

MOUNTAINEERING COUNCIL OF SCOTLAND

MINUTES of the ANNUAL GENERAL MEETING held at GLENMORE LODGE on SATURDAY 17TH JUNE 2006

Present.

John Allen [IM], Fred Belcher, Glen Breaden, Jim Bryce, Airlie Bryce, Ian Bryce [Cairngorm MC], Irvine Butterfield, Brenda Clough [Perth MC], Neil Cuthbert [Edinburgh JMCS], Richard Davison [Perth MC], Mairi Donohoe [IM & Glasgow Glenmore MC], Derek Edge [IM], Emma Evans [IM], Leon Firth [Paisley HWC], John Fowler [SMC], K.C. Gordon, Guest [Committee for Wales], Duncan Gray [IM], Alan Grosset, Guest & Adviser on Incorporation, Nick Halls [IM & AMI], Kevin Howett [SMC], Joy Ingram, [Carn Dearg MC], Alfie Ingram [MRC of S & Carn Dearg MC], Nick Kempe [Red Rope MC], Beryl Leatherland [Edinburgh JMCS], John Leftley [IM], Kenny Mathieson [IM?], Jean McCalman [LSCC], Donald McCalman [SMC], Davy McLellan [Upperward MC], Andrew Miller [IM], Anne Morrison [FMC], Brian Morrison? [IM], Mike Newbury [Forth Valley MC], Patrick O'Sullivan, Guest [MC of I], Bill Park [IM], Derek Pinches [Grampian MC], Jennifer Purves Smith [IM], James Riches [IM], Marguerite Robertson [Upperward MC], Brian Shackleton [Ferranti MC], Richard Shirreff [Cairngorm MC], Colin Sinclair, Linda Sinclair [Forth & District HWC], Dave Smeaton [IM], Richard Spencer [IM], Colin Stead [SMC], Findlay Swinton [Grampian MC], Pet Thomas [Grampian MC], Ken Thompson [IM], Chris Townsend [IM], Mark Valance, Guest [BMC & MCG], Tim Walker, Exec, Garry Wardrope [Cairngorm MC], Peter Willimott [IM & Kirkintilloch MC], Mary Webster [LSCC].

All IM's attending were provided with a white voting card, and the voting members of clubs were provided with coloured cards indicating voting rights of Club Representatives.

Owing to the importance of the business of the meeting the quorum was checked carefully. MC of S Constitution Section 14, Conduct of General Meetings
Clause (c) *The quorum for a General Meeting shall be representatives from at least 15 Member Clubs*

There were club members representing the following clubs, and casting the following club block votes.

1] Ian Bryce	The Cairngorm Club	- Membership 499	40 votes
2] Alfie Ingram	Carn Dearg MC	- Membership 78	20 votes
3] Beryl Leatherland	Edinburgh JMCS	- Membership 80	20 votes
4] Brian Shackleton	Ferranti MC	- Membership 53	10 votes
5] Colin Sinclair	Forfar & District HWC	- Membership 68	20 votes
6] Mike Newbury	Forth Valley MC	- Membership 49	10 votes

7] John Donohoe	Glasgow Glenmore Club	- Membership 120	20 votes
8] Glen Breaden	The Grampian Club	- Membership 225	30 votes
9] Peter Willimott	Kirkintilloch MC	- Membership 47	10 votes
10] Mary Webster	Ladies Scottish CC	- Membership 114	20 votes
11] Leon Firth	Paisley Hill Walking Club	- Membership 100	20 votes
12] Richard Davison	Perth Mountaineering Club	- Membership 96	20 votes
13] Nick Kempe	Red Rope MC [Scotland]	- Membership 36	10 votes
14] John Fowler	Scottish MC	- Membership 438	40 votes
15] M. Robertson	Upperward MC	- Membership 32	10 votes

Total Club Votes 300 votes

Total Individual Member Votes 19 votes

1] Welcome and Apologies.

The President, John Mackenzie, welcomed every body to the Annual General Meeting.

The Hon Secretary submitted the following apologies;

Keith Miller & Alison McClure [Executive Members], Helen Lawless & Declan O'Keefe [MC of I], Lorna MacLeod [Sport Scotland], Roger Wild [MSA] and Roderick Manson.

