



## **The Mountaineering Council of Scotland**

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### **Annual General Meeting and Extraordinary General Meetings Forthbank Performance Sport Centre, Stirling, 12 October 2013, 16.30 Minutes of the Meetings**

#### **Annual General Meeting**

Before the business of the AGM started the Chair (B. Linington, President) awarded Honorary Membership to David Foster of the Glasgow Glenmore Club, in recognition of his work for the MCoS over many years, including tenures on the Executive Committee, as Honorary Treasurer and as Treasurer of the Alex MacIntyre Memorial Hut Trust.

The Chair then declared the meeting open and welcomed members (a list of individual members and club members' representatives who registered at the meeting is in the attached Registration List). The Chair also noted apologies from: Alan McCaffery, Duncan Tunstall, Michael Anderson, Henry Thomson, Peter Willimott, Graham Boyle, Alf Barnard and Michelle Sweeney.

- a) Roll call and the appointment of Tellers: at the request of the Chair, the Company Secretary appointed J. Anderson and N. Reid as Tellers.
- b) The approval of the Minutes of the previous Annual General Meeting (AGM): The meeting unanimously approved the proposed resolution.
- c) The receipt of the Annual Report: The Chair referred to the Annual Report published in the August edition of Scottish Mountaineer magazine and on the MCoS website on 15 July 2013. The Chair asked for any questions or comments concerning the report. There being none, the Chair then asked the Treasurer to present the Treasurer's Report.
- d) The receipt of the annual accounts and reports: The Treasurer presented the Treasurer's section of the Annual Report (referred to in c. above). He said the MCoS had maintained its strong financial position in 2012-13 and had demonstrated good performance, increasing income and reducing expenditure.

He noted a surplus to budget of £26,345, which matched a similar surplus (£26,545) in 2011-12 and contrasted to deficits to budget of £2,702 in 2010-11 and £35,212 in 2009-10.

He said significant work had gone into submitting and then agreeing a longer-term investment for Scottish mountaineering and confirmed that increased funding totalling £215,300 had been confirmed by sportscotland for the next four years. This annual £60,000 per annum includes full funding for the new Club Development Officer, increased funding now totalling £28,000 for Mountain Training Scotland and additional support for coaching development.

Subject to agreeing an acceptable business plan with sportscotland, a further investment of £70,000 per annum could also be available for the recruitment of two Regional Development Officers from 2015.

The total capital and reserves as at 1 April 2013 was a healthy £198,715.

The Treasurer added that it was not proposed to ask members to approve any rise in annual subscriptions for the year 2014-15.

A number of questions from members seeking clarification on the report were answered by the Treasurer and the Company Secretary, after which Brian Shackleton (SMC) congratulated the Treasurer on his prudent and cautious budget.

e) The fixing of members' annual subscriptions: The Chair confirmed the Treasurer's earlier statement (see d. above) that there was no proposal to change subscriptions from last year. The resolution was agreed unanimously by members.

f) The election of the President, Treasurer and Board members: Under Article of Association 5.5, and in the absence of competing nominations, there were 6 directors eligible to serve and continue until the 2014 AGM without the need for a vote: President: Brian Linington; Treasurer: Robert McMurray; Directors: Michael Anderson (Mountain Safety & Training), Graham Boyle (People Resources), Dave Gordon (Landscape Strategy), Pamela Millar (Development). Ron Payne demitted office at the AGM on conclusion of his term.

The Company Secretary noted that the Board currently comprised eight elected members which meant there were two vacancies, for which one nomination had been received: Michelle Sweeney, nominated by Brian Linington for the post of Director of Clubs. The Company Secretary noted that Michelle Sweeney had tendered her apologies to the meeting due to a family illness.

The meeting duly elected Michelle Sweeney without recourse to a vote.

The chair then advised the meeting that as no business was tabled for items g) and h) that formal business of the AGM was essentially concluded. However, he recorded the thanks of the MCofS Board to the following:

- Ron Payne who was originally elected to the Executive in 2007 and served on the Board from incorporation until this AGM
- Perkins Slade and Richard Doubleday for his presence today and presentation before the AGM
- The many volunteers, including elected members, those contributing to advisory and working groups, kids competitions and events
- sportscotland for continued investment in Scottish mountaineering
- The BMC for its grant support for MCofS landscape and access work, and partnership working on sports development and coaching
- The Scottish Mountaineering Trust for grant support for MCofS landscape and access work, REALrock events and the Course for the Visually Impaired
- Glenmore Lodge for their support for MCofS mountain safety work and their contribution to many other initiatives
- Mountain Training Scotland for their partnership working and support for coaching initiatives
- Herald and Times Group magazines and Scottish Walks Magazine for their support for the MCofS winter lecture series
- Members of the Scottish Climbing Wall Network for their support for climbing competitions and events

- Other sponsors and supporters including The Munro Society, Silva, Buff, Tiso and Cotswold
- The Interactive Design Institute and Summit Financial Services for their support for Children's Climbing Events
- Clubs and Individual Members for their continued support
- The many who have made voluntary donations during the year
- The staff of the MCofS

There being no further business, the Chair closed the meeting.

