

**Minutes of the Annual General Meeting of Westray Development Trust (WDT) held on Thursday
28th April 2011 at 7pm in the Westray Parish Kirk**

Present: Lizza Bain, Willie Bain, David Baker (Director), Margit Baker , Lorna Brown, Peter Brown, Anne Cooper, Jim Corse, George Costie, Eric Dixon, Elizabeth Drever, George Drever, John Drever, John P Drever, Myrtle Drever, Sandy Drever, Mark Fresson, Edwin Groat, Alistair Harcus, Annie Harcus, Christine Harcus, Danny Harcus, John Harcus, June Harcus (Director), Michael Harcus, Sam Harcus, Tommy Harcus, Betty Hume, Robbie Hutchison, Eleanor Johnston, Andrew King, Ruth King, Douglas Leslie, Georgina Low, James Low, Helen Lumsden, Iain MacDonald, Jo MacDonald, Meghan McEwen, Sandy McEwen, Alasdair McVicar (Director), Elizabeth McVicar, Angela Muir, Simon Parry, Jessie Rendall, Keith Rendall (Director), Nancy Scott, David Seatter, Adam Sharp, David Stephenson (DS -Director), Jan Stephenson, Angie Stout, Jeemie Stout, George Thomson

In attendance: Alan Long, Corinne Curtis, Willie McEwen, Janice Rendall

Apologies: Carole Eden (Director), Peter Needham, Allan Pottinger, Allison Pottinger, Helen Pottinger, Thomas Pottinger, Thomas Pottinger, Catherine Rendall, Eric Rendall, Gina Rendall, Colin Risbridger, Marlene Risbridger **(These are apologies from people who submitted proxy voting forms)**

Gareth Ellis- Sanday LDO, Chessa Llewellyn-White – HIE, Stephen Hagan –OIC, Ernie Skea – OIC, Edwina Cook –VAO, Gaynor Jones – VAO

DS took the chair and welcomed everyone attending the AGM.

Previous minutes

The minutes of last year's AGM, held on 26th May 2010, were on overhead. DS explained that there was an addition to the minutes which was the election of Directors. He confirmed that Steven Bain and Colin Kirkness had been co-opted to the board in February and were elected at the AGM and Alec Harding was also elected at the AGM. DS explained that Colin Kirkness and Alec Harding had not become Directors.

The minutes were proposed by Meghan McEwen and seconded by Nancy Scott

DS noted that there was an action for him to put the income from the turbine on the website. This had not been done but he would get onto it ASAP. **DS**

The minutes of the EGM held on 4th November 2011 were on overhead.

The minutes were proposed by Alasdair McVicar and seconded by Douglas Leslie

Annual report

DS explained that there would not be detailed discussion on the Annual Report as it had been mailed to members and had been available in the shops. He invited Lorna Brown to give an update on the Golf course project. LB explained that the projects bid to Sport Scotland had been successful and they awaited the official letter of confirmation. She also explained that the Club had put a proposal

to WDT; this was that WDT could site offices at the course. This would help with the cost of getting the building at the site. This proposal would be put through the process to be discussed later in the meeting.

LB, on behalf of Westray Golf Club, thanked WDT for all the help it had given to the project.

Accountants Report

Alan Long gave a power point presentation on the accounts.

The accounts were adopted by Geordie Drever and seconded by Alasdair McVicar.

Appointment of Auditors

DS explained that the Board would like to put The Long Partnership forward to be the auditors for the coming year.

This motion was adopted by Danny Harcus and seconded by Douglas Leslie.

Changes to articles of Association

DS explained the situation around the proposed changes to the Articles of Association.

The proposal to change Articles 5 (paid employees becoming members) was put to the vote:

The majority of the voting membership agreed and so motion carried.

Article 5 now reads: *“A member of the Company may become a paid employee of the Company but shall not be entitled to vote on matters directly affecting that employment and may not stand for election as Director”.*

With the change to this Article, Article 6 now reads: *“The Board shall be entitled at their discretion to refuse to admit any person to membership notwithstanding that he or she fulfils one or more of the qualifications under Articles 3 and 4.”*

With the change to Article 5, Article 13 is no longer used.

The proposal to change Article 54 (election of Directors) was put to the vote:

The majority of the voting membership agreed and so motion carried.

