****

**Minute of**

**Extra-Ordinary General Meeting and**

**Annual General Meeting of**

**Aberdeenshire Voluntary Action**

**30th October 2020**

**at 1000hrs**

**held online through Teams**

**Present:** see Appendix 1

**Apologies:** see Appendix 1

1. **Welcome and Apologies**

David Hekelaar (Chair) welcomed those present to the Extraordinary General Meeting of Aberdeenshire Voluntary Action (AVA) and noted apologies. He advised the meeting would be recorded and if there were any objections; none noted.

1. **Ordinary Resolution**

At the 2017 Annual General Meeting the quorum required at a general meeting was changed from 4 members to 25% of the membership. This unintentionally affected Aberdeenshire Voluntary Action in two ways:

1. That significantly more members would be required to attend at future meetings for any decisions to be taken.
2. That if a quorum was not present, there would be no mechanism for the election of Directors for the following term as is required by Article 53 and Article 57. For information, these articles are presented below:
3. 53 The maximum number of directors shall be 12 and the minimum shall be 5.
4. 57 At each Annual General Meeting, all of the directors shall retire from office but, subject to article 58, shall then be eligible for re-election.

Through a retrospective review of procedures, it has been noted that a quorum was not reached at the Annual General Meetings held in 2018 and 2019 meaning that the annual election of Directors took place without a quorum being present on either occasion. The Chair noted that Dawn Brown had asked at the 2019 AGM if the meeting was quorate and he had confirmed this at that time, as his recollection was that this was the case at the time when in fact this was the position in the 2014 articles. AVA acknowledges that this is a situation requiring urgent action to rectify and has sought legal advice on the most appropriate course of action.  Our solicitors have confirmed that the decisions made were valid and in accordance with Article 67 and there is provision within the Companies Act 2006 for such occurrences when decisions are made in error. Our auditors have also been informed and have reported that they are confident in the approach that we are taking to resolve this issue.  David asked for any questions from attendees; there were none.

The Chair requested confirmation that proxies for Fiona Alderson, Alison Mitchell and Claire Christie were online. This was confirmed. Based on the attendees today, he confirmed that this meeting was quorate.

**Members (or their proxies) are therefore requested to consider the following ordinary resolution:**

To retrospectively endorse the election of Directors at the 2018 and 2019 AGMs as outlined below.

That at the AGM held on 30th March 2018, the following Directors were elected:

1. Simon Blackett
2. James Bruce
3. Karen Clark
4. David Hekelaar
5. Melanie Liddell
6. Karen McWilliam

and that at the AGM held on 29th July 2019, the following Directors were elected:

1. Michael Adams
2. Simon Blackett
3. James Bruce
4. Victoria Brown
5. David Hekelaar
6. Susan Kinsey
7. Fiona Smith

This resolution is proposed by Michael Adams (Vice Chairperson of Aberdeenshire Voluntary Action) and Fiona Smith (Director of Aberdeenshire Voluntary Action).

The result of the ballot was as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Ordinary Resolution requiring a simple majority (Retrospective Approval of Elections)\*** | | | | | | | | |
| Proxies | | | Attendees | | | **Total** | | |
| For | Against | Abstain | For | Against | Abstain | **For** | **Against** | **Abstain** |
| 114 | 1 | 4 | 45 | 0 | 0 | **159** | **1** | **4** |
| 99.1% | 1% |  | 100.0% | 0% |  | **99.4%** | **1%** |  |

***Therefore the Ordinary Resolution was carried by the required majority of the membership.***

1. **Special Resolution**

To minimise the risk of the situation outlined above happening in the future, it is proposed that a change to Article 39 is required, with the purpose being to facilitate Aberdeenshire Voluntary Action’s ability to take decisions at general meetings as its membership grows over time. After careful consideration, and reflection on an appropriate quorum level, the view is that 50 members equates to c. 10% of the current membership body and is a realistic expectation for future member engagement with AVA meetings. This figure also brings AVA in line with other similar organisations.

