

Avoch Amenities Association
Minutes of Meeting
June 24th 2009: Community Centre

Present: J. Smith (Chair), J. Macleman (Vice Chair) C. Dobson (Minutes), J. Monckton, J. Jardine, L. Taylor, M. Williamson, M. Anderson, D. Skinner, G. Brodie, M. Noble, G. Killbourn, L. Hyslop,
D. Macleman

In attendance- Douglas Graham, Solicitor

Apologies: G. Clark

The meeting noted that Councillors B. Barclay and C. Fraser were unable to attend due to ill health.

D. Graham, Solicitor, re capped the main benefits for the Association in seeking to dissolve and reform as a company limited by guarantee. In particular he emphasised that the limited company could restrict the liability of members to £1 if the Association could not cover its debts and that the grant giving bodies prefer associations to have this format because of the accounting standards imposed and because the members were in charge of instructing Directors.

A Company was established on May 21st, as agreed at a public meeting in February. A Summary of Provisions of draft Memorandum and Articles of Association was circulated and discussed (see appendix).It was noted that

Directors are appointed by Members

Group members (i.e. Clubs) have only one vote but the group can have more influence on the Association if group members join as individuals.

Junior members can not vote but two junior representatives could be appointed to attend meetings.

There must be 10 members present for a meeting to be quorate.

Directors need to stand down at the first meeting of the Company. If requested to do so by the members they may stand again but thereafter a third of all Directors must stand down at each AGM and no Director can serve for more than six years without a break

Members must be given 21 days notice of meetings. Membership is renewed annually.

C. Dobson enquired as to the tax implications of the change. Although the Company will be registered for tax it is not anticipated that there will be liability for the current business. It will be possible for donations to be given with Gift Aid.

L. Taylor enquired whether members could be employed by the Association for specific tasks. This is possible but Directors have to follow different rules. Any position must be advertised.

Voting

Proposal One:

‘ That the existing Constitution be amended by deletion of the words ‘subject to the consent of the Secretary of State for Scotland’ and ‘ including such payment as the Secretary of State for Scotland may require’ in Clause SEVENTEEN

Was put to the vote and passed unanimously.

Proposal Two:

That the Avoch Amenities Association be dissolved and its assets and liabilities be transferred to a charitable company limited by guarantee with the following objects which are similar to that of the existing Association.

a) To promote the well being of the community resident in the Parish of Avoch without distinction of sex or of political, religious or other opinions by associating the Local Authorities, Voluntary Organisations and Residents in a common effort to further health, to advance education, to provide a meeting place and facilities for physical and mental training and recreation, and social, moral and intellectual development, and to foster a community spirit for the achievement of these and other such objects as may by law be deemed to be charitable.

(b) To secure the establishment of a Community Centre and to co-operate with the Local Statutory Authority in the maintenance and management of the Centre for activities in furtherance of the above objects or any of them.

and authorize the Executive Committee to take all necessary steps to implement this Proposal.

Was put to the vote and passed unanimously,

Time and date of Next Meeting

AGM – September 16th: 7.30 p.m. Community Centre

NAME OF COMPANY – Avoch Amenities Association

Summary of Provisions of draft Memorandum and Articles of Association

KEY FEATURES

Objects –

To promote the well being of the community resident in the Parish of Avoch without

(a) Junior Members

Individuals under the age of eighteen years

normally resident within the Area of Benefit who have complied with the procedure for application for membership.

(b) Associate Members

Individuals normally resident outwith the Area of

Benefit who support the objects of the Company.

2

Membership subscription – Directors *may set* membership subscription.

3

Company meetings – quorum – 25% of voting membership or 10 whichever is lesser.

4 Voting – every voting member has one vote

5. Directors – Minimum number 3, no maximum number

6. Directors – may delegate to a committee consisting of one or more Directors and others.

7. Directors – all resign at first AGM and can be reappointed; thereafter one third resigns at each AGM. No Director to serve for more than 6 years without gap of one year.

8. Accounts – summary of accounts to be sent to every member with Notice of AGM. Full copy to be available for inspection at Registered Office.

Notices – may be sent by e-mail if e-mail address supplied by member.

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