

**Inaugural Meeting of the Trustees of the Charitable Company Limited by Guarantee known as *The Baron Courts of Prestoungrange & Dolphinstoun* held at The Courts, The Gothenburg, 227/229 High Street, Prestonpans, East Lothian on August 19<sup>th</sup> 2002**

**Present:** Baron of Dolphinstoun ( Chairman )  
Mathew Wills Yr of Prestoungrange \*  
Lady of Prestoungrange  
Baron of Prestoungrange  
Baron Sergeand ( Secretary )  
\* attended by telecom and email

**1. Incorporation & Acceptance as a Scottish Charity**

**Reported:**

1.1 That Lindsays WS had completed all the necessary preliminaries re incorporation of the Charitable Company and the Certificate was held by the Secretary.

1.2 That The Inland Revenue had confirmed that the Charity was recognised by them as a Charity with effect from May 2<sup>nd</sup> 2002, with the following references:

- Scottish Charity No. SC 033139
- Tax file reference CR 53437

1.3 That all four Subscribers have indicated their willingness to become Founder Members of The Baron Courts and to pay the necessary Guarantee of £1000 each.

1.4 That the Baron Sergeand had indicated that she and others directly associated with its work wished to be elected a Member of the Baron Courts on appropriate terms.

**2. Trustees/ Directors, Secretary & Registered Office**

**Confirmed:**

2.1 That under Article of Association 3.3, the Subscribers are deemed to be the first Trustees of the Charity.

2.2 That the Registered Office of the Charity is at 229 High Street, Prestonpans, East Lothian.

- Agreed:**
- 2.1 That under Article of Association 5.1 the Trustees appoint Sylvia Burgess as Secretary to be known as Baron Sergeand.
- 2.2 That under Article of Association 3.11 the Trustees elect Mathew Wills Yr of Prestoungrange as Vice Chairman, Baron Bailie and Procurator Fiscal.
- 2.3 That under Article of Association 3.10 the Trustees confirm the Baron of Dolphinstoun to be Chairman of the Trustees since the separation of the two baronies as recorded in Sasine made a choice necessary.

### **3. Membership of the Charity**

- Agreed:**
- 3.1 Pursuant to Article of Association 1.5 that the Trustees establish two categories of membership herewith as follows:
- **Founder Members** - *being the Subscribers to the Recognised Scottish Charity who shall have each paid their £1000 Guarantee as required under Memorandum of Association Clause 7 no later than September 30<sup>th</sup> 2002 who shall be entitled to attend and vote at all General Meetings of the Baron Courts provided they shall pay an Annual Subscription of £50; and such others as the Trustees shall from time to time elect to this category under similar conditions concerning Guarantee and Annual Subscription;*
  - **Friends of the Baron Courts** – *being those who are elected by the Trustees from time to time who shall never be required to pay any Guarantee of £1000 under Memorandum of Association Clause 7 at any time but who shall accept the sole liability in the event of dissolution to contribute £1 under such Clause 7, who shall be entitled to Notice of and to attend and speak at all General Meetings of the Baron Courts provided they shall pay an Annual Subscription of £50 but not having the right to vote thereat.*
- 3.2 To elect the Baron Sergeand, Jane Bonnar and Anne Taylor as the first Friends of the Baron Courts.

### **4. Opening of Bank Account for The Baron Courts**

- 4.1 That the Baron Sergeand in consultation with the Procurator Fiscal should make all necessary arrangements for opening a Treasurer's Account for The Baron Courts as a

Recognised Scottish Charity forthwith at the Bank of Scotland in Musselburgh, and attach the necessary Resolutions to these Minutes.

**5. Designated Officer of the Baron Courts**

**Confirmed:**

5.1 That the Inland Revenue had been notified that the Baron Sergeand was the Designated Officer for its relationships with that office in respect for all claims for repayment of taxation on donations, and the relevant document will be attached to these Minutes.

**6. Financial Accounts and Auditing**

6.1 That until the 1<sup>st</sup> AGM of The Baron Courts, Dr Richard Dobbins & Co had agreed to act as Auditors.

6.2 That the financial accounts would be prepared as required by Article of Association 6 and laid before the 1<sup>st</sup> AGM to be convened no later than March 1<sup>st</sup> 2003 as required by Article of Association 2.7 by the Procurator Fiscal.

