The Birks Cinema Trust
Minutes of the Annual General Meeting held on 10th November 2025 at The Birks Cinema Trust 1 Dunkeld Street Aberfeldy at 19:00

Present: Shonaig Macpherson, Muriel Dunbar, Ian Henderson, John Kirkland, Richard Bowden, Alison Cocker-Tough, Fiona MacEwan, Patty Havey, Jo Spence, Patty Walker-Booth, Robin Baker, Louise Cairney, Terry Wisdom, Margaret Thomas, John Freeman, William Jackson, Lesley Wright, Gordon Wright, Karen Banyard, Chris Blore, Ian Mitchell, Mike Reynolds.

Welcome

As Chairman, Shonaig Macpherson, welcomed everyone to the Meeting. She confirmed that the meeting was quorate and that several proxy votes had been received in favour of the chair. Apologies were received from Brett de Woody, Paul Newman and Calum McDiarmid, Brian Hawkins, Sheena Hird, Alison Ezra, Peter Sandercock, Elaine Melors, Dougla Craik and Douglas Swan.

A record of attendees was circulated for completion by those present.

Minutes of the last AGM held on 20 August 2024

The Minutes of the AGM held on 20 August 2024 had been circulated with the Notice of the Annual General Meeting. The Chair asked for comments or amendments. No comments having been received the Minutes were proposed for acceptance and seconded .

Ordinary Business

Chairman's Report

The Chair confirmed that the financial year had been another very busy year for the Trust and its subsidiary Birks Cinema Limited across cinema, community activities and cafe. In the year 19,786 cinema tickets had been sold and the number of unique showings rose. Over the year 146 different films were shown with the Top 5 grossing films being Despicable Me 4, Paddington in Peru, The Outrun, Conclave and Inside Out 2. There was demand for family films, those with a Scottish Connection and Blockbusters.

Stage on Screen had 28 productions with 48 screenings. The Birks Wilderness Film Festival had grown by almost 50% in attendance with increased sponsorship The third Festival will take place in March 2026 and will offer more screenings and events. A summary of attendances by month was made showing July to be the busiest month then December and February.

Important partnerships had been developed during the year with local organisations to ensure that the Trust continues to deliver on community requirements. Some of the partners are involved in programming work including Healthiest Town Aberfeldy, Heartland Film Society and Highland Perthshire Plus. We continue to work with Aberfeldy Development Trust in implementation of actions assigned to the Trust in the most recent local community plan.

Community Activities continue to grow with new services being offered most notably the Star Cafe with Highland Perthshire Plus.
The cafe continued to provide valuable hospitality services to the community and visitors with 25,000 coffees and 26,000 meals served in the year, an increase on the previous year.

During the year funding was secured to create the Community Creative Learning Space which is now complete. Following a tender process local contractor Bruar Construction was appointed to carry out the works. Funding was also secured to fit out the Space. The new enlarged space will be available for cultural and special events and for private hire. It will be an integral part of our plans to offer more for our community across all activities, including creative learning.

During the year and following publication of the community action plan, the Board considered how it could provide more for the young people of Aberfeldy. Following receipt of funding from a trust, an education officer has been employed for the first time. She is in post and conducting a feasibility study with local schools on how the Trust could support schools in delivery of their curriculum.

In January 2025 Creative Scotland confirmed that the Trust would receive multi year funding commencing on 1 April 2025 to develop a broader multi art form programme. In addition to funding, Creative Scotland support will provide access to services to improve our understanding of our audience and to be a better governed organisation. It will also help in broadening the events on offer.

In all of this, challenges remain. Costs continue to increase including energy and employment costs. Recently staff recruitment and retention for the cafe has been difficult in light of local competition for these skills. Consumer habits are changing too due to cost of living and the impact of streaming. We need to continue to offer a welcoming environment which offers interesting films relevant to our local community and creative events which are not available locally.

Our future plans are to develop and deliver a 3 year strategic plan to deliver long term sustainable growth including a review of our current governance and organisational structures.

