

**MINUTES OF MEETING of the HIGHLAND WOODTURNERS CLUB EGM held at Munloch 7pm on 17<sup>th</sup> OCTOBER 2024 together with the MINUTES OF THE MEETING OF THE HIGHLAND WOODTURNERS CLUB ( SCIO SC053651 ) held immediately afterwards.**

**NOTES**

The EGM meeting was led by Chairman AM ( **the parts of the procedure shown in blue**) with other contributions made by GP.

The Minutes of the meeting are based on a written procedure notified to the Committee prior to the meeting **with amendments to the procedure are shown in grey**.

*Any discussion, questions, answers, other information including votes which were brought forward at the meeting are shown in Italics.*

The EGM commenced with a general discussion including information, questions and answers which involved all the members present and was concluded by a vote on the proposed resolution.

**PRESENT**

There were 23 members present and signed in, 2 members present but not signed in, 1 visitor and 3 apologies received by email. A total of 26 present. A record of the attendees will be kept on file.

The members present included 9 members of the Committee who were :-  
A Smith, N Simpson, A Mutch ( Chairman ), D Line, D Hobson, J Ruickbie, B Cumming, K Brown, G Potter ( Secretary ).

**GENERAL INTRODUCTION**

**TIME WAS GIVEN AT THIS MEETING FOR ALL MEMBERS TO CONTRIBUTE AND DISCUSS THIS IMPORTANT STEP FOR THE CLUB.**

**Your HWC Committee have been examining a way**

- **to improve the governance of the Club,**
- **to update & modernise the Constitution,**
- **perhaps open the way to gaining grants and**
- **clarify the liabilities of Club members.**

**The Committee decided to investigate becoming an SCIO registered Charity with a Constitution very similar to the Club's existing Constitution. It would also be aligned with the management documents already used by the local Men's Sheds (which are also SCIOs) and are reported to be running well.**

The Committee decided that becoming an SCIO would be the best way forward and applied to OSCR (the Scottish Charity Regulator) in August this year. We were successful in obtaining approval from OSCR on 17<sup>th</sup> September 2024.

The SCIO charity called Highland Woodturners Club ( **the same name** ) exists and currently has 3 members of our HWC Committee as Trustees / Board Members / Committee Members of the SCIO.

*A question was asked... what are the benefits for members of the Club? Other than the bullet points listed above there are limited benefits for ordinary members. The main*

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*benefits arise from the better overall governance of the Club, being an incorporated body and the ability to raise funding.*

*Two members advised that - most importantly - it clarified the liabilities of all Members and Committee Members.*

**This meeting was called so that all members of the Club could decide if they wished**

- **to dissolve the existing Club, all the Club's assets, cash balance and liabilities would be transferred to the SCIO charity,**

*AM advised that the Treasurer AG had contacted the Bank and (as already anticipated) we would need to close our existing account and open a new one as the SCIO Charity. The Bank had indicated that the application would need to be made by the Trustees. It was unclear who would have to apply ....was it Bank signatories, Officers, Trustees or Members? AG would be contacting the Bank to clarify. In any case the existing account would continue to operate meanwhile.*

- **all the Club's members would all join the SCIO charity and**
- **the Club would then carry forward with the new SCIO Constitution**

**If the membership of the Club agree to this EGM resolution then it is proposed that the 3 Trustees of the SCIO will convene an immediate meeting of the SCIO and appoint the whole of the existing Club Committee as Trustees / Board Members / Committee Members of the SCIO.**

**This will give full continuity as to the running of the Club.**

**An AGM for the SCIO will be held as already planned for the Club on 6<sup>th</sup> February 2025 and a new Committee will be elected then.**

#### NOTICE TO ALL MEMBERS

A notice was issued by email to all members on 22<sup>nd</sup> September giving notice of the EGM and details of the resolution proposed with the required 3 weeks notice. Copies of the SCIO's 21 page Constitution have been offered to all members. A copy of the Constitution has been uploaded to the Club's website for all Members to see.

#### THE PROCEDURE PROPOSED

**The existing Club's Constitution allows for the dissolution of the Club and all the Club's assets, cash balance and liabilities can be transferred to the SCIO charity.**

**The new SCIO Charity called the Highland Woodturners Club and its 3 existing Trustees can and will**

- **call a meeting and**
- **accept all the existing paid up members of the existing Club as members of the SCIO Charity and**
- **appoint the existing Club Committee as the SCIO's Charity Committee,**
- **with the same Officer responsibilities.**

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INFORMATION GIVEN TO MEMBERS DURING DISCUSSION

*GP can report that he has had 3 email replies to the EGM notice. This feedback has been very helpful.*

- *One member and one Committee Member agree with the resolution,*
- *one member asked if we had considered other ways of achieving our aims other than an SCIO. He is satisfied that an SCIO will do the job but has some reservations about the more detailed reporting the Club will have to make to OSCR. The accounts of the SCIO have to be reported to OSCR in a recommended format which is more detailed than we do historically. The accounts have to be approved by an independent examiner – that could be a member but not a Trustee with the appropriate skills for a £3k income/spend.*
- *One member asked if there were any advantages to the Club's Members to becoming and SCIO. He has been informed that the benefits to the Club and all members is the better governance, reduction of personal liabilities and an assurance about the continuity of the management.*

**ANY QUESTIONS, DISCUSSION OR DETAILS FROM ANY MEMBER?**

*The discussion had concluded and there were no further questions. So the meeting proceeded to the vote on the resolution.*

**A VOTE**

**Do the Club Member's resolve to dissolve the HIGHLAND WOODTURNERS CLUB with all the Club's assets, cash balance and liabilities to be transferred to the registered Scottish SCIO, Highland Woodturners Club.**

**?**

**ALL THOSE IN FAVOUR?**

**ALL THOSE AGAINST?**

*A vote was held by a show of hands. The vote was unanimously **for** and approval of the resolution - with no abstentions or votes against.*

*(One member and one Committee Member had indicated by e-mail prior to the meeting that they approved the resolution).*

***The resolution was carried by the votes of all the 25 members present and 2 additional email votes .....with no votes against.***

**A BOARD MEETING OF THE HIGHLAND WOODTURNERS CLUB SCIO CHARITY number SC053651**

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There are 3 Trustees. G Potter, K Brown and N Simpson  
A Board Meeting was called by GP 7 days earlier.

**MINUTES OF THE BOARD MEETING OF THE HIGHLAND WOODTURNERS CLUB ( SCIO SC053651)**

**TRUSTEES PRESENT** G Potter, K Brown and N Simpson. No apologies.

**1. Acceptance of all the Highland Woodturners Club members as members of the registered SCIO named Highland Woodturners Club SC053651. Any Club member who does not wish to join the SCIO Charity shall be refunded a proportion of their annual membership fee. *Agreed unanimously.***

**2. The appointment of Trustees/ Committee Members and Officers to the Board as Trustees of the SCIO.....**

Proposed Trustees/ Committee members and Officers are....

Alec	Mutch	Chairperson
John	Ruickbie	
David	Hobson	
David	Line	
Alan	Geddes	Treasurer
Susan	Drew	
Alan	Smith	
Barry	Cumming	

Existing Trustees are....

Geoff	Potter	Secretary
Keith	Brown	
Nick	Simpson	

*Agreed unanimously.*

**3. Register of members and Trustees to be completed by Secretary GP.**

*Agreed unanimously.*

**4. Transfer of Club's assets to be progressed as soon as possible.**

*Agreed unanimously.*

**5. This meeting will be minuted by Secretary GP.**

*Agreed unanimously.*

*Meeting concluded.*

**THANKS TO ALL PRESENT**