

AGENDA AND RESOLUTIONS

FOR THE FIFTH ANNUAL MEMBERS' (SHAREHOLDERS) MEETING OF UPPER TWEED COMMUNITY ENTERPRISE LTD (UTCE)

The FIFTH Annual Members' Meeting (AMM) of UTCE Ltd will be held on Thursday 12th September 2024 at 7pm in the small Village Hall in Broughton. We look forward to seeing as many of you as possible – we need at least 37 shareholders to engage with the meeting in order for the AMM to be quorate. If you are unable to attend please vote by PROXY, details below.

A RENEWED BOARD

This meeting will be different from previous AMMs as, with your approval, the composition of the UTCE Board will change. Over the course of the year the existing Board has invited about half a dozen individuals, with relevant skills, to attend our monthly Board meetings as guests. Of those, we have co-opted three as new Board members in the last few months. Their names and biographies follow:

John Walbaum

John Walbaum has lived in Broughton for 30 years. He is now retired having spent more than 35 years working in financial services, specifically in investment. His children all went to Broughton Primary where his wife Debbie was a classroom assistant for many years. John is a keen golfer and sailor in his spare time, which is now much less with 3 granddaughters!

Charles Donkers

Charles has over 20 years of experience in international oil & gas in financial and commercial roles and now runs his own Accountancy Practice from Broughton and Edinburgh. He moved to Broughton with his wife and three daughters in 2014 (after building their house), and has found the village super welcoming and a wonderful place to live. Charles is also the treasurer for Tweed Togs, a charitable organisation operating as a clothing bank for children so they can take part in any opportunity and fulfil their potential. Charles is a keen (if not very accomplished) hockey player, likes to read and is also a regular attendee at the Broughton film club.

Jamie Prady

Jamie has worked in IT for over 25 years. He currently heads up the software development capabilities for an employee-owned IT consultancy and works with many different businesses to optimise their systems and processes. Before moving to Broughton in 2021 with his wife and two teenage children, Jamie lived at Blyth Bridge and was involved in the board helping to build and run the community-owned Newlands Centre at Romanno Bridge.

(The biographies of the other directors can be seen in the second share issue document available here <https://broughtonvillagestore.co.uk/wp-content/uploads/2023/03/Broughton-share-booklet-for-website.pdf>)

(Co-option is an intermediate stage before full election by members of the society)

NEW OFFICE BEARERS

For some time, the three office bearers on the Board (Christopher Lambton, Chairman; Simon Edwards, Secretary; Donald Stewart, Treasurer) have indicated their willingness to stand down to comply with the rules of our Community Benefit Society (which can be seen on <https://broughtonvillagestore.co.uk/utce/>). We are grateful that three Board members have agreed to fill these roles, subject to election, as follows:

John Walbaum – Chairman
Bill Sheridan – Secretary
Charles Donkers – Treasurer

(The duties performed by Chairman and Secretary are flexible, and to an extent interchangeable, according to availability and capability.)

The remaining Board members are:

Jen McBeth (in her capacity as shop manager)
Camilla Younger (existing member standing for re-election)
Jamie Prady (co-opted and standing for election)
Simon Edwards (standing down as Secretary but standing for re-election to the Board)
Donald Stewart (standing down as Treasurer and from the Board)
Christopher Lambton (standing down as Chairman and from the Board)

The three office bearers standing down will remain in post ex-officio for the purpose of claiming grants, making payments etc, for as long as required during the transition to the new Board.

TO JOIN THE MEETING IN PERSON

You can simply turn up – doors open for refreshments from 6.40pm. The meeting will start promptly at 7.00pm. We will ask all attendees, whether or not members, to sign a register. Members are welcome to encourage non-member friends and relatives to attend.

VOTING

Only members are eligible to vote. We will ascertain who of those present are members by a show of hands, and proceed with voting on that basis. We trust that non-members will refrain from voting.

VOTING BY PROXY

If you cannot attend please make the effort either to vote by proxy. Proxy voting will be familiar from previous years:

Please read the Agenda, below, and the associated documents and resolutions. For simplicity we are keeping the Agenda as compact as possible. If you approve all the resolutions please simply reply to this email saying: **"Being a member of UTCE Ltd I appoint the Chairman as my proxy to vote for me on my behalf at the FIFTH AMM of UTCE to be held at 7pm on Thursday 12th September 2024"**. If you only wish to vote in favour of some of the resolutions please make this clear.

AGENDA

Documents referred to are available to members as protected downloads on <https://broughtonvillagestore.co.uk/amm5-docs/>
password: memberaccess2024

- Welcome; apologies.
- Minutes of the Fourth AMM on 14th September 2023
- Chairman's report
- Presentation of the accounts and Treasurer's report.
- Election of the UTCE Board – WITH IMMEDIATE EFFECT
- Any other business (if you have a pressing concern please get in touch before the meeting).
- Closing remarks.

RESOLUTIONS

1. to approve the minutes of the 4th AMM
2. to receive and adopt the Chairman's report
3. to receive and adopt the accounts and the Treasurer's report
4. to adopt the amended accounts for the previous year (y/e31/3/23)
5. to exercise the Society's right under the Community Benefit Societies Act 2014 NOT to appoint an auditor (SEE NOTE BELOW*)

ELECTION OF THE BOARD AND OFFICE BEARERS

6. To elect John Walbaum to the Board of UTCE and to the office of Chairman
7. To elect Charles Donkers to the Board of UTCE and to the office of Treasurer
8. To re-elect Bill Sheridan to the Board of UTCE and to the office of Secretary
9. To re-elect Simon Edwards to the Board of UTCE (standing down as Secretary)
10. To re-elect Camilla Younger to the Board of UTCE
11. To elect Jamie Prady to the Board of UTCE

***Resolution 5** concerns the appointment of auditors. The Society has the right not to appoint auditors, but this right needs to be approved annually. The outgoing and incoming Treasurers will explain how the society is currently bringing various financial services in-house (management accounts, payroll, VAT returns, pension etc) to improve accountability and save fees, but we will be retaining the services of our external accountants (Gall Robertson CA, Inc. Charles Gray and Co) for the production of the annual accounts, which after approval are submitted to the Financial Conduct Authority, where they are open to public scrutiny. Accordingly, we feel that any further audit would be an unnecessary cost and ask that you support Resolution 4.

FINALLY

Don't forget to send me your proxy vote if you wish to do so.

You may see this and other documents if you are a supporter of the shop who did not become a member by buying shares. Non-members are welcome to read the documents but are not eligible to vote.

I look forward to receiving your replies and proxy votes. Please get in touch if anything is unclear.

Christopher Lambton
Chairman UTCE Ltd
07879 470920