



**Annual General Meeting  
Sunday 1 November 2020  
via Zoom**

## **Minutes**

**Present:** 50 members

**Apologies:** Anne Morrison, John Townsend, Willie Primrose, Jim Mounter, Paul Tebble, Sandra Halley, Neil Halley, Marjory Wareing.

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**Welcome:** The Chair welcomed everyone to this delayed AGM which was being held on Zoom because of Covid 19 restrictions.

The Chair spoke briefly of the achievements since the last AGM in March 2019, including the new website, new map, new logo, highly praised newsletter and social media coverage, the newly opened online exhibition and the online workshop demonstration that is about to go live. The Chair concluded the introductory remarks by praising the present committee for their outstanding effort over the last year.

The Chair then introduced each resolution and asked members to vote on each one. All voting on resolutions was conducted using Zoom's polling facility.

### **Resolution 1: Minutes of 2019 AGM**

This was approved overwhelmingly by members present.

### **Resolution 2: Independent Examiner.**

Members agreed unanimously to the appointment of Lee Stevenson as Independent Examiner of the Charity until the next general meeting of the charity.

### **Resolution 3: Annual Return to the Office of the Scottish Charities Regulator (OSCR)**

Members agreed to approve the Annual Return of the Charity as submitted to OSCR for the year to 30 November 2019.

### **Resolution 4: Election of Trustees of the Charity**

Members agreed to elect or re-elect the following persons as trustees of the Charity until the next general meeting of the Charity:

1. Christine Flynn (Chair)
2. Iain Campbell (Secretary)
3. Fiona Robertson (Treasurer)
4. Caroline Gault (Social Media)
5. Elaine Hill (Website)
6. Anna Kretsinger (Merchandise)
7. Juliet Macleod (Newsletter)
8. Fran Marquis (Exhibitions)

9. Kathleen Morison (Membership)
10. Maria Nordgren (Workshops)
11. Lynn Pitt (E-bulletins)
12. Elaine Pollitt (Health & Safety)

#### **Resolution 5: Financial Year**

Members agreed to vary the financial year of the Charity to run from 1 December to 30 November in line with the reporting year to the Office of the Scottish Charities Regulator.

#### **Resolution 6: Amendments to the Constitution**

Members agreed overwhelmingly to amend the Charity's Constitution by:

##### **A. Substituting clauses 13 to 15 which currently read:**

*“13 Any person or organisation that wishes to become a member must submit an application for membership; the application will then be considered by the Committee (Charity Trustees) at its next meeting.*

*14 The Committee may, at its discretion, refuse to admit a person or organisation to membership.*

*15 The Committee must notify each applicant promptly (in writing or by email) of its decision on whether to admit him/her to membership.”*

with the following new text:

*“13 Any person that wishes to become a member must submit an application for membership online and that application will be considered by the Membership Secretary on behalf of the Committee (Charity Trustees).*

*14 The Membership Secretary may, at their discretion, refuse to admit a person to membership and all such refusals will be notified to the Committee (Charity Trustees) at their next meeting.*

*15 The Membership Secretary must notify each applicant promptly (by email) of its decision on whether to admit him/her to membership. In the event of membership being refused by the Membership Secretary, the applicant may request that their application be considered by the Committee at their next meeting.”*

##### **B. Substituting clause 38 which currently reads:**

*“38 No valid decisions can be taken at any members' meeting unless a quorum is present.”*

with the following new text:

*“38 No valid decisions can be taken at any members' meeting unless a quorum is present, either in person or online.”*

C. Substituting clause 73 which currently reads:

*“73 A meeting of the Committee at which a quorum of one third of the number of Charity Trustees or four, whichever is the highest number, is present may exercise all powers exercisable by the Committee.”*

with the following new text:

*“73 A meeting of the Committee at which a quorum of one third of the number of Charity Trustees or four, whichever is the highest number, is present, in person or online, may exercise all powers exercisable by the Committee.”*

D. Substituting clause 82 which currently reads:

*“82 No valid decisions can be taken at a Committee meeting unless a quorum is present; the quorum for Committee meetings is one third of the number of Charity Trustees or four, whichever is the higher number, present in person.”*

with the following new text:

*“82 No valid decisions can be taken at a Committee meeting unless a quorum is present; the quorum for Committee meetings is one third of the number of Charity Trustees or four, whichever is the higher number, present in person or online.”*

This concluded the official part of the meeting. Members then asked questions as follows:

### **Membership Numbers**

It was acknowledged that membership has dropped this year, due, in large part, to a combination of restrictions on SPA activities and financial pressures on members all due to Covid 19. It was also pointed out that anomalies in previous membership lists have now been resolved following a revision of membership categories.

### **Members Directory**

In the past members were able to access contact and location details about other members. However, recent legislation on data/privacy sharing now requires specific consent from individual members. It was agreed that the committee will consider the best way to reinstate this facility.

### **Policy Documents**

The chair explained that a number of policy documents have now been prepared, but some were still outstanding. It is intended that a full package of policies will be presented to the next members meeting.

### **Member Discounts**

In response to a question about the availability of discounts from suppliers and for insurance for SPA members, it was agreed that this would be explored more fully by the

committee at its next meeting and reported back to members with a view to securing a comprehensive range of discounts for members.

### **Members Fees**

In response to a question about the date when members fees would become due, in the light of the change to the financial year timing, it was explained that this would remain as 1 February.

### **Virtual Tulliallan**

In response to a question about next year's Tulliallan it was explained that ideas are being explored for turning the event into a virtual one, or possibly changing the timing to allow a physical event later in the year.

### **Members Coffee Zoom**

It was suggested that something could be set up for members to get together on Zoom perhaps once a month to keep in contact with each other during this time when we can't get together physically. This will be investigated further and reported to members.

The meeting closed at approximately 11.30 am and breakout rooms were opened for members to chat informally.