

# Tomintoul and Glenlivet Regeneration Project

## Memorandum & Articles for the Development Trust for Tomintoul & Glenlivet - Note of Meeting

**Date:** 30 April 2012

**Time:** 7pm

**Venue:** Richmond Memorial Hall, Tomintoul

### Background

This meeting followed on from a public meeting held on the 12<sup>th</sup> March 2012 in Tomintoul which mandated a working group to put together the Memorandum & Articles of Association (M&A) for the new Development Trust. This has now been completed and at this meeting, members of the working group presented the M&A to all community members to give them the opportunity to ask any questions and endorse the proposals.

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Karen Derrick (KD) apologised that the meeting was being held in Tomintoul again and confirmed that the next meeting will be held in Glenlivet .

### Overview of Draft Memorandum and Articles of Association

KD and David Anderson presented an overview of the Draft Memorandum and Articles of Association (M&A) on behalf of the working group (Mike Drury, Jacqui Horning, Toby Wingfield Digby, David Anderson, Stuart Cockram and Eleanor Mackintosh). Copies of the Draft M&A were circulated prior to and at the meeting and are available on the website. A presentation outlining the key points is also available on the CNPA website.

- **Drafting the M&A** - The working group met on a number of occasions and corresponded via email to produce the Draft M&A. An M&A template from the Development Trust Association Scotland (DTAS) was utilised and tweaked to suit the purposes of the proposed Tomintoul and Glenlivet Development Trust (TGDT). KD sought advice on the Draft from DTAS and the Scottish Government Community Assets Branch and they have indicated that they are happy with it.
- **Area** - The area proposed for TGDT is the AB37 9 postcode area. A map of this area and how it relates to the Community Association areas was shown and is available on the website. The use of postcode areas allows for any potential future purchase of assets/land by the Trust. This area covers both Community Association Areas and will enable these areas to work together more effectively.
- **Objectives** – The objectives of the Trust were designed to give lots of flexibility to the Trust whilst being defined enough for the needs of Companies House and the Charity regulator. The objectives of the Huntly Development Trust were used as a starting point and were refined and adapted to suit the needs of the TGDT. The objectives can be viewed in Articles 4 to 6.

- **Activities & Powers** – The powers of the Trust are laid out in Article 7. There are 26 powers listed to cover all areas of potential operation required to achieve the objectives. It is likely that not all powers will be used but they have been designed to empower rather than restrict the work of the Trust.
- **Membership** – A minimum of 20 Members is proposed. Whilst this may seem low it is designed to enable the Trust to operate even if it has a fluctuation in membership. Evidence from other Trusts has shown that this may be required but hopefully unnecessary. Quorum for a General Meeting is proposed as 15 members to ensure that business can still be conducted even if membership is low or if people are unable to attend a meeting. Three categories of membership are proposed:
  - Ordinary Member – full members with voting rights from whom the majority of Directors will be drawn
  - Associate Member – an organisation who may wish to support the role of the Trust or a person living out with the area who may wish to be involved.
  - Junior Member – to encourage people between the ages of 12 and 17 to get involved
- **Directors** – Directors can include both Member Directors and Non-member Co-opted Directors. The Board can have from 5 to 10 Directors with no more than 8 Member Directors and no more than 2 Co-optees. Member Directors must be in the Majority. Quorum is set at 4 to ensure good representation and to enable business to be undertaken. This will also ensure that the Chairman is forced to take a casting vote on occasion, ensuring that decisions are robust and well thought through.

## Directors & Officers

- **Directors** - Directors will need to be people who want to be involved and to make a difference. Key things to consider in selection of Directors:
  - Skills Based – this is the most important element, the Trust will need Directors with different skills e.g. in finance, project management, leadership, organisation, social and community awareness etc.
  - Experience – the Trust will need Directors with different experience e.g. knowledge of community organisations, business skills etc.
  - Nominations - A Job Specification will be drawn up for potential Directors and nominations for individuals will be requested. KD encouraged people to think of individuals who may be useful to have on board as Directors of the Trust. It was noted that Mike Fletcher is willing to put himself forward as a Director.
  - Elections - Directors will be voted in at a General meeting by the members. It is hoped that there will be enough nominees to give members a choice. There was some support for elections to be done in a 'hustings' style to encourage Directors to make a case for their election either in writing and/or at the meeting.
- **Development Officer** – Recruitment and selection of a Development Officer will be one of the first tasks for the Directors. A full job description and person specification

will be drawn up. They will require knowledge and experience of development work, funding applications, project management, working with communities, public agencies and partners, and to always remember that they are working with volunteers. Their remit will be to work with the Board and advise them as an employee of the Trust. They will be expected to manage projects, obtain funding and develop the Trust.

## Proposed Timelines

Date	Activity	Notes
Start of May	Incorporate company – formal submission of Documents to Companies House, Office of Scottish Charity Regulator (OSCR) and Scottish Government Community Asset Branch (CAB)	The documents have already been run past these groups and they are generally happy with them. Prior to submissions the community need to indicate their support for the Trust. 3 Individuals will need to sign the documents for submission.
By end of May	Expected dates for acceptance	Companies House – approx. 10 days OSCR – approx. 5 weeks CAB – approx. 3 weeks , ratification by CAB is not a requirement but if the Trust wish to undertake a community buy-out of land or an asset in the future, this ensures that they are in a position to do so.
May onwards	Recruitment of Members	Aim is for 100 members at least but this is an ongoing process and only 20 will be required initially to get the Trust going. A recruitment drive will need to be undertaken to ensure good representation of members for election of Directors.
June	First General Meeting and appointment of Directors	This will be the first formal meeting of the Trust members, at which the election and appointment of Directors will take place.
June to September	Training for Directors	Training will not be complex but will ensure the Directors are fully aware of their roles and responsibilities.
July/Aug	Appointment of Development Officer	Person Specification and Job description agreed by directors, adverts out and interviews undertaken.
July/August onwards	Start-up Funding	Funding is agreed in principle for the start-up and post. Paperwork will need to be finalised to confirm arrangements.
September to December	'Quick Win' project	Work to complete a 'quick win' project to demonstrate what the Trust can do and to bring in members.

