

## **NAIRN IMPROVEMENT COMMUNITY ENTERPRISE**

### **MINUTES OF AN EXTRAORDINARY GENERAL MEETING HELD in THE NAIRN COMMUNITY & ARTS CENTRE on 28 SEPTEMBER 2017 at 8.15 pm**

#### **Directors Present**

Alastair Noble	Michael Barnett
Iain Fairweather	Steve Westbrook
Magnus Swanson	Susan Hey
Samuel Hey	Mandy Lawson
Matthew Hilton	

**Members Present**                    22 plus 123 proxies

1. The Chairman Alastair Noble welcomed those present and said that although the meeting had been called for 8.30 pm, he invited those present to agree to start at 8.15 pm, the previous Annual General Meeting having been completed. This was unanimously agreed. There was one motion, being a Special Resolution, before the meeting:

“Subject to the approval of Scottish Ministers and any technical amendments they may require, that the Articles of Association signed for the purposes of identification by the Chairman of the meeting and as posted on the company’s website be adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association”

and he invited the Secretary Michael Barnett to introduce it.

2. The Secretary said that the motion proposed the adoption of new Articles of Association, and there were in principle four changes proposed to the existing Articles of Association. A copy of the proposed new Articles of Association was available for inspection, and had been signed by the Chairman for identification purposes.
3. The Secretary said that the first change was to make the Articles compliant with the requirements of the Community Empowerment (Scotland) Act of 2015, so that we could if we wished exercise rights on behalf of the community. The new clauses had been drafted by DTAS and were essentially technical in nature.
4. The Secretary said that the second change was to address the difficulty we had at the Annual General Meeting on 30 March of achieving a quorum of 10% of the membership. It had proved increasingly more difficult each year to achieve the quorum, and our

solicitor's and the DTAS advice was to reduce the requirement to 25 members. The aim was simply to make the process of doing the business of each AGM easier, and did not in any way diminish members' ability to hold directors to account. The 10% had originally been a suggestion by a Scottish Government official when the requirements of the 'Right to Buy legislation were added to our Articles of Association, and had in practice been unworkable without a substantial effort to get sufficient proxies from members.

5. The Secretary said that the third change was to reduce the age for qualification as an Ordinary Member from 18 to 16, bringing us in line with the trend in national elections, and the fourth change was to upgrade the references to actions that could be implemented via the company's website.
6. There were no questions from those present, and the Chairman put the motion to the vote, and it was carried unanimously.

The meeting was adjourned at 8.30 pm

*Michael Barnett*  
*Secretary*