

From Richard M Henderson  
Company Secretary  
Balerno Village Trust  
Balerno Parish Church Office  
Main Street  
Balerno  
[CompanySecretaryBVT@gmail.com](mailto:CompanySecretaryBVT@gmail.com)

20 April 2017

Dear BVT Member,

### **Notice of Annual General Meeting**

The 2017 Annual General Meeting of the Balerno Village Trust will be held on Wednesday 17 May 2017 at 7.30pm at St Joseph's Centre, Balerno Parish Church, Balerno.

This year the AGM will be followed by an Open Evening at which those attending will be able to find out more about the various projects currently being worked on by the Trust. The AGM and Open Evening will be followed by refreshments and an opportunity both to learn more about the Trust's projects and to participate in the Trust's consultation. We anticipate that the event will finish by about 9.15pm.

Members who wish to participate in the AGM must be recorded in their own name in the members register maintained by the Secretary of the Company not later than by Tuesday 16 May, 2017. If you are unable to attend but would like to appoint a proxy to attend, speak or vote please advise the Secretary by not later than Sunday 14 May 2016.

I attach with this note a copy of the AGM Agenda, the draft resolution to be proposed by the Board and the Minutes of the 6<sup>th</sup> Annual General Meeting of the Trust held on 1 June 2016 .

Yours sincerely,



Richard M Henderson CB WS  
Company Secretary



**7th Annual General Meeting & Open evening  
17 May 2017 at 7.30 pm  
St Joseph Centre Balerno**

Draft Annual General Meeting Agenda as approved by the Board of BVT on 19 April 2017

1. Opening of the Meeting.
2. Approval of the agenda proposed by the Board of Directors for the Meeting.
3. Presentation of the Annual Accounts.
4. Appointment of auditors
5. Chairman's report.
6. Resolutions – See Appendix 1 below
7. Election of Directors.
8. Other issues.
9. Adjournment.

*The AGM will be followed by an Open Evening which will include presentations on the various projects and initiatives on which the Trust and has been engaged.*

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**Appendix 1 to draft agenda for the Balerno Village Trust Annual General Meeting 2017**

**Draft resolution to be proposed by the Board of Directors concerning changes to the Articles of Association**

The Directors of the Company request that the Articles of Association of the Company be amended as follows;

**(i) In Part 2 (Area of Benefit) by deleting Article 4 and substituting the following article;  
re 34(1)(a)**

- 4 The area over which the Company shall operate (in this constitution referred to as "the area of benefit") shall be the area of Balerno Community Council, (in Edinburgh), established in accordance with Part IV of the Local Government (Scotland) Act 1973.

**(ii) In Part 4 (Powers) by inserting after Article 8.9 the following new Article 8.9A -  
re 4(1)(b)**

- 8.9A To register any interest in land and to exercise the right to buy under the provisions of Part 2 of the Land Reform (Scotland) Act 2003 (as amended).

**(iii) In Part 6 (Membership) by inserting after Article 14 the following new Article 14A  
re 34(1)(c)**

- 14.A The minimum number of full members (as defined in Article 16) is ten. There is no upper limit to the number of persons who may be admitted to any class of membership of the Company.

**(iv) In Part 6 (Membership) by inserting after Article 14 the following new Article 14B  
re 34(1)(d)**

14B The Company shall not be entitled to exercise the powers conferred under Article 8.9A (Community Right to Buy) except where the total number of Full Members as defined in Article 16 amount to at least three quarters of the total members of the Company.

**(v) In Part 6 (Membership) by deleting Articles 16 and 18 and substituting the following Articles:**

16. Subject to Articles 19 and 20 Full Membership shall be open to any individual person who lives, works or volunteers in the area of benefit as defined in Article 4 and who wishes to further the purposes of the Company.
18. Organisational Membership shall be open to:
- 18.1. any organisation that is a company or other incorporated body that operates within the area of benefit as defined in Article 4 and wishes to further the purposes of the Company (in these Articles referred to as a 'Corporate Organisational Member') and
- 18.2. subject to Articles 33 and 34, the individual nominee of any unincorporated organisation, association, society or trust that that operates within the area of benefit as defined in Article 4 and wishes to further the purposes of the Company (in these Articles referred to as a 'Nominee Organisational Member').

**(vi) In Part 8 (Board of Directors)**

**a. by deleting Article 119 and substituting the following new Article 119**

**re 34(1)(a)**

119 Provided he or she is not disqualified from serving as a Director under the provisions of Article 135, the Company may appoint as a Member Director any person who is a Full Member of the Company aged 16 (sixteen) years or over. Member directors must be ordinarily resident in the area of benefit defined in Article 4.