2] Introduction of Guests

The President, John Mackenzie, welcomed and introduced;

Mark Valance [Chair of the MCG], Nick Colton [BMC], Patrick O'Sullivan [MC of I], K.C. Gordon [BMC Committee for Wales], Allan Grossett [Sport Scotland].

Tim Walker, Principal of Glenmore Lodge, was thanked for hosting the meeting, and again making the facilities of the National Training Centre available for the Annual Gathering.

3] Adoption of the Minutes of the Annual General Meeting of 2005

The use of an incorrect Christian name was identified in two places, where references are made to Neil Cuthbert and Ian is used instead of Neil. The Hon. Secretary apologised for his mistake.

Acceptance of the Minutes was proposed, with the appropriate corrections, by Beryl Leatherland, and seconded by Peter Willimott. The Minutes were accepted without further dissent.

4] Annual Report for 2005/2006

The President commended the report for the attention of the membership, and invited Office Bearers to provide any updates of interest. Beryl Leatherland, Vice President and Chair of the Access & Conservation Sub Committee, reported that it has been possible for the MC of S to secure the following finance to help support the work associated with Access & Conservation. The Scottish Mountaineering Trust has generously made £6k per annum available for the next two years, and she thanked the Trust for its continuing support.

The BMC contributed £10k during the year to help finance the work undertaken in Scotland by the MC of S to further the interests of English and Welsh mountaineers engaging in

mountaineering activities in Scotland, and has subsequently agreed to continue this support for the next 2 years. She thanked the BMC for their continuing support.

She reported that as a result of the work undertaken by volunteers and the comprehensive reports submitted to SNH, it has been possible to secure the full grant for 2005-2006, and secure further funding of £15k per annum for the next two years, subject to satisfactory reports on the progress of the agreed work programmes. She thanked SNH for their continuing support, and asserted that SNH support was testimony to the amount of work undertaken in members' interest by volunteers.

Beryl Leatherland was able to report that £31k per annum has been secured for the next two years to support Access & Conservation work and it would now be possible to employ a specialist officer for at least two years.

The President asked if anybody wished to raise any questions about the Annual Report. Neil Cuthbert [*Edinburgh JMCS*] raised a question concerning the withdrawal of MC of S representation from the BMC Management Committee. KH explained that the MC of S used to be represented on this committee with a similar status to a BMC Area Committee – and this was inappropriate as the MC of S is not an area committee of the BMC. All matters with UK implications are now handled by the Mountaineering Coordinating Committee [MCG] on which all the Mountaineering Councils sit on an equal footing, which since the drafting of the report has better defined its remit and purposes and appointed a new chair Mark Valance, the former President of the BMC. The MCG is working well, and currently addresses all matters requiring liaison between the Councils.

Nick Colton [BMC] affirmed this, and reported that the MC of S was not ejected from the BMC committee, but by mutual agreement it was decided that the MCG is a better forum for addressing international issues and coordinating the affairs of the separate Councils.

The Hon. Secretary observed that because of the publishing deadlines associated with getting the contributions to the Report edited and to the publisher in time for inclusion in the right issue of the *Scottish Mountaineer*, sometimes the information in the Annual Report could be slightly out of date.

5] Accounts and appointment of auditors

The Hon. Treasurer, Derek Edge, reported on the audited accounts issued with the papers for the meeting.

He thanked the BMC for passing on the MC of S share of the income gained from the sale of insurance, this £5k was greatly appreciated, he also thanked the BMC for their £10k contribution to offset the cost of Access & Conservation work.

He thanked Sport Scotland for their grant of £3k to help meet the costs of upgrading the web site, and for the further grant of £9k to help meet the costs of employing a Senior Officer full time.

He explained that alterations have been made to the un-audited accounts published in the *Scottish Mountaineer* arising from discussion with the auditor, and a mutual decision to bring the accounts into accord with Accountancy Standards and to ensure that they provide a 'True and Fair View' of the finances.

He explained that the apparently favourable balance tended to hide the fact that most of this money was already 'committed' to foreseeable expenditure and in reality the budget for 2006-7 showed a potential deficit of nearly £9k.

