



Mountaineering Scotland

The Granary

West Mill Street

Perth PH1 5QP

Tel: 01738 493942

Extraordinary General Meeting

20 November 2020

Online via Zoom

Draft minutes of the meeting

The Chair, Brian Shackleton (BS), declared the meeting open at 5.45pm on Saturday 20 November following the close of the Annual General Meeting. He explained that the meeting had been called to deal with a special resolution concerning the articles of association.

BS went on to explain the background which related to a proposed change to the term of office that voluntary Directors can serve on the board. The current articles allow Directors to serve a fixed term of 4 years except the Treasurer, who has a term of up to 5 years. An independent review of the articles had been commissioned to standardise the current term of office for all voluntary board members. In addition, the review looked into providing flexibility for directors to extend their term of office should they wish to do so, and with the approval of members at the AGM.

BS then handed over to Ilona Turnbull, Director for Governance, HR, and Equalities to explain the background to the proposal. IT referred to the independent review carried out by Harper MacLeod to consider the proposed changes to the articles as previously described to bring parity across the volunteer Directors terms of office, bring the terms into line with other not for profit and charitable organisations and to also allow for better succession planning for the board. The proposal offers Directors the opportunity to extend their term of office should they wish to do so but only with the approval of the membership.

The first special resolution is to amend the articles to allow the current four-year term of office to be extended by a further two years with the approval of the members at the AGM. This would not apply to the role of President.

The second special resolution is if the first special resolution is passed and an extension to the term of office is allowed, this would apply to the current board including Jo Dytch and Kat Jones who have stepped down from their position at the AGM. Under this special resolution they would be allowed to continue in their roles for a further two years should they wish to do so and with the approval of the membership at the next AGM.

BS also highlighted the potential for a Director who had served a full four year term to serve a further fixed term of four years if elected to the role of President. BS then invited questions from members.

Novide Refahi suggested that Directors terms of office should be restricted to no more than 9 or 10 years and asked whether it was possible for a Director to extent their term multiple times? IT confirmed that provision had been made within the changes to ensure that after the two terms of office a Director must step down and have a minimum break of 11 months before they can be considered for re-election. BS confirmed that this situation had not arisen in the past and would be subject to approved by members at the AGM.

As there were no more questions BS asked members to vote on the proposed Special Resolution 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.

The meeting moved to vote on the first special resolution using the Poll function and BS reminded the meeting that as it was a Special Resolution relating to a change to the articles 75% of the full vote needed to be in favor of the motion for it to be passed. The results were reported as 23 in favor with 3 abstentions, and it was confirmed that the Proxy votes also supported the resolution as follows:

| | |
|---------|------|
| FOR | 3383 |
| AGAINST | 0 |
| ABSTAIN | 80 |

The changes set out in the first special resolution was duly adopted and the articles would be updated accordingly.

Following the approval of the first special resolution BS then moved to table Special Resolution 2:

Special Resolution 2

Subject and conditional upon special resolution number 1 being passed:

(i) the proposed changes under special resolution number 1 shall apply to each member (or former member) of the Board who was appointed as a director prior to the passing of special resolution number 1 and the adoption of the changes to the Company's Articles of Association set out in that resolution; and

(ii) any person who held office until the close of the AGM held on 20th November 2021 may be appointed as a member of the Board in accordance with Article 8.3 before the AGM to be held in 2022 (the "2022 AGM") and, should their appointment be approved at the 2022 AGM, that person shall retire as a member of the Board at the close of the AGM to be held in 2023.

The meeting moved to vote on the second special resolution using the Poll function. The results were reported as 22 in favor with 4 abstentions, and it was confirmed that the Proxy votes also supported the resolution as follows

| | |
|---------|------|
| FOR | 3383 |
| AGAINST | 0 |
| ABSTAIN | 80 |

The changes set out in the second special resolution were duly adopted and the articles would be updated accordingly.

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

Vote of thanks

The Chair then went on to say that Mountaineering Scotland could not function without the support of many people and other organisations. On behalf of the board, the staff, and the membership he conveyed his thanks as follows:

Key partners and Funders

| | |
|---|---|
| <ul style="list-style-type: none">• sportscotland• Glenmore Lodge, National Outdoor Training Centre• Mountain Training Scotland• Scottish Mountaineering Trust• Herald and Times Group• St John Scotland• Scottish Mountain Rescue• Association of Mountaineering Instructors (AMI)• Scottish Avalanche Information Service (SAIS)• Met Office• Mountain Weather Information Service (MWIS)• Police Scotland• British Mountain Guides | <ul style="list-style-type: none">• The BMC• Mountaineering Ireland• Ramblers Scotland• Tiso, Cotswold Outdoor & Craigdon Mountain Sports• The Munro Society• Urban Uprising• Association of British Climbing walls Training Trust• Scottish Climbing Wall Network• Association of British Climbing Walls• Snowsport Scotland• Developing Mountain Biking in Scotland |
|---|---|

Supporters & volunteers

| |
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| <ul style="list-style-type: none">• Scott Forsyth• Keith Lynch• Alexander Bosi• Anthea MacKenzie Atkins• Gareth Cordiner• Tony Brown• Iain Bain• Dave Gordon• John Leftley• John Irving• Tommy McManmon |
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ClimbScotland & competition sponsors:

| | |
|--|--|
| <ul style="list-style-type: none">• DMM• BDO Accountants• Edelrid• Rock and Run | <ul style="list-style-type: none">• Psychi• Red Chilli• So iLL |
|--|--|

Bs then recorded his thanks to members for their support; the contributors to Scottish Mountaineer magazine; volunteers who have helped deliver the competitions; instructors who support the student training weekends & those acting as trustees and social media supporters – Iona Rendall, Hillwalking Hijabi, Adventure Harlots and all our other followers and supporters

Final thanks were conveyed to all the members for their support during a very challenging year.

Issued by Stuart Younie, CEO & Company Secretary

Draft – 25th August 2022

Approved -

DRAFT