



Cormonachan Woodlands Association
c/o The Secretary, Cruach House, Carrick Castle, Argyll, PA24 8AF
T: 01301 703098 E: Secretary@cormonachan-woodlands.co.uk
W: www.cormonachan-woodlands.co.uk

SGM Minutes

A Special General Meeting of the Cormonachan Woodlands Association was held on Monday 9th March 2020 at 4.30 pm at Lochgoilhead Village Hall, Lochgoilhead, Argyll

1) Welcome & Apologies.

Members in attendance: Don Kamsley (Chair), James Sim (Treasurer), David Thorpe (Ardroy OEC Representative on the Committee); Frances Walker (Committee Member), Lorraine Kamsley, Cecilia Ferguson, Anne Sim, Jules Cadie, Elizabeth Bain, Sue Crowther, Roy Crowther, James Fraser and Alistair Moodie. Apologies were received from: Douglas Locke (Secretary), A & S Black & C. Evans.

2) The Chair explained the reasons for this SGM which were in accordance with the below paragraph in the Cormonachan Woodlands Association's Constitution:-

"Special Meetings - The Secretary shall convene a Special General Meeting at any time upon receiving a request signed by not fewer than 5 members. 12 days notice of all Special General Meetings and of all motions to be proposed shall be sent to all members. No other business shall be discussed."

The SGM was called by six members of the Committee (Douglas Locke, Secretary; Donald Kamsley, Chair; James Sim, Treasurer; Dennis Bolt, Membership Secretary; David Thorpe, Ardroy OEC's Centre Manager & Francis Walker).

3) An explanation will be provided why it is proposed that the Cormonachan Woodlands Association be changed from being an unincorporated not-for-profit organisation to becoming an incorporated not-for-profit limited company by guarantee and not having a share capital under The Companies Act 2006. The liability of each member is limited to £1. A vote will be taken, by a show of hands, to approve or not this change in the structure of the organisation.

The Chairman, Donald Kamsley, explained the reasons for changing the unincorporated not-for-profit status of the Association to being an incorporated limited company by guarantee, with each member having a liability of a £1 share. The reasons to do with enabling the Association to have a lease for Cormonachan Woodlands from Forestry and Land Scotland is to be able have full management control of the woodlands and to be able to apply for large grants. He also highlighted the fact that there would be changes in our method of accounting and would entail registration of the company in accordance with The Companies Act 2006 and the relevant HMRC requirements. Further, once a lease would be in place, our organisation would be able to manage the woodlands using our trained operator members, particularly for the use of chainsaws and pesticide spraying. The date for implementation of these changes to apply from the new financial year commencing 1st April 2020.

Questions from the floor:-

Elizabeth Bain raised some questions regarding the transfer of CWA's assets, depreciation and having the accounts audited. These points were answered in that the existing unincorporated organisation is just being converted to an incorporated limited company by guarantee, so there was no problem in the assets being transferred; depreciation will be accounted for in the normal way and the accounts will be audited by an accountant.

Another question was asked about the insurance, Jimmy Sim, Treasurer, said that the provider was Zurich Charities Insurance and that the Public Liability Insurance was £10,000,000 any one event.

Alistair Moodie raised the question as to why the Association was choosing a limited company by guarantee rather than a SCIO - Scottish Charitable Incorporated Organisation -OSCR? At this point, the Chair said he would telephone the Secretary and relay his answer on a speaker phone. (Douglas had been receiving surgery up to a few of hours ago in hospital and was recovering rest at home). Douglas explained that he had taken advice from both the Community Woodlands Association and Forestry and Land Scotland's National Community Officer and that since the lease had been applied for in August 2019, we would not have to apply for a

SCIO although charitable status could be applied for at a later date as a company limited by guarantee. Douglas explained the reasoning in much detail also mentioning that the Association did not wish to purchase the land as it had no forestry timber for sale. He asked if further information was required but it was not. The Chair asked for a vote on these changes by a show of hands and this was passed unanimously.

4) An explanation will be provided why it is proposed that the name of the organisation, Cormonachan Woodlands Association should be changed to 'Cormonachan Community Woodlands' (Ltd.) for its future. A vote will be taken, by a show of hands, to approve or not this change of name of the organisation.

The Chairman, Donald Kamsley, explained the reasons for changing the name of the Association from Cormonachan Woodlands Association to Cormonachan Community Woodlands (Ltd) and this was put to a vote by a show of hands and this was passed unanimously.

5) The new organisation, if passed by the members, will be required to have a Memorandum of Association under The Companies Act 2006 and it is proposed to follow the present Constitution as a base where possible including the current seven voting and non-voting membership categories. A vote will be taken, by a show of hands, to approve or not this change from the present content of the Constitution to the Memorandum of Association.

The Chairman, Donald Kamsley, explained that the Memorandum of Association for the new company would be based on the Association's present Constitution. A draft would be prepared now that the members had agreed to the above changes and be put back to the members for approval. A vote was taken by a show of hands and this was passed unanimously.

6) End of SGM meeting as no further business may be discussed under the Constitution.

The meeting closed at 5 pm.