

**Minutes of the Annual General Meeting of Westray Development Trust (WDT) held on Tuesday
22nd May 2012 at 7pm in the Westray Parish Kirk**

Present: Lizza Bain, Willie Bain, Margit Baker, Ann Beechey, Brian Beechey, Philip Bews, Anne Cooper, Jim Corse, George Costie, Corinne Curtis, Eric Dixon, Elizabeth Drever, George Drever (GD), John Drever, Dorothy Groat, Edwin Groat, Alistair Harcus, Danny Harcus, June Harcus, Cynthia Jacobs, Douglas Leslie, Helen Lumsden, Willie McEwen, Alisdair McVicar (AM), Liz McVicar, Angela Muir, Simon Parry, Ann Rendall, Janice Rendall (Minutes), Stewart Rendall, Nancy Scott, Ailsa Seatter, David Seatter, David Stephenson (DS), Jan Stephenson, Wilma Stout

Attending: Alan Long, The Long Partnership; Ros Bell, Meghan McEwen VAO

Apologies: Alister Brown, Orkney LEADER Program; Alastair Carmichael MP; Stephen Clackson, North Isles Councillor; Ian Cooke, DTAS; Coilla Drake; Stephen Hagan, North Isles Councillor; Annie Harcus; Christine Harcus; Michael Harcus; Chessa Llewellyn-White, H&IE; Liam MacArthur MSP; Sandy McEwen; Keith Rendall; Colin Risbridger; Sigurd Towrie, The Orcadian

AM took the chair and welcomed everyone to the AGM.

The first order of business was to approve those who had requested membership on the evening; Ailsa Seatter and Cynthia Jacobs. The Directors present approved membership.

Minutes of the AGM held 28th April 2011:

The minutes were on overhead and copies available at the meeting. There were no changes to be made and no matters arising. The minutes were proposed by Jan Stephenson and seconded by June Harcus.

Annual Report: AM thanked the staff for the hard work they had put in over the financial year and gave special thanks to the Directors for giving their time to the trust.

Auditor's Report: Alan Long gave a presentation of the accounts (on overhead) and an explanation of the structure of WDT and the possible future structure. He made the point that the WDT group (including WRE Ltd and Orkney Bio-Fuels Limited) was one of the largest companies in Orkney.

He gave an explanation of the pros and cons of setting up subsidiary companies of the Trust. These companies would allow WDT (which is a charity) to trade lawfully.

The accounts were proposed by Douglas Leslie and seconded by Philip Bews.

Appointment of Auditors: The Board of WDT recommended The Long Partnership as auditors. It was proposed and seconded by George Costie and Danny Harcus respectively.

Proposed change to financial year: An explanation was given as to why the proposal was being put forward to change the financial year.

All members present agreed to the proposal. The financial year now runs 1st July to 30th June commencing in 2012.

Propose change to the Memorandum of Association:

Under section 4, clause f currently reads:

“To promote Westray trade and industry for the benefit of the general public”.

Under the new charities regulations enforced in 2005, that clause is no longer legal and does not fit with the regulations. Therefore the proposal is to change it to:

“To regenerate the community of Westray by the maintenance or improvement of the physical, social and economic infrastructure”.

All members present agreed except one, who was undecided.

Update from end of financial year to AGM:

AM explained that this was not an official part of the AGM and any comments on this would be taken under AOCB.

Ballot for new directors:

AM is standing down from the Board after 6 years of service. John Drever and Keith Rendall are resigning and David Baker resigned during the year. This means we have vacancies for up to 10 Directors.

Philip Bews, Margaret Hutchison, Ann Rendall and Stewart Rendall were co-opted to the Board in March and are now up for election.

The ballot was carried out and a break for refreshments was held at this point.

Results of Ballot:

All those members standing for Directorship received the required number of votes and so the Board now has 9 members: Philip Bews, George Costie, George Drever, June Harcus, Margaret Hutchison, Douglas Leslie, Ann Rendall, Stewart Rendall and David Seatter.

Review of the use of turbine income criteria and processes:

AM thanked PEG for their efforts over the year. He stressed that PEG is an independent group but WDT has legal responsibilities to charities law and therefore it was necessary sometimes to go back to PEG for further information.

It had been realised in the first year that there were areas where there were problems and the documents that had been circulated to members and put in the shops were trying to address these issues; AM stressed that both PEG and WDT realise that this is an ongoing process and there may well be further issues to be addressed.

Acceptance for the proposed documents was asked for and the majority of the attending persons agreed.

There were further areas to be addressed regarding PEG and these were put on overhead. Some issues were raised around these areas: the question was asked whether PEG had a governing

document or not. The reply was given that the 'rules' by which PEG would operate were written in the Project Evaluation- Criteria and Processes document.

It is proposed that there will be four deadlines dates per year and the question was asked whether this would be enough. DS meets with CC monthly and if they feel there is something needing immediate attention then a meeting of the PEG will be called. The PEG meets more regular than four times a year.

The concern was raised that no-one knows what can be applied for as there is no advice on this anywhere. The reply was that if the potential applicant felt it had community benefit, they should meet with CC to work up a proposal.

AM read a piece from the legal advice WDT had received from corporate lawyers, Harper MacLeod concerning what WDT could fund.

Those present at the meeting accepted the proposed PEG rules.

Review and agreement of the proposed financial plan:

The financial plan for the year was on overhead and had been circulated to members prior to the AGM. The majority of attending members agreed to the plan.

Discussion on the potential to set up a community interest company:

Explanations of why it was felt WDT needed to set up a CIC, what a CIC is and the benefits of setting up a CIC were on overhead and AM explained the reasons behind it. Basically in order for WDT to help businesses legally it needs to set up a trading company. WRE is a wholly owned trading subsidiary of WDT but the terms of the bank loan with Triodos means it can only own the turbine and therefore another route must be found to assist other businesses. WDT are in discussion with corporate lawyers, Harper MacLeod on how this can be done. The board are proposing that DS and AM remain as advisors to the Trust on this issue and those attending agreed.

The point was raised that setting up a CIC would open up the potential for investment however it would also close the door to some funding as it was not a charity.

The issue of who would run these individual companies was raised. It was pointed out that perhaps the attitude would be that 'oh well, it's not my money so i don't need to bother'. In order to address this, WDT would employ a business manager to scrutinise the running of these companies. Each company would have directors to see to the day to day running of the businesses.

The question was asked whether it needed WDT to set up a CIC or could someone do it individually. The response was that anyone could set up a CIC but the assets had to be locked back to the community in some way. As WDT is a community group, it made sense for the assets to be locked back to it.

The majority of the voting membership agreed to continue to investigate this issue.

AOCB:

Danny Harcus, Westray Community Council was invited to speak. He explained that Tony Trickett had contacted all the community councils in Orkney suggesting that the Queen's Diamond Jubilee be marked in some way in the county. It was suggested that a bonfire would be a way to mark this. The suggestion had come from the public to the WCC to burn the Summer Rose. This event will be held on 4th June (weather permitting) and WCC will provide food for a BBQ. An application had been put to PEG for funding for fireworks for the event and the board had agreed in principle. The sum of money requested is £500.

AM explained that the next board meeting is to be held on 11th June and so agreement was being requested from the AGM. The majority of the attending membership agreed.

AM wished WDT all the best for the coming years. GD on behalf of WDT thanked AM for all his work over the years.

With no further business to discuss the meeting was closed at 8.45pm.