

THE DAVA WAY ASSOCIATION

Minutes of the Annual Members Meeting held 24th November 2020

Venue: Hosted by Zoom, due to Covid-19 restrictions

Meeting Opened: 19:30

Item	Minute	Action By
1	<p><u>Welcome:</u> The Dava Way Association (DWA) Chair (Neil Sinclair) chaired the meeting and welcomed those present. He encouraged any non-members to engage fully in any discussions but reminded them that they could not vote on any proposals made.</p>	
2	<p><u>Present:</u> DWA Members Alex Ross, Greg McAulay, Jim McKay, Malcolm Campbell, Neil Sinclair, Paul Barron, Pete Mitchell, Trevor Thornley, Wilson Metcalfe. Guests Pery Zakeri (Development Manager, Finnerne Development Trust)</p> <p><u>Apologies:</u> Bill Budge, David Binney, Doug Hartley, Howard Davenport, Ian Douglas, Michael J Sutherland, Norman Thomson, Robbie Roberts, Robert MacKenzie.</p>	
3	<p><u>Membership Invitation</u> Neil Sinclair invited any non-members present to apply for membership by completing a DWA Membership Application form. He added that, under clause 13 of the DWA Constitution, any membership applications will be considered by the board at its next meeting.</p>	
4	<p><u>Review Approved Minutes from Previous AMM</u> Neil Sinclair reported that the minutes from the previous AMM were approved by the DWA Board of Trustees at the board meeting held 19/11/19; ref clause 51 of the DWA Constitution. However, any errors or omissions may be noted in the minutes of this AMM. A copy of the approved minutes of the previous AMM was circulated to members as part of the pre-meeting document package. No errors or omissions were made known via the AMM Voting and Feedback Form or by those present.</p>	
5	<p><u>Matters Arising from Minutes of Previous AMM</u> Reports for the matters arising were circulated to members as part of the pre-meeting document package. The reports for items were as follows:</p>	
5.1	<p>Ref 8.2: The DWA Secretary submitted the DWA Trustees Annual Report for 2019 to the Office of the Scottish Charities Regulator (OSCR). Action closed.</p>	
5.2	<p>Ref 8.4: (See Item 12 below)</p>	
5.3	<p>Ref 8.5: (See Item 12 below)</p>	

5.4	Ref 8.6(1): The DWA Trustees prepared a Strategic Plan for development of the Dava Way (DW) infrastructure, based on the 'Charitable Purposes' in the revised DWA Constitution. A copy of the DWA Strategic Plan was circulated to members as part of the pre-meeting document package. There were no associated queries or comments from the membership. Action closed.	
5.5	Ref 8.6(2): The DWA Secretary approached Sustrans for guidance on the implications of the DW becoming a recognised National Cycle Network (NCN) route. Sustrans have responded that the DWA will not be considered for recognition as an NCN route for the foreseeable future. Sustrans resources are being targeted at projects to bring the current NCN up to a new standard for traffic free routes. There were no associated queries or comments from the membership. Action closed.	
5.6	Ref 10.4: The DWA Secretary added the discussion of funding from the Scottish Forestry Community Fund as an agenda item for the DWA Board of Trustees (BoT) meeting following the AMM 2019. He has contacted Scottish Forestry to enquire about funding training through their Community Fund. When the fund manager responded, he stated that the scheme was suspended due to Covid-19. An action for the DWA Secretary to contact Scottish Forestry again, when the Community Fund is back in operation, is being held over in the minutes of each DWA BoT meeting. There were no associated queries or comments from the membership. Action closed.	
5.7	Ref 12.2: The DWA Secretary added the discussion of other funding sources, suggested at the AMM, as an agenda item for the DWA BoT meeting following the AMM. Projects being discussed with the Finderne Development Trust (FDT) include the rebranding of the DWA, the redevelopment of the DW website and replacement of the information and interpretation boards along the DW. Various methods to invite donations to the DWA will be incorporated. There were no associated queries or comments from the membership. Action closed.	
6 6.1	<p><u>Chair's Annual Report</u></p> <p>A copy of the following report was circulated to members as part of the pre-meeting document package. The DWA Chair (Neil Sinclair) presented the report; ref clause 29.1 of the DWA Constitution:</p> <p>Welcome one and all to this 'different' Annual Report for 2019-2020. This report covers the period up to April 2020 to coincide with our financial statement which our Treasurer will cover next.</p> <p>2019 was a year without a Ghost Train Walk, which in some ways allowed us more time to concentrate on path maintenance. Drainage improvements seemed to be the main thrust of our activities last year and I can still feel the aching muscles after rodding out many</p>	

