storage space. He proposed that we look for a new shed. IS talked about trip to Mull last year to see how their project runs with the aim to improve on what we have got and get more income. Steering group to be formed to take this forward. Auction went very well and intend to do more. Centre necessary to use for storage for this. Shed needs sorting as lots of items in there that never go. LM says to make sure people don’t use the shed to dump stuff. JG - another suggestion to do more selling in different ways maybe with a dedicated Facebook page. LC suggested photos of stuff for sale in centre. DO profile has been raised but can we only discuss strategic at an AGM and should leave details for other meetings. RG said that there could be a place for crafts combined with reuse in a new shed. To look into this in more detail at next director meeting.

**Sgoil na Coille** – RG – mentioned meeting in strontian about woodlands in Skye and showed us possibilities for the woodland here. Uses - Educational (regeneration of natural woodland). Also economic possibilities making / selling wood products. Another steering group needs to be set up to look into this

**Jetties Trust** – Hugh Donaldson has been in touch and ACC needs to action this. Attendees stressed the need to look into all aspects of this (liabilities and possibilities). Possibly have a public meeting in the new year with current directors of jetties trust too. MM noted that some members had spoken to her to raise concerns regarding taking on jetties – liabilities and costs etc. MM suggesting that much more investigation required before any decision possible.

[MM requiring to leave the room for 10 mins to feed child].

**Moidart access network** – ACC not involved now as things have moved on.

1. **Retirement & election of directors**

Directors to stand down (they were co-opted during the year):

MM proposed and LC seconded:

Rodney George - majority show of hands

Jimmy Gillies - majority show of hands

Jane Gaze – BD proposed / LM seconded - a majority show of hands.

Sharon Cameron wanted to stand down.

Liz Connell nominated Andrew Green, but he declined at the moment as he said he cannot be a director of an organisation that signs off its accounts that are incomplete.

Jemma Claire to stand down as she was co-opted during the year. She is willing to stand for re-election. Majority of show of hands. Joanne Matheson does not think JC as a tenant of ACC property should be a director. Not recommended by OSCR or CH. Noted concerns and MM confirming unfortunately we have no other persons willing to stand as Director. Accept not ideal situation but reassuring members that any conflict or potential conflict is noted and JC not involved in discussions which would be deemed to be conflict.

1. **Centre Future Discussion (EGM)**

MM explained position of ACC and centre. Although lease expired on 12th December ACC can remain in building by tacit relocation on a month by month basis while discussions take place.

Purpose of EGM is for members to vote to approve to set up steering group to take forward the asset transfer. MM confirming we are essentially looking for a vote of confidence from members that this is something they wish to proceed with. We would only proceed to instigate matters regarding transfer if community / members back it.

BD read out figures of income and expenditure and gave overview that it costs approximately £30,000 a year to run centre including salaries etc. Money left definitely enough to run centre for another year and possibly two. ACC has spent approx. £6,000 on repairs which they have not yet been able to recoup from Highland Council.

AG said that ACC didn’t need to have EGM or vote to form a steering group to take forward asset transfer.

DO – contributed to steering group informally and he feels that the members should vote at this meeting to make progress formal with a formal steering group. Need to get members to approve now to go forward.

BD read out resolution.

“Acharacle Community Company members want the board and members of a steering group specially set up for the purpose to carry forward the process of asset transfer of the centre from the Highland Council to the Acharacle Community Company”.

JM considered the wording to be ambiguous. Not voting to definitely take over the building, but only to put into action the process of finding out if viable to do so. Wording possibly changed to read: “ACC members …to fully investigate the viability of the process…..”

Members present agreed to proceed to vote on the resolution as originally proposed with caveat that ACC will not act on resolution to act on a transfer without a further vote by members on a special resolution.

Vote: for: 4(proxy votes) +12 (show of hands)

Against: 1(proxy vote) +1(show of hands)

**AOB**

JM – She suggested that we formally constitute a centre steering group as soon as possible in the new year. 18th January proposed as a possible date.

LM – Lesley wanted it noted that John MacMaster says ACC has been the most positive thing that has happened in his lifetime in Acharacle.

LC - thanks to directors for all their time given to ACC.

Meeting closed 8.46pm