

Eco-Congregation Scotland

Annual General Meeting 2018

Saturday 28th April, 11am, at Augustine United Church, George IV Bridge, Edinburgh.

Directors Present:

Mary Sweetland (Chair), Elizabeth South (Vice Chair), Alan Kennedy (Treasurer), John Seenan, Sally Foster-Fulton, Mark Kirkbride

Welcome

The chair, Mary Sweetland, welcomed members to the meeting. Members were asked to tick the attendance sheet which was circulating.

Apologies

Directors: Richard Murray, Norman Hutcheson, Malcolm Rooney
Members: Sheena Wurthmann, Elizabeth Lambert

Approval of minutes from 2017 AGM

The minutes of the 2017 AGM has been circulated to members in advance of the meeting. They were proposed as accurate by Elizabeth South and seconded by John Redshaw.

Treasurer's Report

Alan Kennedy presented the annual accounts and explained the financial summary.

To receive the accounts for Eco-Congregation Scotland

The meeting agreed to receive the annual report and accounts which had already been approved by the Board and signed by the independent examiner.

Alan said he would be available to collect donations for the charity during the lunch break and emphasised that these were in no way to cover the cost of attendance at the annual gathering.

Board report - Statement from the Chair

Mary Sweetland thanked Alan for his contribution to ECS over the past eight years and said that we would be seeking a new treasurer during 2018. Mary outlined the organisation's achievements during 2017.

We would be reviewing the membership scheme at a board strategy day later in 2018.

The launch of the new award scheme had been a great success. Awards issued since the launch were:

- 7 Bronze
- 10 Silver
- 3 Gold

There are now over 60 volunteer assessors helping to run the award scheme.

Our number of local networks is now 22, with Fife having been split into East and West. Network activity was vital. An additional programme coordinator had been appointed using money saved up over the past few years to support congregations in the north of the country.

The Faith Action on Nature project run jointly with RSPB was about to launch its pilot stage.

Rev Trevor Jamison is leaving his post as environmental chaplain and he was thanked, in his absence, for his work for the charity over the past five years. He is leaving to take up a pastorate in North Shields. Miriam McHardy was thanked for her work coordinating creation time during 2017 and 2018.

The United Reformed Church has agreed to fund the chaplaincy for a further five years with a renewed focus on the training of clergy and leaders. Recruitment of a new chaplain is under way.

The Scottish Government has agreed to increase our grant for 2018/19 by £11,000 (22%) to allow us to appoint an additional part time administrator.

Eco-Congregation Scotland continues to be an active member of Stop Climate Chaos Scotland and has joined the Scottish Food Coalition.

The theme for today's gathering is Pass the Planet. Mary mentioned the impact of Blue Planet 2 and other publicity on environmental issues. This shows the impact that long term campaigning by organisations like ours can have. It also shows the power of community action.

At a recent parliamentary reception for faith leaders, Roseanna Cunningham MSP, the Cabinet Secretary for Environment, Climate Change and Land Reform, had challenged faith groups to "walk the talk" and it was up to all congregations to take part in making meaningful changes to their activities to reduce carbon emissions and the effects of climate change.

Mary thanked board members and staff for their support and commitment over the year.

Proposal to convert the company to a Scottish Charitable Incorporated Organisation

The board proposed to change the company to a Scottish Charitable Incorporated Organisation. Details of the proposal had been sent to members prior to the AGM.

Mark Kirkbride explained the reasons for the proposal. ECS was established at a time before SCIO existed as a legal form. We are a limited company by guarantee.

The proposal is to change our legal status so that we only have to report to OSCR and not to both OSCR and Companies House, as at present. Limited liability for trustees would still apply. The change will reduce our complexity of reporting. It also removes a perceived barrier to people becoming trustees as they would no longer need to become a company director to be a trustee.

The impact on members is that they will be required to act in the best interests of ECS and ensure that the charity operates in a way that is consistent with its purpose. Although this was always expected, it was not written down or mandated under the current articles of association.

The proposed new constitution changes the board membership requirement so that 50% of trustees need to be from member congregations.

Questions

John Redshaw asked if there were any down sides?

Mark said there were no down sides and the government was encouraging this change.

Sarah Tolley asked about trustee liability of trading insolvently if a loan was entered into which turned out to be not manageable. Mark said that there would need to be a minute agreed by the whole board in order to enter into such a loan. Insurance is available for trustees if the organisation was unable to pay.

Another member asked if there were other change in the obligations of members under the two-tier structure. Mark repeated his earlier comments and added that, under clause 27 the number of trustees would be between 3 and 12.

He was asked about the cost of the exercise. He said that the main cost was the replacement of

printed material. There had been no legal costs because there is a procedure in place for this kind of conversion.

Motion:

- That Eco-Congregation Scotland changes from a Company Limited by Guarantee to a Scottish Charitable Incorporated Organisation (SCIO) with a target date for conversion of 1st September 2018.
- That the proposed constitution is adopted to take effect from the date of change to SCIO.
- That the current and newly elected directors become the initial trustees of the SCIO.

Proposed by: Mark Kirkbride

Seconded by: Alan Kennedy

Mary confirmed that the first trustees of the new SCIO would be the board members that will be elected at today's AGM.

The motion was carried by a unanimous show of hands.

Re-appointment of Treasurer

Alan Kennedy was re-appointed as treasurer but indicated that following the simplification of our accounts we were looking for someone to take over this role during 2018.

Re-appointment of Secretary

Gordon Hudson was re-appointed as Company Secretary until the company is dissolved in September or October 2018.

Election of Board members

Norman Hutcheson is retiring from the board and was thanked for his involvement over many years as a volunteer and then a trustee. He was minister at Dalbeattie and also helped develop our links with the Hungarian churches which led to the forming of Eco-Congregation Hungary.

One third of directors must stand down every year.
The maximum period anyone can serve is eight years.

Resigning and not standing for reelection:

- Norman Hutcheson

Members co-opted during the year who need to stand for election by the AGM:

- Sally Foster-Fulton : Proposed by Len Gregory and seconded by Patricia Chapman.

One third of members must resign each year. The following two are standing down but wish to stand for reelection:

- Mary Sweetland : Proposed by Alan Kennedy and seconded by Mark Kirkbride
- Elizabeth South : Proposed by John Seenan and seconded by George South

There were no further nominations from the floor.

The proposals were all carried by a unanimous show of hands.

Any other competent business

There was no other business that had been notified and nothing was raised by members.

Close of meeting

The Meeting closed at 11:50