



**Minutes of Annual General Meeting of Royal Burgh of Pittenweem Arts Festival Ltd
Saturday 25 May 2024
Commencing at 10 am at the Festival Office, 47 High Street, Pittenweem**

Members Present:

Julie Arbuthnott– Chair, Simon Learoyd – Co. Secretary, Fiona Cathcart -Treasurer, Scott Cochrane, Carolyn Mcneish, Shona Cherry, Gillian Smith, Shelley Jupitus, Anne Barclay, Jackie Clark, Malcolm Dunn, Hilke Macintyre, Hazel Mills, Peter Mills, Rachel Loughlan, Robert Mach, Ann Bain, Anne Anderson, Morris Pettigrew, William Brown, Emily Noakes, Jennifer Cubright, Phil Jupitus

1. Board Administration

There being more than 12 members present, the meeting was declared quorate and duly constituted

2. Approval of Minutes

The Minutes of the Annual General Meeting held on 21 May 2023 were reviewed and it was unanimously resolved that the draft minutes of the Annual General Meeting held on 21 May 2023 were approved as a true and accurate record

3. Matters Arising

There were none

4. Chair's Report

The Chair gave a summary of events over the previous 12 months, confirming that a successful Festival had been held. The reception by visitors, artists and the broader community had been very positive. In addition, a series of successful gallery events had been held under the banner of Art@47. The website had been completely updated and a significant improvement had been undertaken in external communications, in particular social media. Planning was underway for a Festival in 2024 which was intended to see the return of an events programme.

It was noted that since the last AGM both Jean Duncan and Barbara Fleming had stood down from the Board. The meeting acknowledged the considerable contribution both had made to the development and delivery of the Festival over many years. .

Thanks were noted for the continuing support of the people of Pittenweem, Fife Council, the Pittenweem Community Council and a range of volunteers, without whom a Festival would not be possible.



5. Secretary's Report

The Board had continued to meet regularly, all meetings had been quorate and conducted in accordance with the Articles.

The programme of Board recruitment had been very successful and in total there were now 12 Board members, the maximum allowed, bringing a wide range of artistic and professional skills and experience to enhance the Festival.

Efforts continue to modernise the governance of the Festival and ensure that it remains in line with expectations of OSCR and corporate governance generally. The proposed amendments to the Articles later in the meeting reflect that intent.

There has been an enhanced commitment in the last 12 months to improve community engagement with for example regular meetings with the Community Council.

6. Accounts and Trustees Report for the year to 30 October 2023

The meeting received a summary of financial performance which confirmed that the 2023 Festival had been financially successful. The balance sheet and liquidity position of the Festival remains robust and the Festival is in a secure financial position as it prepares for the 2024 Festival.

The following resolution was presented for approval:

- that the draft Annual Accounts and Trustees Report for the year to 30 October 2023 be approved.

The resolution was approved unanimously

7. Appointment of Directors and Officers

The following resolutions were presented for approval:

- Simon Learoyd and Scott Cochrane retire at this time as Directors and have indicated a willingness to serve for a further term. It is resolved that they are reappointed.
- It is resolved that the appointment of Mr Keny Drew, Ms Anne Barclay, Ms Gillian Smith, Ms Jackie Clarke, Ms Shelley Jupitus and Ms Shona Cherry as Directors is confirmed

Both resolutions were approved unanimously

8. Appointment of Independent Examiner



The following resolution was presented for approval:

that Mr Ian Anderson of 5 Braehead, Cellardyke, Anstruther be re-appointed as Independent Examiner.

The resolution was approved unanimously

9. **Special Resolution**

The following special resolution was presented for approval:

A. That with effect from the conclusion of the meeting the Articles of Association of the Company shall be amended as follows:

a) After articles 3.3 insert a new article 3.4:

3.4 "board year" means the time between one annual general meeting and the next annual general meeting.

and renumber article 3.4 of the previously registered Articles of Association article 3.5 and renumber the subsequent parts of article 3 accordingly.

b) Delete articles 58-64 of the previously registered Articles of Association and replace them with articles 58-67 as below:

Period of office of directors

58. The period of office for a director shall be 3 board years.

59. No person shall serve as a director beyond two terms of 3 board years.

Period of office of chairperson

60. No person shall serve as chairperson beyond 3 board years.

Eligibility

61. A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.

62. A member shall not be eligible for election as director at the annual general meeting unless a written nomination is lodged fourteen days prior to the date of the annual general meeting.



63. A person shall not be eligible for election/appointment as a director if they have previously served as a director for two terms of 3 board years.

Election, retiral, re-election

64. At each annual general meeting the members may (subject to articles 57, 58, 59, 61,62 and 63) elect any member (providing he/she is willing to act) to be a director.
65. The directors may (subject to articles 57, 58, 59, 61 and 62) at any time appoint any member (providing he/she is willing to act) to be a director.
66. At each annual general meeting;
- 66.1 any director appointed under article 65 during the period since the preceding annual general meeting shall retire from office.
- 66.2 any director whose term in office (in terms of article 58) has expired shall retire from office.
67. Subject to article 59, a director who retires from office under article 65 shall be eligible for re-election.

and renumber articles 65 and 66 of the previously registered Articles of Association accordingly

c) Delete articles 67-70 of the previously registered Articles of Association and replace them with articles 70-73 as below:

70. The directors shall elect from among themselves a chairperson and such other office bearers (if any), as they consider appropriate.
71. It shall be open for the board to appoint members to carry out such functions necessary for the running of the company as they shall determine. Such appointments shall terminate at each annual general meeting but may be renewed or otherwise at the first meeting of the board of directors following the annual general meeting.
72. The treasurer, if not a director, shall be a member, ex officio, of the board.
73. The chairperson shall cease to hold office at the conclusion of each annual general meeting, and shall, subject to the terms of article 60, be eligible for re-election.



and renumber article 70 of the previously registered Articles of Association as article 74 and renumber the subsequent articles accordingly.

d) Delete articles 98 and 99 of the previously registered Articles of Association and replace them with articles 102-103 as below:

102. The Treasurer, or any other person delegated by the board, shall be responsible for making payments on behalf of the company. These payments shall be in accordance with a scheme of delegation approved by the board from time to time.
103. Where the company uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in article 102.

and renumber article 100 of the previously registered Articles of Association as article 104 and renumber the subsequent articles accordingly.

B. The Articles of Association shall be altered to take the form of the Articles of Association attached to this resolution and are in substitution for and to the exclusion of the Articles of Association previously registered with the Registrar of Companies.

The Special Resolution was approved unanimously

10. AOB

There being no other business the meeting ended at 10:40 am

