



Mountaineering Scotland

The Granary
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Extraordinary General Meeting

Glenmore Lodge - 23 November 2019

Draft minutes of the meeting

The Chair, Brian Shackleton, declared the meeting open on Saturday 23 November immediately following the close of the Annual General Meeting for the following purposes:

To consider and, if thought fit, approve the following resolutions that will be proposed as special resolutions:

- 1 The articles of association in the form of the annexed draft marked as "Draft A" be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
- 2 Subject and conditional upon resolution number 1 not being passed, the articles of association in the form of the annexed draft marked as "Draft B" be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Stuart Younie (CEO and Company Secretary) explained the background to the proposed changes to the articles and drew attention to the explanatory note provided by Harper MacLeod which had been made available on the website in advance of the meeting. He went on to explain that the voting process would follow the same format as the AGM however as this was a Special Resolution in accordance with the Articles a 75% majority was required.

The Chair highlighted feedback which had been submitted from Richard Sherrifs of the Cairngorm Club which in accordance with the current articles, and to meet company law could not be tabled formally as an amendment at the meeting. He went on to confirm that the board were willing to revisit the points raised by the Cairngorm Club and in particular the voting rights for honorary members at a future date should the new articles be adopted by the members.

Graeme Morrison from the Ferranti Club expressed broad support for the amendment in relation to the change to club voting but highlighted a potential issue where a large club, could potentially affiliate gaining a significant number of votes.

Stuart Younie responded, acknowledging that this was a potential risk under the new arrangements, but under the articles there were criteria that a club would have to meet before the board approves affiliation. The definition of "Mountaineering" had also been expanded to define more clearly the

types of activities that would be considered eligible. The Chair went on to explain that should the resolution be adopted further guidance would be provided to clubs to advise on best practice in exercising their votes under the new arrangements.

The meeting moved to vote on the special resolution 1) Draft A, and following the count the results were declared as 389 for and 14 against the motion. This result met the requirements of a 75% majority and as a result the Draft A articles were approved and no further vote on Draft B was required.

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

Vote of thanks

The outgoing Chair Mike Watson then thanked the following organisations for their support during the year: sportscotland; Glenmore Lodge, the National Outdoor Training Centre; Mountain Training UK / Scotland; Scottish Mountaineering Trust; Herald and Times Group Magazines; St John Scotland; Scottish Mountain Rescue; Association of Mountaineering Instructors; Scottish Avalanche Information Service (SAIS); The BMC; Mountaineering Ireland; Mountain Aid; Tiso, Cotswold Outdoor and Craigdon Mountain Sports; The Munro Society; Walkhighlands; ABC Training Trust; Scottish Climbing Wall Network; Association of British Climbing Walls; EICA: Ratho & TCA Glasgow; Eden Rock; IFSC; EventScotland; City of Edinburgh Council; Edinburgh Leisure

ClimbScotland competition sponsors; Edelrid; 2Pure; Rock and Run; Camp; Psychi; Hold Breaker; Red Chilli; So iLL

The outgoing Chair also thanked the following supporters and volunteers: John Donaldson, Scott Forsyth, Keith Lynch, Dave Gordon, John Leftley, John Irving and Keith Mathieson

He then recorded his thanks to members for their support; magazine contributions; acting at competitions; donations; student training weekends; and acting as trustees. He also thanked staff and elected volunteers for their work in support of Mountaineering Scotland and wished the organisation every success in the future as he stepped down from office.

Issued by Stuart Younie, CEO & Company Secretary

Draft – 19th Dec 2019

Approved