	<p>hundreds of yards blocked drains. Every push of the drain rod helping to make our path that bit drier.</p> <p>We were also fortunate in developing collaboration with other local parties and help was offered and accepted on several occasions.</p> <p>More time was available to submit bids for funding and we are now the proud owners of a shiny new trailer and a ride on mower. More about these later.</p> <p>During this reporting period we were approached by the Finnerne Development Trust to explore future projects. We have made a bold start with this interesting partnership, but a couple of obstacles soon arose. Firstly, the FDT Chairman, Chris Piper, sadly passed away and his replacement is still to be appointed and as we all know come March we had COVID and the subsequent lock down. We are very hopeful that we can soon get started again as the seeds are sown for several interesting new projects.</p> <p>I would like to take this opportunity to thank all Trustees and volunteers for all their hard work. A lot of extremely diligent work is put into everything that is undertaken on behalf of the Association. Many of these tasks are carried out in the background and often going without much recognition. But we always fulfil the exacting demands placed upon us for being a Registered Charity. Thank you all once again.</p> <p>Earlier I mentioned the hard physical work carried out to maintain the path and this reminds me that we are all gaining in maturity and the Association would benefit from some new blood and especially younger new blood. I ask that we all become Recruiting Sergeants for the benefit of the Association. We have created something special and now we must ensure that all our good work will continue.</p> <p>Thank you.</p> <p>Neil Sinclair invited questions from the floor. There were no associated queries or comments from the membership.</p>	
<p>7 7.1</p>	<p><u>Treasurer's Annual Report</u></p> <p>A copy of the following report was circulated to members as part of the pre-meeting document package. The DWA Treasurer (Paul Barron) presented the following report:</p> <p>As a SCIO the members are required to consider our annual accounts for the financial year 19/20. Accordingly copies of the Trustees Annual Report incorporating our annual accounts starting on P5 have been circulated to all Trustees and Members. These annual Payment and Receipt accounts follow OSCR guidance and have been examined by our accountant Gordon Scott, CA and he is satisfied that our accounting records comply with the necessary legislation and regulations.</p>	

DWA Finances Key Points

Receipts/Income

Total Annual Income for 19/20 was £8391. This included a £2840 restricted grant from Berryburn as a contribution towards the purchase of a new tipping trailer and the sale of the old trailer for £1500.

Income receipts for fundraising activities during 19/20 totalled £1448 including donations of £1190 for the June 19 Ghost Train Walk and income from participation in the Moray Walking Festival amounting to £258.

Other significant income through donations totalled £2201 including a HMRC Gift Aid contribution of £779 covering the 2019 calendar year.

Under our Gross Trading Receipt heading, sales of DW Companion guidebooks produced an income of £370, and £2 was realised from cloth badge sales.

During the financial year the number of individuals that give regular monthly donations to the DWA remained stable at 7, and this provided us with a continued steady income stream to cover known general fund liabilities. If any other members are like minded to financially assist the DWA in this way, we would welcome this help from any other benefactors. Details of how to donate are available on the [DWA website](#)

Payments/Expenditure

Total Expenditure over the financial year amounted to £10336. This expenditure included most significantly £3946 for the purchase of the new tipping trailer made up of the Berryburn grant of £2840 and a £1106 contribution from our General Fund. The DWA also purchased a second-hand ride on mower for £600.

A total sum of £3490 was spent on general day to day activities to maintain the Dava Way. This figure included £1000 on purchase of path surfacing materials, £716 on sign repair/replacement, £246 on equipment maintenance/fuelling, a public liability insurance payment of £367 and Trustee's expenses of £541.

Other expenditure within expenses for fundraising activities was £1994 on the 2019 Ghost Train Walk. For this financial year, this fundraising activity incurred a loss although overall cleared a small profit once the income of £790 from 2018/19 is taken into account. The trustees have consequently agreed that for any future Ghost Train Walk the recommended entry donation would need to be significantly increased.

