



OLD LUCE
DEVELOPMENT TRUST



Proposed Resolutions for Old Luce Development Trust A.G.M.

Amendments to Articles of Association

As a result of a review of the current Articles of Association and advice for outside funders it is proposed that the following amendments to the Articles of Association of the Old Luce Development Trust be made:

1. That the current Article 22

"The directors may, at their discretion, refuse to admit any person to membership where they have reasonable grounds to believe that he/she might, if admitted to membership, act in a manner that would damage the reputation of the company, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings."

be removed

2. That the current Article 61

"The maximum number of directors shall be nine; out of that number, all nine may be Member Directors, and no more than three shall be Co-Opted Directors."

be amended to

"The maximum number of directors shall be eleven; out of that number, all eleven may be Member Directors, and no more than three shall be Co-Opted Directors."

3. That the current Article 62

"Old Luce Community Council retains the right to appoint two councillors as Co-opted Directors, unless and, until otherwise determined, by way of an ordinary resolution, passed at an annual general meeting."

be removed.

4. That the current Article 63

"The minimum number of directors shall be four; of whom a majority must be Member Directors."

be amended to

"The minimum number of directors shall be five; of whom a majority must be Member Directors."

5. That the current Article 68

"At each annual general meeting, one third of the Member Directors shall retire from office; the question of which of them is to retire shall be determined by mutual consent amongst Member Directors, or failing this, some random method."

www.oldluce.org.uk

thetrust@oldluce.org.uk

Public Hall, 22 Main Street, Glenluce DG8 0PR

01581 300767

Registered Company SC538942

Old Luce Development Trust (OLDT) is a registered charity,
SC049400, regulated by the Scottish Charity Regulator



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DTAS Member SE225



Scottish Charity Regulator
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SC049400



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be removed.

6. That the current Article 69(b)

"At each annual general meeting

- (a) Any Member Director appointed under article 67 during the period since the preceding annual general meeting shall retire from office;
- (b) out of the remaining Member Directors, one third shall retire from office."

be amended to

"At each annual general meeting

- (a) Any Member Director appointed under article 67 during the period since the preceding annual general meeting shall retire from office;
- (b) out of the remaining Member Directors, three shall retire from office."

7. That the current Article 90

"No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 91) be four."

be amended to

"No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 91) be five."

8. That the numbers of the remaining Articles are amended to run in consequential order.

9. That the 'Contents Table' be amended to show the new Article numbers.

10. That every remaining Article which refers to other Article numbers be amended to ensure that such references are compatible with the new Article numbers.

Proposed:- James McClung

Seconded:- Mike Lane



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**Old Luce Development Trust
Minutes of the Annual General Meeting**

Wednesday 26 February 2020: 19:00 – 20:00

1. Attendance and Apologies

Attendees

Directors: Jim McClung, Mike Lane, Diane Lowe, Richard Rankin, Jackie Plunkett

Members: Stephen Ogston, Elfriede McClung, Mick Bird, Clare Burl, John Campbell, Margaret Campbell, Pamela Copeland, William Copeland, Elizabeth Innes, Charles McWilliam, Liz Miscampbell, Michelle Newton, Steven Newton, Donald Peers, Janet Peers, Irene Rankin, Margaret Stewart, Robert Stewart, Fiona Stirling, Frances Irvine and Andy Irvine.

Non-members: Gordon Reid (Accountant), Tracey Murray (Development Officer), Louise McCulloch (future Administrator), Fiona Phillips (Hall Keeper), Jane Dodds, Barbara Belacom, Toby King and Vic Hicks.

Apologies

Lorna McDowall, Dave Burl, Nigel Miscampbell, Helen Milne, Stephen Reynolds, Maria Salzman, Drew Sloan

The Chair welcomed members to the AGM.

2. Minutes of the Last AGM

The minutes of the last AGM were proposed by Richard Rankin and seconded by Jackie Plunkett.

3. Chair's Report

The Chair noted that the Trust had had an incredibly busy 15 months since the last AGM, building on the continuing activity of the Trust since its inception in May 2016. Membership now stood at 190 people.

As the Trust has grown and developed, it continues to learn valuable lessons and skills in developing community resilience, designing infrastructure, compliance with legislation, working with many different agencies, communicating with government departments, and working with non-profit groups and private businesses.

The Trust has continued to be guided by the community consultation undertaken in 2015, and as such our key focuses remain on:

- Community Hub/Village Hall
- Providing a social space such as a café
- Derelict Buildings – improvements to the streetscape
- Improving the natural environment

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Over the past year, the Trust has been working hard to deliver on a number of projects, at one point there were more than nine active projects, and despite our attempt to halt any further projects, the Trust has had to act on several situations in order to safeguard community assets and services.

