



SPECIAL GENERAL MEETING

MINUTES

[Amended version published on website 12 April 2007]

Meeting held on February 17th 2007, Dewar's Centre, Perth

Present for the Executive:

John Mackenzie (chair); Mary Webster; Derek Edge; David Gibson; Brian Linington.

Clubs in Attendance:

Aberdeen MC - A D Thomson, Cairngorm Club - K Thomson, Carn Dearg MC – K Wright, Ceres HWC – J Scott, Crochallan MC – Irvine Butterfield, Edinburgh JMCS – P Winter, Ferranti MC – B Shackleton, Fife MC – Jean Hendry, Forfar & District HWC – Colin Sinclair, Forth Valley MC – Mike Newbury, Glenrothes HWC – Mike Allsopp, Grampian Club – Roy Partington, Ladies Scottish CC – M Webster, Scottish MC – John Fowler, XXL HWC – Robert Jones

Total 15

Others in Attendance:

Richard Shirreffs – Cairngorm Club; R Livingston; Chris Townsend; Colin Stead, John Allan – Scottish MC, Ron Payne – PMC; George Smart, Geoff Beer, Sandy Spalding, Terry Isles, Albyn Houghton, – Grampian Club; William Park; H E Ilieve, A Morrison, T Kinghorn – Ferranti MC, P J Ilieve; Peter Willimott; E Niwa, J Scott, Neil Robson – Ceres HWC, J Mackie – Glenrothes MC, Joy & Alfie Ingram – Carn Dearg MC

Total: 23

Opening statement

The meeting was opened by John Mackenzie, who welcomed those present, and thanked them for coming to the meeting.

Apologies for absence

A total of 22 clubs and 4 individuals had tendered apologies for absence.

Executive:

Beryl Leatherland; Nick Halls; Susan Jensen, Richard Spencer; James Riches

Clubs

Am Binnein HWC, Ancrum Mountaineering Club, Auchmuirbridge Society, Capricorn MC, Culter Hillwalking Club, Cumnock MC, East Kilbride MC, Edinburgh Rock & Ice Club, Edinburgh University HWC, Glasgow JMCS, Mannofield Church HW&RC, MOD HW&CC, Moray Mountaineering Club, Nevis HWC, Orion MC, Ptarmigan Club, Rolls Royce East Kilbride, Royal Navy & Royal Marines MC, Stewartry MC, Stirling Sentimentalists Mountaineering Club, Stockett HWC, Turriff Mountaineering & Hillwalking Club

Introduction and Thanks

Alan Grosset was given a particular welcome. He was present as a guest (allowed under 14 (d) of the Constitution) and had played a role in shaping the documentation defining the proposal for incorporation.

A number of other individuals and clubs had also made significant contributions to various drafts of the documentation. In particular the working party, Mary Webster; Richard Shirreffs; together with Richard Spencer; Alan Grosset; Brian Shackleton; Brenda Clough; Bill Park; and David Gibson were thanked for the great deal of time and effort contributed to steering the project to its present position.

Voting Procedure

David Gibson outlined the voting arrangements being proposed for the SGM. Voting would be on a show of hands in order to determine the view of the meeting on a particular point. If it was clear that sentiment was mixed, then a formal ballot would be held with an accurate tally of votes for and against.

Question (Grampian Club) Please clarify are club representatives voting individually or on behalf of their club, or both.

Answer On behalf of their club, or both if they also pay to be an individual member.

Formal Business – voting on proposals for Incorporation

Conduct of the meeting was handed over to Mary Webster who guided the meeting with the aid of a presentation

Agenda Item 1 ‘What we have done’

Mary recapped events over the last few years which led to the present position

Question (Grampian Club) Please clarify what liability a clubs office bearers have in an incorporated MC of S

Answer A club will be a member of the company, and have a liability of £1

Question (Aberdeen MC) Is a club a single member?

Answer yes, when counting for a quorum. It will, until any change to the block voting system, still have votes depending on its size.

Question (Aberdeen MC) Please reiterate your description of the committee structure and working groups in the incorporated company.

Answer Four committees and working parties from time to time as required. The Huts Working Group will stand indefinitely.

