**Minute of the Midlothian Voluntary Action Annual General Meeting**

**Tuesday 16 March, 5pm, on Zoom**

**ATTENDANCE**:

**Members:** Richard Fairbairn (Midlothian Scouts), Margot Russell (Bill Russell Youth Group), Jean Waddell (Breather Easy), Alasdair Mathers, Ann Stewart-Kmicha (Dalkeith & District Community Council) Heather Webb-Nelson (Gorebridge Community Council), Mary Webb (Over 50’s Group), Alan Symon (Eskbank & Newbattle Community Council), Billie-Jo Johnson (Health in Mind), David Noble (Grassy Riggs), Sue Peart (Penicuik CAB)

**Proxies**: Margaret Anderson (Loanhead Housebound Club), Elaine McNeill (St John’s and King’s Park)

**Guests**: Graeme Egan (MFIN), Eric Johnstone, Kirsty McIvor, James Coutts, Lesley Kelly, Natalie Thomson, Rebecca McKinney, Janette Hope, Margaret Mackay (all MVA) Steve Somerfield, Margaret McGhie, Nadia Aslam, Elisa Henderson, Dana Jupp, Carey Douglas, Miriam Leighton, Naomi Knights, Una Paterson, Calvin Douglas (all Volunteer Midlothian), Jim Hiddleston

**APOLOGIES**:

Chris Townsend (Redwoods Foundation), Paula Swanson (Homelink), Rebecca Fynan & Ann (Dalkeith Crafters), Neil Hynd

**1.0 Opening Remarks**

Richard opened the meeting by welcoming everyone to the AGM, and appreciated so many people attending. He also extended his thanks to all staff and volunteers who have been working tirelessly during the past year. He also indicated the apologies and it was brought to our notice that Neil Hynd no longer represented Dalkeith & District Community Council, minutes to be amended to reflect change.

He spoke to the minutes of our last AGM on 16th February 2020 and hoped people had managed to read them. Ann Stewart-Kmicha had a few queries on the minutes which were addressed at the meeting and changes noted. The Chair proposed minutes and were seconded Sue Peart, and were carried unanimously.

**2.0 Annual Report**

Lesley spoke to the Annual Report which was included with our accounts. She didn’t intend to linger as a later presentation would provide answer. It was pointed out that the Chair’s foreword dealt with situation for 20/21 instead of 19/20. Richard replied that he always included a projected response and didn’t see need to change the report. Margot then suggested we progress from discussion.

**3.0 Accounts**

Margot had delegated Lesley to speak to the accounts. Which she did. She reminded everyone that our accounts are externally examined every year and the accountants were happy with the transparency of our reporting. She also mentioned that we have enough reserves to keep the organisation going for a few months if an unexpected situation occurred (e.g. late grant payments), as per our Reserves Policy.

Restricted grants are used for specific expenditure, but also highlighted that our income and expenditure for 20/21 will be very different as we received various grants to be redistributed to other organisations with regard to the pandemic.

The only assets we have are the various laptops and equipment, and money in bank. The accounts had been accepted by the Board at the previous Board Meeting. Richard proposed acceptance and Ann seconded, and the proposal was carried unanimously.

**4.0 Board Re-election**

Lesley dealt with this part of the meeting as Richard was up for re-election. Lesley suggested we re-elect the whole board at this time and welcome our new board member Alasdair Mathers. Lesley proposed nomination and Sue seconded, and the proposal was carried unanimously.

**5.0 Correspondence**

There was no correspondence.

**6.0 Proposal to use J. Anderson auditors for 2020/21**

Richard proposed we use J Anderson accounts for next year. Margot seconded, and the proposal was carried unanimously.

**7.0 Special Resolution**

Special Resolution: That the existing articles of association in their entirety be removed and substituted by the new articles of association.

Richard explained that all charities and companies need to have specific powers in their governing document to allow them to conduct their business. Most organisations didn’t have a power that allowed them to conduct their meetings online. In response to this the government passed legislation that allowed organisations to meet online, even if they didn’t have a clause in their governing document that said they could, until 31 March 2021. Therefore, in common with many other organisations across Midlothian, we are asking approval from our members to add additional clauses around digital meetings.

He further explained that voting will be done through the comment section saying ‘yes’ or ‘aye’ and only for MVA members for this business.

The proposal was carried unanimously.

**8.0 Closing remarks**

Richard noted that Volunteer Midlothian would now be holding an Extraordinary General Meeting, followed by a video presentation of Midlothian Third Sector Interface activity in 2019/20.