



DRAFT - for approval as AGM

**MINUTES OF EXTRAORDINARY GENERAL MEETING**  
**Wednesday 26 July 2023, 10.00 am, via Zoom**

**Present:** Anne Barclay (Staff); Gillian Brown (Member); Philippa Cochrane (Member); Carole Green (Member); Martin Green (Member); Allan McDowall (Member); Sandra McDowall (Member); Nick Walker (Member).

Nick Walker (NW) welcomed everyone to the meeting.

**Apologies:** Cathy Agnew; Roger Davis; Janis Edgar; Rebecca Giblin; Beth Goodyear; Edward Hocknell; Sarah Stewart.

**Proxies:** All seven Members who tendered apologies had registered Anne Barclay as proxy and indicated how they wished to vote on the Special resolution.

**Business - Special Resolution: to adopt new version of the Company's Articles of Association.**

Members had received the proposed new version, an annotated version with an explanation of the changes, and the current active version of the Articles. NW summarised the changes and asked if anyone had any questions around the proposed new Articles.

The primary reason for change is that the existing Articles require a set proportion of local Trustees but fail to define "local". The Company is keen to maintain local Trustees but did not want to be in a position where the rules are so strict that we breach the requirement.

Company Bye Laws will now address this particular issue as well as other aspects such as details of recruitment of Trustees. Bye Laws will be passed by the Trustees and will be shared with Members who at the AGM could request that the Trustees change those Bye Laws if necessary.

Much of the 2017 Articles reflect the previous Memorandum and Articles. When reviewing for the above purpose, the rest of the Articles were revised to include gender neutralising - replacing he/she with they and chairman with chair.

Change to the Trustee remuneration section would still prevent Trustees being paid for carrying out the duties of being a Trustee, but would now allow Trustees to be paid for specific tasks they carry out at Company events, such as chairing or participating as an author at the Book Festival, as others are for fulfilling these roles.

Removal of 'The' from the name of the Company (The Wigtown Festival Company), which is cumbersome and therefore often not used.

NW invited questions. Carole Green asked if there would be a cost in changing the name, for reprinting stationery, for example - it was advised there would not be any costs. Agreement that Trustees should be able to be paid for the sort of duties discussed because it is a different contract and agreement from being a Trustee.

NW proposed adoption of the Articles, as discussed (subject to consent from the Office of the Scottish Charity Regulator - OSCR), and asked the Members to vote. All present voted in favour. All seven proxy votes also in favour.

NW thanked everyone for attending and closed the meeting.