

**Friends of The Black Watch Castle and Museum**  
**Annual General Meeting**  
**Tuesday 13<sup>th</sup> December 2022**

**Present:**

|                                   |     |
|-----------------------------------|-----|
| Sarah Riddell-Webster, Chairwoman | SRW |
| James Watt, Treasurer             | JW  |
| Ronnie Proctor, Trustee           | MRP |
| Bill Macpherson, Trustee          | BM  |
| Rosemary Pitcaithly, Secretary    | RP  |
| Tim Carmichael                    | TC  |
| Nicola Small                      | NS  |
| Linda Campbell                    | LC  |
| Alex Johnstone                    | AJ  |
| Sue Hendry                        | SH  |
| Fred Campbell                     | FC  |
| Ann Strachan                      | AS  |
| David Noble                       | DN  |
| Bruce Osborne                     | BO  |
| Gina Ramsay                       | GR  |
| Veronique Van Broeckhoven         | VB  |

**Apologies:**

|                              |                                |
|------------------------------|--------------------------------|
| John Blair                   |                                |
| Andy Middlemiss              |                                |
| Willie Coupar                |                                |
| Col and Mrs David Arbuthnott | Agree to constitutional change |
| Alistair Irwin               | Agree to constitutional change |
| Paul Crompton                | Agree to constitutional change |
| Alex Murdoch                 |                                |
| Bill Pagan                   |                                |
| Lawrence Read                |                                |
| Mike Riddell-Webster         |                                |

**1. Minutes of the Annual General Meeting held on Tuesday 7<sup>th</sup> December 2022:**

The Minutes were approved unanimously and signed by SRW.

**2. Report and Accounts:** JW reported on the Accounts and Finances of the Friends. The Accounts for the year to 31 March 2022 follow the same format as before. They were approved by the Trustees on 14 September 2022 and then by Sandy Fyffe, our Independent Examiner, on the following day. Sandy has indicated his willingness to act again this year.

Using rounded figures, the Accounts showed a cash deficit of £3,850 in the year. This compared with a surplus of £4,500 in the previous year. Cash receipts were some £9,550, very similar to the previous year. Activity in the year continued to be limited because of Covid, but Membership subscriptions held up well at £9,250. We had other income of £300.

Cash expenses were some £13,400. We made donations to the Museum of £11,900, including £2,500 for administration support. This compares with donations of £4,000 the previous year and explains the move from cash surplus to deficit between the two years. We spent £1,500 on necessary administration of our charity, including the independent examiner's fee, insurance, printing, stationery and postage.

We had cash and bank balances of some £4,450 at 31 March 2022.

The Trustees believed that the finances of the Friends are in a satisfactory state. JW thanked the Museum staff, and particularly Linda Campbell, who work closely with our Chairwoman during the year to keep everything in good order.

JW invited comments or questions on the Accounts from the meeting. There were none, and the Report and Accounts were formally received by the Meeting.

Proposed: DN            Seconded: AJ            Passed unanimously.

**3. Independent Examiner:** The Meeting re-appointed Sandy Fyffe of Morris and Young as Independent Examiner.

Proposed: BM            Seconded: LC            Passed unanimously.

**4. Comments by Chairwoman:** SRW reviewed and reflected on the financial year 2021 – 2022. Membership was much better than last year, when numbers fell by 20%. At the end of the year there were 305 memberships (405 members), down by 5%, however during the 9 months of 2022 there have been 22 new memberships.

Donations to the Museum increased this year following the lack of opportunities during the Covid period. The Friends donated £2,506. towards the Soldier of Sacrifice exhibition, and £6,916 was given to support the Museums and Collections Assistant.

Lectures resumed in April 2022, and lecture numbers are now back to pre-Covid levels.

SRW thanked JW for all his work over 13 years as Treasurer of The Friends. His support, advice, wisdom and attention to detail have been invaluable and will be missed.