In the event of the MC of S becoming incorporated future accounts would have to be presented in accord with company law, and show capital assets, and so the accounts would look different again in 2007. Unless the ownership of the AMMH is transferred to an independent trust, the half share held in the name of the OB's who are Trustees, ex officio, as part of responsibilities of their office, will have to be shown in the accounts, 50% of the current value will be in the order of £750k, other items of significant material value owned by the MC of S are confined to office equipment and computers and software.

The Hon. Treasurer reported that he had been unable to find a volunteer, qualified as an accountant, to audit the MC of S accounts. He explained that this is not surprising as the MC of S is in receipt of considerable amounts of public finance and accountants require Professional Indemnity Insurance to authenticate the accounts of such organisations.

Allan Gardiner, who runs his own accountancy practice, has offered his services as auditor. He is professionally obliged to go through the accounts in detail, and provide advice concerning their presentation, and will invoice the MC of S for his services.

The appointment of Allan Gardiner as Auditor was proposed by Derek Edge, and seconded by Nick Halls.

Allan Gardiner was appointed as auditor without dissent.

6] Subscriptions

The motion to adopt the subscriptions for 2006/2007, was proposed by Irvine Butterfield and seconded by Beryl Leatherland.

The following scale of subscriptions for 2006 2007 were adopted without dissent.

	MC of S Subs	CLI premium		Total
Individual Membership [Ord]	£24.15	+ £3.13	=	£27.30
Individual membership [Youth]	£10.63	+ £3.13	=	£13.75
Concession [OAP, unwaged]	£12.70	+ £3.13	=	£15.85
Joint [2 people at same address]	£39.00	+ £6.26	=	£45.25
Family * each child	£39.00	+ £6.26 [2 adults]		£45.25 + CLI premium for
Club [per head]	£ 7.45	+ £3.13	=	£10.60
Club [under 16]	£ 5.30	+ £3.13	=	£ 8.45
MLT				£21.75
MLT [Concession]				£13.75
MLTA **				£15.00
Associate ***	£60.00			£60.00

* *As the MC of S must now pay a Civil Liability Insurance premium for all members, both adults and children, It is now obliged to ask for a Civil Liability Insurance premium for each child [£3.13 each] in the family, but no other fee for membership. Parents pay the same fee as a Joint Membership, which includes the Civil Liability Insurance premium for both of them.*

** *The Mountain Leader Training Association [MLTA] is a new association for walking and/or climbing leaders. Membership is open to leaders who hold or are registered for any national awards delivered by one of the UK's Mountain Leader Training Boards but applicants can only join the MLTA if they are members of the MC of S or another Mountaineering Council,*

*** *Associate affiliation does not have Civil Liability Insurance cover.*

7] Elections to the Executive

Richard Shirreffs requested a change in the order of the agenda, demanding that the vote on proposed incorporation be dealt with before the election of to the Executive, as he felt it important to know what the attitudes of the people standing for election to the Executive, were in relation to the motions for moving to incorporation on the basis of the draft Memo & Arts.

The President asked him to bear with the sequence of events as laid out in the agenda, as the suggestion was out of order at this juncture, and should properly have been presented to the chair at the beginning of the meeting, when a motion to change the order of the agenda could have been considered. He also observed that the decision to incorporate had been agreed by members at the last AGM, and the manner of consulting on the draft Memo & Arts was a corporate decision of the whole Executive. It was also observed that as Executive members, in a number of cases, were voting as part of the block vote of their club, and only one or two were casting votes as individual members [4 votes], their individual attitude to the motion was hardly likely to be significant. The Hon. Secretary expressed the view that what *Richard Shirreffs* was suggesting actually amounted to a vote of no confidence in the Executive, or at least some of its members, and if the 15 clubs present wished to present such a motion then they would win easily, but it would hardly help the progress of business.

The meeting agreed to continue with the agenda in the order set out.

President John Mackenzie - has one further year to serve.

Hon. Treasurer Derek Edge – the position is up for re-election at each AGM, and Derek Edge can continue to serve for another two years before having to step down.

Derek Edge reported that he is looking for a qualified replacement, but would be prepared to continue in the position for a further year, and assist with the process of incorporation, and setting out MC of S accounts in accord with Company Law.

Chris Townsend proposed Derek Edge for the position of Hon. Treasurer, and Mike Newbury seconded the proposal.