	<p>With the purchase of a new tipping trailer and ride on mower, with adjustment for the sale of the old tipping trailer, the 19/20 book value of our fixed assets after depreciation has therefore increased from £5000 to £7883. In accordance with our accounting policy any assets will continue to depreciate in value at 20% per annum.</p> <p>At the comparative year ends 18/19 and 19/20 our General Fund bank balance decreased from £9114 to £7168 and we held no funds against any restricted grants at financial year end.</p> <p>The trustees consider that this amount is still appropriate to allow them to continue to support the charitable activities of the DWA in the foreseeable future and have agreed that the bank balance now available should be used either to support collaborative opportunities with other grant funding bodies or to replace/upgrade important items of equipment should the need arise.</p> <p>Although this General Fund bank balance remains healthier this year, the Treasurer recommends that the prudent position to always maintain a minimum operating bank balance of £1500 agreed at the AMM in Nov 19 should be sustained.</p> <p>Paul Barron invited questions from the floor. There were no associated queries or comments from the membership.</p>	
7.2	<p>Resolution 1: Although the DWA General Fund bank balance is healthy, it is proposed that the Minimum Operating Balance (MOB) of £1500 should be sustained.</p> <p>The DWA Secretary (Malcolm Campbell) reported that there are currently 24 DWA members. Of these, 16 returned a completed copy of the AMM Voting and Feedback Form, all supported Resolution 1. One member, who had not returned a completed form, registered his support for Resolution 1 at the AMM in person.</p> <p>Resolution 1 passed unanimously; MOB of £1500 to be sustained.</p>	
8 8.1 8.2 8.3 8.4	<p><u>Consideration of the Trustees Annual Report:</u></p> <p>Neil Sinclair quoted clause 29.2 of the DWA constitution, “The business of each AMM must include ... consideration of the annual accounts of the organisation”.</p> <p>A copy of the DWA Trustees Annual Report (TAR) was circulated to members as part of the pre-meeting document package. Paul Barron read out and explained the various sections within the TAR and invited questions from those present. There were no associated queries or comments from the membership.</p> <p>Resolution 2: It is proposed that the Trustees Annual Report 2020 be submitted to the Office of the Scottish Charities Regulator (OSCR) as circulated.</p> <p>Malcolm Campbell reported that the 16 DWA members who returned a completed copy of the AMM Voting and Feedback Form all supported Resolution 2. One member, who had not returned a completed form, registered his support for Resolution 2 at the AMM in person.</p> <p>Resolution 2 passed unanimously.</p> <p>The DWA Secretary will submit the DWA TAR to the OSCR as circulated.</p>	DWA Secretary

<p>9</p> <p>9.1</p> <p>9.2</p>	<p><u>Review of Membership Fee Amount</u></p> <p>Paul Barron quoted clause 16 of the DWA constitution, “A membership subscription will be payable annually, the amount to be agreed at the AMM”. He stated that this amount is currently nil.</p> <p>Resolution 3: It is proposed that the DWA annual membership subscription amount payable should remain as nil.</p> <p>Malcolm Campbell reported that the 16 DWA members who returned a completed copy of the AMM Voting and Feedback Form all supported Resolution 3. One member, who had not returned a completed form, registered his support for Resolution 3 at the AMM in person.</p> <p>Resolution 3 passed unanimously; DWA annual membership subscription amount payable will remain as nil.</p>	
<p>10</p> <p>10.1</p> <p>10.2</p>	<p><u>Health and Safety</u></p> <p>A copy of the following report was circulated to members as part of the pre-meeting document package. Trevor Thornley presented the report:</p> <p>Clause 4 of the DWA Health and Safety Policy requires that health and safety be included as an agenda item at each AMM, when volunteers will be invited to raise issues or concerns.</p> <p>The review of the DWA Health and Safety System is currently on hold. Covid-19 restrictions have made collaboration between those persons carrying out the review extremely difficult.</p> <p>There have been no DWA health and safety incidents reported in the year 2019-2020.</p> <p>Members were invited to raise any health and safety related issues or concerns via the Voting and Feedback Form. Malcolm Campbell reported that the 16 DWA members who returned a completed copy of the AMM Voting and Feedback Form did not raise any health and safety issues or concerns. Trevor Thornley asked if those present had any health and safety issues or concerns. There were none.</p>	
<p>11</p> <p>11.1</p>	<p><u>Current and Future Projects</u></p> <p>Partnership Working with Funderne Development Trust</p> <p>A copy of the following report was circulated to members as part of the pre-meeting document package. Malcolm Campbell presented the report:</p> <p>Towards the last quarter of 2019 an informal approach was made by the Funderne Development Trust to the Dava Way Association, to explore any mutual areas where future development could take place.</p> <p>The FDT is the anchor organisation and key driver of sustainable regeneration of Funderne, the rural area due south of Forres. The Dava Way is a corridor through this area and extends for 14 miles within Funderne’s landscape. It was not long before several partner projects were identified, and a more formal partnership agreement was proposed.</p> <p>A Memorandum of Understanding was drawn up and 6 main objectives were identified.</p>	

