

COLLIESTON & SLAINS COMMUNITY TRUST
2nd Annual General Meeting
1 June 2007

Present: Fiona Chaplain, Susan Somner, Peter Somner Vicky McNiff, Alan White, Steve Rainey, Elizabeth Hay, Craig Leuchars, Shirley Beattie, Dauna Matheson, Sheila Ritchie, Robert Wood, Sarah Wood, Steve Ritchie, Bibi Rainey, Patrick Rainey, Lesley Stewart, Trish Robinson, Arthur Green, Neil Ironside, Niki Tait, Julie Swan, Lewis Cowie, Charles Esson, Trish Davidson, Rachel Hitchcock, Alison Alan, John Alan, John Carter, Ron Chaplain, Netta Cowie, Gill Moir, Daryl King, Helen Goldie
(9 proxies submitted)

Apologies: Viv Easton, Mike Rogers, Sally Sheehan

Steve Rainey welcomed everyone to the AGM and thanked them for attending this formal annual business meeting which is a legal requirement of the Company.

As part of reviewing the agenda, the Chairman announced the results of the Rivie Ballot – 74% of returns voted for purchase.

Presentation of Directors' Report by Steve Rainey

Since the last AGM, progress has been slower than expected. It has been a difficult year for the community, but especially for CASCT Committee members and Directors. However, there were a number of notable achievements, including:

- Gaining charitable status, backdated to Feb06
- Finalising the Architects Brief (Apr06)
- Being accepted into the Development Trusts Association Scotland (Jun06)
- Verbally agreeing terms with Slains Estate for Rivie purchase (Aug06)
- Awarded "Awards for All" grant of £1500 from the Big Lottery (Sep06) (though we had hoped for £7500)
- Launched (Apr06), relaunched (Oct06) and concluded Architectural Competition (Feb07)
- Held successful User Group Meeting (Apr07)
- Held successful public Architectural Workshop (May07)
- Held ballot on Rivie Purchase (May07)
- Initiated relations with funders (the Big Lottery (Jan07), Robertson Trust (May07))
- Prepared draft Outline Funding Application for the Big Lottery

We have not yet:

- Fully developed and published our Business Plan
- Submitted outline funding application to Big Lottery

Activities carried out by the company in furtherance of our objectives included the following:

- Applying for small grants. Note: no fundraising activities were undertaken this past year.
- Running the Architectural Competition, a major expenditure.

As a result, company accounts for this year show a deficit, but we have sufficient funds to cover future known outgoings.

Of the activities that we have undertaken, I'd like to focus on 3 to provide some context and detail that may not be widely known:

- Architectural Competition
- Progress towards Rivie Purchase
- Architectural Workshop

Architectural Competition

So why run a national architectural competition in the first place? There were 2 principle reasons:

- It's high profile and would make our project distinctive which would be good for funding applications
- It's a very cost-effective way of getting multiple designs

There are a number of facts about the actual process of running the competition that are worthy of mention:

- It was run according to Royal Institute of British Architects (RIBA) / Royal Incorporation of Architects in Scotland (RIAS) guidelines
- A tremendous amount of effort went into developing and agreeing the Architects Brief – this was a distillation of community thinking not a 'wish list' as some have said. The brief was regarded externally as being of a 'very professional' standard. Indeed, one of the professional judges could not believe that CASCT was not staffed by at least 1 full time professional. It was a factor in architects wanting to participate in the competition.
- The judging panel was comprised of nationally renowned professional architects and local representatives. The former would impress funders and was another factor in attracting high-quality architects; the latter would ensure that the community voice was heard. I am only now beginning to realise just how good a job C. Rattray did in persuading such renowned professional architects to judge our competition.
- A long list of 16 chartered practices (4 local) was drawn up. Being chartered is a requirement for funders.
- From this, a short list of 5 was selected by CASCT and C. Rattray based on track record, reputation, quality and relevance of resumes and empathy with Collieston
- We held a Public Exhibition of submissions. The CASCT Committee did not have any prior knowledge of the submissions.
- We collated community feedback on each of the submissions.
- The judging panel was told that the Community favoured Design A, but despite this, the judges chose Designs B and E
- As a result of listening to the community, we modified the ballot to select the architect NOT the design
- Reiach & Hall selected

