

## **ELPHIN LEDMORE & KNOCKAN COMMUNITY ASSOCIATION LIMITED**

### **Minutes of first meeting of the Board of Directors held at 396 Elphin on 8<sup>th</sup> July 2010 at 6pm**

**Present: Stuart Charlton, Kate McSweeney, Sian Curley, Helen McQueen, Wendy Wright.**

**Apologies for absence received from: Rod Houldsworth, John Venters.**

1 It was confirmed that notice of the meeting had been given to all the directors of the Company and that a quorum of the board of directors was present at the meeting.

2 It was reported that the Company had been incorporated at the Companies Registry in Edinburgh on 6<sup>th</sup> July 2010 as a company limited by guarantee. The certificate of incorporation and the articles of association (in particular the objects) as filed at the Registry were produced and noted.

3 It was noted that in accordance with the application form delivered to the Companies Registry that the first directors of the Company are Stuart Charlton, Sian Curley, Roddy Houldsworth, Helen McQueen, Kate McSweeney, John Venters and Wendy Wright, the company secretary is Simon Jeffreys (a solicitor) and the registered office of the company is at Fir Chlis, 399 Elphin, By Lairg, IV27 4HH. It was also noted that the Company's annual accounting reference date is automatically the last day of the month in which the company's incorporation falls, that is 30<sup>th</sup> July each year. It was noted that the first accounting reference date could be up to 18 months after the date of incorporation and that the directors could resolve to change the accounting reference date.

4 It was RESOLVED to appoint the following directors as officebearers: -

Chair – Stuart Charlton

Treasurer – Sian Curley

Secretary to the Board – Wendy Wright.

5 It was RESOLVED that the Company open a bank account with the Royal Bank of Scotland Ullapool and that the resolutions set out on the Bank's form of mandate produced to the meeting (a copy of which is attached) be approved and passed and deemed to be set out herein in full.

6 It was noted that the original subscribers to the memorandum were Ingo Syllwaschy, Russell Pursey, Bridie Pursey, Brendan O'Hanrahan, Kay Charlton, Stuart Charlton, Mike Dwyer, Kate McSweeney, Sian Curley, Helen McQueen, Derek Newton, Wendy Wright, John Venters, and Roddy Houldsworth. It was also RESOLVED to

1 approve and adopt the application form produced to the meeting (a copy of which is attached) and

2 approve the applications for membership of the Company from Brian Davidson, Jan Kilpatrick, Stephen Bull, Duncan McLeedd, Katie McLeedd, Kyle Ransom, Hamish Ryder, Amanda Ryder, Tessa Dorrian, Stuart Dorrian, Andy Venters, Will Curwen, Rosie Christmas, Scott Dorrian, James Dorrian, Craig Venters, Alexander MacLeod, Elspeth MacLeod, Billy MacKay, Stephen Smith, Susan Smith, Norman Bolt, Walter Fyfe, Elizabeth Fyfe, Ray Strang, Jill Munday, Peter Munday, Linda Learmonth, John Learmonth, Hilda Van Der Vinne, Georgette Stock and Christine Whittle

.The Company Secretary was directed to include all of the original subscribers and the newly approved members' names in the register of members.

7 It was RESOLVED that the scheme for associate membership of the Company drawn up by the Company Secretary (which does not among other things confer any voting rights or obligation to contribute to the assets of the company on a winding up) be approved and adopted, along with the application form for associate membership.

It was also RESOLVED to approve the applications for associate membership from Wolf-Peter Grauman, Ursula Grauman, Susan Bewley, Isabel Eddy, Richard McKendrick, Jamie Skilling, Alistair Matheson, Jacqueline Yates, S Belshaw, Seonaid Eddy, Robert Mason, John Crae, Martin Hayes, Ivan Young, Larry Strange, Steven McSweeney, Phil Strange, and Donna-Claire Hunter.

The Company Secretary was directed to include their names in the register of associate members.

8 It was RESOLVED to co-opt Susan Bewley as a director of the Company pursuant to article 51.

9 It was agreed that the Board of Directors should endeavour to hold regular meetings every three months but that more frequent meetings may be required in the initial phase s of the Company's life.

10 It was resolved to authorise the Company Secretary to purchase statutory books for the Company and a nameplate and to arrange for the nameplate to be fixed outside the registered office.

11 It was resolved to authorise the Chairman to obtain and pay for public liability insurance for the Company and to investigate the cost of directors and officers liability insurance and report back to the directors.

There being no other business, the Chairman thanked everyone for attending and closed the meeting.

Signed ...Stuart Charlton.....  
Chairman