

***Building boats, crews and communities***

**Re-Union Canal Boats**

**ANNUAL GENERAL MEETING (2020-2021)**

**Thursday 18th November 2021 at 7pm**

**Merchiston Tennis & Bowling Club, Polwarth Terrace, Edinburgh, EH11 1NA**

**MINUTES OF THE MEETING**

**Attendees in person**:

Joan Aitken

Gerry Baker

Pat Bowie

Simon Braunholtz

Jim Campbell

Helen Denny

Sheila Durie

Gordon Hodgson

James Innes

Tom Jamieson

Vivien Kitteringham

Rob Locke

Jack Marshall

Sheila McMillan

Anna Philbrick

Patrick Robertshaw

Rachel Sedman

Iain Street

Christine Wilson

**Attendees on zoom**:

Richard Allen

Melissa Highton

Jane Jones

Gillian Lawrence

Glenn Liddall

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| 1 | **Welcome.** Gordon welcomed us and thanked everyone for coming either to the venue, or by joining us on zoom. We are quorate since all attendees are members, expect for Joan Aitken and Re-Union staff. |
| 2 | **Apologies.** Councillor Melanie Main, Councillor Neil Ross, Andrew Burns, Fiona Stephen. |
| 3 | **Minutes of previous AGM.** Accepted as an accurate record. Proposed by SD. Seconded GB |
| 4 | **Matters arising.** There were none. |
| 5 | **Annual Report.**  RS talked through the annual report. April 2020 to March 2021 was a highly unusual year with very little physical activity, but plenty of work behind the scenes to do with the restructuring of the organisation.  One detail updated in the annual report since it was circulated to all members was accurate information about hires of Jaggy Thistle. Although the Lochrin Belle was unable to deliver any trips, Jaggy Thistle was hired for 7 full days, 2 half days and 1 familiarisation course. We also ran six 2-day RYA Helmsman courses.  At the end of the financial year (31 March 2021), Falkirk operations were still part of Re-Union but the ground work had been done to set up Go Forth and Clyde, with the transfer of assets, staff and cash being completed on 1 April 2021 – so this will appear in next year’s accounts and reports. Support for Go Forth and Clyde was continued to be given for a further 3 months by Re-Union’s Development Manager (until end of June 2021) and by the General Manager until September 2021.  Since the 2021 year end, work in Edinburgh to establish the Community Development Trust has been taking place, with a key building block being put in place at tonight’s AGM.  There were no questions for RS.  GH added that acknowledgement needed to be made to the huge contribution made by Pat Bowie, General Manager, who retired at the end of September 2021. Pat has been the mainstay of Re-Union for the last 13 years and it is only thanks to her hard work building the organisation up that we are in the position to be now re-shaping it into this exciting new phase. |
| 6 | **Annual Accounts.**   1. **Accounts to March 2021**   Sheila Durie, Treasurer, presented the Annual Accounts. It was a strange year financially as well as operationally.  The accounts (page 8 in full, page 2 in abbreviated accounts) show a surplus of £48,051 overall of income over expenditure. This was because we received grants in the year which are for expenses in following year. For example, we received a grant of £24,000 from Visit Scotland, part of a national scheme to help marine businesses re-launch themselves. None of that grant was spent in 2020-2021 year, but we have been spending it now on improving, repairing and refurbishing Lochrin Belle.  Due to Covid, we made a loss of unrestricted funds of £2,301 – we had to return a lot of deposits for boat trips.  Ironically, our ability to secure grant funds to support charities through the Covid pandemic meant a better financial year than expected!  Our reserves increased, which shows the company’s ability to survive without raising further funds. The unrestricted funds balance of £130,082 (page 9 in full accounts page 5 in abbreviated accounts) represents about 9 months’ worth of expenditure. The Board is always aiming to have 6 months funds in reserves, so we can survive without any further grants or sales and we have the time to find other funds.  Post audit events  During the current year, 2021-2022, there have been significant events to report to members.  Firstly, we have successfully helped to set up ‘Go Forth and Clyde’, as the legacy of Re-Union’s activities in Falkirk. This is its own charity, under local management. Re-Union gifted the boat Jaggy Thistle, the premises and equipment as well as a sum in cash to the new charity to help it get started. That transfer happened on 1st April 2021.  Secondly, we have entered into discussions with the other shareholder in Capercaillie Cruisers Ltd (CCL) for CCL to buy Re-Union’s 51 (%) shares in this holiday boat company. CCL was bought solely on loan support (not the Re-Union reserves), and apart from paying back the Social Investment Scotland loan, Re-Union also received annual (or bi-annual) donations from the profits. I hoped to be able to say tonight that we had received the first payment for the shares. However, the agreement has been signed but unfortunately the cash transfer is not quite complete yet.  