

Distributing Harestones  
Community Benefit on behalf  
of ScottishPower Renewables



Helping communities  
to make positive  
changes

## Annandale & Nithsdale Community Benefit Company

**Annandale and Nithsdale Community Benefit Company Annual General Meeting**  
**Tuesday 17th May 2016, 7.00 p.m.**  
**St George's Church Hall,**  
**50 George Street,**  
**Dumfries, DG1 1EJ**

**Members Present:** Total 30 in person, 1 by proxy. Current membership is 62; therefore quorum of one third of members in attendance in person or by proxy was met.

Name	Community Council	Name	Community Council
Martin Brown (Chair)	Kirkpatrick Juxta	Richard Mann	Johnstone
Jean Purves	Moffat	Alastair MacFadzean	Dunscore
Richard Clarke	Keir	Russell Stuart	Heathhall
David Dick	Closeburn	Derek Ivy	Kirkmahoe
Maureen Johnstone	Tinwald	Murdoch MacPherson	Dalton & Carrutherston
Tom Halliday	Johnstone	Alan Moores	Kirkmichael
Anne Wyllie	Lochmaben and District	Tony Hancock	Lochmaben and District
Kenny Thomson	Wamphray	Willie Dalziel	Wamphray
Amanda Anderson	Heathhall	Freda Seddon	Royal Four Towns
Stuart Campbell	Royal Four Towns	Mike Steel	Closeburn
Walter Patterson	Dunscore	Robin McIver	Glencairn
Sue Grant	Glencairn	Jean Muir	Kirkmahoe
Caroline Anderson	Penpont	Fiona Cuthbertson	Penpont
Jim Renicks	Thornhill	John Holroyd	Thornhill
Murray Wallace	Troqueer Landward	Gail Currie	Troqueer Landward

### Apologies:

Robert Thomson	Keir	Adam Anderson	Moffat and District
Neil Munro	Kirkmahoe	Linda McTurk	Troqueer Landward
Helen Haggart	Lockerbie	Jan Andrews	Lockerbie
Gordon Neilson	Penpont	Cllr. Ivor Hyslop	Councillor Ex-Officio
Robert Armstrong	Holywood / Newbridge		

### In attendance:

Gillian Arnot	Scottish Power Renewables
Katie Nairn	Foundation Scotland
Cara Gillespie	Foundation Scotland
Karen Slattery	Foundation Scotland
Stephen Thompson	Councillor Ex-Officio
Moira Weathorp	Torthorwald
Bill Meadows	Member of the public
Duncan Laing	Holywood (Proxy for R. Armstrong)

## **1. Report by the Chair on the activities of the Company**

Martin Brown (MB) welcomed everybody to the first ANCBC AGM and was pleased to give a positive report on the company's activities and progress, starting with a brief history of the fund. There were currently 31 Community Councils forming the membership of the Annandale and Nithsdale Community Benefit Company (ANCBC), it was the first known instance of this number of Community Councils empowering themselves to form a company and distribute community benefit funds from ScottishPower Renewables. MB thanked his fellow directors for the significant amount of work that had gone into the set-up of the company and the first year's grant making.

ANCBC had appointed Foundation Scotland to help with the fund administration and grant making and the Board were pleased with the support they received. All grants were thoroughly and fully assessed and a large number of awards had been made during the first year, totalling £395,572. The largest single award was for just under £50,000, awarded to Mossburn Community Farm for a three year project. Throughout the year many medium and small grants had also been awarded across the area of benefit, a summary of these and the company's activity could also be found in the annual accounts under 'Report from the Directors'. There had also been two rounds of Local Grants given direct to the 31 established Community Councils in the area of benefit. The first was an initial one off grant of £4,000 when the first construction-related instalment was received from SPR and the second of £2,000 which would be offered on an annual basis subject to satisfactory reporting.

Later in the meeting the Board were required to stand down from their positions and two of the current Directors would not be standing for re-election. Derek Ivy and Maureen Johnstone were thanked for their hard work and input into the setup of the company, the Board had valued their scrutiny as well as their skills. If all of the other directors were to be re-elected there would be 4 vacancies remaining on the Board, one from the West region, one from the East and two from the South. Any Members that were interested in becoming a Director should contact Martin or Foundation Scotland for more information. Derek Ivy encouraged Community Councillors to get involved as this was a 25 year project.