What have we done?

The Trust has had a number of successes, aimed at building capacity, but also delivering on its key aim of improving our community. The Trust has always been careful to express the will and desire of the community, and over the past year it has held not less than four different community consultations. The most impressive being the Doctors' Surgery meeting, with an attendance of 200 members.

Some real changes the Trust has made to the community are:

- **Dunragit-Glenluce Link Path (Railtrail):** Constructed a walking section of the Old railway between the viaduct and Challoch junction. This saw the construction of all-weather pathway, installation of new gates, and fencing, as well as the clearing and preparation of wild land. The Trust offered its thanks to the landowners who kindly offered their permissions for the path to be installed, and further allowed the Trust to install fencing and gates to safeguard users and livestock
- **Christmas Lights:** Stage two of the Christmas lighting has been completed. The light up for the second year was a lovely community moment allowing us to gather and be proud of our community. It was lovely to see the choir from Gospel Sound and the Children singing. We are looking to further expand the Christmas lights in coming years, as well as maintain the existing lights to keep them in the long term. Dunragit will see some additional work as well following recent feedback.
 - **Village Hall:** The Hall is a vital community asset, being our only significant central meeting place, and one the Trust is working hard to keep it at our heart. Over the past two years we have made significant changes/improvements to the Hall, all aimed at improving the amenity of the Hall, and its attractiveness as a local venue. Visual elements include the installation of new curtains and a new noticeboard, engagement of a cleaning contractor and new LED lighting on dual circuits. The less visible elements include the installation of new remotely-controlled boiler controls/thermostat, modifications to the boiler, alteration to radiators, mop sink, online booking system, and the Trust Office established downstairs. The redecoration of the old billiard room to become the new home for the Community Shop and the installation of a formal meeting room for public hire are to come in 2020.
- **Management Of The Hall:** The Trust has decided that, unlike other communities that have leapt into ownership of their Public Hall, we will extend our management of the hall for a further 2 years to enable us to better gauge the costs and maintenance requirements of the facility. Currently the hall costs



£15,000 per annum to run. This is a combination of heating/lighting (the biggest cost), cleaning costs – including public toilet, and the Hall Keeper, as well as a number of smaller day-to-day costs. Income for the Hall has not increased significantly and is hovering around £2500 per year. The hall is not likely to ever be at a break-even point without significant increase in use of the new meeting room, and sustained tenancy from a rent-paying Trust and modest contributions from the Community Shop. Installation of the AV equipment also offers opportunities beyond the monthly movie nights, and film matinees. The Council is in agreement of the extension to the management agreement, and I believe the Trust will be in a better position to make a final decision about next steps for the Hall in 2021.

- **FOTH:** The Chair acknowledged the good work of the Friends of the Hall, who have added lots of activity to the once lifeless Public Hall. The Community Shop is a wonderful asset to our parish, and the people volunteering to grow this must be commended, it takes a lot of time and effort to coordinate this, and hopefully with a larger premises (the Old Billiard room), there will be more incentive for all of us to visit and find a bargain (and raise funds for our community).
- **Glen:** The Glen has seen significant work over the past twelve months, beginning with basic path improvement, and removal of some dead wood. In the later part of 2019 major works were undertaken to bring the footpath to an all-weather condition, as well as replace the aging timber bridges, and level the surfaces, such that everybody has access to the Glen, regardless of their mobility. This work was undertaken via £38,000 funding from the IPA program (Improving Public Access) a Scottish Government initiative funded from the European Union. It was supported by Bryan Scott the countryside ranger for D&G.

There have been several meetings of the Friends of the Glen, who are looking to undertake the on-going care and maintenance of the Glen. They have identified invasive species as an issue, and this will be a focus for the Trust (and hopefully FotG) in the coming year. In addition, the High Glen path, and boundary fencing have also been identified as requiring action in the coming year.

- **Brambles:** The Trust has always been charged with safeguarding and improving our built environment and takes this responsibility seriously. Brambles was part of this plan. The Chair admitted that the Trust initially saw this as a 'quick win', but that it has become is a long lesson in Community lead redevelopment. The Trust purchased the site with funds from the Scottish Land Fund, and 10% financial support from OLCF. The original refit of the Café was to be very straight forward, however as the Trust undertook due diligence of the building, ensuring we did not mispend funds, significant structural issues were identified by engineers. As a listed building the Trust has spent the past year seeking the delisting to allow it to explore options on the building next steps. The delisting was approved by HSE in January, and this frees the Trust up to take decisions about the buildings repurposing. The Trust envisages commercial premises that will provide benefit to the community, either through amenity, employment or improved services within the parish. In light of the works relating to the Doctor's Surgery, and the funds we will require to progress this in a rather tight



timeframe, the Trust has decided to sit Brambles to the side as we formulate plans/budgets for both projects.

