

# **EDINBURGH OLD TOWN DEVELOPMENT TRUST**

## **MINUTES OF 2018 AGM**

**26th FEBRUARY 2019**

SC366198

**The meeting was held at St Columba's by the Castle, 14, Johnston Terrace, Edinburgh EH8 8PJ**

**Present:** Janet Dick, Iain Black, Ursula Pretsch, Matthew Crighton, Michael Lister David Paton-Williams, Jean Archibald, Bill McDivitt, Mary Bradley, Rosemary Burton, Chris Bush, Claire Dougherty, Ian Cooke, Kerry Proxis, Fenella Kerr, Elspeth Wills, Hannah Bradley, Sean Bradley, John Reiach, Wendy Hebard, Isabel Leckie, Anne Christie, Margaret Baxter, Alasdair Fairbairn.

**Apologies:** John Mitchell , Callum McGregor, Frank Ross, Leslie McKinnon

Those attending each received a copy of the Minutes of the 2017 AGM, a summary of the Accounts to 30th November 2017 and the Chair's Report for 2018.

The meeting was quorate

### **1. Welcome**

David Paton-Williams welcomed everyone to St Columba's.

Hannah Bradley, chairing, welcomed everyone to the 10th AGM of the Trust and introduced Board Members.

### **2. Minutes of the AGM held on 21st September 2016**

The minutes were agreed as accurate. Proposed: Matthew Crighton. Seconded: Janet Dick.

### **3. Chair's Report**

Sean Bradley, who stepped down as Chair in November, was thanked for preparing this. A new Chair of the Board needs to be appointed.

Board members who stood down during the year are Margaret Baxter, Tahl Kaminer, David Anderson, and Patrick Keady.

The Board is seeking more female board members and more residents of the Old Town. Hannah stressed that self-nomination at the meeting was possible and that a training day is planned for both the Board and Trust Volunteers.

THURSDAY



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SCT 02/05/2019 #184  
COMPANIES HOUSE

New staff members - Fiona Campbell and Carol Clarkson - introduced themselves. During the year, the Trust Office was moved to the tower room of St Columba's by the Castle on Johnston Terrace.

Ten additional volunteers had been recruited during the year and Derek King a second year Community Education student at Edinburgh University is on a three month placement

Board Activities:

#### **a) Community Space at Cranston Street**

Carol Clarkson gave an update on progress with developing of a business plan, financial projections and negotiations with the contractors. Work on site had begun on the 21st January.

There will be a main hall holding up to 45 people, a kitchen, reception area. There will be space for activities by local residents balanced with office space to rent - which will help cover costs. It will be a sociable and family-friendly space.

The Trust has secured two years of paid funding for staff, and crowd-funding and further social events are planned.

#### **b) The Word Bank**

Sean Bradley spoke of the Word Bank's vision of arts and literature for all. Funding for a worker has been secured to enable local residents to be involved in arts-based events, rather than a monopoly by external organisations.

John Byrom's book 'The Care and Conservation of Shared Georgian Gardens' had been published and the fourth volume of Evergreen would be published in the summer.

#### **c) Planning Consultations and Breaches**

Carol Clarkson explained the Place Standard Tool, developed by the NHS, which the Trust is using in the Old Town to find out more about what residents want, on the basis of which our priorities will be reviewed. She invited those present to be involved.

#### **d) Patrick Geddes Gardening Club**

Matthew Crichton explained that although not much gardening had been done in the past year there was good reason to expect positive developments in the year ahead. Money has been secured to employ someone to find out who is already involved in local garden activities and support them. Regarding the Calton Road site, it will be a

further year before we will know if it can be used. One positive development has been linking up with Holyrood Harvest.

#### **e) Trust Membership**

Membership now stands at 290.

#### **f) Partnerships**

Hannah Bradley highlighted the range of the Trust's active partnerships.

#### **g) Questions or Comments**

Matthew Crichton noted the many exciting developments in the work of the Trust and expressed particular thanks to Sean Bradley for all his leadership and work that had been central to this progress.

### **4. Financial Report**

Fiona Campbell explained that the full accounts for the year to 30th September 2018 had not been finalised. Once they have been externally examined they will receive final approval by the Board.

She highlighted the main items of income and expenditure.

### **5. Election of Board Members**

Fiona Campbell remained in the chair. Thanks were expressed to Fenella Kerr and Callum McGregor who were standing down.

The following Directors were elected unanimously: Sean Bradley, Hannah Bradley, Chris Bush, Matthew Crichton, Anne Christie, John Mitchell and David Paton-Williams.

### **6. Special Resolutions**

The following amendments to EOTDT's Memorandum & Articles of Association proposed by the Board were put to the meeting by Fiona Campbell.

That article 98 have the following clause added:

*In the case of online banking a similar approach will be taken depending on the facilities offered by the bank concerned. Where the bank has an online banking system which allows only a single signatory to make/sign*

*off transactions within it, single signatories will be authorised to operate the Internet Banking on their own up to an agreed level as determined by the EOTDT Board. As a minimum and where possible, at least two directors should have access to the online account so they can keep a regular check on account use and transactions. The Board can make any final decisions about the operation of this account oversight once details of the relevant online banking account are confirmed.*

And that articles 105 and 106 be amended as follows:

*105. Subject to article 106, the directors shall ensure that an audit/independent examination of such accounts is carried out by an auditor/independent examiner.*

*106. Notwithstanding the provisions of article 105, an audit/independent examination (within the meaning of the Companies Acts) by a company auditor/independent examiner (as defined in the Companies Acts) shall not be required, in a case where the Company is exempt (under the Companies Acts) from the arrangement to have an audit/independent examination, if and to the extent that proper arrangements for the auditing/independent examining of the Company's accounts are made in a manner which satisfies the requirements of the Companies Acts and section 34(1)(f) of the Land Reform (Scotland) Act 2003.*

The amendments were agreed unanimously.

## **7. AOCB**

Alisdair Fairbairn asked what connections the trust has with other local organisations and whether there could be greater collaboration.

Fiona Campbell replied that the Trust does have wide connections but that each organisation has a slightly different focus. Sean Bradley explained that our focus is on issues facing residents on a daily basis and on getting people involved in project work.

## **8. Close of Meeting**

There being no other competent business, Hannah Bradley thanked people for attending and closed the meeting.

**Following the meeting** Ian Cook from DTAS (Development Trusts Association Scotland) spoke about the work of community-led development and the particular challenges and opportunities for an organisation like EOTDT. His talk was followed by questions and discussion.