**Acharacle Community Company**

**General Meeting (incorporating the Annual General Meeting) held 30th March 2021**

Present in person: Apologies:

none none

Directors present by Zoom:  Ordinary Members present by Zoom:

Marie-Luise MacDonald - Chair (MLM) Becky Dacre – Administrator (BD)

David John Cameron (DJC) Joanne Matheson

Angela Williams (AW) joined at 8.15pm Jemma Claire

David Kirkham (DK) David Ogg

Fiona Cameron (FC) Margaret MacDonald

Tracy Cameron (TC) Jean Whitton

Mia Berwick (MB)

In attendance by Zoom: Ordinary Members present by Proxy:

Lesley MacMaster – Centre Manager (LM) Lynne Marshall

 Kay Robins

 Jane Gaze

 Ilanora Sharp

 Helen MacGillivray

 Catherine MacColl

 Allan MacColl

 Andrew Dacre

 Elizabeth Connell

 Jean Hillsley

 Tracy Elrington

 Michael Romeling

 Morag-Anne Borwick

This meeting was advised to be being recorded by the Administrator with the consent of the Chair and in the full knowledge of all participating parties. All such recordings are destroyed when no longer required to serve the sole interests of the charity.

**MINUTES**

Welcome chair

MLM welcomed all to the meeting noting the two items of Special Business, the proposed asset transfers from Highland Council of the Play Park and the Community Centre.

MLM explained the use of Zoom for the meeting and that it is being recorded. It was noted that nobody attending the meeting was recording it. MLM expressed thanks to the 22 members who submitted proxy forms in advance making the scrutineers’ task easier. DK and BD acting in that role.

No members have submitted questions before the meeting, so there were no pre-prepared answers to present.

The meeting was quorate (9 minimum) with 22 members attending in person or by proxy.

1. Chairman’s Report Chair

The retirement of Rodney George was noted with thanks expressed to him for his service and input over the years.

David Kirkham would resign from the board shortly, it was noted that he is willing to remain in an advisory capacity and, in due course, as an independent examiner for the annual accounts.

MLM advised some details of the progress of the asset transfer of the community centre and the Play Park.

She thanked all the volunteers that have helped ACC over the past year especially from fish ‘n chip delivery to making face masks.

No questions were raised.

1. Trustee-Directors’ Report & Financial Statements for the year ended 31st March 2020 DK

MLM introduced to say a copy has been made available on ACC website and is filed at Companies House (approved by the Board beforehand).

David Kirkham described the annual accounts and explained two errors which include a £1 rounding error and a £132 error. The independent examiner is not concerned about these. Also, he explained about the alteration in depreciation connected with the Wood School which it has come to light that ACC have no legal title over and there should not therefore have been any depreciation. MLM explained the ‘typo’ concerning the subscription and that it should have read £1 not £10 as the current subscription.

No questions raised.

1. Ordinary resolution 1 - to set the annual subscription. MLM

Proposed [Ordinary] Resolution 1 – that in accordance with the provisions of clause 34 of the Memorandum of Association, the annual subscription otherwise due on 1st December 2020 shall be reduced to £zero and that the annual subscription shall continue to apply at that rate until decided otherwise by the members in general meeting.

The Chair asked those who already lodged proxy votes if any were changing vote – No response.

*Voting took place (>50% in favour needed to approve the change):*

In favour of resolution: 25

Against the resolution: 2

1. To elect / re- elect directors

The Company currently has 7 directors of whom David Kirkham will resign at the conclusion of this meeting. Marie-Luise MacDonald and Fiona Cameron remain in office.

 Voting took place for four directors who stood for re-election:

The Chair asked those who already lodged proxy votes if any were changing vote – No response.

*Voting took place (>50% in favour needed to approve each appointment):*

**David John Cameron**: 25 for 0 against

 Mia Berwick: 26 for 0 against

 Tracy Cameron: 25 for 0 against

 Angela Williams: 26 for 0 against

All eligible directors/trustees duly elected.

 Special Business MLM

**5 Proposed [Special] Resolution 2 – that the board of Trustee-Directors be hereby authorised to conclude the acquisition of the heritable property known as the “Acharacle Play Park” from Highland Council.**

FC formally moved the proposed special resolution 2. She gave a short history behind the project and what is proposed.

Answers to questions from attendees:

Explanation of donation from Acharacle Community Council that it was funds raised by previous play park group returned to the new play park committee for use on refurbishment of play park.

The proposed new play park will occupy the existing space without an extension. Extra land is to be considered in future developments.

*Voting took place (75% in favour needed to pass the motion):*

The Chair asked those who already lodged proxy votes if any were changing vote – No response.

In favour of resolution: 24

Against the resolution: 0

Proposed resolution 2 was passed.

1. Proposed [Special] Resolution 3 – that the board of Trustee-Directors be hereby authorised to conclude (a) the acquisition of the heritable property known as the “Acharacle Community Centre” from Highland Council and (b) the grant funding arrangements negotiated with the Scottish Land Fund.

DJC formally moved the proposed special resolution 3. He gave a short description of the proposals and announced that a Project Worker has been appointed. The centre is due to re-open in June/July. Due to Covid 19 targets in business plan have not been achieved.

Questions were invited from the attendees:

Explanation of proposals in business plan to ensure centre can operate sustainably without reliance on grant funding. The chair explained that part of the Project Worker’s role is to develop business plan.

The chair also explained about the Economic Development Burden (part of the agreement with Highland Council) which it is hoped will be only 5 years in length.

*Voting took place (75% in favour needed to pass the motion):*

The Chair asked those who already lodged proxy votes if any were changing vote – No response.

In favour of resolution: 24

Against the resolution: 0

Proposed resolution 3 was passed.

FC thanked all the Play Park Committee members for their work so far and now that the proposal has been approved, fundraising can start.

The Chair thanked all members for taking part in the meeting.

The meeting closed at 8.30pm