1. To promote the partnership FDT and DWA.
2. To increase awareness of the Dava Way.
3. To increase the footfall on the Dava Way.
4. To increase participation in Dava Way based events.
5. To increase the income stream of the DWA.
6. To engage more of the local community in the Dava Way project.

The first task identified was the development and launch of a new website for the DWA and include an online ticketing platform.

Due to Covid-19 and the community-based work undertaken by FDT the actions as described above have not progressed further, but they will hopefully recommence soon.

Malcolm Campbell noted that there is a real synergy between the organisations. The FDT view the Dava Way as a key component to delivering aspects of their [Strategic Plan 2019-2023](#). The DWA have the expertise for maintaining and improving the Dava Way infrastructure and the FDT, with their permanent administrative resource base and defined income stream, have the expertise to network with other organisations to source services and funding for the various partnership projects. The DWA have identified 5 priority projects in their Strategic Plan 2020-2025.

1. Create a bypass around Dava Station.
2. Improve drainage in cuttings.
3. Stabilise Clashdhu bridges.
4. Acquire a secure equipment compound and workshop.
5. Open up the cutting between Squirrel Neuk and Rafford Bank.

The availability of core funding from the FDT defined income stream opens the possibility for match funding from other organisations. For example, with a potential project to improve the accessibility of the ramp at Dallas Dhu the FDT would source the funding and the DWA would project manage the improvements.

Pery Zakeri added that the new website for the DWA is part of a rebranding exercise designed to raise the profile of the Dava Way. The new website will have the functionality to advertise events and administer online ticket sales, sell merchandise through an online shop, and facilitate fundraising through individual donations or crowdfunding for specific projects. The aim of the new website is to help make the DWA more sustainable, promote the Dava Way as a recreational route for the communities that live in Finderne and also attract more tourists to the area to spend money in local businesses and help drive the rural economy.

Jim McKay, speaking in his role as an FDT director, confirmed that the FDT are looking at Edinkillie as the potential site of a new hub for Finderne. The Dava Way runs right by Edinkillie and, though some way off, the construction of a compound for the DWA is the sort of project that the FDT would consider.

12 12.1	<p><u>Review of the DWA Constitution</u></p> <p>Ref 8.4: A copy of the following report was circulated to members as part of the pre-meeting document package, along with original and draft copies of the DWA Constitution. Trevor Thornley presented the report:</p> <p>The DWA Constitution has been reviewed against the current OSCR constitution template. The following changes have been made and are highlighted in the draft copy.</p> <ol style="list-style-type: none"> 1. General – Gender specific pronouns have been replaced throughout the document, implementing current diversity guidance. 2. Clause 4 – The wording of the purposes has been revised against the current OSCR guidance notes, to reflect current government policy and maximise potential funding opportunities. 3. Clause 11 – The word "objects" has been replaced with "purposes". 4. Clause 26 – Enables the termination of membership on death. 5. Clause 54 – Increases the maximum number of trustees to 10; 9 elected, 1 co-opted. Enables the option for a representative from a partner organisation to serve as a trustee without being a DWA member. 6. Clause 56 – Change to enable a trustee to be co-opted. 7. Clause 61 – Change to enable a trustee to be co-opted. 8. Clause 63 – Change to enable a trustee to be co-opted. 9. Clause 64 – Change to enable a trustee to be co-opted. 10. Clause 65.3 – Additional clarification to differentiate member trustees from co-opted trustee. 11. Clause 82 – Minor changes to enable the remuneration of trustees. 12. Clause 83 – Minor changes to enable the remuneration of trustees. 13. Clause 107 to Clause 121 – Wording revised to provide a framework for financial operations, to go some way to protecting the finances of the association. <p>Action closed.</p>	
12.2	<p>Resolution 3: It is proposed that the draft DWA Constitution as circulated be approved by the members.</p> <p>Malcolm Campbell reported that the 16 DWA members who returned a completed copy of the AMM Voting and Feedback Form all supported Resolution 4. One member, who had not returned a completed form, registered his support for Resolution 4 at the AMM in person.</p> <p>Resolution 4 passed unanimously; draft DWA Constitution as circulated approved by the members.</p>	
12.3	<p>Ref 8.5: Action held over. Having obtained the agreement of the members, the DWA Secretary will obtain written consent from the OSCR for any alteration to clause 4 'Charitable Purposes' of the DWA Constitution (see clause 112 of the current DWA Constitution).</p>	

