



Mountaineering Scotland

The Granary

West Mill Street

Perth PH1 5QP

Tel: 01738 493942

Extraordinary General Meeting

21 November 2020

Online via Zoom

Approved minutes of the meeting

The Chair, Brian Shackleton (BS), declared the meeting open on Saturday 21 November immediately following the close of the Annual General Meeting at 5.20pm. He explained that the meeting had been called to deal with a special resolution concerning the articles of association and to correct an issue that had been discussed at the end of the 2019 AGM.

BS went on to explain the background which related to the changes made at last years AGM and it had ben noted that there were two clauses which removed the ability of honorary members to speak and to vote at the AGM which had been highlighted by the Cairngorm Club

The proposal in the resolution was therefore to reinstate the ability of honorary members to speak and vote at Annual General Meetings. It was noted that there were currently only eight honorary members and this change was unlikely to change the way in which the organisation works.

The resolution is proposed in two parts:

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.

BS then invited questions from members on the resolution. Graeme Morison asked whether there was any limit to the number of honorary members and it was confirmed that the articles do not currently place any restrictions on the number. BS went on to suggest that as there were only eight honorary members at present and currently almost 15000 club and individual members it was unlikely that honorary members would be in a position to influence the general meeting to any great extent. BS invited Ken Thompson from the Cairngorm to comment and he confirmed that he had no further questions or objections.

The meeting moved to vote on the special resolution using the Poll function as a single vote to approve both parts of the resolution. The results were reported as 59 in favor with 3 abstentions and it was also confirmed that the Proxy votes supported the resolution although they were not required. The proxy votes from individuals and clubs submitted in advance of the meeting were recorded for information as follows:

For: 3513
Against: 146
Abstain: 0

The changes set out in the special resolutions 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 a large number of 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	<ul style="list-style-type: none">• The BMC• Mountaineering Ireland• Ramblers Scotland• Tiso, Cotswold Outdoor & Craigdon Mountain Sports• Salewa• The Munro Society• WalkHighlands• ABCTT• Scottish Climbing Wall Network• Association of British Climbing Walls• EICA: Ratho• IFSC• EventScotland• City of Edinburgh Council• Edinburgh Leisure
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Supporters & volunteers

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

<ul style="list-style-type: none">• Edelrid• Rock and Run• DMM	<ul style="list-style-type: none">• Psychi• Red Chilli• So iLL
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He 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. Special thanks were noted to Simon Richardson, Alistair Todd and all the volunteers and host climbers who supported the 2020 International Winter Climbing Meet.

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

Issued by Stuart Younie, CEO & Company Secretary

Draft – 4th Dec 2020

Approved – 20th Nov 2021