- **Village Square:** Ground works and construction has begun on the 21 Main Street site (De Pratos Corner). The village square will see the installation of an oak-beamed, slate-roofed structure, to act as a sheltered meeting place for community, public transport users etc. The site will be set over three terraced levels, with suitable lighting to safeguard users and the site from misuse.
- **Doctor's Surgery:** The Chair noted that the AGM immediately followed a surgery update meeting at which all AGM attendees were present. He reiterated that the Trust is emphatic in its desire to safeguard medical services in the Parish, and by working with all stakeholders, both in our parish and in New Luce, he hoped that the Trust will be able to build an exciting new facility that will indeed safeguard our medical services into the future. This project is a major undertaking, conservatively a £1.4million development, however the social benefits are such that it cannot be overlooked. He anticipated by our next AGM that the Trust will be able to report ownership of the current premises, with steps being taken forward to redevelopment of the site, and the adjoining site.
- **Community Asset Transfer:** The Industrial Estate and the North Street parking facility has been progressed to Stage 2 with the Local Authority. The Trust awaits the decision by elected members within the next five months. The Trust wants to better manage these assets, by investing in them to provide better services for the community, and make the sites more attractive visually, but also as places that businesses will want to be part of – driving forward the Trust's agenda of improving employment in our parish.
- **Trust Facilities and Employment:** The Chair noted that, as a volunteer board of directors, the Trust is very aware that its work remains vulnerable to the ability of individual Directors to give time, to drive forward projects, especially as they develop in their complexity, and increasingly involve third sector groups. The Trust has finished establishing its office at the village hall and has a very skilled Development Officer (Tracey Murray) who works in the Trust office 3 days a week. Tracey oversees all of the work the Trust is doing and tries to pull all the threads together. As the business of the Trust has grown, it has identified a need to provide administrative support, and next week we welcome our new Admin Officer who will initially be based in the office at the same time as Tracey. Ultimately the Trust wants to get to having our office staffed 5 days a week. The Chair hoped that members could recognise, by the volume of work the Trust is undertaking, that these roles are vital to its sustainability.

The Chair noted that it would be safe to say that the Trust remains optimistic in its ambitions, although it has become significantly more realistic in managing/planning its timescales related to each of its projects. It seems at every turn the Trust is faced with obstacles and challenges, procedural, structural or bureaucratic. To this end, it has drawn a line under its current project base, and until 3 projects are completed to its satisfaction, it is reticent to take on anymore.



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The Chair also noted that, in this period of government cuts, and continual degradation of community services, it is lovely to be part of an organisation whose main aim is to bring improvement to peoples' lives. He really does think the Trust is bringing improvement to the area, and positively shaping public sentiments towards our parish.

The Chair highlighted that what residents don't see are the many hours undertaking research, grant applications, long phone calls, dealing with bureaucracy, negotiating consensus and matching wishes to reality. It is a challenge to progress Trust activities, but through determination the Trust is succeeding, especially as a number of projects are now finally reaching the stage where we are seeing tangible outcomes. All of the Trust projects are focused on addressing one, or a number of its guiding aims; to improve our built environment, provide assets for the community, foster community spirit, and provide opportunities for residents.

The Trust plans for the next 12 months include:

- Complete the Village Square with shelter & lighting
- Plant new gardens at the Village Square
- Complete Community Asset Transfer of the Industrial Estate / Carpark
- Commence initial program of improvements to Industrial Estate / Carpark
- Complete business plan and secure funding for Doctors' Surgery
- Complete purchase of Surgery
- Re-fencing of the Glen & further path improvement in the Glen
- Re-new contract for the cleaning of the public facilities/hall
- Extend for a further 2 years the management contract of the hall
- Decision and timeline of next steps for the redevelopment of Brambles
- Examine viability of building Dunragit Community Hub on alternate site

As each of the Trust's projects reaches fruition, it is looking for people from across our community to become involved in the management, maintenance and continuing development of projects.

This is especially important for larger assets such as the woodlands in Balkail Glen, and Glenluce Public Hall, both of which have established 'Friends of' groups to oversee the day-to-day management of these valuable community assets. As we manage and/or improve our natural environment, it is becoming increasingly clear that we need to exercise greater responsibility as community members to keep these assets in good order. The Chair noted that the Trust is very keen to hear from any members who would like to become volunteer community gardeners.