	<p>The DWA Secretary will follow the OSCR guidance and submit the following documents to OSCR:</p> <ol style="list-style-type: none"> 1. Form 'Making changes to your charity's purposes'. 2. Form 'Notification of changes made' (to the constitution). 3. A copy of the resolution whereby the DWA members agreed to the change. 4. A copy of the updated constitution. 	DWA Secretary
13	<p><u>AOCB</u> Neil Sinclair asked if anyone present had any other related business they would like to raise.</p> <p>13.1 Wilson Metcalfe asked on what date the Ghost Train Walk 2021 would be held. Neil Sinclair responded that the event will not be held in 2021. The DWA Board of Trustees had discussed the practicalities of holding the event while adhering to Covid-19 requirements and decided that it was not feasible.</p> <p>13.2 Alex Ross noted that DWA member Bill McRitchie passed away recently and asked that his contribution to the work of the DWA be recognised in the AMM minutes. Among his many achievements, Bill McRitchie was the driving force behind the construction of the access ramp and steps at Dallas Dhu, purchased and planted 200 aspen trees along the Dava Way route. Bill also designed and built the first drag box, used by the DWA to provide a smooth quarry dust surface between Mannachie Avenue and Dallas Dhu, and was instrumental in the project to open up the Huntly's Cave Cutting. Jim McKay proposed that a commemorative plaque for Bill McRitchie be installed on one of the benches along the Dava Way. Agreed unanimously. The DWA Secretary will raise the installation of a commemorative plaque as an agenda item for discussion at the next DWA Board of Trustees meeting.</p> <p>13.3 Pete Mitchell asked if employing a ranger for the Dava Way would be feasible. Pery Zakeri responded that this is something that has been discussed at FDT-DWA meetings as a possibility for the future.</p> <p>13.5 Neil Sinclair reiterated his earlier comment that we are all gaining in maturity and the DWA would benefit from some new blood, especially younger new blood. He asked those present to attempt to recruit at least one additional member to the DWA.</p>	DWA Secretary
14	<p><u>Date of the Next Meeting</u> Neil Sinclair proposed that the next AMM should be held on 02/11/21. Agreed unanimously. The DWA Secretary will arrange to hold the next AMM on 02/11/21.</p>	DWA Secretary
15	<p><u>Resignation and Election/Re-election of Board Members</u> 15.1 Neil Sinclair noted that the existing DWA board members were all standing for re-election. He asked if any other DWA members would like to stand for election; there were no takers. The DWA board members all retired from office. Malcolm Campbell reported that the 16 DWA members who returned a completed copy of the AMM Voting and Feedback Form all voted to return all the members standing for re-election. One member, who had not returned a completed form, voted at the AMM in person to return all the members standing for re-election.</p>	

	<p>The following DWA members were duly elected/re-elected as DWA board members:</p> <p>Malcolm Campbell, Michael J Sutherland, Neil Sinclair, Norman Thomson, Paul Barron, Pete Mitchell, Robbie Roberts, Trevor Thornley</p>	
15.2	<p>Neil Sinclair announced that the next DWA Board of Trustees meeting would be held 19:00 08/12/20, hosted by Zoom due to Covid-19 restrictions.</p>	

Meeting Closed: 20:20

A handwritten signature in black ink, appearing to read 'Neil Sinclair', written in a cursive style.

Neil Sinclair
Chair
Dava Way Association