

KINLOCHBERVIE COMMUNITY COMPANY

Draft Minutes of Annual General Meeting

**held on 26 October 2016
at the Harbour Offices**

Present: Graham Wild (Chair), Margaret Meek (Secretary), Christine MacKenzie (Director), Donald McLeod (Director)

Apologies: James MacDonald (Director), Lawrence MacLeod (Director), Hugh Morrison (Local Councillor), George Farlow (Local Councillor), Duncan MacLeod (Member), Sandra Armes-Harris (community resident)

21 people signed the attendance register – 4 Directors, 12 members of the Kinlochbervie Community Company, 5 non-members

1.0 Minutes of the Previous AGM – 15 September 2015

The minutes of the previous AGM held on 15 September 2015 were proposed for approval by David De Boer and seconded by Christine MacKenzie. Approved.

2.0 Chair's Report

As there were insufficient copies of the Chair's Annual Report to meet demand, Graham Wild read the report aloud. The report is attached to these minutes.

3.0 Presentation of Financial Accounts

Margaret Meek tabled the 2015 Financial Accounts that had been prepared by Gray and Butler in Tain. She stated that there was very little financial activity in 2015 and that the Accounts are available to read on our website. The Accounts have been submitted to both Companies House and the Office of the Charity Regulator.

Members approved the Accounts and agreed to appoint Gray and Butler as the accountants for 2016.

Margaret Meek stated that the Company currently has £1,662.29 in the chequing account and £9,003.70 in the savings account.

4.0 Fixing of Annual Subscriptions

Members agreed to fix the annual subscription at ZERO (£ 0.00).

5.0 New Articles of Association

Margaret Meek explained that the original Articles of Association needed to be updated to keep in line with current legislation. She tabled copies of both the existing and proposed Articles of Association. She also distributed copies for discussion of a 2-page summary of key points and changes. This document is attached to these minutes.

Members approved the adoption of the proposed Articles of Association.

6.0 Election of Board of Directors

Under the new Articles of Association, up to 7 members may be elected to the Board of Directors, up to 2 may be appointed by the Kinlochbervie Community Council and up to 3 may be co-opted.

Christine MacKenzie and Margaret Meek were appointed by the Kinlochbervie Community Council at its meeting on 25 October 2016.

There were 5 nominations for election to the Board of Directors; all were accepted. They are Graham Wild, Donald McLeod, Lawrence MacLeod, James MacDonald and George Corbett.

Jasmine Clark stated that it would be a good idea to approach the high school with a view to inviting a high school pupil to attend meetings. Everyone agreed that this was a good idea although Christine MacKenzie pointed out that the number of senior high school pupils is very small.

Margaret Meek stated that there is provision in the legislation for Junior Membership but that she had not included it in the proposed Articles of Association as it not been a part of the previous Articles.

Members agreed to amend the proposed Articles of Association to include provision for Junior Members. Margaret Meek will make the amendment.

7.0 AOCB

Graham Wild mentioned that the Company is acquiring the two former fish sheds at Loch Clash. They are the oldest buildings at the old harbour which for many decades was the centre of the community (fishing, trade). The buildings are in poor condition.

The Community Company would like to restore the buildings but as yet has no vision for their eventual use. A heritage centre had been mentioned.

During the discussion that followed, it was suggested that the Company focus initially on restoring the buildings and that perhaps the buildings could be restored by community members through the mechanism of running traditional skills courses. Murdo MacPherson stated that the roof was dangerous in its current condition.

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Report from the Chair

I would like to thank all directors past and present for their contribution to this year's work. Our main project, Loch Clash Stopover, is now complete and has been operating since the end of August 2015. This enables money to go into our account for community use. Discussions and feedback have taken place which have been very positive.

The community house project (17 and 18 Manse Road) are underway. Work has now started on the renovation of 17 Manse Road and this will be placed in the hands of The Highlands Small Communities Housing Trust (THSCHT) to manage on our behalf. Applications for the property have been received by THSCHT and we expect the house to be occupied as soon as work is completed.

The legal documents for 18 Manse Road are at present being drawn up for signing. This property has drawn great interest from Kinlochbervie High School for incoming teachers. Work will begin as soon as the lease is signed.

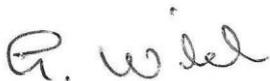
We are now in the process of acquiring the old salmon bothies at Loch Clash. We would be grateful to hear any ideas from members of the community as to potential uses for these historic buildings.

Our website is now up and running and is kept up to date. Again we would be delighted to receive any feedback on the website. The address is <http://klbcompany.wordpress.com>

For the coming year, our main priority will be Phase 2 of the Loch Clash project. The Loch Clash and Beyond public meeting that was held on 19 August 2015 identified the community priorities for future development. Anyone wishing to look back at the list of priorities, please consult the website.

Once again I would like to thank everyone in the community for their input and support over the last year.

Thank you.



Chair

Proposed Articles of Association – Key Changes

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The proposed Articles of Association are almost identical to the Company's current document but has been revised in order to comply with changes to Section 34 of the Land Reform Scotland Act. In preparing a new Articles of Association, we followed a model template provided by the Scottish Government.

Key Provisions and Changes

Existing Articles of Association	Proposed Articles of Association	Comment
Mackenzie Square not there	Added Mackenzie Square (IV27 4SA)	
Exiting Company purposes have been approved by the Charity Regulator.	No change although model template had somewhat different wording but the same meaning.	Approval by the Office of the Charity Regulator is essential for charitable status.
There must be 20 or more members at one time.	No change	
Applications for membership must be in writing.	No change	
Ordinary members must be at least 18 years old, ordinarily resident in the community and eligible to vote in local elections.	Ordinary members must be at least 16 years old, ordinarily resident in the community and eligible to vote in local elections.	The change brings us in line with current Scottish legislation regarding local elections.
Quorum at any General Meeting is set at 10.	No change	
Quorum must be reached with 15 minutes	Change to 30 minutes	
The Board of Directors is elected by Members at General Meetings.	No change	
There can be a minimum of 5 Directors and a maximum of 12.	No change.	The absolute minimum is 3 for a charity.

<p>Membership in the Board of Directors can consist of: up to 6 elected Directors, up to 2 appointed by the Kinlochbervie Community Council and up to 4 co-opted Directors.</p>	<p>The proposed Articles suggests a breakdown of up to 7 elected Directors, up to 2 appointed by the Kinlochbervie Community Council and up to 3 co-opted Directors.</p>	<p>The legislation requires that the total number of appointed and co-opted Directors must be FEWER than the number of elected Directors.</p>
<p>Directors do not need to retire after 2 terms (6 years).</p>	<p>No change</p>	<p>The model document suggests that a Director retire after 2 terms and must be out of office for 1 year before becoming eligible again. The purpose of this clause is to ensure that the Board isn't ruled by a small group of people. However, it was deleted in 2012 in our Articles of Association since it was deemed impractical in a very small community where a limited number of people are willing to serve on committees.</p>
<p>One-third of Directors must retire at each AGM (those serving the longest).</p>	<p>No change</p>	<p>This clause ensures the possibility of new blood.</p>
<p>Any amendment of the Articles of Association requires 75% of Ordinary members present (including proxy votes).</p>	<p>No change</p>	