

New Galloway Community Enterprises Ltd  
**Minutes – Special General Meeting**  
(Quorum = 10% of 79 members = 8)  
30 March 2017, 19:30, New Galloway Town Hall

**Attendees**

David Briggs, Marion Briggs, Mike Brown, Gerry Cinderby, Emma Harnett, Helen Keron, Sarah Lane, John Nimmo, Teri O'Laughlin, Dawn Spernagel, Margaret Watson.

**Proxies received**

Lois Aikenhead - Margaret Watson  
John Crallen - Margaret Watson  
Margaret Elphinstone - chair  
Barry Gilbert - Helen Keron  
Pat Gilbert - Helen Keron  
Audrey Grieve - Marion Briggs  
David Grieve - David Briggs  
Jean Marsden - chair  
James Morrison - chair  
Primrose Morrison - chair  
Christine Rankine - chair

**Apologies**

Gordon Hill, Ros Hill, John Rowell, Penny Rowell, James McKenna, Shona McKenna.

**Attendance / Apologies / Proxies**

Noted. The meeting is quorate.

**1. Change of Management Committee composition.**

- Sarah Parry has resigned due to moving out of the village.
- Jean Marsden has been elected as Vice-chair as replacement.
- Sarah Lane and Craig Gordon Millar have been co-opted onto the MC.

All points were noted. Our thanks to Sarah for her hard work and support of the project, and best wishes to her and the family for the move.

**2. Suggested changes to the NGCE constitution.**

**The changes recommended by the Management Committee in response to the requirements of the Big Lottery were accepted.** These were:

**Rule 1.3** Why the Society exists

**Current text:** The society is registered under the law as a Society for the benefit of the community with the Financial Conduct Authority. It's Registered Office is Dalveen, Kirk Road, New Galloway, DG7 3RS

**Add the sentence:** The 'community' is defined as the area enclosed by the boundaries of the Royal Burgh of New Galloway and Kells Community Council.

**Add new Rule 3.3.6:**

51 per cent of the Membership must reside in the community. An application from outwith the community which would reduce the resident share below 51% must be held in abeyance until such time as it can be accepted without breaching the requirement.

**Rule 3.4**

**Delete:** "The Management Committee may refuse any application for membership at its absolute discretion".

**Replace with new text:** The Management Committee may not refuse an application for membership without providing its reason for rejection in writing. No application may be rejected on the grounds of gender, sexual orientation, race, ethnicity, faith affiliation, age or disability.

**Add new Rule 3.8.7:**

No Member may be expelled on the grounds of gender, sexual orientation, race, ethnicity, faith affiliation, age or disability.

**Add new Rule 5.1.1:**

More than half of the members of the Management Committee must reside in the community area.

**Addition to Appendix 6** (which lists definitions)

**Add** the definition of 'community' in 1.3 above to the list of definitions in Appendix 6. These changes were adopted unanimously by the Management Committee.

An additional change was suggested by Gerry Cinderby:

**Add into Rule 5.19** 'and other volunteers' after reference to reimbursing expenses incurred by the Management Committee.

This was also accepted. **Proposed to accept all changes:** Gerry Cinderby, Seconded Marion Briggs. Passed unanimously.

There was also a suggestion that other NGCE protocols should be amended to include 'other volunteers' as well as Management Committee members – this will be discussed at the relevant MC meeting. Thanks to Gerry for this point raised.

### **3. Adoption of 2015/2016 accounts**

The accounts running from June 2015 to September 2016 were presented by Helen Keron, with the note that they were unchanged from when they were presented in draft form at the November 2016 AGM.

An error was spotted on page 9, section 6, which reads 790 shares when it should read 79. The cash figures are correct.

**The accounts were accepted subject to this error being corrected.** Proposed John Nimmo, Seconded Marion Briggs. Passed unanimously.

It was suggested that the accountant be invited to the next year's AGM to provide interpretation and clarity on the accounts.

It was also queried whether payroll needed to be outsourced as per the Business Plan – this will be discussed at the relevant Management Committee meeting. Thanks to all for the points raised.

#### **4. Update on plans**

As all are now aware, the bid to the Big Lottery was successful and funding of £808,000 towards the project is secured. £20,000 is still required, and the Share Offer was launched on the 12<sup>th</sup> March to raise this sum. The Share Launch event was very well attended and the offer seems to be going well. Mike Brown recorded his thanks to the Management Committee and the wider community for their support for the project to date.

A Jazz concert has been offered by a supporter on the 22<sup>nd</sup> April, and a fund-raising supper offered by the Smithy on the 28<sup>th</sup> April. Many thanks to Jim Mcphee and Dave and Marion Briggs for these offers of support.

Update on 18<sup>th</sup> April: £16,000 has been raised through the Share Offer with 2 weeks to go, more than 80 new members have joined.

#### **5. AOCB**

Marion Briggs recorded her thanks to the Management Committee for all their hard work, which was received with warm thanks.

Helen Keron, April 2017