**7. Pattern of Operations and Charitable Activities**

**Agreed:**

7.1 That the Charity shall be the sole vehicle for the collection of contributions for the achievement of its Objects.

7.2 That the Trustees shall co-operate under authority of Memorandum of Association Clause 4.4 and without fear of any constraint arising under Clause 5.2.4 with Baron Courts of Prestoungrange & Dolphinstoun (1998) Limited by Guarantee ( which has no share capital whatever ), for the provision of agreed management services necessary to the conduct of appropriately specified activities on its behalf to achieve its Objects.

7.3 That legal counsel shall be taken for the drafting of such formal contract, and that its terms shall quite specifically include a requirement that that Company's annual audited accounts shall be made available to the Trustees and to all Members each year at the AGM of the Baron Courts, and such other interim financial control information as may be deemed appropriate by The Trustees at their reasonable discretion.

7.4 That the Baron Sergeand and Procurator Fiscal should

clarify all matters with respect to VAT both collectable and payable on supplies including the provision of management services to the Charity by Baron Courts of Prestoungrange & Dolphinstoun (1998) Limited, and any services commissioned from other suppliers within and outwith the European Union.

**8. Pattern of Meetings of the Trustees**

8.1 That the required six monthly meetings of the Trustees under Article of Association 4.1 shall be held on the same days as meetings of the directors of the Baron Courts of Prestoungrange & Dolphinstoun (1998) Limited.

**9. Donations Anticipated during 2002**

**Reported:** 9.1 That the Baron Sergeand had indicated that she would wish to contribute the sum of £20 000 immediately to enable the work of the Charity to commence.

**Agreed:** 9.1 That the Trustees were most deeply grateful for this most generous donation, and would also make an additional personal contribution above their initial Guarantees of a further £1000 each.

**Confirmed:** 9.1 That such donations would provide the charity with £28 000 by year end together with the annual subscriptions of 7 x £50 each comprising £350.

**Agreed:** 9.2 That the Baron Sergeand as Designated Officer should confirm with the Inland Revenue whether the Guarantees given and the annual subscriptions paid by all Members qualify for tax repayments under our charitable status.

**10. Date and Time of Next Meetings**

10.1 That the next meeting of the Trustees would be held at The Courts at the Registered Office on 18<sup>th</sup> February 2003 at 09.45 hrs.

10.2 That the 1<sup>st</sup> Annual General Meeting of the Charity would be held at 09.00 hrs on even date and at the same venue.

### **Annexures to these Minutes**

The following documents are herewith annexed to these Minutes:

1. Memorandum & Articles of Association
2. Certificate of Incorporation
3. Inland Revenue Letter re Recognition as Charity No. SC 033139
4. Resolutions to Bank of Scotland, Musselburgh to open a Treasurer's Account
5. Confirmation to the Inland Revenue of the Designated Officer

### **Action Lines to December 31<sup>st</sup> 2002**

6. Deposit of Guarantees and Gift Aid Donations with Bank of Scotland
7. Issue of/ collection of Gift Aid/ Donation Receipts in respect of £28 350 as required for repayment of tax by the Inland Revenue.
8. Collection of Annual Subscriptions with effect from September 1<sup>st</sup> 2002 from all Founder Members and Friends of the Baron Courts.
9. Publication of the Statutorily required Promotional Leaflet explaining the work of the Charity for all enquirers.
10. Preparation of year end accounts to December 31<sup>st</sup> 2002 for audit.
11. Preparation and signature of the Management Services Contract with Baron Courts of Prestoungrange & Dolphinstoun (1998) Limited.
12. Clarification of all VAT aspects of the work of the Charity.

**The 1<sup>st</sup> Annual General Meeting of the Recognised Scottish Charity known as *The Baron Courts* will be held at The Courts, The Gothenburg, 227/ 229 High Street, Prestonpans, East Lothian on 18<sup>th</sup> February 2003 commencing at 09.00hrs**

## **A G E N D A**

1. Clarification of Rights to Receive Notice, Attend, Speak and Vote at General Meetings of the Charity:
  - *Founder Members and Friends of The Baron Courts have all above Rights except that only Founder Members may vote.*
2. Receive the Accounts for the Charity to December 31<sup>st</sup> 2002
3. Receive the Trustees Report on the Charity's activities since formation
4. Accept such resignations of Trustees who so wish or who are required to retire by rotation, and to elect Trustees for the coming year.
  - *One third or the nearest number to one third, being  $4/3 = 1$ , must retire under Article of Association 3.5 at each year but those retiring are eligible for re-election.*
  - *At February 18th 2003 the Baron of Prestoungrange has been chosen by lot to retire all having served for an equal period of time as Trustee, and offers himself for re-election.*
5. Elect Dr Richard Dobbins & Co as Auditor for the year 2003
6. Any Other Business