Without whole community involvement with assets such as these, the Trust runs the risk of these assets deteriorating to an extent that the community no longer has access to them. In these times of significant government cuts, increasingly the success of communities is very much reliant on drawing on the skills of its members, and the Chair asked attendees to consider getting involved in one of the Trust's projects.

The Chair noted that involvement includes open and transparent feedback and invited members to submit feedback via the Trust website or email.

Directors

This year, the Trust has had a small volunteer team of nine Directors working tirelessly on these varied activities. Each Director brings with them a coterie of skills and life experience, all of which at some point the Trust has had to draw upon. The Chair



thanked them for their efforts. Importantly, he wished the retiring directors all the best and noted that they have been pivotal in getting the Trust up and running.

The Chair acknowledged that Bobby (Graham) has been with the Trust for several years now. He has been a steadying hand and very knowledgeable set of ears listening in on Trust works and offering valuable advice and assistance to matters relating to our built projects. It is with regret we see Bobby stand down, and the Directors wish him well in his next steps.

The Chair noted that the Trust was also saying farewell to Eunice Crosbie. Eunice joined the board at the last AGM and played an important role in the recruitment of staff, supporting HR processes, and ensured that our decisions were HSE compliant, especially with regards to the hall. Eunice also was the Director representative on the FOTH group. Although brief, the Chair thanked Eunice for her contribution, and wished her well.

As per the Trusts Articles of Association, three Directors are required to stand down, and in light of this Richard Rankin had tendered his resignation, however the Chair noted that he had accepted it, with the rather stern retort that he would be re-nominating him to join and he had consented to this nomination.

Articles

When the Chair originally drafted the Articles, he had thought it good to keep Director numbers to a conservative nine. However the nature and size of Trust projects have been such that the Directors have identified a need to create a larger pool of expertise, both to support projects, but also to give sustainability to the organisation. With this in mind, the Trust is seeking to increase the number of Directors to 11, and this will require member support by a majority vote. The Chair hoped that members could see that, as an organisation, the Trust has, and continues to do, good things for our community, and asked that members support this change to ensure the Trust continues to do so well into the future.

Lastly, the Chair extended an invite to members to give serious consideration to becoming a Director of the Trust, or perhaps become involved in delivering one of its projects, or volunteer in one of its newly formed 'Friends of' groups. He noted that only through community involvement and community engagement will the Trust succeed in bringing positive change to our communities.

4. Treasurer's Report

The Chair presented the Treasurer's report in her absence. He explained that the Trust financial bottom line is £0, as all funding is allocated funding, dedicated to set projects. The format is that required for Companies House, HMRC and OSCR and the Trust recognised that it can be difficult to follow. The Trust will look at alternative ways of presenting the accounts as it grows. The accounts were proposed by Fred Murray and seconded by Jim McClung.

5. Questions from the Floor

Fred Murray notes that during a lot of the hall the previous week, both external sets of doors were wide open and suggested that the Trust check with people using the hall what temperature they need it. TM responded that this is already done for exercise classes and we would take this on board for other users going forward.



Gordon Reid asked about Post Office provision. It was noted that the new Post Office agreements are a problem as they don't fit with the Trust premises, objectives or stage of development. It is designed for those businesses opening a Post Office supplementary to their existing business. The issue with current situation is that the Post Office let blocks the entire let of the hall and we have lost full-day bookings due to this in the past. This is something that the Trust could look at again further down the line.

6. Articles of Association

Proposed revisions to the Articles of Association were discussed. The proposals had been available on the Trust website for 4 weeks in advance of the meeting. There were 25 members in attendance at the time of the vote. The proposed amendments were unanimously agreed, so the articles would be duly modified.

It was noted that the change to the article relating to Director nominations from Community Council meant that ML and DL should stand down as Directors.

7. Resignations

Eunice Crosbie, Bobby Graham, Richard Rankin, Diane Lowe and Mike Lane resigned as Directors either at or in advance of the meeting.

8. Election of New Trust Directors

Director nominations had been received in advance of the meeting by Stephen Ogston, Steven Newton and Christopher Thompson.

Mike Lane was nominated by Fred Murray at the meeting.

Diane Lowe was nominated by Mike Lane at the meeting.

Richard Rankin was nominated by Mike Lane at the meeting.

As there were more seats than nominations, there was no need for elections and all nominees were duly appointed with no objections.

This leaves the Trust with 10 Directors and one seat remaining.