**b. By inserting after Article 136.1 the following Article**

**re 34(1)(e)**

136.1A is not a Full Member of the Company;

**(vi) In Part 7 (General Meetings) by inserting after Article 115 the following new Article 115A**

**re 34(1)(fa) and (fb)**

**115A Access to information**

1. Sub paragraph 2 of this Article is subject to sub paragraph 3
2. On the request of any person for a copy of the minutes of any meeting of the Company, the Company shall, subject only to the request being reasonable, give the person making the request within 28 days of the request a copy of those Minutes.
3. Where a request of the type mentioned in sub paragraph 2 above is made the Company may;
  - a. Withhold information contained in the minutes, and

- b. If it does so, must inform the person requesting a copy of the Minutes of its reasons for doing so

**(vii) In Part Five (Income and Property) by inserting after Article 10.6 the following new Article 1**

**Re34(1)(g)**

10A The Directors shall ensure that any surplus funds and assets of the Company are to be applied for the benefit of the community according to the company's purposes.

**(vii) In Part 5 by deleting Article 11 and inserting the following Articles**

**re 34(1)(h)**

11 If, on the winding-up or dissolution of the Company, any property remains, after satisfaction of all its debts and liabilities, such property (including any land acquired by it in terms of the Land Reform (Scotland) Act 2003 (as amended)) shall not be paid to or distributed among the members of the company; instead, that property shall (subject to article 11A) be given or transferred to such other community body or bodies as may be approved thereafter by the Scottish Ministers, under declaration that, if the Company is a charity at or before the time of its winding up, then the community body or bodies referred to above must also be a charity or charities.

11A If no other community body is so approved, such property shall instead be transferred to such Scottish charity as the Scottish Ministers may direct, or to Ministers.

In Article 11 and 11A, "community body" has the meaning ascribed to it in Section 34 of the Land Reform (Scotland) Act 2003 (as amended) and "charity" has the meaning ascribed to it in Section 34(8) of the Land Reform (Scotland) Act 2003 (as amended).

Draft resolutions as approved by the Board of Directors on 19 April 2017



Company Secretary  
Balerno Village Trust  
19 April 2017



**Minute of Annual General Meeting of the Balerno Village Trust at 8.20pm  
on  
1 June 2016 at St Joseph's Centre, Balerno**

**Present** - Keith Taylor(Chair)(Director), Emma Galloway (Vice Chair)(Director) Richard Henderson (Secretary) (Director), Allan Ayers (Director), Josephine Bisacre (Director), Ian Gidney (Director), Andy Hamlett (Director), Ian Hynd (Director), Iain Smith (Director) plus 18 other members.

**Apologies for absence** – Neil Johnstone(Treasurer)(Director), Martin Petty (Director),

**Opening of the meeting** - The meeting was held within the overall programme of a Members Evening introduced by the Chair, Keith Taylor, who welcomed members of the Trust to the Sixth Annual General Meeting of the Company.

1. **Agenda** – The meeting approved the draft agenda which had been circulated in advance.
2. **Chair's Report** – The Meeting agreed to accept the Annual Report published on 1 June, attached as an Annex these minutes as the Chair's Report to the meeting, and thanked Keith Taylor for his continued work on behalf of the Trust. The Meeting in particular agreed to record the thanks of the members for all the work also done by the Development Manager and all the staff of the Trust.
3. **Finance** – In the absence of the Treasurer, Neil Johnston, Richard Henderson presented the Financial Report a copy of which is appended to these minutes. He advised the meeting that Neil Johnstone had intimated his resignation both as Treasurer and as a Director with effect from the Annual General Meeting because of escalating pressure of work in his professional occupation outside of the Trust. The Meeting thanked Neil Johnstone for all his work over the period of his Treasurership and asked that that be recorded in the minute, and also agreed to note the Financial Report. The Meeting further noted that the accounts for 2015/16 had not yet been finalised but would be sent to members as soon as possible.
4. **Appointment of Independent Examiner of the accounts** – The meeting approved the appointment of Gordon Mavor as Independent Examiner of the accounts.
5. **Resolutions** – The Meeting noted that there were no resolutions before it for decision.
6. **Election of Directors** – The following individuals, who had in advance of the meeting, indicated their willingness to serve if elected, were elected unanimously as Directors of the Company for the year to the 2016 AGM, namely Allan Ayres, Josephine Bisacre, Emma Galloway, Ian Gidney, Richard Henderson, Andy Hamlett, Martin Petty, Ian Hynd, Iain Smith and Keith Taylor. Members present who were proposed for election abstained from voting in their own behalf. The Meeting expressed its thanks to Neil Johnstone who had retired from the Board with effect from 1 June 2016.
7. **Other issues** – There being no other business the Chair thanked all those who had attended, and invited them to remain after the meeting for coffee and refreshments.
8. **Adjournment** – The Chair adjourned the meeting until the next Annual General Meeting to be called to take place on a date to be arranged in or about May 2017.

1 June 2016

**The Minutes were submitted in draft to and approved by the BVT Board on 16 June 2016**