### **Extraordinary General Meeting**

The following Special Resolution was put to the meeting by the Board of the MCofS: That the articles of association, in the form of the annexed draft, initialled for the purposes of identification, be adopted as the articles of association of the MCofS in substitution for and to the exclusion of the existing articles of association of the MCofS.

The Company Secretary explained to the meeting that, following a revision of the articles in 2010, the opportunity arose through an offer by sportscotland for the law firm of Harper McLeod to look through the articles of association again and make recommendations about structure and content. This review highlighted a number of changes necessary which had not been picked up by the previous review, in addition to changes relating to the Equalities Act.

The Company Secretary explained the changes and answered a number of questions from the meeting.

Brian Shackleton (SMC) and others raised concerns about the change to the requirements for a meeting to be quorate, which counted proxy votes as well as people personally present towards making up the quorum. It was explained that this was a requirement of the Companies Act 2006.

The Company Secretary asked members to note that two words were missing from the proposed article 7.1, the absence of which made the meaning nonsensical. He introduced an ordinary resolution to have the two words 'the recipient' to be inserted following 'delivered to', which resolution was unanimously passed.

Ken Thomson (Cairngorm Club) noted that there were two paragraphs in the proposed articles enumerated 7.1. He also asked, in regard to the proposed alteration to allow the MCofS to communicate with members via website and email rather than by post, about the status of the MCofS magazine, The Scottish Mountaineer, in communicating with members.

The Company Secretary agreed that clarification was required and presented detail of what form of words such a clarification could take. He stated that it was not possible to further amend the special resolution because the changes required to make the clarification were substantive and outwith the meaning of typographical errors or omissions which may be dealt with through an ordinary resolution as permitted by the Companies Act 2006. A further Special Resolution would have to be brought to another EGM.

After further discussion, during which Brian Shackleton argued that notifying clubs of the Special Resolution in August did not give them enough time to discuss it for the EGM in October, the Company Secretary said the points relating to clarification of the role of The Scottish Mountaineer, and addressing the issue of the two paragraphs 7.1 would come back to the next Extraordinary General Meeting. He added that he believed that the omission of

these clauses did not constitute material reasons why members should not vote on the Special Resolution.

The Chair moved to the vote. There were 391 votes recorded for and 101 votes against, which, being over 75 per cent in favour, meant that the Special Resolution was passed.

The meeting was then closed by the Chair.

David Gibson  
Company Secretary  
The Mountaineering Council of Scotland  
The Old Granary  
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### **General Meetings 2013 – Registration List**

Jane Clark	Blairgowrie HWC
Ian Richards	Blairgowrie HWC
Ron Payne	Perth MC/Glasgow Ski Touring Club
Tony Kent	Lothian Teachers MC
Neil Reid	MCoF/S/Braes of Fife MC
Jane Anderson	MCoF/S/Individual Member
Brian Linington	MCoF/S/Individual Member
Bill Strang	XXL Hillwalking Club
George Smart	Grampian Club
Ken Thomson	Cairngorm Club
David Johnstone	DAGMAR
David Foster	Glasgow Glenmore Club
Pamela Millar	MCoF/S
Janice Duncan	Glenrothes Hillwalkers
Kevin Tolmie	Glenrothes Hillwalkers
Billy Sands	Scottish Hillwalking Activities Group
G Downing	Individual Member
Dave Gordon	MCoF/S/Ochils MC
Brian Ross	Forth Valley MC
Jean Moffat	Ochils MC
Steve Gray	Cioch MC
Brian Mitchell	Cioch MC
Pete Nellist	Stirling Spiders
John MacRobert	Individual Member
Brian Shackleton	SMC
Anne Morrison	Ferranti Mountaineering Club
Fraser Brown	Westerinch MC
David Sadler	Ochils MC
James Cassidy	Glasgow HF
Joy Ingram	Carn Dearg
Alfie Ingram	MRCofS/SMSF
AJ Rae	Individual Member
E Roberts	Aberdeen
R McMurray	Braes of Fife MC
JW Leftley	Individual Member
Tom Webster	Oban MC

John Donohoe	Glasgow Glenmore
David Gibson	MCofS
Heather Morning	MCofS
Richard Doubleday	Perkins Slade
Jamie Smith	MCofS

These minutes were approved unanimously at the Annual General Meeting held on 15 November 2014.

Prepared by: \_\_\_\_\_  
Company Secretary

Dated: \_\_\_\_\_

Approved: \_\_\_\_\_  
Chairman

Dated: \_\_\_\_\_