Progress Towards Rivie Purchase

- Meeting with new factor in Collieston Apr06
- Meeting with Managing and Property Directors of Slains Estate on Rivie May06
- At Jul06 Board Meeting, Directors decide to offer to sell Rivie to CASCT
 - Terms relayed verbally by factor
 - £5000 + Slains Estate legal fees
 - 'Clawback' clause for share of profit from any future development of the Rivie
- At Aug06 Committee Meeting, CASCT Committee agrees to progress verbal offer Aug06
- During legal process, share = 0% CASCT, 100% Slains Estate
- Direct negotiations (Feb07) with Directors fail to win any compromise
- I firmly believe offer is fair and genuinely made in the spirit of helping our community
- £5000 is a nominal price, directly related to community use. If we want to pay more, then the estate would be happy to negotiate the clawback clause.
- Risks can be minimised by taking out public liability insurance.
- Secret ballot held with the result to purchase the Rivie.

Architectural Workshop - 12 May 2007

- Public Meeting facilitated by Sarah Menzies, CADISPA
- Rivie Update – informal show of hands indicated overwhelming majority in favour of purchase
- Reworked the Architects Brief and agreed:
 - Hall for 150 and multi-functionality → reduced scale and visual impact
 - To retain part or all of current buildings
 - Despite reduced scale, very unlikely that existing site could meet our needs suggesting the need to purchase the Rivie
- More volunteers came forward to help with:

- Communication
- Working with Reiach and Hall to develop design concept etc.
- Developing the detailed Business Plan

We'd also like to hear from anyone who'd like to join the CASCT Committee.

In summary

- A difficult year but with important progress in certain areas
- I'd like to acknowledge the help, support and encouragement I've received from my fellow CASCT Directors and Committee members and for all their hard work on your behalf in the past year.
- Thanks too to C. Rattray, S. Ritchie, the Judges and others
- Your committee has volunteered ~2500 hours in the last year; that's the equivalent of over 70 man weeks all undertaken at night and during weekends and holidays!
- Why do we do it? We share a passion that if any community deserves to have a unique community centre it's ours, and that we can, and indeed, should be a beacon of community spirit for the whole North East of Scotland.
- I'd ask you all to remember that CASCT Directors and Committee members are part of the community too; at times, some of us have been made to feel excluded. When you make requests of us, please remember that we all have full-time jobs.
- We're working on behalf of the majority of people in the community who want the project to move forward and to be a success.
- We hope that we've demonstrated that we listen and respond to your concerns.
- We recognise that some of you don't support the project, so our request is this – talk to us about your specific concerns, because that's the only way we'll be able to take account of them.
- If we are going to succeed, we need to know that you trust, respect and support us.
- Revisiting previous decisions, constantly justifying our position only saps our energy and resolve and is distracting. It is also unfair to the majority of folk who want the project to move forward.
- We need all our energy to be focused on the future. We need to pick up the pace – the funding opportunity window is closing.
- The next year promises to be even harder work, but exciting and hopefully rewarding for us all.

Steve then thanked everyone for listening and asked if there were any questions – none forthcoming. He then asked the floor to accept the Directors' Report – unanimous acceptance received.

Presentation of Annual Accounts by Treasurer - Susan Somner Statement of Accounts - Year ended 28 February 2007

Ritson Smith, CASCT's accountants have produced a Financial Statement for the year ended 28 February 2007. This document will be submitted to Companies House, the Inland Revenue, OSCR (Office of the Scottish Charities Regulator). It will be available online and if you would like to see a copy, then please request one from Steve Rainey. A simplified version of our income and expenditure has been produced for the purposes of this meeting.