Derek Edge was elected to the position of Hon. Treasurer by 274 votes, unopposed.

Hon. Secretary Nick Halls – the position is up for election at each AGM, and Nick Halls can continue to serve for another two years before having to step down.

Nick Halls reported that after incorporation the position of Hon. Secretary will disappear, but he would be prepared to serve until this time.

Mary Webster proposed Nick Halls for the position of Hon. Secretary, and Irvine Butterfield seconded the proposal.

Nick Halls was elected to the position of Hon. Secretary by 245 votes, unopposed.

The following Office Bearers and members of the Executive have further periods to serve.

Vice President [A&C] Beryl Leatherland has one further year to serve.

Vice President [S&T] Mary Webster is eligible for election for a second term of two years. **Mary Webster was elected to the position for a further two-year term unopposed.**

Vice President Fred Belcher, who has served a second term of two-years, has vacated the position.

Susan Jensen, [currently a member of the Executive and serving on the F&A Committee], was proposed by the Executive.

Susan Jensen was elected to the position of Vice President unopposed.

Members of the Executive

David Gibson, has one year to serve of a first term of 2 years.

Alison McLure, has one further year to serve of her second term.

Richard Spencer, was eligible to be elected for a second term of two years, and was re-elected unopposed.

Chris Townsend, was eligible to be elected for a second term of two years and was re-elected unopposed.

Peter Willimott, was eligible to be elected for a second term of two years and was re-elected unopposed.

MC of S Constitution, Section 7, Executive Committee, Clause (a)

The Executive Committee shall include [inter alia] the Office bearers of the Council [ex-officio] and nine members, of whom at least seven shall be representatives of member clubs and at least one an Individual Member.

Four positions on the Executive were vacant, all of which are for club members, as there are two members already serving who are Individual Members.

The Hon. Secretary reported that he had received a letter from Irene Macgregor, President of the Perth Mountaineering Club, reporting that the club committee wished to nominate Brenda Clough as an ordinary member of the Executive Committee.

Brenda Clough was elected unopposed.

The President, said that he was prepared to take nominations at the meeting as has become regular practice, and asked if any of the clubs present were prepared to nominate somebody for the Executive Committee, as the work of the MC of S could not progress with a third of the ordinary members of the committee short. **Nobody was nominated.**

The Hon. Secretary observed that the MC of S is constituted to be an expression of the will of the clubs, but it is hard for the Executive Committee to fulfil the expectations of the clubs if so few members of clubs are prepared to serve,

The President stated that the positions would be filled by cooption, as the Executive Committee needed more people in order for it to be effective.

8] Proposed Incorporation

The President reported that in response to expressions of dissatisfaction with the draft Memorandum and Articles of Association, of 27 May 2006, the elected members of the Executive Committee, had met prior to the AGM to decide how to proceed.

Those present John Mackenzie [Chair], Fred Belcher, Beryl Leatherland, Mary Webster, Derek Edge, Nick Halls, David Gibson, Richard Spencer, Chris Townsend, Peter Willimott.

Apologies from Keith Miller and Alison McClure

Guest Allan Grossett.

The Committee reviewed the objections to the draft Memorandum and Articles of Association, and agreed that some of them were fundamental. It was not clear to the

Committee whether some of the objections arose from misunderstanding and could be clarified by explanation, or whether some clubs actually want to use the move to incorporation to change the nature of the MC of S.

It was recognised that there was no objection in principle to incorporating the MC of S, and in any case this change had been agreed at the AGM of 2005. The substance of the objections seemed to be not enough time for consultation, lack of involvement of club members, and one or two fundamental issues to do with membership, purposes and voting rights and methods. It was agreed that these would have to be addressed, over a fairly extended period of time, to allow clubs to consult with their members, as many of clubs hold AGM's during the winter period.

The Committee decided to withdraw the motion a) *to proceed to incorporate the Mountaineering Council of Scotland in terms of the final Memorandum and Articles [on the website since 27 May 2006]* and ask the AGM to consider a motion to postpone incorporation until all the contentious detail has been resolved.