As part of those plans we will continue to develop as a multi art form community hub working with organisations such as Pitlochry Festival Theatre, Birnam Arts and Strathearn Arts. In 2026 we intend to launch the education and creative learning programme.

Most importantly the Board will be constantly alert and engage with our community to meet its needs.

The Chair concluded her remarks by offering thanks to the membership, to volunteers who make a huge contribution and difference to the work of the Trust across so many activities, to the staff and the Board. Thanks were expressed to Brett de Woody for his service to the Trust across several years in many roles including latterly as Chair.

BCT AGM 2025

Financial report

Ian Henderson, Treasurer, gave an update on the Trust's financial performance. As with most prior years, the financial position was challenging, with Cinema/Cafe running costs exceeding operational expenditure. TBCL's losses were £17,571. This has resulted in a further significant erosion of the Trust's Unrestricted Reserves, declining to £9,882 while total reserves were

£981,653 (£10,212 lower than prior year). The Independent Examiner's report did not highlight any areas of concern with the preparation of the Accounts.

2025-26 will be more challenging, with the impact of Employers' National Insurance and National Living Wage changes increasing costs significantly. At the half year point, actual performance was tracking close to, but behind, budget. It was anticipated that losses would widen in the second half of the financial year, which is the low season.

The priority of Board and Management for 2026-27 is to develop initiatives that should drive a budget closer to breakeven.

A member asked for clarification on the differences between resident and non-resident members. It was explained that resident members had increased rights in relation to quorum and voting at meetings.
The Reports of the Chair and the Treasurer were accepted by the meeting.

Resolution 4 : To receive the accounts of The Birks Cinema Trust for the financial year ended on 3 April 2025 - the accounts were received by the meeting.

Resolution 5 Appointment of Directors
The Chair referred to Resolution 5 in the Notice of Annual General Meeting which sought the approval of the re-appointment of Calum McDiarmid and Paul Newman as Trustees of The Birks Cinema Trust. The resolution was approved.

Resolution 6 Membership Subscription
The Chair referred to Resolution 6 in the Notice of Annual General Meeting which proposes an increase in the annual membership subscription to £36. The Chair explained that the current level of membership subscription had been set on the establishment of the Trust. If inflation was applied at the current rate issued by the Bank of England the membership subscription today would be £42. The Board's recommendation was that the minimum level should be increased to £36.

Margaret Thomas commented that it should be increased in line with inflation. The Chair advised that the board was keen to ensure that the level of subscription was affordable to as many people as possible and thought that the equivalent of £3 per month was reasonable.

Mike Reynolds asked why the membership subscription income had fallen in the current year. The Chair explained that this was due to two reasons. In November 2023 the Trust had decided to use a different system for the collection of membership subscriptions. Unfortunately this had not been well communicated to members and a significant number of members had not renewed their subscriptions. A plan was now being enacted to seek renewal of subscriptions. In addition the impact of the cost of living crisis may be a factor in non-renewal.

The resolution was approved.

Resolution 7 Reappointment of Independent Examiner
The Chair proposed that the Trust should re-appoint Morris & Young as independent examiner. The resolution was approved.

No other competent business having been notified the meeting proceeded to consider the Special Business detailed in the Notice of the Annual General Meeting

Special Business

Amendments to Articles of Association

The Chair explained that Resolution 9(1) was proposed to comply with the funding requirements of Creative Scotland where the Trust must provide evidence that it is an open organisation willing and able to engage with every member of our community and with no discriminatory practices. By embedding the proposed wording in the Articles of Association this places a duty on the Trustees. The Meeting was asked to approve that Schedule 1 of Articles of Association (which sets out our powers) is amended to include a statement that *in the exercise of the powers the Trustees will ensure that they take into account all relevant legislation and its policies from time to time regarding equality, diversity and inclusion.*

The resolution was approved.

