



LOCHWINNOCH
COMMUNITY DEVELOPMENT TRUST

Minutes of Annual General Meeting

Lochwinnoch Bowling Club

8th of January 2026 @ 7pm

1. Welcome
2. Minutes of AGM 2024
3. Chairman's Report
 - 3.1. Organisation Development
 - 3.2. Lochhead Gardens
 - 3.3. Men's Shed
 - 3.4. Tandlemuir Regeneration Project
 - 3.5. Lochwinnoch Parish Church
4. Treasurer's Report
5. Guest Speaker Laura Bedford (DTAS)
6. Proposals
 - 6.1. Re-election of Board Members
 - 6.2. Approval of minutes 2024 AGM
 - 6.3. Approval of Accounts 2024-25
 - 6.4. Election of new Board members
 - 6.5. Change in the Structure of LCDT
7. Record Keeping
8. Any Other Business
9. Next Board Meeting

1. Welcome, Introduction and Apologies for Absences.

Diarmid Harris (Chair) welcomed attendees. The meeting was attended by 19 members in person. Apologies were received from 2 other members.

2. Minutes of the AGM 2024

These were displayed, having already been distributed to members and displayed on the LCDT website. Presentation of the minutes, proposed by Bill White and seconded by Martin Mansell.

3. Chairman's Report

The chair reminded members about the objectives and structure of the trust and introduced various members of the board who described projects achieved over the previous year.

3.1. Organisation Development

Lucy Cunningham is stepping down from the Board.

Clare Dias and James Watson received nominations, and they have agreed to join the Board.

LCDT is proposing a change of structure from a Company limited by guarantee to a Community Benefit Society (CBS) pending approval from OSCR. LCDT would retain its charity status.

3.2. Lochhead Gardens

Transformed from derelict land into a social hub.

Community veg beds built and filled with soil.

Purchase and build of the Men's shed cabin.

Regular events.

Supported by National Lottery & Renfrewshire Council.

The Community Larder (operated by LEAP) continues to operate successfully.

3.3. Mens shed

Registered with Scottish Men's Shed Association (SMSA).

Growing membership.

Hub for skill sharing, social connection, and wellbeing.

3.4. Tandlemuir Regeneration Project

Goals: Biodiversity, carbon capture, and flood reduction.

Challenges: tenant's farm lease issue.

Need for Community Asset Transfer.

Progress made: feasibility study completed, tree planting for 2000 trees, funding secured for habitat survey from Neighbourhood Ecosystem Fund.

Strong partnerships with Woodland Trust, RSPB, and NatureScot.

3.5. Lochwinnoch Parish Church

Parish Church purchase completed in May 2025.

Now in development as a creative community hub.

Major funding secured

Scottish Land Fund: £233,3300

National Lottery: £198,250

Historical Environment Society: £500,000

4. Treasurer's Report

The Treasurer, Bill White, shared the balance sheet for 2024/2025 as below.

Accounts - see website for details.

5. Guest Speaker

Change in structure to a BenCom- talk from Laura Bedford (Development Trusts Association Scotland, DTAS)

Community Benefit Societies can raise funds through community shares.

LCDT would be registered with the FCA instead of Companies House.

1 member, 1 vote.

Open Floor Questions, Answered by Laura Bedford

How many Development Trusts are converting into a CBS?

It is becoming more and more common. DTAS has overseen a lot of changes in structures with Development Trusts we support.

How much is it to become a member shareholder?

LCDT has set its minimum spend at £1 to become an LCDT shareholder member.

Is there any liability for a shareholder?

A member's max liability is the same value as their shares

Will LCDT be required to have insurance?

The same type of insurance is required for the current structure as it is for a CBS. LCDT has the required Directors' Insurance.

Does changing the structure to a CBS close any funding avenues?

DTAS has only come across one fund, the Scottish Landfill Fund, which does not fund Community Benefit Societies. DTAS is continuing to work with the Scottish Landfill Fund to overcome this, and they will communicate with any funds that do so in the future.

Is there a cap on the maximum amount of community funds to be raised?

You can set your target to however much is realistic for your community.

Can you withdraw at any time?

They may allow certain amounts to be drawn at certain times. This will be stated in the Terms and Conditions. Community Benefit Shares are considered a long-term investment for social

good. Withdrawals will be at the Board's discretion. They can say suspend withdrawals for a year. Can they afford it? If yes, then there is a process for withdrawals.

Can you sell your shares?

No, shares are not transferable. There is only one scenario in which a share can be passed from one person to another; You can nominate someone to inherit your share if you pass away.

What is the difference between a Member Shareholder and a Contributor Shareholder?