## **2. A financial report by the Treasurer on the financial activities of the company**

Martin Brown presented the accounts on behalf of the Treasurer Jean Purves, which had been prepared by Farries, Kirk and McVean in a charitable format, in line with the company's plan to become a registered charity during the current financial year. The accounts, which had been circulated to the meeting in draft format, were independently examined, detailing all of the donations received from SPR and the onward grant making. The high level of restricted reserves included funds which were ring fenced for grant allocations yet to be paid to the recipients. The Board had met before the AGM and had signed off the accounts, which were unchanged from the draft circulated.

The Board was in the process of setting up the second of three planned bank accounts in which to hold funds, in order to ensure funds are covered by the Financial Services Compensation Scheme for up to £75,000 per financial institution.

The members considered the accounts and no queries were raised.

## **3. The election/ re-election of Directors**

Gillian Arnot of SPR took the Chair and all of the current directors stood down from their positions as required by the Articles of Association. The following members stood for re-election as directors:

Martin Brown  
Richard Clarke  
David Dick

Alastair MacFadzean  
Murdoch MacPherson  
Richard Mann  
Jean Purves  
Russell Stuart

All of the above members were re-elected by a show of hands equal to 22 votes in favour and 0 votes against.

Gillian Arnot took the opportunity to thank Martin Brown and the Board for their drive and determination when working on behalf of the 42 Community Council areas ANCBC represented. With a large sum of money came a huge amount of responsibility and MB had driven a hard bargain with SPR on behalf of the Communities involved. SPR were delighted with the first year of the agreement and very pleased to see the number, quality and variety of applications and awards.

MB took back the Chair

#### **4. Proposal of a special resolution to adopt new Articles of Association**

Foundation Scotland had been working to support the Board to review the Articles of Association to correct minor errors and make the company rules more accurate and relevant to the company's operations.

The Special Resolution had been circulated to members with the AGM papers, according to the required notice in advance of the meeting. Cara Gillespie briefly outlined the key proposed changes, noting that they had resulted in extensive re-numbering of the Articles of Association and therefore the proposal was to adopt completely new Articles, rather than deal with each change as an individual amendment to the existing. Both the current and proposed new Articles had been circulated with the Special Resolution, along with a summary of the changes which included:

- Defining the meaning of "Community" and "Communities" to link them to Community Council areas
- Spelling and name corrections to the list of Community Council areas, addition of Mouswald, which had been omitted
- Deleting reference to Membership by organisations, as there is only one category of membership, which is individual
- Changing the terminology around determining the status of Community Councils from active/inactive to established/disestablished, to reflect definitions used by D & G Council.
- Clarifying that only Community Councils may nominate company members
- Clarifying the period of membership
- Amending the number of members required to call a general meeting
- Amending the quorum for General Meetings
- Allowing more than one proxy vote to be held by a member

Following a short question and answer session to clarify aspects of the rules on membership, the Special Resolution was put to a vote by show of hands. It was noted that a majority of 75% or more of votes cast in person or by proxy was required. 27 members voted in favour; with no votes against. The Special Resolution was therefore passed.

#### **5. Any Other Business**

Members were reminded of the current Director vacancies and the geographic groupings for each community council in the company representative structure.

The floor was opened to questions:

The current number of members was queried. At present this was 62 as, at the time of establishing membership, there were only 31 Community Councils established in the area of benefit out of a possible 42.

One member, who arrived after the Special Resolution, had a range of questions relating to the original Articles of Association. As the members had just voted to replace these with the new Articles, it was agreed that these questions could be answered after the formal business of the meeting was concluded.

As the community benefit donations to the fund from SPR were index linked, one member asked if the payments to Community Councils were also index linked. MB informed the meeting that Community Council grants were an agenda item for the next Board meeting and that he would add this query to the discussion.

There was a question about membership renewal and whether Community Councils could change their members who represent them with ANCBC at any time. MB confirmed that this was not necessary and that ANCBC would be in touch with Community Councils later in the year to renew membership and would happen on an annual basis going forward. No action was required of Community Councils until they heard from ANCBC.

Richard Clarke thanked Martin Brown on behalf of the Board for the immense amount of effort he had put into founding ANCBC and bringing about the success it was today, a unique company in Scotland which was a pleasure to be a part of thanks to MB's chairmanship, sensitivity, focus and fairness.

Martin appreciated the kind words and reminded members that all minutes and decisions were recorded on the ANCBC website under Board Admin.

The meeting closed at 9pm