Richard Spencer was asked to draft a motion for the postponement of the decision to incorporate on the terms of the current draft of the Memorandum and Articles, and for the formation of a short life working party, tasked to resolve all the outstanding issues, to operate over the summer and report to the Executive in September,

The time frame was considered carefully to enable sufficient time for the redrafted Memorandum and Articles to be publicised in the Scottish Mountaineer [as the website was regarded as inaccessible to some members], and to allow the Executive Committee to call a Special General Meeting to deal specifically with the Memorandum and Articles of Association and the move to incorporation. It was agreed that the meeting should take place at a convenient venue, somewhere on the central lowlands to enable as many members to attend as possible.

It was agreed that the issue could not be allowed to drag on interminably, as the continuance of the status quo is not an option that is acceptable to those elected to the Executive, and is becoming increasingly unacceptable to the funding bodies upon which the very low subscription rates depend.

At the AGM the President asked Mary Webster to speak.

Mary Webster rehearsed the major objections raised to the draft Memorandum and Articles. Iain Bryce [*Cairngorm Club*] objected to a move to a system of 'one member one vote', and insisted on the preservation of the club block vote, as this enables the designated member casting the block vote to listen to the business and cast the vote in such a way as to serve the interest of the club. It was observed that large clubs could exercise more influence if each member had a vote, but it would involve club officers keeping members informed of the business in hand, thereby allowing them to cast an informed vote.

Iain Bryce also expressed concern that little cognizance had been taken of the objections to the Memorandum and Articles submitted by the Cairngorm club. Mary Webster stated that this was not true, but the submissions received from other clubs also needed to be taken into consideration and a balance achieved that would actually enable the MC of S to work effectively. She agreed that not all suggestions submitted by the Cairngorm Club had resulted in amendments.

Iain Bryce also objected to the requirement that all members of the Cairngorm Club should be obliged to join the MC of S, as this should be a matter for the individual, and the club had a number of non-active and honorary members. There were also people who are members of a

number of clubs and may not want to pay multiple subscriptions to the MC of S. It was pointed out that the requirement for all 'active' members to be recorded as members of the MC of S arose from conditions attached to the Civil Liability Insurance. The MC of S, and the club are covered for their corporate activities, and each member identified as a member of the MC of S is covered for their individual activities. The Insurer set out the conditions for the provision of the cover they supply. Therefore, it is essential for the conditions of membership to be clearly set out in the Memorandum and Articles, and for the conditions to require that all people involved in club activities as members be made known to the MC of S, and the appropriate insurance premium paid.

It was reported that when it is technically possible to identify club members with multiple memberships, and this will be when the MC of S has all its membership data on the UKIT system, and people who are members of more than one clubs and of the BMC, then arrangement would be put in place for the refunding of more than one Civil Liability Insurance Premium, to members who apply.

Concerns relating to the endorsement of policy by the AGM were also raised.

Ian Bryce reported that he had not been clearly advised concerning the policies that had not been approved at previous AGM, despite repeated e mail requests.

It was explained that all policy that office bearers and members of Executive are elected to uphold is first drafted by sub committees with relevant expertise, it is then forwarded to the Executive for endorsement, and then a process of consultation takes place involving the membership. When a final draft is agreed, this is then submitted to an AGM for the endorsement of the membership. Those subsequently elected to the Executive are expected to uphold the agreed policies, or move to have them redrafted.

There are no policies of the MC of S that have not been endorsed by the membership, however, some policies have to be amended to take into account changes in legislation, this particularly applies to the Huts Policy. Such changes are well discussed by those with responsibility for huts, particularly the BMC Huts Groups and the MC of S Huts Working Group, amendments are then presented at the Huts Seminar to hut custodians, and amendments are then incorporated, and the document re-dated to indicate that it has been altered. Unless the amendments change the fundamental policy then the policy is not resubmitted for the approval of the AGM. The core Huts Policy was submitted to the AGM in 1997, but it has since been updated and appendices added to help hut custodians, with their knowledge and approval, the current draft is dated 2004.

Other documents relating to the internal working of the administration have loosely, and mistakenly, adopted the title 'policy' but these are for the guidance of employees and new office bearers so that they have some guidance. *Such documentation, also unhelpfully designated as 'policies' are internal instructions to employees and gives guidance as to how to go about their work is not usually submitted to the AGM.* These will eventually be collated into a staff & officers handbook and the title of policy will not be applied to them. These are not placed on the website.

