



# HIGHLAND PERTSHIRE COMMUNITIES LAND TRUST

## 2020 Annual General Meeting

### Introduction

The Chair, Andrew Walker, had informed Members on 17<sup>th</sup> March 2020 by email that the public meeting part of the AGM, scheduled for 28<sup>th</sup> March 2020, would not be held because of concern about the spread of coronavirus. The 'statutory' business part of the AGM would however go ahead, but with the minimum number of participants required for a quorum in order to minimise the health risks. For the same reason, it was decided to hold the post-AGM 'meeting' immediately after the AGM.

The option of postponing the AGM was considered but our Articles of Association dictated that any postponement could only be for a period of 3 months (maximum of 15 months between AGMs). It was considered highly unlikely that coronavirus measures would be relaxed enough for us to hold a normal meeting within that time period. We would therefore be contravening the rules if we postponed the AGM for three months and were then unable to hold the meeting.

The 'statutory' business of the AGM would be conducted by the following standard Agenda:

#### AGM Agenda:

1. Report by the Trust Chair on the activities of the Trust;
2. Receipt of the annual accounts of the Trust;
3. The Report of the independent financial examiner;
4. The election of Trustees (where relevant);
5. The fixing of annual subscriptions;
6. The appointment of the independent financial examiner.

The Chair had also advised Members that no part of this proposed Agenda required the customary public meeting, given that the *Trustees' Annual Report and Accounts*, which had already been issued to Members and Supporters, covered items 1, 2 and 3, and that for items 4,5 and 6, a quorum of only seven Members (10% of the Membership) was required to conduct this business.

Members were invited to contact the Chair if they had any comments/queries/reservations about any of the agenda items and were invited to participate in the meeting if they wished. They were told there was no need to respond if they were happy that the above items be approved at the 'business AGM' meeting. No comments were received.

By 27<sup>th</sup> March, this plan was overtaken by the Government 'lock down', which meant that a physical meeting could no longer be held. It was decided to hold a virtual 'meeting' via email. In order to keep this process manageable, it would involve the small group of Trustees and members who would have attended the physical meeting. This was felt to be an appropriate way forward, bearing in mind that all

members had been invited to comment on the agenda items and to attend the meeting if they wished. No comments were received and no additional members requested to join the 'meeting'. No Proxy votes had been intimated.

Subsequently, on 1<sup>st</sup> April, we received guidance from our Company Secretary about the methodologies by which charities that are UK Companies might conduct AGMs under the current restrictions. This guidance states that under normal circumstances, a virtual only AGM (no physical meeting) would be inadvisable in terms of UK Company Law. *'However on 28th March the UK Government announced that they will be introducing measures to allow companies that are required to hold AGMs to do so flexibly in a matter compatible with public health guidance'*. Further guidance from the UK Government is not yet available. When we received this guidance from our Company Secretary our plans for conducting the virtual AGM were clearly well advanced. Given the steps we had taken to ensure that all members had received the necessary information and papers in good time and with every opportunity to contribute to the process, we are confident that the AGM has been conducted in a fair way and in keeping with the guidance available at the time.

## **Minutes of Annual General Meeting Conducted under Government imposed coronavirus travel and meeting restrictions, 2.00 pm Thursday 2<sup>nd</sup> April 2020**

**Attendees (virtual):** Andrew Walker, Richard Rees, John Marshall, William Hoare, Margaret Jarvis, James Banks, Mike Nixon, Jeannie Grant, Izzy Filor, Julie Gardiner, Tim Fison, Richard Paul, Andrew Pointer. The meeting was therefore quorate.

**Apologies:** Not relevant in the circumstances

1. **Draft Minutes of the Annual General Meeting held on 23rd March 2019** (distributed 25<sup>th</sup> February 2020): **Approved** (proposed by Richard Rees; seconded by Izzy Filor).
2. **Matters arising:** None
3. **Trustees' Report and Accounts for the 13 month period ending 31 December 2019** (distributed 25<sup>th</sup> February 2020): **Approved** (proposed by William Hoare, seconded by Izzy Filor).
4. **Retirement and Election of Trustees:**  
There were 5 vacancies.  
Jeannie Grant, Richard Rees and Robert Wardle had to retire. All were willing to be re-elected.  
Douglas Woodrow had been proposed as a new Trustee.

The following nominations of Trustees had been made:

- Jeannie Grant. Proposed by Keith Mayo, seconded by Andrew Walker
- Richard Rees. Proposed by William Hoare, seconded by Richard Paul
- Robert Wardle. Proposed by Andrew Walker, seconded by Margaret Jarvis
- Douglas Woodrow. Proposed by William Hoare, seconded by David Hannaby.

Since there were more vacancies than nominations, an election was not necessary. No comments had been received from the Members.

**5. Fixing of Annual Subscription:**

It was agreed that the subscription rate would remain unchanged at £10 annually per individual.

**6. Appointment of the Independent Financial Examiner:** Tim Ambrose was thanked for his efforts over many years. He was willing to continue and was duly reappointed by acclamation (proposed by Tim Fison, seconded by Richard Rees.

**7. Any other competent business:**

None.

**THESE MINUTES WERE APPROVED AT THE VIRTUAL AGM ON 12 APRIL 2021**