

MOUNTAINEERING SCOTLAND

2020 ANNUAL GENERAL MEETING & EXTRAORDINARY MEETING

SUPPORTING NOTES FOR MEMBERS

Mountaineering Scotland will be holding its Annual General Meeting (AGM) on Saturday 21 November 2020 at 1630 immediately followed by an Extraordinary General Meeting (EGM).

Due to COVID – 19 restrictions the board has decided to run the 2020 AGM online via Zoom rather than in person. All members wishing to attend the AGM have been required to register in advance and these supporting notes are being circulated to explain the items which will be covered and how the meeting will be run virtually.

How the meeting will run - The AGM and EGM will take place in accordance with the Articles of Association, and the AGM will follow the standard preset agenda with one special resolution proposed under the business of the EGM. Both meetings will be recorded for the purposes of the minutes.

Accessing the meeting through Zoom - We recommend that you download the [Zoom client or mobile app](#) if you wish to participate in the online votes during the meeting. The apps for a range of compatible devices can be accessed from the [Zoom download center here](#).

We advise doing this before the day of the meeting to prevent any last-minute issues. There are a number of additional functions available through the Zoom app and more advice on how to join and participate in a Zoom Webinar can be found on the [Zoom support pages](#).

Voting and polls – Due to the complexity of the club votes we have asked for these, and also individual member postal votes to be submitted by Friday the 13th of November. For the items requiring the usual show of hands we will be using the **Zoom poll function**, and if required this total will be combined with the votes from the proxy forms received to provide the final result. Club members present at the meeting and who have recorded an individual vote using the poll function in Zoom will be discounted from that total in the final calculation, their vote being included in their club allocation of votes.

Questions – In order to ensure the smooth running of the meeting we asked members to submit any formal questions they may have by the 13th of November.

A limited time will be set aside for questions at the end of each agenda item and we will also make provision once the formal business of the AGM and EGM has concluded for members to submit any general questions or comments using the Zoom 'Question & Answer' function. If for any reason we are unable to respond to every question during the course of the meeting we will follow up with a written response.

ANNUAL GENERAL MEETING

(a) Roll call and appointment of tellers

The Chair will propose that the Company Secretary appoints Jane Anderson.

(b) The approval of the minutes of the previous AGM and of any subsequent EGM

The notes of the 2019 AGM and EGM have been available on the Mountaineering Scotland website and can be accessed here:

AGM – [download draft minutes here](#)

EGM - [download draft minutes here](#)

**Instead of the usual show of hands, members in attendance at the meeting will be asked to approve both the minutes of the 2019 AGM and EGM using the Zoom polling function.

(c) The receipt of such reports as the Board may consider appropriate to bring before the AGM for approval or information

Members are asked to note the company annual report which was published in the August edition of Scottish Mountaineer and has been made available on the Mountaineering Scotland website – [download the annual report here](#)

(d) The receipt of the Company's annual accounts and reports

Treasurer, Jennifer Cardno will present the annual accounts for 2019 – 2020 which can be found on the Mountaineering Scotland website – [download the annual accounts here](#)

(e) The fixing of members' annual subscriptions

An 8% increase to the membership fees was agreed at the 2019 AGM and the minutes record that the intention of this increase was to fix the membership fees for the next 3 years. In accordance with that agreement there will be no change to the fees for 2021/22 and the fees will remain at the at the current level, therefore no vote is proposed.

	Proposed (annual)
Individual (18+)	£33
Individual (Under 18)	£16.75
Concession	£20.50
Joint (2 adults)	£54.50
Family (1 adult+under 18's)	£35
Family (2 adult+under 18's)	£57.75
Mountain Training Candidate	£26.50
Member of a Club (18+ University)	£17.55
Members of a club (Under 18's)	£10.25

(f) The election of the Board members

Members approved the adoption of the new Articles of Association at the 2019 AGM which included the provision to increase the number of voluntary directors on the board from 9 to 10. The board are proposing the appointment of an additional director in a new role with specific responsibility for snowsports touring. Three further vacancies have been made available as directors have come to the end of their term on the board.

- **Election of Director for Snowsports Touring** – Alistair Todd proposed by Brian Shackleton
- **Election of Director of Finance & Treasurer** - Hazel Meehan proposed by Jennifer Cardno
- **Election of Director Landscape and Planning** – Dominic Hall proposed by Jonathan Binney
- **Election of Director for Governance, HR & Equalities** – Ilona Turnbull proposed by Steve Gough

**Instead of the usual show of hands members in attendance at the meeting will be asked to approve the appointment of the new directors using the Zoom polling function.

(g) The consideration of and taking of decisions on any duly notified proposals for the adoption of any new Policies or the amendment or revocation of any existing policies.

No business has been submitted under this item.

(h) Any other competent business

In accordance with the Articles any resolution on topics out with the standard business of an AGM (items (a) to (g) inclusive) shall be competent business only if the intention to move it is notified by a Club Member or Individual Member to the Company Secretary at least 70 days before the AGM which was 12th September 2020.

No additional business has been submitted under this item.

THERE WILL BE A SHORT COMFORT BREAK FOLLOWING THE AGM

EXTRAORDINARY GENERAL MEETING

In response to an issue raised by the Cairngorm Club at the 2019 AGM when the revised Articles of Association were approved, a further amendment has been proposed to the Articles. This Special Resolution proposes the reinstatement of two clauses from the previous articles to allow honorary members of Mountaineering Scotland to be able to speak at meetings and also have the right to vote.

This proposal has been made in recognition of the significant contribution that Honorary Members have made to the organisation and to ensure they continue to have an active role in business matters.

Mountaineering Scotland currently has 8 honorary members listed on the website.

SPECIAL RESOLUTIONS

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

- 1 That section 3.5.2 of the articles of association:

3.5.2 An Honorary Member shall be entitled to attend General Meetings of the Company, but shall not have the right to speak or vote at such General Meetings. An Honorary Member shall not be bound by the provisions of Article 3.10.2.

Is replaced with the following text:

3.5.2 An Honorary Member shall be entitled to attend, and to speak and vote at, General Meetings of the Company. An Honorary Member shall not be bound by the provisions of Article 3.10.2.

- 2 That section 6.10.3 of the articles of association:

6.10.3 Associate Members and Honorary Members shall have no vote in that capacity provided that an Honorary Member who is also an Individual Member shall be entitled to vote in their capacity as an Individual Member.

Is replaced with

6.10.3 Associate Members shall have no vote in that capacity provided that an Associate Member who is also an Individual Member shall be entitled to vote in their capacity as an Individual Member.

****Instead of the usual show of hands members in attendance at the meeting will be asked to approve the Special Resolution using the Zoom polling function.**

