NOTICE OF ANNUAL GENERAL MEETING - draft

Notice is hereby given that the annual general meeting (the “Meeting”) of Carnoustie Community Development Trust Limited (the “Company”) will be held at The Kinloch Care Centre, Kinloch Street, Carnoustie, DD7 7EN on Wednesday 29th March 2023 at 6.30pm for the following purposes:-

1. To receive the Minute of Meeting of the AGM of 26th February 2020 ( copy attached)
2. To receive the Chairman’s Annual Report (to be submitted to the meeting)
3. To note and approve the annual accounts for
4. the period to 30th April 2020
5. the period to 30th April 2021
6. the period to 30th April 2022
7. To consider and vote on the following Ordinary resolutions of the Company

**Ordinary Resolutions**

**I** In recognition of the fact that Covid restrictions and availability of meeting facilities has delayed the holding of this AGM, the Board of Management has agreed that all current Directors will resign their positions and nominations are invited for up to 12 Directors. All the currently serving Directors have indicated they are prepared to serve again, and so it is recommended that the meeting resolve to re-elect Peter Thornton, Derek Miller, Anne McKeown, David Sawers, Alison Anderson, Pauline Lockhart, Neil Watson, Fiona Morgan and Gillian Gall as Directors, being the retiring Directors in terms of Article 68 of the Company’s Articles. If there are no other nominations by the date and time of the meeting, the Board will seek to co-opt to fill the remaining vacancies.

**II** To elect the Company’s Office Bearers in terms of Article 76 of the Company’s Articles of Association:-

1. Chair
2. Treasurer

By order of the board,

Derek Miller

Chair

Dated 14th March 2023

At Carnoustie

**Agenda Doc attached-**

**1 Minute of Meeting of 26th February 2020**

**CARNOUSTIE COMMUNITY DEVELOPMENT TRUST LTD**

**Minutes of Annual General held on Wednesday, 26th February 2020 at 6pm at the Kinloch Care Centre, Kinloch Street, Carnoustie.**

**Present:**

**David Sawers**

**Rodger Brunton**

**David Rorie**

**Donald Currie**

**Fiona Morgan**

**Proxy Vote: Derek Miller**

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| **1.** | **Welcome –** The Meeting agree to appoint David Sawers as Chair for the meeting. |
|  | David went on to speak to the Annual Report for 2018/2019 prepared by the CCDT Chairman Derek Miller. Both last years Minute and the Annual Report were unanimously approved  |
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| **2** | **Treasurer’s Report**  |
|  | David Sawers advised the meeting that there had been a revenue surplus of £2,981 for 2018/2019 mainly arising as a result of donations to Carnoostival. He also advised that reserves at the year end amounted to £17,883 of which £15,000 had been earmarked to specific projects. David then moved approval of the accounts for the year to 30th April 2019. These were approved by Fiona Morgan seconded by Roger Brunton. |
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| **3** | **Proxy Vote**It was noted that a proxy vote had been received from Derek Miller agreeing to the undernoted Special Resolution and Ordinary Resolutions. |
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| **4.** | **Special Resolutions** |
| **I** | To amend its Articles of Association as detailed below:-Clause 4,61, 69, 70 of the Articles of Association to be amended as detailed in the agenda.The Resolution was unanimously approved. |
| **5.** | **Ordinary Resolutions** |
| **I** | To re-elect Peter Thornton, Derek Miller, Anne McKeown, David Sawers, Donald Currie, Pauline Lockhart, Neil Watson, and Fiona Morgan as Directors.The Resolution was unanimously approved. |
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| **II** | There after it was agreed to elect To elect the Company’s Officer Bearers in terms of Article 76 as follows:-(a) Chair – Donald Currie nominated Derek Miller for reappointment seconded by David Rorie(b) Treasurer – Fiona Morgan nominated David Sawers for reappointment seconded by Rodger Brunton. |
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|  | There being no further business the formal part of the Meeting concluded. |
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NOTE:

* A Member of the Company entitled to attend and vote at the above Meeting may appoint a proxy to attend and, on a poll, to vote instead of him. A proxy need not be a Member of the Company. If you wish to appoint a proxy, you may do so using the enclosed form.
* **Article 65.** At each Annual General Meeting, the Members may (subject to Article 61) elect any Member (providing he/she is willing to act) to be a Director (a “Member Director”). Where at any Annual General Meeting, the total number of prospective Directors, if appointed, will exceed the maximum number of Directors as provided at Article 61 (12), the appointees will be determined by simple ballot.
* **Article 76.** All of the office bearers shall cease to hold office at the conclusion of each Annual General Meeting, but shall then be eligible for re-election.

**CARNOUSTIE COMMUNITY DEVELOPMENT TRUST LIMITED (the “Company”)**

**General Meeting**

**Proxy Form**

 Member Name: …………………………………………………

Member Address: ………………………………………………

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**Before completing this form, please read the explanatory notes overleaf.**

I being a member of the Company appoint the Chairman of the meeting OR (see note 3 overleaf)

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as my proxy to attend, speak and vote on my behalf at the general meeting of the Company to be held on Wednesday 29th March 2023 at The Kinloch Centre, Carnoustie at 6.30pm and at any adjournment of the meeting.

I direct my proxy to vote on the following resolution as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

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| **RESOLUTION** | For | Against |
| **ORDINARY BUSINESS** |  |  |
| Resolution I |  |  |
| Resolution II |  |  |

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| **Signature** | **Date** |
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**Notes to the proxy form**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolution mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
* completed and signed;
* sent by post or delivered to the Company, at 5 Station Road, Carnoustie, DD7 6FR, or sent electronically to the Company by email to chair@carnoustiecdt.org.uk and
* received by the Company by no later than 5pm on Monday 27th March 2023.
1. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
2. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
3. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
4. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.