Strathdearn Community Developments Ltd

AGM

27th September 2017

working for strathdearn

1 April 2015 to 31 March 2016

Statement of Financial Activities

INCOME AND ENDOWMENTS FROM	£	£
SSE Dunmaglass wind farm commission payment	470,250	
" " year 1 payment	62,700	
Property, assets & cash transferred from Hall Trust	361,759	
Other grants, donations, advertising &invest'ts	5,482	
Hall hire and grants	6,954	907,145
RESOURCES EXPENDED		
Direct Costs		
Development Officer fee & project support	40,153	
Project costs - path eng. fees, topo study etc	4,140	
- Highland Home Care	4,073	
- Hub pre-plan surveys, design & feas study	35,157	
Mileage - Dev Officers and Co. Sec	2,177	
Postage, stationary, website & misc	1,414	
Legal fees	1,559	
Insur'ce, hall running costs, Hall Manager, maint'ce etc	12,265	
Dep'n	8,962	
costs c/f	109,900	

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1 April 2015 to 31 March 2016

Statement of Financial Activities

		£	£
RESOURCES EXPENDED	*costs b/f*	109,900	
Support/Gov Costs			
Accountancy fee		2,484	
Company Secretary		7,356	
Other misc costs		913	120,653
Total Resources expended			120,653
NET INCOME/(EXPENDITURE)			786,492
Total funds brought forward			(38,714)
TOTAL FUNDS CARRIED FORWARD			747,778

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1 April 2015 to 31 March 2016

Balance sheet

	£	£
FIXED ASSETS		
Tangible Assets - Hall property, fix & fitt's, computer equip		338,020
CURRENT ASSETS		
Debtors		3,896
Cash at bank and in hand		429,206
		433,102
CREDITORS - due within one year		
Hub design fee, VAT advice, acct'ncy prov		(23,344)
NET CURRENT ASSETS/(LIABILITIES)		409,758
NET ASSETS/(LIABILITIES)		747,778
FUNDS		
Unrestricted funds		747,778
TOTAL FUNDS		747,778

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1 April 2016 to 31 March 2017

Statement of Financial Activities

INCOME AND ENDOWMENTS FROM	£	£
SSE Dunmaglass wind farm year 2 payment	63,577	
Eneco Moy wind farm commission payment	233,145	
Strengthening Communities staff grant	40,379	
Other grants, donations & invest'ts income	6,951	
Hall hire and grants	8,959	353,011
RESOURCES EXPENDED		
Direct Costs		
Project costs - path construction & other dev costs	24,768	
- Hub design dev, prep surveys & plan app	70,459	
- Highland Home Care	210	
Funded staff wages & training costs (SCD & WRT)	35,443	
Development Officer	34,375	
New website & ongoing maintenance	3,402	
Mileage	2,949	
Legal fees	334	
Insur'ce, hall running costs, Hall Manager, maint'ce etc	19,401	
costs c/f	191,341	

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1 April 2016 to 31 March 2017

Statement of Financial Activities

		£	£
RESOURCES EXPENDED			
Direct costs (cont'd)	*costs b/f*	191,341	
Postage, stationary, room hire,		1,914	
Dep'n		11,182	
Support/Gov Costs			
Accountancy fees		3,554	
Company Secretary fee and mileage		15,172	
Other misc costs		1,171	224,334
Total Resources expended			224,334
NET INCOME/(EXPENDITURE)			128,677
Total funds brought forward			747,778
TOTAL FUNDS CARRIED FORWARD			876,455

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Balance sheet

	£	£
FIXED ASSETS		
Tangible Assets - Hall property, fix & fitt's, computer equip		331,786
CURRENT ASSETS		
Debtors - Moy wind farm commission payment due	233,145	
- Loan to White River Trading Ltd	39,994	
- other	2,592	275,731
Cash at bank and in hand		272,520
		548,251
CREDITORS - due within one year		(3,582)
NET CURRENT ASSETS/(LIABILITIES)		544,669
NET ASSETS/(LIABILITIES)		876,455
FUNDS		
Unrestricted funds		875,407
Restricted funds		1,408
TOTAL FUNDS		876,455

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Items of note for Strathdearn Community Developments (SCD) and White River Trading (WRT)

- The community owned shop continues to be in operation and returning very strong sales, between 8-10% above monthly forecasts. The shop made a small profit during April 2017 and July 2017.

- Funding of £39,500 secured for a second year to pay for support staff between April 2017 and March 2018.

- New website launched to be one of the main communication tools of the community with an integrated hall booking system. Updates and contributions from the public most welcome.

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Items of note for Strathdearn Community Developments (SCD) and White River Trading (WRT)

- The paths section at the north of the village is completed.
- The design of the community hub has been finalised and planning permission granted. The build can commence once funding has been secured.
- SCD has driven the development of broadband infrastructure improvements in Moy and Openreach are expecting to have this completed and in operation by the end of the year. Bringing similar improvements to sections up the glen are being explored by SCD presently.
- The Highland Home Care scheme continues to operate throughout Strathdearn with great success.
- The community via SCD and WRT now employ 7 full and part time staff excluding those employed via the Highland Home Care scheme.

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Ongoing challenges

- Improving the profitability of the shop remains a key concern. Strong sales but require increased gross margin via price increases and better buying. Volunteers from the community would be very well received to subsidise the staff costs. It is anticipated that ongoing support (currently in the region of £15-000 to £20,000 per year) will be required until the hub is built. In addition, the very favourable rent arrangement for shop may come to an end at start of 2018 potentially meaning new location will have to be found.

- Paths construction between Juniper Drive and the hall continues to be hampered by the uneconomical build standards imposed by the Roads Dept. Local councillors have been approached to attempt to alleviate these standards to allow the build commence.

