

Castle Community Bank
Extraordinary General Meeting Minutes

Date: 29th September 2021 at 15.00 hours.



Location: Online
Application: Ring Central
Facilitator: Petr Luksan
Documents: All documents to support the meeting available via the link:
<https://castlecommunitybank.co.uk/egm-2021/>
Attendees: See Appendix 1
Proxy Votes: See Appendix 2

Board Attendees	Position	Attendance Y/N
Ian Irvin (Chairman) – (II)	Chair	Yes
Austin Flynn – (AF)	Non-Executive Director	Yes
Keith Macdonald - (KM)	Non-Executive Director	Yes
Arthur Mathieson – (AM)	Non-Executive Director – Company Secretary	Yes
Douglas Reid – (DR)	Non-Executive Director – Money Laundering Reporting Officer	Yes
Mary Jane Brouwers - (MJB)	Non-Executive Director - Treasurer	Yes
Adrian Sargent (CEO)	CEO	Yes

Minutes:

1. **Opening Remarks**
 - a. II opened the meeting at 15.00 hours and welcomed all attendees.

2. **Ascertain Quorum**
 - a. As there were 18 members in attendance the meeting was confirmed to be quorate

3. **Any Other Competent Business (AOCB)**
 - a. No additions to the AOCB section of the agenda were proposed

4. **Chair overview**

II covered the following:

 - a. Reiterated the purpose of the meeting which was to:
 - i. Approve the changes to the Rule Book which are necessary to widen Castle Community Bank Common Bond, to enable an Internal Audit function to replace the previous Supervisory Committee and permit the payment of Directors. In making these changes it should be noted that some “modernisation” was also included
 - ii. As the business has grown considerably and changed some dynamics to put in place the ability to remunerate Directors of the Board
 - iii. Appoint Adrian Sargent (CEO) to the Board

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5. CEO Update

APS addressed the meeting and highlighted the following:

- a. Reiteration that the Castle Community Bank business has progressed significantly and is on track to continue to do so
- b. Year-end at 30/09/2021 approaching and preparation well underway to conclude the 2021 financials so these can be shared to all soon. This year they will include a narrative on the business position from the Chair and CEO
- c. Internal Audit is a necessary requirement to help manage the controls as well as required by the regulator within the growing business
- d. Castle Community Bank started out with a footprint in the Edinburgh conurbation, this has now expanded to a UK wide footprint
- e. To support the expanded business the operational team has expanded and the skill sets at Board level are being widened
- f. Membership numbers increasing and now c3500

6. Motion 1 – Approval of New Rule Book

- a. Attendees at the meeting were requested to vote by **II** to approve the New Rule Book, the result of the vote was:

	Members	Proxy	Total
Number of Votes For	18	15	33
Number of Votes Against	-	1	1

Approval carried

7. Motion 2 – Appoint Adrian Sargent (CEO) to the Board of Directors

- a. Attendees at the meeting were requested to vote by **II** to approve the appointment of Adrian Sargent (CEO) to the Board of Directors, the result of the vote was:

	Members	Proxy	Total
Number of Votes For	18	15	33
Number of Votes Against	-	1	1

Approval carried

8. Motion 3 – Approval of Directors Fee to be paid at relevant Market Rate

- a. Attendees at the meeting were requested to vote by **II** to approve Directors Fees to be paid at relevant Market rate, the result of the vote was

	Members	Proxy	Total
Number of Votes For	18	13	31
Number of Votes Against	-	3	3

Approval carried

9. AOCB

None was added to the agenda

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10. Meeting Closure

- a.** Il thanked everyone for their attendance and contribution and closed the meeting at 15.15 hours

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Appendix 1 – Meeting Attendees

Arthur Mathieson
Austin Flynn
Colin Millar
Janet Shieff
Margaret Strachan
Mary Jane Brouwers
Sanjeev Pottay
John Grierson
Keith Macdonald
Adrian Sargent
Toby Gruber
Danuta Jastrzebski
Ian Irvin
Douglas Reid
Karen Poulson
Emma McNeill
Dominic Rockman
Petr Luksan

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Appendix 2 – Proxy Votes

2021 EGM Proxy Forms				
No	Member Name	Motion 1	Motion 2	Motion 3
1	Alan Kennett	Yes	Yes	Yes
2	Margaret Evans	No	No	No
3	James Thom	Yes	Yes	No
4	Frances Durie	Yes	Yes	Yes
5	Mary Q-Burnside	Yes	Yes	No
6	Marion Hosie	Yes	Yes	Yes
7	Frances Inglis Gardiner Cohen	Yes	Yes	Yes
8	Marjorie Ebbs	Yes	Yes	Yes
9	Louise Hough	Yes	Yes	Yes
10	James Senior	Yes	Yes	Yes
11	Charles McMaster	Yes	Yes	Yes
12	Colin Owenson	Yes	Yes	Yes
13	Robert Simpson	Yes	Yes	Yes
14	Elizabeth McVay	Yes	Yes	Yes
15	Euphemia Anderson	Yes	Yes	Yes
16	Sarah Cuthbert	Yes	Yes	Yes
	Total Votes	16	16	16
	Total Yes	15	15	13
	Total No	1	1	3