



**Massive Outpouring Of Love (“MOOL”) Annual General Meeting 17<sup>th</sup> May 2018,  
7pm at The Stove, High Street, Dumfries**

**Present: Roman DePaulitte (Chair), Laura Moodie (Secretary), Jay Rubenstein (Treasurer), David Formstone (Trustee), Abdulrahman Jubhaji (Trustee), Lynn Anderson (Administrator), Anthony Hayward, Aurelia Kungo, Susan Neal, Liz Dawson, Madtha Gemie, Jill Dobbie, Avril Ferguson, Liz McColm, Melissa Kjaergaard, Yen Naki, Joanna Stankiewicz, Mel Carruthers, Chris Gilligan**

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Jay opened the AGM by explaining that when he first moved to Dumfries and Galloway around 2½ years ago, he was moved to look for ways to help the growing Syrian refugee crisis and was drawn to MOOL rather than another organisation by the fact that it was regional and also its innate humanity and kindness. Through MOOL, Jay became involved with the Vulnerable Persons’ Resettlement Board and this reinforced the importance of human contact, love and support. Jay said what a privilege it has been to work with the resettled families and the volunteers. Of course, one of the main worries of anyone coming into an area is the worry of encountering prejudice and racism. On the whole, the people of Dumfries and Galloway have been extremely welcoming, and many volunteers have put real thought and care into making houses into homes and also befriending (and becoming real friends) to the arriving families. It’s a testament to the area and to our volunteers that nearly 3 years later MOOL is still offering help and support to those in need. Jay paid tribute to and thanked all involved.

**1. Welcome and Apologies.**

Jay welcomed all to the AGM and apologies were passed on from Moxie DePaulitte, Fee Biddlecombe-Hall, Anna Tagg and Venus Carew.

**1. a. Approval of minutes for 2017 AGM**

The Minutes were approved without alteration or objection.

**2. Presentation of Annual Report**

Laura read out the Annual Report, which had been prepared in the form of an infographic (Appendix). Laura thanked everyone who had helped make this last year so successful.

**3. Approval of Annual Report**

The Annual Report was approved with no alterations or objections.

**4. Presentation of Accounts**

Jay referred to the Accounts produced and explained the differences between grant funding (restricted) and unrestricted funds and showed the spending in unrestricted funds. No questions were raised from the floor.

**5. Adoption of Accounts**

The Accounts were adopted without alteration or objection.

**6. Appointment of Independent Examiners**

Jay reported that Third Sector Dumfries and Galloway have been appointed.

**7. Retiral of Trustees**

Laura explained that, as per the Agenda, we were seeking to change the Constitution in relation to the current provision for the retiral of Trustees but until those changes are approved, Laura as the longest standing Trustee and David as the shortest serving will stand down, to be re-elected at the next Trustees meeting. No objections were raised.

**8. Election of Office Bearers**

It was decided to defer the election of Office Bearers until the next Trustees Meeting, due to the likely recruitment of new trustees. In the meantime, the existing office-bearers will continue in their roles as Chair (Roman), Treasurer (Jay) ad Secretary (Laura). There were no objections.

**9. Motions to be put to the AGM**

**9a. Constitutional change to increase the number of trustees.**

Current constitution reads:

14 The maximum number of charity trustees is 6.

15 The minimum number of charity trustees is 3.

45 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 2 charity trustees.

Proposed changes:

14 The maximum number of charity trustees is 12.

15 The minimum number of charity trustees is 4.

45 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 charity trustees.

Laura explained that The Board of Trustees would like to call on a broader range of expertise and talent in order to improve its decision making and governance. These changes were accepted with no objections.

**9b. Constitutional changes to retiral of trustees.**

Current constitution reads:

20 At the conclusion of each AGM (other than the first)

20.1 Any charity trustees appointed during the period since the preceding AGM (but excluding those re-appointed under clause 22 during that period) shall retire from office;

20.2 out of the remaining charity trustees, one third (to the nearest round number) retire from office.

21 The charity trustees to retire under paragraph 20.2 shall be those who have been longest in office since they were last appointed or re-appointed; as between persons who were last appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by some random method.

22 A charity trustee who retires from office under clause 19 or 20 at the conclusion of an AGM shall be eligible for re-appointment under clause 18 at the next board meeting.

23 A charity trustee vacating office at the conclusion of an AGM will be deemed to have been re-elected at the board meeting which next follows unless:

23.1 he/she advises the board that he/she does not wish to be re-appointed; or

23.2 a resolution for the re-appointment of that charity trustee was put to the board meeting and was not carried.

Proposed changes:

20 At the conclusion of each AGM (other than the first), one third of charity trustees (to the nearest round number) shall retire from office.

21 The charity trustees to retire under clause 20 shall be those who choose to stand down, or be determined by some random method.

22 A charity trustee who retires from office under clause 20 at the conclusion of an AGM shall be eligible for re-appointment under clause 18 at the next board meeting.

23 A charity trustee vacating office at the conclusion of an AGM will be deemed to have been re-elected at the board meeting which next follows unless:

23.1 he/she advises the board that he/she does not wish to be re-appointed; or

23.2 a resolution for the re-appointment of that charity trustee was put to the board meeting and was not carried.

Laura explained the changes as per the Agenda.

There was a comment from the floor that retiral was a good idea as sometimes Trustees can serve for too long, which could lead to a concentration of power. It was agreed that it would be desirable to specify length of service in future but as MOOL is a relatively new SCIO and the Trustees are keen to expand their number, it was felt that it was important to retain the experience and skills of current trustees. It was mentioned that there were forms available should anyone wish to put themselves forward as a Trustee.

These changes were accepted with no objections.

### **9c. Constitutional changes on paid staff being trustees.**

Current constitution reads:

39: No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.

Proposed change:

39. No charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee. Paid staff shall not make up more than one third of the total number of trustees and no employee can be an office-bearer.

Laura explained the MOOL's constitution does not allow the paid employment of anyone who is a trustee. While none of the trustees seeks payment for their work as trustees, some of our self-employed contract workers have a deep knowledge of our organisation and their input to the Board is hugely valuable. MOOL has resolved this issue to date by declaring such people 'shadow trustees', acknowledging their impact on the board and our decision-making process but without any formal role. Though these individuals are not employees, the current system feels cumbersome and lacks transparency and accountability.

There was a comment from the floor that this change could be good for MOOL, as such a small organisation cannot help but have employees very involved in the day to day running and it can only be a positive thing for engagement of staff.

The changes were accepted with no objection.

## 10, **Any other business**

Nothing was raised, and the formal part of the meeting closed at 7.45pm. All were invited to stay for refreshments and an informal gathering along with the drawing of the raffle.

**Massive Outpouring of Love (MOOL) is a Scottish Registered Charity, SC046366,  
regulated by the Scottish Charity Regulator (OSCR)  
Registered Address: Plunton House, Borgue, Kirkcudbright, Dumfries & Galloway DG6 4SP**

### APPENDIX – ANNUAL REPORT

