



**MINUTES of the ANNUAL GENERAL MEETING OF STRATHERRICK AND FOYERS  
COMMUNITY TRUST held in STRATHERRICK HALL, GORTHLECK on WEDNESDAY 3<sup>rd</sup>  
DECEMBER 2014**

<b>Present</b>	Graeme Ambrose, Martin Donnelly, Frank Ellam, Katie Ellam, Peter Faye, Sharon Ferguson, Zoe Iliffe, Ed Ley-Wilson, Craig Lightbody, Hugh Nicol, Stewart MacPherson
<b>Chair</b>	Ed Ley-Wilson
<b>In Attendance</b>	Fiona Ambrose (Administrator)
<b>Also in Attendance</b>	Paul Capewell, A9 Partnership Charles Stephen, Ward Manager, Highland Council Graeme Keddie, SSE Fiona Morrison, SSE 23 Members of the Community Trust
<b>Apologies</b>	-

**1. WELCOME AND APOLOGIES**

The Chair welcomed everyone to the meeting. There were no apologies.

**2. FINAL SUBMISSION OF COMPLETED DIRECTOR NOMINATION FORMS**

The Chair called for the submission of any further completed director nomination forms. No further forms were submitted so he declared the nomination process closed.

**3. THE CHAIR'S REPORT.**

The Chair read out his report on the work of the Trust over the last year.

**4. CONSIDERATION OF ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2014**

Paul Capewell of the A9 Accountancy Ltd presented the annual report and accounts.

The annual report and accounts of Stratherrick and Foyers Community Trust for the year ended 30 June 2014 were considered and noted by the Members.

**5. SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION**

The following special resolution was proposed:

“That the provisions of the articles of association of the Company be altered by:

1. the deletion of the words “non-member” where they appear in article 57;
2. the deletion of the words “subject to article 58” where they appear in article 62 and the insertion in their place of the words “subject to articles 58 and 62A”;
3. the insertion of new article 62A (immediately following article 62) which shall read as follows:

Any individual who wishes to be considered for election as a Member Director at an annual general meeting must lodge with the company, no later than 14 days prior to the date of the annual general meeting, a written notice (in such form as the directors require) confirming his/her willingness to be appointed, signed by him/her. and

4. the deletion of the words “non member of the company” where they appear in article 68 with and the insertion in its place of the word “person”

*In terms of Article 64, Ed Ley-Wilson, Craig Lightbody and Stewart MacPherson (Member Directors) and in terms of Article 70, Frank Ellam, Katie Ellam and Zoe Iliffe (Co-opted Directors) stepped down in advance of the following item.*

**6. ELECTION/RE-ELECTION OF DIRECTORS**

Four completed nomination forms had been received. In terms of the Articles of Association, four Directors required to be elected. As there were four nominations and four vacancies, the following Directors were duly elected.

Frank Ellam  
Zoe Iliffe  
Gordon McAndie  
Stewart MacPherson

*At this point in the proceedings there was a short interval to allow the votes cast on the Special Resolution introduced at Item 5 to be counted. The Chair led a question and answer session focusing mainly on the proposal for employing a Project Co-ordinator for the community.*

**7. RESULT OF VOTES CAST ON THE SPECIAL RESOLUTION TO ADOPT THE ARTICLES OF ASSOCIATION**

The votes cast by secret ballot on the special resolution detailed at Item 5 above were as follows:-

For	33
Against	0
Spoilt papers	0

The resolution was passed by 75% or more of the votes cast on the resolution and accordingly, the amendments to the Articles of Association were duly adopted.

The AGM closed at 9.00 p.m.

Signed by Chair

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Date

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