Article 54 now reads: *“At an AGM, the Company will hold a poll of the members to appoint or reappoint Directors. Any members who have been nominated and seconded will be included in the poll and, subject to clause 52, those members with the highest number of votes cast shall be appointed as Directors provided they have received votes from greater than 50% of the members present with the higher number of votes taking precedence when the full complement of Directors is met”.*

DS went on to explain that the proposed change to Article 52 which had been voted on at the EGM in November with the condition it would be looked at again at this year’s AGM, would be decided on after the ballot for new Directors.

Notice of Election of New Directors and Ballot

With some Directors leaving through the year and the resignations and retirements at this evening's meeting, there were 12 vacancies on the Board.

Carole Eden is resigning and David Stephenson is retiring. Keith Rendall has to stand down but has decided to stand again for election.

There were eight folk standing for election: George Costie, George Drever, John Drever, Douglas Leslie, Meghan McEwen, Keith Rendall, Colin Risbridger and David Seatter.

The membership was asked to use the ballot slips they had been given at the door to elect those candidates they would like to see on the Board of Directors. A ballot box was handed round for completed ballot slips.

There was then a break for tea and coffee. During this time the ballot was counted. Iain MacDonald acted as 'Returning Officer'.

Results of Election

Six of the eight candidates were elected to the Board: George Costie, George Drever, John Drever, Douglas Leslie, Keith Rendall and David Seatter.

These six along with the current Directors; Alasdair McVicar, David Baker and June Marcus, saw the Board taken to nine Directors.

The proposal to change Article 52 (number of Directors) was then put to the vote. The proposal was to carry forward the result from the EGM of 2010 until the AGM held in 2012.

The majority of the voting membership agreed and the motion carried.

The Article reads: *"The Board of Directors shall consist of not more than 15 Directors and not fewer than 6 Directors (unless otherwise determined by special resolution). If possible the Board of Directors shall reflect the membership with regard to age and sex. The Company may from time to time by special resolution increase or reduce the number of Directors on the Board. In addition the Board may appoint up to four specialist advisors in a non-voting capacity."*

Community Development Plan

David Baker presented the plan on overhead. He stressed that this proposal was a starting point and nothing was set in stone. What WDT are looking for is approval from the membership to get things moving.

Questions were asked from the floor with the following points being clarified:

The small grants budget for the first year will be £10000. Grants will be between £50 and £1000 with the possibility of £2500 in special circumstances.

This is a framework and will no doubt evolve over time. The Directors of WDT will monitor and adapt as needed.

No budget is set for larger scale projects and proposals as this will change from year to year.

Loans to businesses have not been ruled out at this stage although this will require specialist advice.

WDT is independent of Government so this should not affect State Aid.

The Project Evaluation Group will assess all projects initially.

The new Board will need to look at policies, procedures and practices for the running of WDT.

The proposal was put to the membership to adopt this framework to start immediately with the understanding that it will evolve over time.

The majority of the voting membership agreed and the motion carried.

Nominations were asked for regarding the two community representatives on the PEG:
Iain MacDonald nominated Sam Harcus and Meghan McEwen seconded the nomination.
Angela Muir nominated Nancy Scott and Danny Harcus seconded the nomination
David Baker nominated Meghan McEwen and Margit Baker seconded the nomination.
All accepted the nominations.
Alasdair McVicar asked if Iain MacDonald would be interested but Iain declined.

A suggestion was given from the floor to put notices in the shops to ask for nominations of residents including non members of WDT as there may be people interested who were not attending the meeting. Notices will be in the shops with replies needed by Friday 6th May. **JR**

AOCB

DS said that he had 'got his fingers rapped' last year for organising the Phil and Aly concert without consulting the membership. He asked if those present thought it had been a success and whether they felt it would be worth doing it again. It was agreed it was. GC commented that it had been money well spent.

DS explained he had received an email from the acts management saying they would be available to come to Westray on Friday 5th August and that he had provisionally booked the hall.

A question was raised on how much the event last year had cost; DS replied that it had cost WDT less than £2000.

WM gave an update on BioFuels production saying that there was 2000 litres of fuel ready to go into the forecourt pump. He believed that the fuel would still retail at 20% less than the cost of regular fuel.

Iain MacDonald commented that he felt the new board should prioritise youth work on the island.

Meghan McEwen said she would like to see a mechanism put in place for contacting the Board.

Geordie Drever congratulated the group that had worked so hard to get the turbine up and running.

With no further business to discuss, DS thanked everyone for attending and closed the meeting at 9.15pm