



EXTRAORDINARY GENERAL MEETING

Held at Carr-Bridge Village Hall
Thursday 25th October 2012, 7:00 pm

MINUTES

Present: Scott Bruce (Chairman), Andrew Kirk, Fiona McMullen, Carol Ritchie
Kate Adamson (Minute Taker), Lorraine Anderson, Iain Campbell,
Kate Clark, George Dyer, Robert McInnes, Ranald McWilliam, Charlie Miller, David
Ritchie, Colin Watt

Apologies Roy Brown, Lara Campbell, Stuart MacDonald

Correspondence SB had received an email relevant to whether the Meeting could proceed, and he read out the questions and his replies:

1. You have signed the email notification of the community company EGM as chairman of the community company, Carr-Bridge Ahead but your current status appears to indicate that you do not hold the post of chairman but are a former director now seeking re-election.
As the AGM was interrupted I carry on as chair until the EGM see sections 33 & 38 of Articles and Memorandum.
2. The accounts, as sent, appear from the front page title to be a copy of the "UNAUDITED" accounts not the "AUDITED" accounts. *Correct. Due to its size, there is no requirement for the accounts of Carrbridge Ahead to be "audited" but should be subject to independent examination by an appropriately qualified person which they have been. The accounts as prepared for OSCR are as required and accepted by OSCR and the abbreviated accounts are as required by Companies House.*
3. Things also appear to be a bit back to front. It is stated that Companies House has been sent a copy of the accounts but how can this be when they have not been ratified by members of the community company? *The current Directors agree the accounts for filing for OSCR and Co House. The members vote on them as custom and practice but there is no requirement for this within the Memorandum. See 56.5*
4. Yourself and Fiona McMullen appear still to be listed by Companies House as directors of the said community company but you have not as yet been re-elected as such. In fact it looks as though you were originally appointed 27/10/2008 and therefore maybe well past your expiry date anyway. *An administrative oversight now to be rectified. However see sections 38 & 50 of the Memorandum. Companies House is not concerned about it.*
5. Regarding the agenda of the said EGM, it is not clear as to whether previous directors can be re-elected as directors of the community company at an EGM. Election of directors would normally only take place at an AGM. If election can be undertaken at an EGM then maybe there should be opportunity for other people to put their names forward. It is suggested that the current directors of the community company take legal advice on these points. *The*

EGM is merely tying up administrative problems caused at the last AGM. Other than the AGM all meetings are EGMs and the rules are the same for them all.

It looks as though there also needs to be clarification as to who the current directors/trustees actually are. Companies House have listed as directors Scott Bruce, Fiona McMullen, Carol Ritchie, Lara Campbell and as a new director, Andrew Kirk. **These are correct**

But the Trustees info for the accounting period, as per your documents as circulated, lists Scott Bruce, Kate Adamson, Keith Bootle. Carol Ritchie (there is no mention of Fiona McMullen or Lara Campbell)?? **Kate and Keith were directors in the year concerned. Fiona & Lara is my fault: Apologies I did not notice on the accounts that Lara and Fiona's names were missing. This has since been rectified and discussed with OSCR.**

6. Due to the extremely vague generalisation of the "UNAUDITED" accounts it would seem prudent, as a member of the community company, to request the distribution to all members of a copy of the complete accounts fully detailing ALL income and outgoing transactions. **Unaudited is not vague it is an exact description of the legal requirement. Available now tonight to see but not to be distributed due to time and cost and Commercial confidentiality. See section 56.3 of the Memo**

7. It would also be prudent with regard to transparency and accountability of a charitable status community company to also yet again request copies of all minutes of meetings, including minutes of directors meetings, over the past 18 months - a repeated request which has previously been completely ignored by the directors on all other occasions. **See section 28.1 & 46.1 of the Articles & Memorandum**

It is hoped that you will forward the requested information, take professional advice as to the legality of what business can or cannot be conducted at the so notified EGM and also provide clarification as to the status of all the directors. **Legal advice not sought on the grounds of cost to a charitable organisation and the existing clarity of the memorandum**

After each of the questions, SB asked for comments, and again asked if there were any queries at the end. No comments or queries were received

Approve accounts

FMcM presented the Abbreviated Accounts.

Copies of the Detailed Accounts were displayed on the Wall for people to study; SB asked for questions about these, and there none

The Accounts were proposed by GDyer, seconded by SB and were approved by the meeting

Re-Election of Directors

Fiona McMullen, proposed by SBruce, seconded by DRitchie. General approval
Scott Bruce, proposed by CRitchie, seconded by FMcMullen. General approval

Any Other Competent Business (must be notified in advance)

None

The Meeting closed at 7.25pm