**5. Changes to the Constitution:** SRW had outlined the changes to the Museum Trust and Regimental Association at the 2021 AGM. These changes have now been implemented, and details were circulated to Friends. The Meeting reviewed and voted on the proposed changes to the Friends Constitution which reflect the amalgamation of these trusts.

## **Background to Proposal**

The Friends purpose has been to support The Black Watch Museum.

On 31 March 2022 the Museum absorbed The Black Watch Association, a separate charity which mainly supported those who had served in The Black Watch and their dependents.

The Museum changed its name to The Black Watch Regimental Trust and expanded its objects to include those of The Association.

The Management Committee recommend that we alter our constitution to recognise this change of name. We also recommend that we make it clear that our object is to continue to provide support in the ways we have done previously.

The constitution can be altered by a resolution at a general meeting passed by not less than two-thirds of those present and voting. However because we are changing our objects we also need prior consent from our Regulator, OSCR, so our resolution passed at the AGM will be subject to OSCR also giving that consent.

### **Impact of proposed changes**

The Friends purpose will be to support The Black Watch Regimental Trust. We will offer support for the educational activities of The Regimental Trust, for its Collection, for its property and for its volunteering activities. We will support other charitable objects of The Regimental Trust but only to the extent that these objects are very similar to the preceding objects.

### **Other changes**

The name of the charity we support will be changed from Museum to Regimental Trust in two other places:

The Chief Executive of the Regimental Trust is an ex-officio Trustee of the Friends;  
The Regimental Trust is the residual beneficiary on any dissolution of the Friends.

### **Resolution to alter the Friends Constitution**

JW invited questions or comments on the proposal. As there were none, the resolution was put

“That this meeting approves the following changes to the constitution of the Friends such changes to come into effect on 31 March 2023 subject to the prior consent of OSCR:

Change “Museum Trust” to “Regimental Trust” throughout;

Add new clause “2.2.3 supporting the public display and interpretation of artefacts and archive material by The Black Watch Regimental Trust”;

Reorder 2.2 subclauses – 2.2.1 “acquisition” will be followed by 2.2.2 “conservation” 2.2.3 “display and interpretation” and finally 2.2.4 “property”.

Extend 2.4 to read: “Generally to provide any support to The Black Watch Regimental Trust necessary for the furtherance of its charitable objectives but only to

the extent that such charitable objectives may reasonably be regarded as analogous to any of the objects set out in clauses 2.1 to 2.3 above.”

Proposed: TC            Seconded: BM            Passed unanimously.

**6. Appointment of Management Committee:** Two new nominees were put forward for consideration, Dr Nicola Small and Bruce Osborne. No further nominations were received before the closing date, Monday 5<sup>th</sup> December 2022. The following committee members were appointed:

To re-appoint Sarah Riddell-Webster

Proposed: DN            Seconded: MRP            Passed unanimously

To re-appoint Ronnie Proctor

Proposed: DN            Seconded: TC            Passed unanimously

To re-appoint Bill Macpherson

Proposed: MRP            Seconded: SH            Passed unanimously

To re-appoint Rosemary Pitcaithly

Proposed: SH            Seconded: LC            Passed unanimously

To appoint Bruce Osborne

Proposed: DN            Seconded: MRP            Passed unanimously

To appoint Nicola Small

Proposed: SH            Seconded: FC            Passed unanimously

**7. AOB:** SRW welcomed NS and BO to the committee. SRW plans to stand down as Chair of the Friends within the next 6 months and will be succeeded in this post by a member of the Management Committee. SRW thanked the outgoing President of the Friends, Lt General Sir Alistair Irwin for his outstanding contribution to the organisation over many years. SRW explained that there is no constitutional requirement to have a President, however this appointment would be a matter for her successor to consider.

JW thanked SRW for her work throughout the year and for chairing the meeting.

**8. Closure of AGM:** There being no further business, SRW thanked members for attending and declared the meeting closed.