- Suitable funding yet to be secured to allow the build of the community hub to commence.

- Feedback from funders approached suggest that the combined community fund is too strong to make grant awards likely.

Potential opportunities

- Thoughts on a small works programme? (for discussion with Community Council)



Special resolutions

***Resolution 1*- Definition of "the Community"**

Article 4 to be changed to:

- The Company has been formed to benefit the community within the area of STRATHDEARN Community Council as currently defined at the date of adoption of this Article ("**the Community**"), with the Purposes listed in the sub-clauses hereto ("**the Purposes**"), to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs), namely:

Special resolutions

***Resolution 2*- Definition of "Ordinarily Resident"**

Article 3.1 to remain as written with the addition of:

- **"Ordinarily resident"** means to retain a place of domicile for the purposes of income taxation and law
- That is the person's main address for electoral, medical, council tax and other personal financial purposes
- That is the main address as above for a student living away from home, when not attending university or college
- That the person can produce evidence to prove the above if requested

Special resolutions

***Resolution 3*- Amendment to Junior Membership**

Article 8.3 to be replaced with Article 8.4 to:

- **Junior Members:** those individuals who are aged between 12 and 17 wherever resident who support the Purposes. Junior Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.

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Special resolutions

***Resolution 4* – Amendment to Cessation of Membership**

New Article 15.5:

- being an individual or organisation, no longer complies with the requirements for membership status in accordance with Article 8

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Special resolutions

***Resolution 5* – Powers of Sub-committees**

New Article 51.1:

- In delegating any of its powers to a sub-committee, the Board retains the right to overrule or amend any decisions by such sub-committees by majority vote of the Board Directors.

New Article 51.2:

- The composition of Sub-committees and the process for appointing members of Sub-committees shall be open to scrutiny and approval by the Board

New Article 51.3:

- Membership of Sub-committees by individuals who are not Members or who are not ordinarily resident within the Community, shall only be by approval of the Board

New Article 51.4:

- The Board reserves the right to remove a member of a Sub-committee where:
- By majority decision of the Board it is agreed that the individual is deemed to hold a material conflict of interest; or
- He or she becomes incapable for medical reasons of fulfilling the duties of Sub-committee membership and such incapacity, as certified (if necessary) by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or
- He or she is absent (without permission of the Sub-committee) from more than three consecutive meetings of the Sub-committee, and the Board resolves to remove him or her from office.

Special resolutions

***Resolution 7* – Submission of resolutions to a General Meeting**

New Article 25.9

- Where a resolution is proposed by members for a General Meeting, the following shall apply:
- (a) an Ordinary resolution must be requested by not less than 5% of the Ordinary and Enterprise Members ("the members' request"), and a Special Resolution must be requested by not less than 5% of the Ordinary Members ("the members' request");
- (b) the members' request may be made in hard copy (by hand or by post to the Registered Office) or in electronic form (by fax or by e-mail);
- (c) the members' request must identify the resolution to be put to members and the Board can reject this if it is, in its opinion, either frivolous, vexatious, defamatory of any person or would be ineffective (whether by reason of inconsistency with any enactment or these Articles or otherwise);
- (d) the members' request can include an accompanying statement (not exceeding 1,000 words) which they can require the Company to issue with the resolution to all Ordinary Members
- (e) the members' request must be submitted at least 28 days prior to a scheduled General Meeting

Special resolutions

New Article 25.10

- 21 clear days notice at the least shall be given of all ordinary resolutions prior to a General Meeting to each member, Director, the Company Secretary and the auditor;

New Article 25.11

- An ordinary resolution may also be submitted by the Board for a General Meeting either by issuing notice at any time prior to the General Meeting, or at the General Meeting by agreement of the Chairman of the General Meeting

Amended Article 74.1

- upon the decision of not less than 75% of the Ordinary Members present and voting at a General Meeting called specifically

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Special resolutions

Resolution 8 **– General Meetings**

Header preceding Article 23 to be changed to:

- **General Meetings**

Article 27 to be redesignated Article 23.1

New Header preceding Article 26:

- **Resolutions proposed outwith of General Meetings:**

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Special resolutions

***Resolution 9* – Elected Directors**

Article 33.5 to be amended to:

- if no other Director has or Directors have decided or agreed to retire, the Elected Directors to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Directors on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot. Following the second AGM, the term of office of an Elected Director shall not exceed the time span covered by a series of three AGMs in accordance with Articles 33.1 and 33.2

Special resolutions

Resolution 10 **– Enterprise Members**

Article 6.1 to be changed to:

- **Members** - comprising Ordinary Members (who have the right to attend the AGM and any EGM and have important powers under these Articles and the Act, who elect people to serve as Directors and take decisions in relation to any changes to these Articles), the Enterprise Members, the Associate Members and the Junior Members; and

Article 8.2 to be redesignated Article 8.3

Article 8.3 to be redesignated Article 8.4

New Article 8.2:

- **Enterprise Members:** those individuals who are not ordinarily resident in the Community and those organisations wherever located that support the Purposes and own or operate commercial enterprises within the Community. Enterprise Members are not eligible to stand for election to the Board but can vote at any General Meeting. Each Member which is an organisation shall appoint one named Authorised Representative to represent and act for such Member at all General Meetings. Any change in the appointment of an Authorised Representative may be made at any time by the appointing Member, but only by written notice to the Company. Such notice will take effect upon its receipt by the Company. If an Enterprise Member ceases to comply with any of these criteria, he, she or the Authorised Representative will be obliged to inform the Company and will thereafter be reclassified as an Associate Member, and that if the Company becomes aware of this itself it will so reclassify the member and notify him or her accordingly.