Article 39 currently states the following:

*“No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 25% of the membership entitled to vote (each being a member or a proxy for a member).”*

The following amendment to Article 39 is therefore proposed; the amendment can be identified by bold typeface:

*“No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be* ***50 members (or a proxy for a member)****.”*

This resolution is proposed by Michael Adams (Vice Chairperson of Aberdeenshire Voluntary Action) and Fiona Smith (Director of Aberdeenshire Voluntary Action).

The result of the ballot was as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Special Resolution requiring a 75% majority (Amendment to Article 39)\*** | | | | | | | | |
| Proxies | | | Attendees | | | **Total** | | |
| For | Against | Abstain | For | Against | Abstain | **For** | **Against** | **Abstain** |
| 112 | 1 | 6 | 62 | 0 | 0 | **174** | **1** | **6** |
| 99.1% | 1% |  | 100.0% | 0% |  | **99.4%** | **1%** |  |

***Therefore the Special Resolution was carried by the required majority of the membership.***

1. **AOCB**

There being no other competent business, the Extraordinary General meeting was closed.

**Annual General Meeting**

1. **Welcome and Apologies**

David Hekelaar (Chair) welcomed members to the meeting and noted apologies.

1. **Minutes of the previous meeting and Matters Arising**

There were no matters arising from the minutes of the last meeting and these were accepted as an accurate record. Proposed by Jim Bruce, seconded by Fiona Smith.

1. **Report from the Chairperson of the Company**

The Chair presented the report on behalf of the Board of Trustees of Aberdeenshire Voluntary Action. As noted in the Directors Report and Annual Accounts for the year to March 2020, the restructuring programme which commenced at the end of 2018 has enabled the organisation to return a surplus of £39,000, as compared to a deficit for the previous year of -£73,000. Financial projections for the year 2020-21 indicate that the organisation will continue to return a surplus which will enable the re-establishment of an appropriate level of reserves. The profitable trading position has been achieved with the help of our dedicated team under the leadership of our CEO Dan Shaw, who joined AVA in April 2019. Our core team has 11 members with development officers geographically located across the ‘shire, providing local support to 500+ members and other third sector and voluntary organisations. The operational changes which have taken place include the consolidation of Magpie to a single location in Banchory resulting in a reduction in staffing levels; we also relocated our offices to a single location in Ellon and restructured our core staff activities.

Our funding position remains stable with indications from Scottish Government that our funding will continue at its current level until March 2022. Our three year agreement with Aberdeenshire Health & Social Care Partnership is also in place until March 2022. Magpie activities continue to be monitored closely to ensure that it continues to provide a positive cashflow to the organisation. During the year in question, Dementia Friendly Communities and Community Health in Partnership projects were completed in the first half of the financial period; both were fully funded.

Covid-19 has had a significant effect on our activities and that of our members since April this year. We made the early decision to close our office and have our staff team working from home. The team continues with our core work of advising and guiding our members and other third sector organisations, albeit with significantly different enquiries. We have been involved in assisting voluntary organisations working to support isolated and vulnerable people in our communities; we have operated a funding scheme for local voluntary and community groups via Scottish Government funding and have provided advice to existing and new members on sources of funding. We have participated with other Grampian TSIs in discussions regarding community involvement in volunteering with the Grampian Coronavirus Assistance Hub and Grampian Local Resilience Partnership Working Group. For the period to March 2021, Scottish Government has provided additional funding to TSIs to expand our service delivery to communities and voluntary organisations. This has allowed AVA to extend hours of work for staff to enable them to provide advice to the ever-increasing number of organisations requiring support at this difficult time.

The composition of the Board has changed during the past 18 months with the departure of Karen Clark and Karen McWilliam and the appointment of Victoria Brown and Fiona Smith in July 2019. Simon Blackett resigned in May 2020 and we welcomed two new Board members, Chris White and David Briggs, in August of this year. On behalf of the Board, I thank the former directors for their services to AVA.

On a personal note this is my last day as a director of AVA, as I have completed the maximum period allowed under the terms of our Articles of Association. I wish to place on record my appreciation for the commitment by our excellent staff, not only to the organisation but also to our members. I am aware that it is not unusual for them to go beyond their contracted hours when required. I leave the organisation in a stable financial position and in the hands of a strong Board. The Chair invited questions from the floor; none were noted.