## **Questions and Answers from the floor**

**Q: Should the M&A stipulate that the majority of the Quorum for Directors meetings should be Members and not co-optees?**

**A:** Article 92 states that “A quorum shall not be deemed constituted at any meeting of directors unless the Member Directors form a majority...”.

**Q: Should the Directors be split with half from the Tomintoul and Kirkmichael area and half from the Glenlivet & Inveravon area?**

**A:** The working group advised that they had had a lengthy debate on this. It is not proposed to split Directors by geographical locations. This is because the working group felt that the two communities need to move forward together as one unit and put past differences behind them. A split may reinforce differences and therefore undermine the Trust. The membership will vote in Directors and as such they will have a say on who is involved. It was felt that Directors should be those people with the right skill sets who are right for the job, not people who have been nominated purely because of where they live. It was noted that this issue is a key concern of some individuals from Glenlivet who had been unable to attend the meeting tonight. There was general support from the meeting for the approach proposed by the working group.

**Q: Can Directors be elected via proxy?**

**A:** Article 53 allows members to vote by proxy at General Meetings if requested.

**Q: Is the Quorum for General Meetings too low?**

**A:** The working group had initially proposed a higher number, however, on advice from other Trusts they set the quorum lower. This is to allow for any fluctuations in membership and to allow business to still take place. It was recognised that General Meetings may not always attract a big crowd.

**Q: Is there a good recruitment pool available for the Development Officer and what is the salary?**

**A:** Yes – various people out there with the right skill set who should be interested. They may be from out with the area or home grown, the key thing will be to get the right person with the right skills. Funding is in place for a three year post with £45k available per annum with support in kind from the Crown Estate who have offered office space. The funding will need to cover start-up, recruitment and selection, national insurance etc. and a range of other things as well as salary. Funding for projects is separate and sourcing this will be a key job of the Development Officer.

**Q: How will members be recruited?**

**A:** A display of hands in the room showed that all 40 people in attendance would be willing to join as a member. Application forms will be produced and a membership drive

undertaken. Members will be encouraged to recruit other members as well as via email and media coverage. A mailshot will also be investigated to ensure all households in the AB37 9 postcode area are aware of the Trust. The Highland Games was identified as a good opportunity for recruitment.

**Q: Should Directors receive training prior to being nominated?**

**A:** Prospective Directors will be given a briefing to ensure they understand what their roles and responsibilities are. More in depth training will be given once they are in place.

**Q: Are Directors insured against vicarious liability?**

**A:** The M&A allow for indemnity for Directors through insurance. Directors will not be covered however, if they are negligent or carry out unlawful activities. Directors must operate in good faith.

**Q: Is Stuart Cockram still involved in the working group?**

**A:** It was pointed out that Stuart Cockram's name had not appeared on the slide showing Directors – it was noted that this was an error and he is still involved in the group.

**Q: Is the timeline too ambitious?**

**A:** It was noted that the timeline could be ambitious and relies heavily on getting members recruited. It was agreed that the timeline is a good aim and should be achievable but may be subject to change, flexibility will be required.

**Q: What is a 'third sector organisation' (Article 7(b))?**

**A:** A third sector organisation (TSO) is one which is neither private nor public, generally a voluntary sector body.

**Q: Why can't an employee of the Trust be a member of the Trust (Article 20)?**

**A:** This is a requirement by law.

**Q: Why does the Chairman not have a Casting Vote at a General Meeting (Article 59)?**

**A:** If the Trust is so strongly split on a decision then this will require further thought and attention. The Chairman may struggle to make a reasoned decision at that point.

**Q: Should the Treasurer and Chair be required signatories on bank accounts (Article 104)?**

**A:** It was agreed that the M&A should be changed to say 'at least one out of the two signatures must be that of the Treasurer.'

**Q: Why is there no requirement for a Company Secretary (Article 77)?**

**A:** The Trust can choose to appoint a secretary if they choose but it is not a requirement. Minutes can be taken by an independent party if wished.

**Q: Will the minutes of Directors meeting be open and available to members?**

**A:** This is good practice and will be encouraged. Members will be able to influence this.

**Q: Why do Articles 82 and 96 and Articles 83 and 97 appear to say the same thing?**

**A:** Each relates to the preceding article so are slightly different, one relating to process and the other procedures.

## **Next Steps**

KD advised that 3 signatories will be required for registration of the M&A. These signatories will not necessarily be Directors. It was proposed and agreed that the chair of each Community Association and a representative of the working group should be the signatories. Signatories will be:

- Patricia Lawson – Glenlivet & Inveravon Community Association
- Sally Reid – Kirkmichael & Tomintoul Community Association
- Jacqui Horning – Working Group

KD requested a show of hands to demonstrate the level of support for registration of the M&A as proposed. There was full support from the room and no objections were raised.

Sally Reid noted thanks to the working group for all of their hard work.

**Karen Derrick**  
Voluntary Action Badenoch & Strathspey (VABS)  
[karen@karenderrick.org.uk](mailto:karen@karenderrick.org.uk)  
07754 410644

On behalf of: Kirkmichael and Tomintoul Community Association, Glenlivet & Inveravon Community Association, Tomintoul & Glenlivet Highland Holidays, The Crown Estate, The Moray Council, Highlands & Islands Enterprise, Visit Scotland and Cairngorms National Park Authority