

Minutes of Annual General Meeting held on 12 March 2025

Hosted using Zoom technology from Caledonia House, Glenrothes, KY6 2AL

Present: Tom Adams (Chairperson), Ben Evans (Treasurer), Pauline Marsland (Secretary), Janice Gourlay (Director) Robert Young (Director), Sofia Dogan (CEO), [REDACTED]

Apologies: [REDACTED]

In Attendance: Kenny Murphy (FVA) Advisor to the Board, David Adams (Lindley Adams, Auditor), Jake Hatch (ABCUL), Debbie Smith-Hands (ABCUL)

1. WELCOME AND CONFIRMATION OF QUORUM

- 1.1 TA welcomed everybody to the 2025 Annual General Meeting.
- 1.2 TA gave a brief update on the use of technology and instructions for voting.
- 1.3 It was confirmed that the meeting is quorate with more than 15 members in attendance.

2. INTRODUCTIONS AND APOLOGIES

- 2.1 TA introduced Sofia Dogan, CEO, Ben Evans, Treasurer and advised that Kenny Murphy of Fife Voluntary Action was also in attendance to support the meeting.
- 2.2 TA welcomed David Adams from Lindley Adams, Auditors and, Jake Hatch and Debbie Smith-Hands of ABCUL to the meeting.
- 2.3 Apologies were noted, as above.

3. APPROVAL OF MINUTES OF PREVIOUS AGM HELD 08 MARCH 2024

- 3.1 TA asked Members if anyone had questions or amendments for the Minutes as presented.
- 3.2 No issues were raised.
- 3.3 Approval and adoption for the Minutes was proposed by Ben Evans and seconded by Pauline Marsland.

4. REPORT FROM THE BOARD OF DIRECTORS

- 4.1 TA presented the Board of Directors' report.
- 4.2 TA advised that this meeting is for the benefit of Members and that it is the duty of Directors to provide the membership with all relevant information and updates pertaining to the running of their credit union.
- 4.3 TA added that the key objectives of the Board continue to be overall compliance, growing the loan book and generating profit – all with an emphasis on safeguarding Members' money.
- 4.4 TA further added that the Board will continue to focus on making balanced and fair decisions, with Members' needs being a priority.

- 4.5 TA highlighted significant updates in the opening of Dunfermline branch and the transfer of North East Fife Credit Union (NEFCU). Both developments extending the reach and strengthening the position of the credit union.
- 4.6 All members were thanked by TA for attending the meeting and for their continued support.
- 4.7 TA opened to questions. No questions raised.
- 4.8 Members were asked to adopt the report from the Directors. Members voted unanimously in favour.

5. REPORT FROM THE TREASURER

- 5.1 Treasurer's report presented by BE, giving financial overview of the audited accounts for the year 2023-2024.
- 5.2 BE commented that despite economic pressures and uncertainties such as rising interest rates and inflation, Kingdom remains determined to support Members where possible.
- 5.3 BE advised that despite business showing a surplus of £150,984, due to increased tax bill and higher dividend cost, post-tax figure is £109,852 compared with £139,047 the previous year.
- 5.4 BE added that the CEO and staff team must be highly praised for their commitment to addressing the needs of Members.
- 5.5 BE noted that the capital to asset ratio of 18.3% is up on the previous year of 16.95% and continues to exceed the minimum 5% set by regulatory requirements.
- 5.6 BE updated briefly on the work carried out by the Auditors and highlighted that no issues were raised and no irregularities to report.
- 5.7 Directors have considered the proposed dividend of 2.5% for both adult and junior accounts, which our external Auditor deems reasonable.
- 5.8 BE highlighted that the dividend is a separate item on the agenda.
- 5.9 BE, on behalf of the Board of Directors, recommended that Members agree to adopt the audited accounts as a true and fair record.
- 5.10 BE opened to questions. [REDACTED] asked if the staff were paid in line with the Scottish Living Wage and it was confirmed that Kingdom are accredited Real Living Wage employers.
- 5.11 Members were asked to adopt the audited accounts and unanimously voted in favour.

