



Housing Co-op

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## West Granton Housing Co-operative Ltd

**DRAFT –**

### **The Minutes of the Special General Meeting 2021**

Monday 6<sup>th</sup> September 2021

6.30pm

#### **Prentice Centre**

#### **1<sup>st</sup> Members physically attending (27 x 1<sup>st</sup> members):**

Joseph Moir, Elizabeth Robertson, Margaret Cavers, Patricia Cordiner, Fiona Marshall, Donna Anderson, Amanda Aitchison, Morag Orr, Sheila Paxton, Tracey Brown, Jim Hemphill, Jon Douglas, Karen Taylor, James Simpson, Rachel Stewart, Colin Fraser, Mary Ross, George Thomson, Lynn Jameson, Lorna Brown, George Nicol, May Riordan, Blagica Velkova, Eoin O’Dea, Craig Bailey, Marilyn Dickson, Elizabeth Stewart;

#### **Joint members (without voting rights) present:**

2 Joint members: Grace Forsyth, Helen O’Dea;

#### **Members represented by proxy (3 members):**

Gillian Cantley, Norma Smith, Susan Flynn;

*Note: 10 Proxies appointed Wendy Riordan to be their representative and vote on their behalf, but Ms Riordan was unable to attend the meeting. Therefore, these proxies could not be counted.*

#### **Quorum:**

The quorum is 7.5% which is equal to 28 members.

30 members were present or represented by proxy so the quorum of 7.5% was achieved.

#### **Others in attendance:**

##### Staff members

Larke Adger (CEO); Les Graham, Jiewen Gao, Sheena Farrell, Lorraine Gahagan, Kirsteen Panther;

Other: Jeremy Chittleburgh, Senior Partner, Chiene & Tait, Auditor

WEST GRANTON HOUSING CO-OPERATIVE LIMITED  
26 Granton Mill Crescent Edinburgh EH4 4UT  
Tel: 0131 551 5035 Email: mail@westgrantonhc.co.uk



West Granton Housing Co-operative Limited is a fully mutual housing co-operative registered as a social landlord with the Scottish Housing Regulator (HAC 225); and is a registered society under the Co-operative and Community Benefit Societies Act 2014 (2357 RS).





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## 1. Apologies

Wendy Riordan (Chair) Gillian Cantley, Norma Smith, Susan Flynn, Annie Reilly, Nora Matthews, John Reilly, Annmarie Stewart, Lorraine Miller, Charlene O'Donnell, Karen Orr, Catherine Pettigrew, Charise Love, Nicola Alderdice;

## 2. Meeting Open

Larke Adger (Secretary & CEO) welcomed everyone to the meeting.

Attendance of the number of members confirmed and checked.

It was confirmed that quorate had been achieved so the meeting would now proceed.

## 3. Comments on Proposed Rule Changes

On behalf of the Chair, the Secretary/Chief Executive took members through the main changes from the current Rules.

A number of changes are small changes to tidy up Rules and to comply with current updated legislation.

The main changes to the rules being as follows:-

Any/All references to "Association" changed to read "Co-operative"

Rule 6: Only tenants can apply for Membership of the Co-operative

Rule 7.5: Information for 'joint memberships'

Rule 10.1.1 - 10.1.6: Update to Ending of Membership section

Rules 10.3 - 10.6: Update to joint membership changes / ending

Rule 17-17.3: Allowing for future 'virtual' annual general meetings in the future

Rule 21.1: Quorum changes from 7.5% to 10%

Rule 25.1: Chair not able to act as proxy holder

Rule 34.8: Leave of absence can be required for committee member under investigation

Rule 37.3: Committee can decline nomination to become a committee member

Rule 56.5: Committee to elect office bearers at first committee meeting after each AGM



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#### **4. Consideration of Special Resolution**

Members of the Association were asked to consider the resolution that “The Co-operative adopts the rules in the form attached to this (SGM) notice in substitution for the existing rules, subject to any non-material amendments that might be required by the Financial Conduct Authority”

The results of the poll vote undertaken.

30 members voted in favour of the resolution and 0 members against the resolution.

The poll outcome was confirmed by J Chittleburgh. Given that this complied with a three-quarters majority, the SGM approved the resolution to adopt the new Model Rules 2020.

#### **5. Meeting Closes**

The Secretary/CEO confirmed closure of the SGM at 6.50p.m.



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## West Granton Housing Co-operative Ltd

**DRAFT –**

### **The Minutes of the Annual General Meeting 2021**

Monday 6<sup>th</sup> September 2021

7.00 p.m.

#### **Prentice Centre**

#### **1<sup>st</sup> Members physically attending (27 x 1<sup>st</sup> members):**

Joseph Moir, Elizabeth Robertson, Margaret Cavers, Patricia Cordiner, Fiona Marshall, Donna Anderson, Amanda Aitchison, Morag Orr, Sheila Paxton, Tracey Brown, Jim Hemphill, Jon Douglas, Karen Taylor, James Simpson, Rachel Stewart, Colin Fraser, Mary Ross, George Thomson, Lynn Jameson, Lorna Brown, George Nicol, May Riordan, Blagica Velkova, Eoin O’Dea, Craig Bailey, Marilyn Dickson, Elizabeth Stewart;

#### **Joint members (without voting rights) present:**

2 Joint members: Grace Forsyth, Helen O’Dea;

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Gillian Cantley, Norma Smith, Susan Flynn;

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#### **Quorum:**

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30 members were present or represented by proxy so the quorum of 7.5% was achieved.

