

Stronsay Development Trust

Company Number SC271553

A Scottish Charity, Charity Number SC038888

General Meeting Wednesday 26 February 2014 at the Community Centre 7 pm

MINUTES

PRESENT MEMBERS

Carole Cotterill (Chair)

Tracey Boler (Director)

David Bourn-Fernley

Ian Cooper

Brian Crowe

Margaret Crowe

Raymond Dennison (Director)

Mike Erdman

Viv Erdman (Director)

Lindsay Flett

Nina Gleed (Director)

Leonora Keogh

Gilian McKeever

Paul Riley

Dianne Riley-Moore

Valerie Stone-Lucas (Director)

Stephen Weaver (Director)

Yvonne Weaver (Director)

Andrew Whiteman

IN ATTENDANCE

Ruth Bowen

Lisa De Geer (Company Secretary)

Simone Kirk

Anthony Withers (Project Officer)

1. INTRODUCTION

(i) APOLOGIES

Julia Crocker

Jonas De Geer

(ii) WELCOME BY CHAIR

The Chair welcomed everyone and thanked them for attending.

The Chair explained the agenda for the evening and informed about the need to update the current M&As according to the Companies Act 2006 and gave a background of the process of the amendments.

A discussion followed amongst the members about the legal standing of the amended Articles of Association.

Leonora Keogh left the meeting 7.15 pm

The members were informed that if they would like to discuss the matter further at the AGM, 9 or more members needed to put forward the item for the agenda.

It was decided that the Company Secretary was to display the presentation slides from the Open meeting 25 November 2013, when Stephen Philips from Burness Paull and Williamson LLP presented the proposed amendments, on the website.

2. VOTE ON THE ADOPTION OF ARTICLES OF ASSOCIATION

The Company Secretary informed the members about the voting process, that each member had one vote. and on how to fill in the ballot paper.

The Company Secretary informed the members of a typing error of the references in article 28 that should read;

“The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing as to whether he/she has been admitted to membership (which decision has been based solely on an individual meeting the qualifications for membership as specified in article **Error! Reference source not found.** or, in relation to an application for Associate Membership, articles **Error! Reference source not found.** and **Error! Reference source not found.**); if the decision was to refuse admission in accordance with this article, the directors shall return to the applicant the remittance lodged by him/her under article **Error! Reference source not found.**.”

The Chair signed a copy of the draft Articles of Association, showed the members the copy and asked them to consider and, if thought fit, pass the following resolution, which will be proposed as a special resolution of the Company:

“That the regulations set out in the document tabled at the meeting and (for the purpose of identification) signed by the chairperson of the meeting, be adopted as the Company’s articles of association in substitution for, and to the exclusion of, the existing articles of association (including, for the avoidance of doubt, those provisions of the Company’s memorandum of association which are treated, under the Companies Act 2006, as provisions of the Company’s existing articles of association).”

Members used their voting papers and placed them in the box provided.

3. PRESENTATION OF THE ENTERPRISE ZONE PROJECT

The Project Officer gave a presentation on the background to the Enterprise Zone and displayed the drawings for the Lobster Ponds.

4. REFRESHMENTS

Tea and cakes were supplied by Ann-Maree Carter to her usual high standard.

5. RESULT OF THE VOTE ON ADOPTION OF ARTICLES OF ASSOCIATION

The chair announced that the votes had been counted and that the special resolution to adopt the draft Articles of Association had been passed with 19 votes for and 5 votes against, no abstaining.

END OF MEETING – 8.20 pm