CW commended PB and SD for all their effort and the hurdles they have had to overcome in managing CCL, which has now put our organisation in this wonderful position.  PB responded and said it had been a huge amount of work, but credit was also due to the Board, who back in 2009 were forward thinking and business minded enough to take a calculated risk in buying the Capercaillie operations. Over the years, the return on investment has been good, and now we are left with the cash injection (£108,000 now and a further £14,500 next year) which will allow us to significantly invest in our new area of benefit.  SD explained that with the restructuring of the organisation and pulling back from operating in Falkirk, the Board of Re-Union wanted to release the funds in order to commission or build an electric boat to be used at Fountainbridge. We hope to make that project a reality over the next year.  There were a few comments and questions about what kind of electric boat we were thinking of investing in or whether we might retrofit Lochrin Belle. The board’s current thinking was very much for a Day Boat for Edinburgh that would be a different offer to the Lochrin Belle and would allow individuals to take it out by themselves and experience the canal. We have only done initial research and enquiries but we think the new build waiting list for electric boats is now up to about 2025, so retrofitting a suitable boat may be a better option. Research will continue. PB also mentioned that Scottish Canals were also progressing with using HVO rather than diesel, and while not a solution, this was a move nearer to net zero aspirations without converting boats and their engines.  There were no further questions.   1. **Appointment of Auditors**   Re-Union’s auditor for the last 3 years has been French Duncan. I as Treasurer have been happy with the service, and particularly the support and advice from the partner over the discussions on Capercaillie. I propose to re-appoint French Duncan for the next 3 years, based on their quote of £3,300 incl VAT for 2021/2022, with a 2% increase for years 2 and 3. This represents a 2% increase on this year’s cost.  Proposed SD and seconded GH. |
| 7 | **Appointment of Directors**  During 2020/21 there were 6 Directors. Colin Butterwick, who was our only Falkirk based Board Member, stepped down and has joined the Board of Go Forth and Clyde. Gordon Hodgson and Christine Wilson have both indicated that they will not be standing for re-election.  Standing for election we have our 3 remaining returning Directors, Sheila Durie, Sheila McMillan and Gerry Baker and we have 6 new nominations from Richard Allen, Simon Braunholtz, Helen Denny, Melissa Highton, Patrick Robertshaw and Fiona Stephen.    There were no questions. The Directors were proposed en bloc by PB and seconding by GH. |
| 8 | **Special Resolutions**  The special resolutions have been circulated before the meeting, having been talked about and discussed for some time now, we think that most people have an understanding of why these are being proposed. The resolutions are:   * 1. To change the registered name of the Company from ‘Re-Union Canal Boats Ltd’ to ‘Fountainbridge Canalside Community Trust’.   2. With effect from the conclusion of the Meeting, the draft Articles of Association, a draft of which accompanies this Notice, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.   IS asked for a few points of clarification in the new Constitution – particularly clauses 19 and 20. The points were understood by all but as the constitution is based on a model and wording prepared by Development Trust Association Scotland in conjunction with Burness Paull LLP, it would be advisable to stick with their wordings, even if not particularly easy to understand. However, it was agreed that to make clear that only one of the clauses need apply to be eligible for membership under clause 19, that the word ‘or’ should be inserted after each clause a, b and c.  There were no other questions.  **Apart from this small adjustment, the special resolutions were unanimously accepted by all members.**  GH thanked everyone for their support. This has been a long time coming but marks a really positive way forward for our work. |
| 9  10 | **Any other business**  From Jane Jones: NKS’ AGM is on 22nd Nov. She would like to propose this as an opportunity to engage with another local organisation. Jack Marshall (NKS Treasurer and Re-Union Member) will be attending the AGM and is happy to update NKS on the Re-Union / FCCT situation.  **Close of meeting**  The Chair thanked everyone for their time and support and closed the meeting. |