9. Any Other Business

The Vice Chair, Jim McClung, stated that the business plan for the proposed Community Asset Transfer (CAT) of the North Street Lorry Park and the Industrial Estate was submitted to Dumfries and Galloway Council in December and resubmitted following suggested amendments in January. The Community Council offer to take residents to see the new Barhill station car park, had been validated and this can now be arranged. Should the Trust be successful in the CAT application, it would undertake basic maintenance and carry out phase 1 of the project, covering rewiring and new steps. The remaining phases would be carried out after the surgery project.

No further items were raised.

Meeting closed at 20:15
Next AGM – February 2021



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Proposed Resolutions for Old Luce Development Trust E.G.M.

Amendments to Articles of Association

As a result of a review of the current Articles of Association and advice from outside funders, it is proposed that the following amendments to the Articles of Association of the Old Luce Development Trust be made:

1. That the current Article 22

"Any person who wishes to become a member must sign and lodge with the company, a written application for membership or complete and return an electronic form; the company shall supply a form for applying for membership to any person on request."

be amended to

"An individual applying for Ordinary Membership shall, if the company so requests, supply such evidence as the company may reasonably request to demonstrate that he/she fulfils the qualifications set out in Article 16."

2. That a new Article 23

"At the first directors' meeting which is held after receipt of an application, the directors shall review the application (together with any evidence supplied under article 22) to determine whether the application fulfils the qualifications for membership set out in article 16, 17 and 18 (as the case may be); if on the basis of that review, the applicant fulfils the qualifications for membership: the directors shall admit the applicant to membership and, within a reasonable time after the meeting, notify the applicant of the outcome of the application."

be inserted

3. That a new Article 24

"For the avoidance of doubt, in determining whether of admit any individual or organisation fulfils the qualifications for membership, the directors shall adhere to a transparent process which enshrines the principle of equal treatment and non-discrimination."

be inserted

4. That the current Article 22 be re-numbered as Article 25 and that the numbers of the remaining Articles are amended to run in consequential order.



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- 5. That the 'Contents Table' be amended to show the new Article numbers.**
- 6. That every remaining Article which refers to other Article numbers be amended to ensure that such references are compatible with the new Article numbers.**

Proposed:- James McClung
Seconded:- Michael Lane



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Old Luce Development Trust Minutes of the Extraordinary General Meeting

Virtual Meeting

Wednesday, 27 May 2020: 18:15 – 19:00

1. Attendance and Apologies

Attendees

Directors: Mike Lane, Jim McClung, Drew Sloan, Lorna McDowall, Richard Rankin, Stephen Ogston, Diane Lowe, Steven Newton

Members: Alistair Kerr, Michelle Newton, Mick Bird, Robert Stewart, Donald Peers, Janet Peers, Margie Ferguson

Please note that additional members attended the meeting on the same connections as those listed above, but unfortunately these names were not captured.

Non-members: Tracey Murray (Development Officer), Louise McCulloch (Administrator)

Apologies

No apologies were received.

2. Proposed Amendments to the Articles of Association

The Trust Chairman, Mike Lane, explained to attendees that the reason for the EGM being called was to discuss and vote on proposed amendments to the Articles of Association. These were additional changes to those made at the recent AGM and had been requested by Scottish Land Fund (SLF). They were required to be made before the organisation could be approved to submit a stage two application to SLF for the current GP Surgery project.

The proposed changes were explained to all in attendance. They had also been made available for download from the Trust website 4 weeks prior to the meeting date. The proposed changes discussed were;

1. That the current Article 22:

"Any person who wishes to become a member must sign and lodge with the company, a written application for membership or complete and return an electronic form; the company shall supply a form for applying for membership to any person on request."

be amended to:



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"An individual applying for Ordinary Membership shall, if the company so requests, supply such evidence as the company may reasonably request to demonstrate that he/she fulfils the qualifications set out in Article 16."

2. That a new Article 23:

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be inserted.

3. That a new Article 24:

"For the avoidance of doubt, in determining whether of admit any individual or organisation fulfils the qualifications for membership, the directors shall adhere to a transparent process which enshrines the principle of equal treatment and non-discrimination."

be inserted.

4. That the current Article 22 be re-numbered as Article 25 and that the numbers of the remaining Articles are amended to run in consequential order.

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6. That every remaining Article which refers to other Article numbers be amended to ensure that such references are compatible with the new Article numbers.

[Margie Ferguson left the meeting]

A vote was held via a webinar poll. In recognition of the fact that there may be more than one member attending on each connection and that some members may have been asked to cast a proxy vote on behalf of another member, attendees were also asked how many members their vote represented. There were 9 poll votes representing 17 members and a further 6 member votes via the webinar chat facility from 3 connections who were unable to vote in the poll due to technical limitations of the virtual meeting facility. There were 23 member votes in total, with 100% agreement to approve the changes as outlined above.

Meeting closed at 18:55