Residents pay only £1 to be a member. If a resident contributes more than £1, it will be considered a Contributor share. People who live outside of Lochwinnoch will only be Contributor Shareholders. The buy-in for Contributors is higher than the Member share. A shareholder will always 1 vote, regardless of the amount of money they contribute.

If a resident moves away, would they still be a Member Shareholder?

No, they would become a contributor. The community should always be in the majority for shareholders.

What happens when there are more Contributor Shareholders than Member Shareholders?

The different types of shareholders exist to preserve community control. That's why there is a lower access point for residents. If contributor levels are too high, then there is a pause on sales of those shares until levels are balanced. There will be at least 51% of Member Shareholders.

Do contributor shares apply to people abroad?

Yes, funds can be raised from contributors living overseas. Knoydart is an example of a Development Trust that had overseas investors.

Will there be a change in the way we vote as Members of a CBS?

The main way of voting will continue to be at an AGM. LCDT may hold an extra meeting throughout the year if something important arises.

As a small village, would we have to adjust the balance of Member Shareholders to Contributor Shareholders?

You could recruit more Members in the community, or Contributors can buy in as a group. The group would have 1 vote. Lochwinnoch is a much bigger community than Knoydart. They managed to raise £2 million as a small village. The community needs to be realistic with the targets to be raised. The target amount for raising funds for the Parish Church is still to be set. Campaigns have a set time, so it should be a realistic target; otherwise, donations will have to be returned if the target is not met.

Are there legal requirements?

The FCA oversees all of this. As LCDT would retain its charity status, it is still required to report to OSCR.

What happens if a campaign attracts a lot of attention from people outside of Lochwinnoch?

There is a process for the application of shares. There is no requirement to sell beyond an allocation. If a campaign becomes popular, LCDT could always start a crowdfunder.

Will additional financial reporting be required?

The reporting requirements will remain the same. The only difference is that LCDT would report to the FCA as opposed to Companies House. They would continue to report to OSCR.

6. Proposals

Lucy Cunningham would like to step down.

A nomination was put forward for Clare Dias to join the Board.

A nomination was put forward for James Watson to join the Board.

Lucy Cunningham will be stepping down from the board of directors. Lucy will continue to support the Tandlemuir Regeneration Project. All remaining board members (Diarmid Harris, Martin Mansell, Rafe Dewar, Diane Allen, Fiona Sutherland, and William White) were all willing to stand again.

6.1. Re-election of Board Members

Diarmid Harris

Martin Mansell

Bill White

Rafe Dewar

Fiona Sutherland

Dianne Allen

YES ~~19~~-17

NO 0

6.2. Approval of the minutes of the 2024 AGM

YES ~~19~~-17

NO 0

6.3. Presentation and approval of the LCDT accounts 2024-2025

YES ~~19~~-17

NO 0

6.4. Election of new board members

James Watson

YES ~~19~~-17

NO 0

Clare Dias

YES ~~19~~-17

NO 0

6.5. Change in Structure of LCDT to convert LCDT from a Company Limited by Guarantee to a Community Benefit Society. The background to this is explained in the attached document.

Martin Mansell explained that the Board of LCDT propose that the structure of LCDT is changed from a Company Limited by Guarantee to a Community Benefit Society. The reasons for this and the effect of the change on our Articles are outlined in the attached document CHANGE IN STRUCTURE OF LCDT, which is attached to these minutes.

YES ~~49~~-17

NO 0

7. Record Keeping

All votes at the AGM on Thursday 8th of January were verified by checking eligibility to vote as a unique vote by a registered 'ordinary' member of LCDT.

Votes from members attending the AGM on Thursday 8th of January: 19.

Clare Dias and Paul Harris are associate members and therefore excluded from the vote at the original AGM on Thursday 8th of January [Article 67]. The total eligible votes is **17**.

The votes have therefore been amended to reflect the members eligible to vote.

8. Quorum confirmation

As per Article 60, the quorum for a general meeting shall [Article 61] be ten per cent of the total number of individuals entitled to vote at the time of the general meeting (each being an Ordinary Member or a proxy for an Ordinary Member) and shall also be not less than 10 members.

The number of ordinary members (eligible to vote) present at the AGM on Thursday 8th of January is **17**.

The total number of ordinary LCDT members with eligibility to vote is **306**.

Unfortunately, there were not enough members at the AGM to meet the quorum, and so we need the agreement of more members to finalise the vote. A reconvened AGM meeting will be held at a future date (TBC) to finalise the vote.

9. Any other competent business

No matters brought forward.

10. Date of next meeting

A reconvened AGM meeting will be held at a future date (TBC) to finalise the vote.

A board meeting was held following the AGM.

The next Board Meeting will be held on Wednesday 18th of February at 4pm.