The Child Protection Policy is still being developed, and having a Child Protection Policy, and an Anti Drugs policy is a condition of receiving grant in aid for sport. When the child protection policy has been consulted on, and clubs have had a chance to voice their opinions, it will be presented for endorsement at an AGM. The reason for not presenting it at the 2006 AGM is because the important business is the terms on which the MC of S is to be incorporated, and this has taken precedence over everything else.

The President asked Alan Grosset to review the substantive objections to the draft Memorandum and Articles.

He first rehearsed the background to the move to incorporation, speaking of the Sport Scotland policy to 'modernise' the administration of sport in Scotland, and the recent programme of audits of governing bodies to ensure they are 'fit for purpose'.

The MC of S was subject to audit, and began a programme to implement all the recommendations arising from it. Later a consultant was funded by Sport Scotland to report on the administration of the MC of S, which is very dependent on the contribution of volunteers. It was recommended that the administration be restructured to allow specialist officers to have support so that they can better deliver on their remit. A Senior Officer is to be appointed, with financial help from Sport Scotland.

He asserted that Sport Scotland is an important stakeholder; with a proper interest in the way public funds are used by the MC of S.

He felt that it was no longer responsible for organisations governing or representing sport to be without an independent legal existence, as volunteers are very exposed if something goes wrong and could be held personally responsible for all agreements and contracts they enter into on behalf of the MC of S.

He reported that Sport Scotland has looked into the benefits that might accrue to a governing/representative body of sport if it became a Charity, within the terms of the recent charities legislation. Sport Scotland had concluded that charitable status would confer few if any benefits but make the body subject to onerous supervisory conditions.

He explained that it was his opinion that part two of the proposed motion on the agenda, *[b] after incorporation to transfer the assets and liabilities to the new Company Limited by Guarantee to the satisfaction of the auditor* effectively overturns the condition in the MC of S Constitution, Section 20, Dissolution, that in the event of a motion to wind up the MC of S being passed at a Special General Meeting *If the assets of the Council shall exceed its liabilities, the surplus, which may include unrealised assets in specie shall be applied to a charitable body.* He expressed the view that the decision to incorporate the MC of S and transfer the assets to a Company Limited by Guarantee was not a decision to wind up the affairs of the MC of S, as the assets would be devoted to the same purpose as before.

The winding up process would begin after all assets and liabilities are transferred to the new company and so there would be nothing to hand on to a charity.

He mentioned voting systems, and reported that proxy voting, an arrangement whereby any body can be given the power to cast a vote of a member not present at a meeting [an arrangement allowing a lawyer or an investment manager to cast the votes of a large investor at the AGM of a commercial company] was very unusual in sports governing bodies, but so also was a system of block votes, where an officer of a club cast all the votes allocated to a club. He suggested that a system of individual votes was the norm, with a system of remote/postal voting in which an absent member expressed a view for or against a motion on a voting card and then submitted it for the chair of the meeting to add to the votes cast at the meeting,

Such a system extends democracy and enables members to be more engaged in decision-making. It would not act to disempower clubs, all of which would have more rather than less votes to cast in the clubs interest, but it would require clubs to keep their members well informed. Such a system would require a proper notice of all business and for the motions

upon which members are to vote being explained in a prospectus, which would place a heavy burden of administration on the MC of S.

This change in the voting system had been included in response to a submission from a club. Ken Thomson [IM] picked upon a long list of contentious points arising from the presentation by Allan Grossett, one of which was the continuous use of the term 'governing body' that he asserted was inapplicable to the MC of S, which did not govern but represents its membership. Allan Grossett explained that this was the generic term used by Sport Scotland for bodies that organise sports and the term slipped off his tongue automatically, but all such bodies both represent and govern to a greater or lesser degree. The balance is different with each sport.

Ken Thompson also expressed concern about the use of the term 'ethos' of mountaineering in Scotland. It was pointed out that this was a provision of the existing constitution, and attempted to describe what mountaineers, both past and present, believed to be the way mountaineering should be carried out in Scotland. This would be tempered by the views held by the clubs, as the most powerful voting body, about how mountaineers should behave in Scotland. If nothing were particularly special or unique about member's views on such matters then the MC of S would serve no useful purpose in representing them. All the existing policies attempt to refine and put 'flesh' on the concept of 'ethos'. This puts a brake on an official using the MC of S as a vehicle for promoting their own opinions, and limits the wide swings in policy that could occur with changing office bearers.