6. REPORT FROM THE AUDITOR

- 6.1 TA introduced David Adams of our external, independent auditors, Lindley Adams. DA thanked TA for the introduction and presented a brief verbal report.
- 6.2 DA reported that, despite increased taxation, KCB's position continues to strengthen, with healthy reserves.
- 6.3 DA highlighted that Kingdom continues to have a clear audit report, that this is not something that is achieved easily and is a testament to the hard work of the credit union.
- 6.4 DA observed that substantial progress has been made over the year, with a continued low rate of delinquencies and effective lending policy puts Kingdom in good standing to help more Members.
- 6.5 DA concluded that Kingdom has a clean audit report, with substantial funds to utilise.
- 6.6 TA thanked DA for his very positive report and asked if there were any questions for DA. There were no questions.

6.7 Members were asked to adopt the Auditor's report and voted unanimously in favour.

7. DECLARATION OF SURPLUS AND PROPOSED DISTRIBUTION

7.1 TA put forward the proposal from the Board of Directors that some of the surplus should be distributed to Members in the form of a dividend and the remaining funds be re-invested back to the credit union.

7.2 Members were asked to vote to agree the declaration of surplus and proposed distribution. Members voted unanimously in favour of the proposal.

8. DIVIDEND

8.1 BE advised that the Board of Directors proposes and recommends to the membership a dividend of 2.50% for qualifying adult members and 2.50% for junior members.

8.2 Members were asked to vote on this proposal. 1 member abstained, the rest voted in favour.

9. SETTING OF ADMINISTRATION FEE

9.1 TA proposed that Members agree to retain the annual administration fee at a rate of £5.

9.2 Members were asked to vote on this proposal and voted unanimously in favour.

10. APPOINTMENT OF AUDITORS

10.1 TA advised Members that the Board of Directors recommend and propose that Lindley Adams be retained as auditors for a further year.

10.2 Members voted unanimously in favour of Lindley Adams.

11. REPORT FROM THE CEO

11.1 SD opened her report, advising that it is a great pleasure to be able to address Members and discuss the past year and the year ahead with them.

11.2 SD summarised Kingdom's work over the past year and highlighted that growth through outreach work will remain a priority, working to bring the community together and further strengthen our credit union.

11.3 SD highlighted that Kingdom celebrated our 20th Anniversary, helping many thousands of people over two decades and advised that lessons and experiences gained over these years will allow the credit union to help many more people in the future.

11.4 SD highlighted Kingdom's award of the Charter Mark to Stop Loan Sharks in Scotland, recognising the commitment to never stop working to eliminate illegal money lending.

11.5 SD expressed thanks to all staff for their hard work and genuine care for Members.

11.6 Thanks were given also to the Board of Directors. Special thanks were given to Members for their trust and support.

11.7 Members were encouraged by SD to share thoughts and suggestions and advised that a survey will follow. All feedback welcomed.

11.8 TA thanked SD for her report and asked if there were any questions. There were no questions.

11.9 Members were asked to adopt the CEO's report and voted unanimously in favour.

12. TRANSFER OF ENGAGEMENT FROM NORTH EAST FIFE CREDIT UNION (NEFCU)

12.1 SD provided a brief update on the progress of NEFCU's transfer to Kingdom.

12.2 SD confirmed that NEFCU Members have voted unanimously to join Kingdom and that Kingdom is delighted to welcome Members, pending final permissions from the FCA.

- 12.3 SD considers that the impact to all Members (Kingdom and NEFCU) will be positive and will help to strengthen our credit union and extend our reach across Fife, including operational presence.
- 12.4 SD confirmed that NEFCU Members will receive communication to support their adjustment in due course.
- 12.5 SD gave thanks to Maggie of NEFCU for her service and commitment to NEFCU over many years.

13. ELECTIONS TO THE BOARD OF DIRECTORS

- 13.1 TA informed Members that procedurally, Board Directors are required to stand down after each 3 year term and can be re-elected, if they are willing and eligible. This year, Ben Evans and Bryan Rees are required to stand down. TA advised that both are keen to stand again.
- 13.2 Members were asked by TA to vote on the election of each candidate:
- 13.3 Members voted unanimously to re-elect Ben Evans;
- 13.4 Members voted unanimously to re-elect Bryan Rees.
- 13.5 TA confirmed that both retiring Directors had been duly elected back on to the Board.

14. ANY OTHER BUSINESS

- 14.1 There being no other business raised, TA brought the meeting to a close and thanked everybody for their attendance.

The meeting finished at 13:54 hours.

Ends.