- The balance in the bank at the beginning of the financial year – 1 March 2006 was £19,165.30.
- Our income for the year came from calendar sales, grants received and the sale of artwork at the Dolphin Gallery at the Gala.
- We received two grants during the year. The first was from the Gordon Forum for the Arts for £500. Paul Ritchie applied for this to help with costs associated with the set up of the Dolphin Gallery. The total of art sales comes to £6364.80, and when expenses have been deducted, a profit of £1876.26 was made. This amount is being held in the CASCT bank account but is specifically to go towards pier maintenance.
The other grant of £1500 came from the Big Lottery Awards for All scheme to assist with architectural competition expenditure.

- The Calendars this year netted a profit of £2982.28 – slightly less than last year. This is mainly due to higher printing costs as we produced 1500 this time vs 1000 last year, and though we sold more than last year, we did not quite manage to sell them all. This year we are going back to having 1000 printed, so to avoid any surplus.
- The main expense for the year was the Architectural Competition. Of the five architectural practices that made submissions, the three that did not make the final were paid an honorarium of £1500 plus expenses. The runner up – Sarah Hare Architects was also paid the same honorarium, but this will appear in next year's accounts.
- Petty cash was used mainly for postage, miscellaneous stationery and provisions for meetings.
- Expenses are comprised of mileage to attend conferences, travel to visit the Big Lottery in Glasgow, computer consumables and provisions. Most printing has been done free of charge, saving CASCT considerable expenditure.
- We have joined DTAS (Development Trust Association Scotland) the national body for development trusts in Scotland - and their membership fee is £60 per annum.
- Over the whole year we spent £978.87 more than we took in, and this is reflected in the closing bank balance of £18,186.43.

Susan asked the floor if any questions – none forthcoming.

Steve Rainey then asked the members if they agreed to adopt the financial statements and accounts for the year ended 28 February 2007. Unanimous acceptance received.

He then asked the members for their agreement to appoint Ritson Smith as the Company accountants - unanimous acceptance received.

Amendments to Memorandum and Articles of Association – presented by Steve Rainey

1 THAT the memorandum of association be altered with respect to the objects of the Company by adopting in substitution for and to the exclusion of clause 3 of the Memorandum the following clause submitted to this meeting and approved without amendment:-

The objectives of the company shall be (i) to advance citizenship and community development, including rural regeneration and the promotion of civic responsibility for the benefit of all the inhabitants of Slains parish (ii) to advance education and knowledge of the arts, our heritage and culture and (iii) to provide recreational facilities, or assist in the provision of facilities, with the object of improving the conditions of life for all the inhabitants of Slains parish. In furtherance thereof, but not otherwise, the Company shall, inter alia, seek to establish, maintain and manage a Community Centre for use by the members of the public that will be the focus of a sustainable social enterprise, thereby growing the heart in our community

2 THAT clause 5 (b) of the present articles of association be abrogated and thereupon replaced by adopting the following new clause 5 (b) submitted to this meeting and approved without amendment:-

in the case of any other meeting, by a majority in number of members having a right to attend and vote, being a majority together holding not less than 60% of the total voting rights at the meeting of all the members

Unanimous show of hands FOR amendments.

Re-appointment of Directors

- No new nominations for Directorship were received by the deadline of close of business 25 May 2007
- In accordance with the Company's Articles of Association, the following directors retire by rotation, and being eligible, are deemed reappointed:
 - Pete Somner
 - Alan White
- Current Directors of CASCT are:
Shirley Beattie, Vicky McNiff, Steve Rainey, Alan White, Pete Somner

A.O.C.B.