Iain Bryce expressed dissatisfaction with the methodology adopted during the development of the Memorandum & Articles, suggesting that Allan Grossett had drafted the documentation without guidance from the Executive.

The Hon. Secretary pointed out that the intention had been to transfer all the provisions of the current constitution into the Memorandum and Articles of the Company, and to identify all the powers the MC of S currently exercises, and some more in case they may be needed, as to work out-with powers identified in the Articles would involve the Directors acting 'ultra vires' or beyond their legitimate powers. The articles are not intended to confer new powers, and if the membership does not approve. even those that are permitted do not need to be used. The intention of the Executive was that the MC of S should continue more or less as it is, and that the Memorandum and Articles would simply be the current constitution expressed in other terms. *In accord with common practice an existing exemplar of company documentation was used as a template. Allan Grossett, as a person with experience of the incorporation of sporting bodies, was asked to give advice during this process, and commented on the wording rather than the objectives of the company*

He emphasised that the MC of S was not a separate entity, or a self perpetuating oligarchy serving its own interests, but a group of conscientious volunteers and paid officers working in the interests of the membership, and all the policies and positions were those endorsed by members. The MC of S is an expression of the memberships will, but it can only represent those that engage with the issues and inform the officers and volunteers of their opinions.

The President reminded the meeting that the Executive had withdrawn the motion under Item 8] Proposed Incorporation, and asked Richard Spencer to present a new motion postponing incorporation, and for the formation of a working group to resolve all outstanding issues in the draft Memorandum and Articles.

Richard Spencer then presented a motion, which was written on the black board for members to consider. The initial motion was amended in detail.

The meeting was then asked if it wished to consider the motion.

The meeting voted to consider the motion in place of the one withdrawn by the Executive. In favour 245, with no votes opposed.

The meeting then voted on the motion;

- 1] *That the original motion [on the agenda] not be voted upon today*
- 2] *That a joint working party of members of the MC of S Executive plus other volunteers from amongst the membership be set up to revise the draft of the Memorandum and Articles, and report back to the Executive at its meeting at the end of September.*
- 3] *That a Special General Meeting be convened in some convenient place before the end of the year if possible to vote on the motion, [as set out in the agenda for the AGM],*

The members instruct the Executive;

- a] to proceed to incorporate the Mountaineering Council of Scotland in terms of the final Memorandum and Articles*
- b] after incorporation to transfer the assets and liabilities to the new Company limited by guarantee to the satisfaction of the auditor*
- c] when the auditor has signified his satisfaction with the said transfer to wind up the unincorporated Mountaineering Council of Scotland.*

The meeting accepted the amended motion above by 274 votes, with none opposed.

The President asked for the names of those prepared to serve on the working party;

Mary Webster [LSCC], Vice President, agreed to serve on the working party

Richard Spencer [IM] agreed to convene the meetings of the working party.

Allan Grossett, [*independent adviser*] agreed to continue to provide informed advice.

Brian Shackleton, [*Ferranti MC*] agreed to serve.

Brenda Clough, [*Perth MC*] agreed to serve.

Richard Shirreff, [*Cairngorm MC*] agreed to serve.

It was agreed that the first act of the working party should be to write to all clubs asking for a correspondent from the club with an e-mail address to act as a conduit for liaison with the club; and for all clubs to submit a list of concerns about the draft Memorandum & Articles of 27 May 2006,

It was recommended that clubs be asked to identify the specific clause, about which they have concerns, as it is difficult to respond to generalised statements.

A vote of thanks was proposed for the paid officers of the Mountaineering Council who work very hard, and do their best to serve the membership. The meeting expressed their agreement with this sentiment and thanked the paid officers.

9] AOCB

No further business was raised.

10] Date and place of the 2007 AGM

It was agreed that Glenmore Lodge was the preferred venue, and a suitable date would be arranged with Tim Walker, but it was assumed that the Gathering would take place on the equivalent weekend of June 2007.