1. **Consideration of the Annual Accounts of the Company**

The meeting was joined by Fiona Morgan, Auditor from MHA Henderson Loggie. Accounts were distributed to all members attending prior to the meeting. The Chair noted that, although our turnover has decreased by £300k to £714k in the period, this relates to project and Magpie activity. We have produced a surplus of £111,000 for the year which is a vast improvement on the previous year. Projections to end March 2021 show another surplus for the year and will allow AVA to re-stablish the required level of reserves. We have received a clean audit report. Fiona Morgan stated that AVA has had a difficult few years but, with some very positive actions taken by the Board, the organisation now stands in much better position. She thanked the team for their help and hard work getting these audited accounts pulled together done with the work done remotely for the first time. David stated that he really appreciated hard work from Henderson Loggie through this difficult period.

1. **Election of Directors of the Company**

David handed over to Dan to direct this section of the meeting. All directors had to resign their positions at this point in accordance with the Articles. The seven names listed below have provided brief biographies (link provided to members as part of the papers for the meeting) and have renominated themselves to stand for re-election under the terms of the Articles.

The CEO proposed an Ordinary Resolution ‘To approve the election of the following Directors for the forthcoming term (until the next Annual General Meeting not more than 15 months in the future):

Mike Adams (Director since August 2018)

David Briggs (Director since August 2020)

Victoria Brown (Director since July 2019)

Jim Bruce (Director since April 2018)

Sue Kinsey (Director since August 2018)

Fiona Smith (Director since July 2019)

Chris White (Director since August 2020)’

No members abstained or voted against the resolution and voting resulted in each director being elected with 168 votes in total, being 100% of combined of proxy and attendee votes. Thanks to all members for attending the meeting, providing proxies and voting.

1. **AOCB**

Dan handed control of the meeting to Mike Adams at this point. David Briggs commented that he wished to commend Dan and his staff, as well as David Hekelaar, for the incredibly efficient way this has been handled and he looks forward to learning from them in future.

Mike took the opportunity to draw today’s meeting to a close. Special thanks were given to the meeting facilitators Jacquie, Rhona, Aileen, Sandra and Meriem who have done an exceptional job to ensure this, our first virtual AGM, has run smoothly. Special thanks to Dan Shaw, CEO, specifically for organising and executing this AGM but also for his work across the last year, particularly since March this year. Dan has worked incredibly hard to lead the organisation in these challenging times. He thanked fellow Board members, both those who have served since the last AGM and those who sought re-election today. They have given their time very generously and have at times gone above and beyond for the benefit of AVA, and, specifically in the last couple of months, he thanked Fiona who has worked very closely with Dan.

He echoed David Briggs comments’, paying special mention to the outgoing Chair, David Hekelaar, who has shown incredible commitment to AVA over his past 5 terms as a Director. His contribution has navigated AVA through some really challenging times and without that we would not be in the position we are in today. David is known for his exceptional experience in the third sector and we hope we can continue to tap into that long into the future. Mike joined the Board, members and staff in thanking him for his contribution and hard work on AVA’s behalf. As soon as it is possible and allowable, he stated that we will be presenting David in person with a token of appreciation for all his work.

Special thanks also to the incredibly dedicated staff of AVA, whose hard work has brought so many people together for this AGM; the combined attendance and level of engagement has been fantastic and equates to over 30% of our membership, giving us the largest number of people we have ever had involved in an AGM. He recognised the staff commitment in what has been an incredibly challenging time for all, continuing to offer advice, support and guidance to third sector organisations across Aberdeenshire. He also welcomed the return of Lindsay Allardyce, Communications and Membership Manager, who is due to return to work next week after a prolonged period of absence and noted that we are really looking forward to seeing her back.

Finally thanks to all members who have given up their time, interacting and engaging with this meeting today and also with AVA over the last 15 months. He asked members to please keep in touch via development officers, the leadership team or indeed the Board and to keep safe this winter. The meeting then closed with Mike thanking all attendees at the meeting.

Dan also added his thanks and appreciation.