The Rivie Ballot

- Ballot count overseen by Rear Admiral Steve Ritchie. The Chairman read out a signed statement from Rear Admiral Ritchie attesting to the accuracy and probity of the ballot count.
- 184 returned ballots in total
- 129 votes for 'Buy the Rivie'
 - 93 Collieston, 36 Slains
- 46 votes for 'Don't buy the Rivie'
 - 35 Collieston, 11 Slains
- 4 spoiled ballots
- 5 late ballots (all for 'Buy the Rivie')
74% (excluding late ballots) in favour of purchasing the Rivie

Steve Rainey will inform Slains Estate next week and restart the legal process to conclude the sale with our lawyer.

Membership Criteria

- Currently, anyone who is at least 18 years in age and a home owner or ordinarily resident in Slains Parish for at least 2 years is automatically a member of CASCT. If you do not want to be a member, you need to opt out.
- Another way of looking at membership, is to change to a system whereby to be a member, you have to opt in by filling out a Membership Application Form.
- We could also consider different categories of membership – ordinary, associate and junior – to be more inclusive.

There followed some lively debate as to continue as is (opt out), opt in or wait and review at a later stage. On balance it appeared that the floor wished to continue with the opt out criterion

Next Steps

The following were discussed as probable next steps:

- 2nd Public Architectural Workshop
 - Probably not before mid-late June
 - Objective is to agree a design concept that we can move forward with
- Complete the Rivie purchase
- Finalise and submit the Outline Application to Big Lottery
 - Feedback after 10 working days – ‘maybe’ or ‘unlikely’
 - If ‘maybe’, we will have 6 months to submit the full application, and the Big Lottery will then have 4 months to review and consider making an award i.e. it could be 10 months from submitting the Outline Application, before we hear if we have Big Lottery funding.
- Draft and submit ‘Investing in Ideas’ Application to Big Lottery
 - To pay architect to develop another design concept and detailed costing for full funding applications
- Fully develop and substantiate Business Plan
- Apply for Outline Planning permission
- Begin paperwork for Transfer of Ownership of existing buildings and site from Aberdeenshire Council to CASCT
- Communication
 - Establish CASCT Clinics or
 - User Group and CASCT interface meetings

General Question and Answer Session

NB There were no notices of questions submitted to Company Secretary by deadline of close of business 25 May 2007.

Q. When will CAST have to pay expenses for the building?

A. CASCT won't take on liability for the existing building until the last moment. The transfer of ownership is conditional on a number of conditions being met e.g. we secure funding, and the Scottish Executive ratifies the transfer etc. Once we own the buildings we will incur all expenses.

Q. Who would pay for playgroup?

A. Finance would likely come to playgroup in the form of a grant

Comment: One of the reasons Slains School has not closed is because it is a community school. We therefore need to be very careful not to take the community aspect away from the school.

Response: Steve Rainey asked Neil Ironside from Aberdeenshire Council to comment on closure of schools with rolls of 40 to 50. Neil reported that this was extremely unlikely as the policy is that they do not want to close any rural school, and those that have closed have been because numbers were too low.

Q. What is CASCT involvement with pier?

A. None at the moment.

Q. Why then survey expense?

A. The survey was part of the architectural brief – it included a topographical survey so the architects could relate to the landscape.

Q. Why does CASCT hold pier money?

- A. CASCT was asked to hold the Dolphin Gallery donation in trust for the Pier by the operators of the Gallery. It is an example of CASCT acting as an umbrella organisation for the community
- Q. How will the location of fences on the Rivie belonging to the houses on the cliff be agreed?
- A. The location of boundaries will be confirmed by the Land Register. Steve read out a letter out from the CASCT lawyer, Sheila Ritchie, concerning the approach that will be adopted to resolve any uncertainty over boundaries.
- Q. What does the Estate define as development of the Rivie in respect of their clawback of profit?
- A. As long as the development is for community use they have no right to any clawback. But, if we were to sell part of the Rivie for development of other properties, the clawback would become effective.

There being no further questions or comments. Steve thanked everyone for their attendance and closed the meeting.

Peter Somner proposed a vote of thanks to Steve which was unanimously endorsed.