

Extraordinary General Meeting

Dundee Contemporary Arts and Online (via zoom)

29th November 2025

Minutes of the EGM – DRAFT

The Extraordinary General Meeting (EGM) was convened immediately following the close of the AGM. Members were advised that the purpose of the EGM was to consider a special resolution to amend the Articles of Association.

Special Resolutions

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.

It was confirmed that the proposed changes and supporting documentation had been circulated to members and clubs in advance of the meeting. Voting was conducted by poll, with advance votes included in the results, consistent with the AGM procedures.

The meeting was informed that the proposed changes were primarily intended to:

- To ensure that clubs choosing to incorporate would not face barriers to remaining members of Mountaineering Scotland
- Strengthen governance arrangements, by increasing the maximum number of Directors from 10 to 12.
 - Enabling the formal appointment of a Chair, separate from the President role.
 - Creating capacity for the appointment of a Commercial Director

Members were thanked for submitting votes in advance and participating in the decision-making process.

Voting results:

- In favour: 4,035
- Against: 0
- Abstentions: 88

The required majority having been achieved, the special resolution was duly passed.

The amendments to the Articles of Association were therefore formally adopted with immediate effect.

It was confirmed that, following approval of the changes:

Recruitment would commence for a Chair, reflecting the separation from the President role.

Recruitment would also begin for a Commercial Director.

These roles would be advertised via the organisation's website and communication channels in the coming weeks.

There being no further business, the Chair thanked members for their participation and support, and the EGM was formally closed.