

# CAITHNESS BROCH PROJECT

## Minutes of the Extraordinary General Meeting of the Caithness Broch Project

Location Google Meet  
Date 27 September 2023  
Time 1930

### In Attendance

#### Members (11)

Robin Herrick (Chairman)  
Iain Maclean (Vice  
Chairman)  
Alison Smith  
Amanda Bettison  
Pete MacRae  
Anthea Atkins  
Alex Groves  
Dawn Mackay  
Sara Herrick  
Kenneth McElroy  
Chris Aitken

#### Non-Members

Olivia Warner

### Apologies

Joy Rollinson (m)  
Jill Seaton (m)

Sent out prior to the meeting:

Details of the special resolution, as per article 42.

### AGENDA

- Introduction
- Special resolution on membership
- Ordinary resolution to elect a new director

### RESOLUTIONS

1) Special resolution:

The board proposes the following special resolution to the articles of association:

Proposal: The Board of Directors proposes to amend Articles 16 to 18 (Qualifications for Membership) of the charity's Articles of Association to extend membership eligibility to individuals residing outwith the county of Caithness.

Notes:

Previously, new membership was restricted to Caithness-only residents.

After further investigation, however, the board wishes to re-open membership to all, with no geographical limitations.

(A special resolution is passed by 75% or more of the votes cast on the resolution at a general meeting.)

# CAITHNESS BROCH PROJECT

Meeting commenced at 1930

## **1. Introduction**

1.1. RH introduced the meeting.

## **2. Special Resolution**

2.1. At the request of CA, RH briefly explained the history of the change in membership rules in relation to funding bodies criteria, specifically the requirement to demonstrate a local community of interest. However after further discussion with major funding bodies who fund land transfer and heritage assets, it became clear that the Big Broch Build project did not meet the more general criteria in terms of types of project that they would be able to fund.

2.2. RH proposed the special resolution. 9 votes were counted in favour, exceeding the 75% threshold for adoption, with no abstentions or votes against. No proxy votes were offered.

## **3. Resolution**

3.1. The following ordinary resolution was proposed by IM, after noting that the adoption of the special resolution allowed this (due to the nominated person residing outwith Caithness):

### **Ordinary Resolution for the Appointment of Kirsty Lilley as a Director of Caithness Broch Project**

Pursuant to section 282 of the Companies Act 2006 and Articles 126 and 127 of the Articles of Association of Caithness Broch Project, the members hereby resolve as follows:

#### **Resolution**

That Kirsty Lilley, who is willing to act and is permitted by law to act as a director, be and is hereby appointed as a Director of the company with immediate effect.

That pursuant to Article 127, Kirsty Lilley, not being an existing member of the company but having met the requirements for membership, shall automatically become a member upon appointment as a Director.

That this appointment is subject to the passing of the special resolution at the Annual General Meeting to remove the stipulation requiring directors to reside within the county of Caithness.

3.2. The resolution was passed by 8 votes counted in favour. (There was a technical issue counting all the votes, but the 50% threshold was exceeded for adoption of the resolution.) No proxy votes were offered.

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## 4. Project Update

- 4.1. There was a brief update from DM on the status of the project regarding the selected site for the Big Broch Build. RH shared two of the Bob Marshall visualisation images.

Meeting adjourned at 1950

### Minutes Approved By:

Robin Herrick,  
Chair

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Iain Maclean,  
Vice Chairman

Signed: \_\_\_\_\_

Date: \_\_\_\_\_