#### **Others in attendance:**

Larke Adger (CEO); Les Graham, Jiewen Gao, Sheena Farrell, Lorraine Gahagan, Kirsteen Panther;

Other: Jeremy Chittleburgh, Senior Partner, Chiene & Tait, Auditor



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## **1. Apologies**

Wendy Riordan (Chair), Catherine Stirling, Charise Love, Karen Orr, Catherine Pettigrew, Nicola Alderdice, Charlene O'Donnell, Lorraine Miller, Annemarie Stewart, John Reilly, Nora Matthews, Annie Reilly, Norma Smith, Susan Flynn, Gillian Cantley;

## **2. Minutes of Annual General Meeting of 2<sup>nd</sup> September 2020**

In absence of the Chair, the Secretary/CEO (Larke Adger) chaired the meeting. She reported that the draft minutes of the 2020 AGM had been available on our web site and from the office. The CEO asked if there were any corrections to the minutes. The minutes were taken as read and to be a true record of the meeting.

**There were no corrections and the minutes were approved.**

## **3. Presentation of Accounts and Auditor's report – Rule 16.2**

Jeremy Chittleburgh (Senior Partner) of Chiene & Tait Financial Auditors presented the financial statements and gave a brief overview of the financial position of the Co-operative.

The audit report was for all members

It sets out the responsibilities of the management committee and the auditor.

The auditor's opinion was that the accounts give a true and fair view and are in accordance with accounting standards.

J Chittleburgh took members through the Statement of Comprehensive Income and the Statement of Financial Position, highlighting a number of the main points to note. In relation to overall performance, the Co-operative continues to perform well and invest in our properties. WGHC has a positive cash inflow which is important for future investment. The Co-operative continues to meet all its loan covenants.

J Chittleburgh went onto take members through a summary of the highlights from the financial statements. He advised members a robust audit process had been undertaken. He confirmed that their audit had gone well and that the auditor had found no weaknesses in the controls from the work carried out. On this basis he was satisfied that the results reported reflected a 'true and fair view' of the financial performance of West Granton Housing Co-operative.

J Chittleburgh concluded his run through of the accounts and audit and advised he was happy to take questions. There were no questions. The CEO thanked Jeremy Chittleburgh for his report.

#### **4. Appointment of Auditor - Rules 16.4 and 68.1 to 70.3**

Larke Adger, as Secretary, reported.

The job of the Auditor is to check and report on the annual financial statements. In the course of the audits, they get an idea of how a company is doing and they are required to raise any problems they come across. Chiene & Tait were appointed as Auditors to the Co-operative in 2020. This was the first year they have audited our financial statements and reported to the AGM.

The CEO asked the meeting if there were any objections to the re-appointment of Chiene & Tait as our new Auditors. There were no objections.

**Chiene & Tait were re-appointed as auditors to West Granton Housing Co-operative Limited.**

#### **5. Election of Committee of Management- Rules 16.3 and 35.1 to 37**

Larke Adger said that, as with most years, there was no need for an election. If there are fewer candidates than there are spaces then there is no election as would be explained by her report.

She then read out a report as follows:

RSL Committees can have up to 15 members.

If numbers fall to 7 or below we must inform the Scottish Housing Regulator and the future of the Co-operative comes into doubt.

1. In accordance with rule Rules 35.1 and 35.2, the three longest serving members since the date of their last election must retire this year. They can either retire at the end of the AGM or can retire beforehand and stand for re-election.

As we had 8 fully elected members before the AGM, we should have 3 members who need to stand down. Under Rule 35.4 if a Committee Member retires from the Committee on or before the date of the next AGM, that Committee member can stand for re-election without being nominated.



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The retiring Committee Members should be those who have served longest on the Committee since the date of their last election.

The 3 members who must retire are:

- George Thomson
- Marilyn Dickson and
- Jon Douglas

All three members are standing for re-election.

We received 4 new nominations for election:

- Stacey Powch- Scott
- George Nicol
- Jim Hemphill and
- Fiona Marshall

Since a maximum of 15 members may serve on the committee and only 5 remain in office, the 3 members standing for re-election and the 4 nominees are all elected without need for a vote.

It was therefore declared that the full Committee of Management is as follows:

Committee	Member
George	Thomson
Lorna	Brown
Marilyn	Dickson
Jon	Douglas
Stacey	Powch-Scott
Colin	Fraser
George	Nicol
Jim	Hemphill
Fiona	Marshall
Elizabeth	Robertson
Amanda	Aitchison
Joe	Moir
Wendy	Riordan
Donna	Anderson



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This meant there were 14 members of the Committee of Management. The next meeting of the Committee will be on Wednesday 16th September at 7pm.

## **6. CEO Report & Questions**

L Adger firstly thanked all those members who attended virtually. She then took members through a brief presentation of the Co-op's performance for the period 2020-21. The content of the presentation was reflective of the Annual Report, A summary report of WGHC's key performance indicators was also given.

Members were asked if they had any questions.  
There were no questions.

The CEO therefore declared there was no further business and once again thanked all those members for their time and attendance.

## **7. Prize Draw**

Jeremy Chittleburgh (Senior Partner of Chiene & Tait, Financial Auditor) was asked to select 3 x raffle tickets from a closed box for the £50, £100 & £250 shopping vouchers.

The winning tickets were: 117, 143 and 144.

## **8. Meeting closed 7.30 pm**

The Secretary/CEO confirmed closure of the 31<sup>st</sup> AGM for WGHC at 7.45 pm.