Agenda Item 2 Memorandum & Articles of Association

No comment or proposals for amendment to the Memorandum of Association have been received. The latest published version is therefore that dated 20th January 2007.

Mention was made of a minor typing error in 3.9. Mary Webster indicated that these ‘typos’ would be corrected in the final documents, as would certain numbering discrepancies in the Articles.

Amendments to the Articles of Association were discussed and voted on as follows;

Proposed by The Cairngorm Club:

5.3 (i) 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.

Proposed by The Cairngorm Club:

8.3 add at the end:

Any Policy of the Company may be amended or revoked by an equivalent process of consultation and approval.

The Executive supports these proposals. Since there were no comments or questions, these two items were put to the vote together. They were carried unanimously

Proposed by members of the Executive and The Cairngorm Club:

5.11 to replace the second paragraph with:

Each Club Member shall have a number of votes determined by the number of its active members listed on that Member Club's last return, rendered in compliance with Article 2.3: under 12 members - 2 votes; 12 to 30 members - 5 votes; 31 to 60 members – 10 votes; 61 to 120 members – 20 votes; 121 to 240 members – 30 votes; over 240 members – 40 votes; these votes may only be cast by nominated representatives of the Club Member.

The Executive supports this proposal. This proposal, which had been made in order to give the smaller clubs a voice, gave rise to a discussion, during which the following points and questions were raised.

Point (Glenrothes HWC) This club would vote against this proposal, because they wish to see and vote for the principle of 'one member, one vote'.

Point (Grampian Club) They are keen on the principle of one member, one vote, and asked that the Executive accept an undertaking to put forward a proposal to achieve this.

Point (Orion MC) Requested **by letter that** it be recorded that they also wish to move to one member, one vote.

Question (Forth Valley MC) Asked for clarification of the voting system.

Answer A clarification was given that initially after incorporation (if voted through) the system at 5.11, (or a variant of it if the meeting decided so) would apply. The Executive could generate a proposal to move to one member one vote.

Point (Cairngorm Club) The club has no present view on one member one vote, but does not like a commitment by the Executive to go to one member one vote.

The Executive stated its position that the whole matter of voting **would** be reviewed once incorporation had been completed.

There was a general debate about the merits of an alternative version of 5.11. When it became clear that this did not enjoy much support, the original version of 5.11 i.e. as above, was put to the vote. The proposal was carried with a substantial majority.

Proposed by The Cairngorm Club:

8.6 add at the end:

The Board will be responsible to ensure that the Company's records include a clear audit trail for all discussion of and decisions on all matters of importance to the Company and its members.

The Executive asks "is this proposal required"?

The Cairngorm Club, which had put this amendment forward, was asked to brief the meeting on their reasons and concerns. The main point was to ensure very high quality records and that a complete audit trail of all decisions was maintained. The Executive response was that our records were now good and getting better, and that this proposal implied an administrative overhead far too onerous, given the high level of volunteer staff involved. It was agreed that procedures for maintaining records are to be generated and put to the Executive for approval. Alan Grosset spoke against amendment 8.6 as being unnecessary.

The proposal was defeated by a large majority.

It was recorded that procedures for tracking important decisions such as new policies and policy changes should be implemented.

Agenda Item 3

The vote to turn the MC of S into an incorporated Company with no share capital, and limited by Guarantee.

A show of hands indicated that this proposal was carried unanimously.

Agenda Item 4

Adoption of a Child Protection Policy

The draft dated 28th September 2006 was the version discussed and voted on. A short discussion gave rise to a question and one point.

Question Peter Ilieve, (IM52) Asked for clarification of what was understood by the word 'Accompanied' in respect of a child attending an organised mountain related activity.
Answer It was stated that if the child's parent were in attendance at the same activity or meet, even if not actually with the child the whole time, this was understood to be accompanied.

Point (Cairngorm Club) The club wished it to be recorded that in their view the Child Protection Policy Statement is a poorly written document, in as much as it is a mix of both policy and guidance, and could have been better written.

The CPP was put to the vote, and carried unanimously.

Conclusion

At the conclusion of the days business John Mackenzie wound up the meeting, and thanked everyone for coming.

[Ends]

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