The Chair explained that since incorporation there had been 47 trustees with many serving for short periods of time. To devise and deliver sustainable change the Trust needs a board in place who will own and be accountable for the delivery of its strategic plans. It is becoming increasingly difficult to find people with relevant skills and experience who are prepared to volunteer and, where possible, the Trust would like to secure their services for a longer period than the current articles allow. The resolution proposes to introduce longer periods of appointment and remove the requirement for one third of the trustees to retire at each Annual General Meeting.

It was proposed that the Articles of Association of Birks Cinema Trust are amended by the deletion of the following clauses

8.2 **Election and Rotation of Trustees**

8.2.1 At each AGM or Anniversary Date, one-third of the Elected Trustees (or the nearest number upwards) shall retire from office. A retiring Elected Trustee shall retain office until the close or adjournment of the AGM, or 10pm on the Anniversary Date.

8.2.2 A retiring Elected Trustee shall be eligible for re-election after one term of office, but no Elected Trustee can serve more than two consecutive terms of office, without at least one year out of office before being eligible again.

8.2.3 If no other Elected Trustee has or Elected Trustees have decided or agreed to retire, the Elected Trustees to retire at each AGM or Anniversary Date shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Elected Trustees on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

8.2.4 Nomination of any candidate for the position of Elected Trustee shall be in writing and shall confirm the candidate's willingness to act as a Elected Trustee if elected, and if required shall provide a statement to explain the nominee's suitability. All nominations to be valid must be delivered to the Registered Office (or to such other address as the Board may specify) not less than seven days prior to the date of the AGM or Anniversary Date in question.

8.2.5 Election of any Elected Trustee shall be by vote of the Resident Members, provided that the maximum number of Elected Trustees expressed in Article 8.1.1 is not exceeded, each existing member having one vote for each vacancy on the Board.

8.3 **Co-opted Trustees**

Up to three individuals may be co-opted from time to time by the Board of Trustees itself, as follows:

8.3.1 Subject to Article 8.3.3, a Co-opted Trustee shall serve until the next AGM (or Anniversary Date) after his or her co-option.

8.3.2 A Co-opted Trustee can be re-co-opted by the Board immediately after such next AGM (or Anniversary Date).

8.3.3 A Co-opted Trustee can be removed from office at any time by a simple majority of the Board.

8.3.4 For the avoidance of doubt, a Co-opted Trustee may participate fully in and vote at all Board meetings which he or she attends.

And the following clause is inserted in substitution for them

8.2 Election of Trustees

8.2.1 Trustees shall be appointed for terms of up to four years.

8.2.2. The term of appointment shall be confirmed by the members when the trustee is appointed at an AGM in accordance with article 8.2.4.

8.2.3 Nomination of any candidate for the position of Elected Trustee shall be in writing and shall confirm the candidate's willingness to act as an Elected Trustee, if elected, and if required shall provide a statement to explain the nominee's suitability. All nominations to be valid must be delivered to the Registered Office (or to such other address as the Board may specify) not less than seven days prior to the date of the AGM.

8.2.4 Election of any Elected Trustee shall be by vote of the Resident Members with each existing member at the time of the AGM having one vote for each vacancy on the Board.

8.2.5. All trustees must retire at the AGM in the year their initial term expires but a retiring trustee who is eligible under Article 8.2.6 may be reappointed at the AGM provided that a retiring trustee shall not be reappointed for a term which would cause his or her duration in office to exceed nine years.

8.2.6 A trustee may not act as a trustee unless he/she
(1) is over the age of 16;
(2) is a Member; and
(3) has signed a written declaration of willingness to act as a charity trustee of the Company.

8.3 The trustees may at any time co-opt any individual who is eligible under Article 8.2.6 as a trustee to fill a vacancy in their number or (subject to the maximum number permitted) as an additional trustee, but a co-opted trustee holds office only until the next AGM when they would be eligible for election as a trustee pursuant to Article 8.2

The resolution was approved.

There being no further business the meeting closed.