

## **New Galloway Community Enterprises Ltd**

**Annual General Meeting**

**3rd November 2016**

**New Galloway Town Hall**

### **Minutes.**

#### **Present:**

Avril Bridgeman, Ray Bridgeman, David Briggs\*, Marion Briggs, Michael Brown\*, Janet Carlyle, Tom Carlyle, John Crallan, Linda Garretty, Barry Gilbert, Emma Harnett\*, Gordon Hill, Helen Keron, Gordon Craig Millar, Joseph Murphy, Jon Nimmo, Teri O'Loughlin, Christine Rankin, Maitland Rankin, Mary Smith\*, Dawn Spernagel\*. [\* indicates member of Management Committee]

**By Invitation:** Ros Hill (Local Initiatives in New Galloway- LING) Alan Smith (Glenkens Community & Arts Trust - GCAT).

#### **Apologies and Proxies:**

Lois Aikenhead, Gerald Cinderby\*, Margaret Elphinstone\*, Patricia Gilbert\*, Toby Gilbert\*, Alastair Keron\*, Susan Keron\*, Jim McKenna, Jean Marsden\*, Sarah Parry\*. [\* indicates proxy lodged]

#### **Welcome and introductions**

The Chair (Mike Brown) welcomed all present including guests from LING and GCAT and noted that Craig Millar, while attending as a member of New Galloway Community Enterprises Ltd (NGCE), was also representing New Galloway & Kells Community Council of which he is Chair.

#### **Chair's Report on the first year of operation.**

The Chair, Mike Brown, explained that on registering with the Financial Conduct Authority NGCE had been instructed that its first operating year should run from 15 June 2015 to 30 September 2016. Future financial years for the company will end on 30 September. MB then summarised the origin of the concern to save the last general store in New Galloway which had been scheduled for closure in January 2015 and explained the emergence of NGCE in June 2016, and described the nature and structure of NGCE which is a community benefit society registered with the Financial Conduct Authority and thus permitted to trade for profit, with all profit required to be returned to the local community.

The NGCE's mission is: "To work with the people of New Galloway to revitalise and sustain our community and its economy by developing business and social enterprises." The focus of attention in the company's first year has been on purchasing Hopkins shop and house and developing its potential in line with our mission.

MB went on to outline the research and extensive community consultation which has underpinned the development of the project and the process of seeking funding from Big Lottery's "Growing Community Assets" fund. Stage 1 development funding was secured from BL in February 2016 which allowed intensive work on producing a Business Plan and application for Stage 2 Funding which was lodged by the end August 2016 deadline. An outcome is awaited.

NGCE is also exploring a number of other community projects which may be funded (with BL's approval) by surplus remaining from the Stage 1 grant. It is also preparing plans for implementing the shop project as soon as a positive response is secured in February 2017 from BL. Action in preparation includes a further share offer and other fund-raising initiatives to generate income required in addition to the BL grant.

In the course of the year the Management Committee enhanced the governance of NGCE by adopting a code of conduct for Management Committee members and a protocol for the submission and payment of expenses.

The Chair concluded by thanking the Management Committee, the Development Officer, Helen Keron, HGCE members, Jim and Margaret Hopkins, and the community at large for their support.

Alan Smith (GCAT) and Ros Hill (LING) thanked NGCE for the invitation to the AGM and expressed willingness on behalf of their organisations to work with and support NGCE in its endeavours. A report on LING's activities is attached to these Minutes for information.

*A copy of the Chair's report is attached to these Minutes.*

In resulting questions and discussion, a number of topics were raised. The Chair gave an assurance that NGCE, when running a shop, would not engage in a price war with other shops in the Glenkens but to the contrary was already looking to develop ideas for co-operation.

On the question of NGCE's Business Plan it was explained that any Member would be provided with a copy on request (although a contribution towards printing costs would be appreciated). The Business Plan however was not available to the general public since it had been compiled and paid for by NGCE and its contractors and was part of the intellectual property of the Company

### **Membership Strategy**

NGCE is required by its rule to have a Membership Strategy. The Chair confirmed that this was in place and copies available for inspection. Membership currently stands at 80. It is intended to hold a membership drive when confirmation of the BL grant is received.

### **Presentation of Accounts**

The draft accounts were presented to the meeting. Helen Keron (Project Manager) presented the accounts on behalf of the Treasurer and explained that in the course of the year NGCE had had three sources of income, namely a grant from the Plunkett Foundation of £2K (restricted), the Big Lottery Stage 1 Development Grant of £44K (restricted) and Members fees and donations totaling some £1K.

Principal outgoings in the year included:

Creetown Initiatives (development consultants) £10K, Project Manager (£10K), Architectural consultant, structural engineer, quantity surveyor, legal and accountancy advice £7K, Registrations, planning permissions etc £1.5K, communications and publicity £2K.

Having met all the costs of preparing the submission for Stage 2 funding from BL we are still in funds to the excess of £10K. As explained elsewhere BL has given permission for a number of legacy projects which will go ahead regardless of the outstanding bid for Stage 2 funding. The Chair explained that the accountants will require further time to complete the draft accounts allowing for accruals and outstanding payments.

*The draft accountants as presented are attached to these Minutes.*

## **Management Committee Membership 15 June 2015 - 3 November 2016**

David Briggs	
Michael Brown	Chair from 14 April 2016
Emma Curtis	
Helen Keron	Chair from 15 June 2015 - 14 April 2016. Resigned on appointment as Project Officer
Jean Marsden	Treasurer until 15 March 2016. Resigned for personal reasons. Co-opted 13 October 2016
Sarah Parry	Vice Chair
Mary Smith	co-opted
Dawn Spernagel	Treasurer from 15 March 2016
Margaret Watson	Secretary

## **Declarations of Interest**

Dawn Spernagel and Helen Keron are co-owners of "Love to Eat", a local supplier of frozen foods.

David Briggs is co-owner of The Smithy Tea-room, New Galloway

Margaret Watson and Helen Keron are Directors of the Board of GCAT

Helen Keron is a member of New Galloway and Kells Community Council.

Helen Keron is on the Boards of the Galloway Glens Partnership Project and Third Sector Dumfries & Galloway.

## **Resolution on Auditing**

In accordance with the NGCE's Rules [6.2] the following Resolution from the Management Committee was presented to the meeting: "This Meeting agrees to exercise its powers under the Deregulation (Industrial and Provident Societies) Order, 1996, not to appoint an Auditor to audit its Annual Accounts." Approval of the Resolution was proposed by Craig Millar and seconded by Gordon Hill and carried unanimously.

## **Election of Management Committee**

The Chair explained that in terms of the Company's Rules, all members of the Management Committee are required to resign at the end of the Company's first year of operation. With the agreement of the Meeting, Helen Keron (who was not standing for election) was invited to take over the chair to oversee the election of a new Management Committee, the outgoing committee having resigned.

The following were nominated for election to the Management committee (with proposers and seconders).

David Briggs (Linda Garretty, Shona McKenna)

Mike Brown (Avril Bridgeman, Jean Jones)

Emma Harnett (Dawn Spernagel, Mary Smith)

Jean Marsden (Gerry Cinderby, Christine Rankine)

Sarah Parry (Tom Carlyle, Joseph Murphy)

Mary Smith (Helen Keron, Emma Harnett)

Dawn Spernagel (Emma Harnett, Mary Smith)

Margaret Watson (Maybelle Thomson, Andrew Frew)

All eight candidates were elected by acclamation. There remains one unfilled place on the Management Committee.

AOB

There was no other business.