*APPENDIX 1*

**AVA EGM and AGM – 30th October 2020**

**Attendees**

|  |  |
| --- | --- |
| Aileen Longino | AVA |
| Alun Dyson | Deveron District Age Concern |
| Angus McCurrach | ADP - North Community Forum |
| Bridget Scott | Newtonhill Community Hall Association  (Betteridge Centre) |
| Chris White | AVA Director |
| Dan Shaw | AVA |
| David Briggs | AVA Director/Varapunya Meditation Centre |
| David Hekelaar | AVA Director |
| Dawn Brown | Associate member |
| Denise Robson | Reengage |
| Diane Tait | Buchan Development Partnership |
| Douglas Knox | Stonehaven & District Men's Shed |
| Douglas Riach | Aboyne & District Men's Shed |
| Duncan Leece | Banffshire Partnership |
| Elizabeth Bryan | Age Scotland |
| Fiona Duckett | NEOS |
| Fiona Farquhar | Invercairn Community Hall |
| Fiona Hogg | Rhythm Nation Dance |
| Fiona Morgan | Henderson Loggie |
| Fiona Smith | AVA Director/Tarves Development Trust |
| Fiona Thomson | Networks of Wellbeing Ltd |
| Frances Boyle | Buchan Dial-a-Community-Bus |
| Gillian Grochla | Pillar Kincardine |
| Gordon Riddler | Victoria & Albert Halls (Ballater) Trust |
| Ian Adie | Peterhead Street Pastors |
| Jacky Allan | Shirley's Space |
| Jacquie Milne | AVA |
| James Bruce | AVA Director/Daviot Community Trust |
| Jamie Gordon | Kincardine and Mearns Citizens Advice Bureau |
| Jane Mitchell | Mearns & Coastal Healthy Living Network |
| Nigel Healey | Marr Area Partnership |
| Jenni Kaski | SAMH - My Life Dynamic |
| John Bolland | ADP - Central Community Forum |
| John Crawford | Fraserburgh Parkinson's Support Group |
| Juliet Ward | Milltown Community |
| Keith Anderson | AVA |
| Kim Scott | SCILL (Supporting Children in Learning for Life) |
| Leith Robertson | Inverurie & District Men's Shed |
| Lesley Fraser | Advocacy North East |
| Lesley Lawrinson | AVA |
| Linda Byers | Riding for the Disabled Deeside |
| Linsey Singers | Let's All Talk North East Mums (LATNEM) |
| Liz Strachan | Peterhead Street Pastors |
| Liz Treasure | Kincardine & Deeside Befriending |
| Louise Richardson | Absafe SCIO |
| Margaret Gault | Fraserburgh in Touch |
| Marty Kehoe | Westhill Men's Shed |
| Meriem Kayoueche-Reeve | AVA |
| Mike Adams | AVA Director |
| Norma Makin | Banchory & District Initiative |
| Paul Evans | Banchory & District Men's Shed |
| Peter Ridout | Formartine Partnership Ltd |
| Phil Wilson | Peterhead & District Allotment Society |
| Ralph Grantham | Fraserburgh Men's Shed |
| Rhona Davidson | AVA |
| Ruth Clarke | AVA |
| Sandra McGuigan | AVA |
| Shona Watson | North West Aberdeenshire Citizens Advice Bureau SCIO |
| Simon Richardson | Gravitate North East |
| Sue Kinsey | AVA Director/GCRA Ltd |
| Sue Burgess | Braemar Guide Sheiling |
| Victoria Brown | AVA Director/Maud Village Trust |

**Apologies**

Banchory CAP Debt Centre

Bennachie Leisure Centre

Braemar News Group

Cruden Bay Community Association

Disabled Persons Housing Service Aberdeen

Emma Condon (Associate member)

New Aberdour, Tyrie and Pennan Community Council

New Deer Community Association

Rosehearty Community Council

Rothienorman Community Association

Scottish Families Affected by Alcohol and Drugs

Society of St Vincent de Paul - Ellon Conference

Sunrise Partnership SCIO

Tap O' Noth Trampers Walking Group

Tarland Development Group

Tullynessle Hall