



Annual General Meeting & Extraordinary General Meeting

Dewars Centre, Perth - 15 November 2014, 16.30

Minutes of the Meetings

The Chair (B. Linington, President) declared the meeting open and welcomed the members present (see registration list in annexe). He stated that apologies had been received from: Ron Payne; Jim Cassidy; Peter Pearson; Alan McCaffery; John Donohoe; Marie Donohoe; Nick Kempe; David Montieth and the Langside Mountaineering Club.

a) Roll call and the appointment of Tellers: at the request of the chair, the Company Secretary (D. Gibson) appointed J. Anderson and M. Dodds as Tellers.

b) The approval of the Minutes of the previous Annual General Meeting (AGM). No questions were raised and the meeting unanimously approved the proposed resolution.

c) The receipt of the annual report. The Chair referred to the Annual Report published in the August edition of the Scottish Mountaineer magazine, which covered the period up until March 2014 plus details of the co-option of Mike Watson and Paul Webster to the board. The Chair sought questions but there were none.

d) The receipt of the annual accounts. The Treasurer (R. McMurray) presented the Treasurer's section of the annual report. He stated that the MCoS had continued its strong financial performance, with continued growth in the surplus, which was £34,496 for the 2013-4 financial year.

Income was £519,117 in 2013-4. This included the continuation of the 4 year funding agreement from sportscotland secured last year. Access and conservation work continued to be supported by the Scottish Mountaineering Trust (SMT) and the British Mountaineering Council (BMC), with the BMC funding confirmed for 2 further years. An SMT grant last year had aided student safety. The board were thankful for to all three organisations for provision of funding.

A question was raised around the income from individual and club members as shown on the income slide. The Company Secretary confirmed that the figures in the slide had been mistakenly transposed.

Expenditure was £485,337. This was up 17.8% on the previous year, but only 1.6% over budget. This reflected increased IT and salary costs. These related to the investment in the new membership database, and the appointment of a full-time Communications Officer and a full-time Club Development Officer, as well as the move to full employee status of the Chief Officer.

Total capital reserves stood at £233,051.

The budget for the 2014-5 has been made on a cautious basis as in previous years. The main changes to income compared to the previous year came from the increased level of membership and increased grant income. The main changes to expense budget were again due to increased salary costs. The Treasurer advised that the board had agreed to there being no increase to annual subscription rates.

It was queried why the rental budget was half that of previous years. The Treasurer explained that this was due to the MCoFS planning to purchase the Old Granary offices, in order to aid future stability and security as well as acquiring a long-term asset. The Treasurer advised that it had been hoped to complete this purchase on 1st September 2014 but that conveyancing was still ongoing; however no further rent was being paid in order to expedite a rapid completion.

A number of further questions were raised by members.

Clarification was sought on why the increase in salary costs was only £15,000 when there were 3 new full-time posts. The Treasurer answered that in the past consultants had been engaged to cover some of this work, and these costs were included in the previous years' figures.

A question was raised as to how many full-time equivalent (FTE) staff the MCoFS now employed. The Company Secretary replied that there were 5.9 FTE staff, which excluded the Access Officer who was engaged on a part-time self-employed contract.

A further member questioned as to whether, given the continued surplus, it might be appropriate for the MCoFS to return to having a full-time Access Officer. The Company Secretary replied that the full-time role had also covered work on landscape and planning and that it hadn't been possible to recruit a single person with skills in all of these areas. Instead the Access Officer was engaged on a part-time basis, whilst for the other areas consultants had been used and the Director - Landscape and Access (D. Gordon) had provided planning expertise. The current access work-load fitted with the hours of the Access Officer's contract, but the MCoFS could respond flexibly to increase the hours if needed.

e) The fixing of members' annual subscriptions. The Company Secretary confirmed that these were to remain unchanged. The resolution was carried unanimously.

f) The election of the President, Treasurer and Board members. The Chair confirmed that, as there were no competing nominations, the following directors would continue to serve until the 2015 AGM: President Brian Linington; Treasurer Robert McMurray; directors Michael Anderson, Dave Gordon, Pamela Millar and Michelle Sweeney. Graham Boyle demitted office at the AGM at the conclusion of his term.

This left three further positions on the board and there were 3 nominations; Donald Shiach, for the post of Director - People Resources; Mike Watson, for the post of Co-Director - Landscape and Access (co-opted May 2014); and Paul Webster, for the post of Director - Communications and IT (co-opted May 2014). All three nominees presented themselves to the meeting with a short statement outlining their background and experience.

The Chair invited questions from members, but there were none. As all 3 candidates had already received a vote, there was no recourse to a card vote, and all three were elected to join the board. The Chair also thanked outgoing member Graham Boyle for his contributions to the board.

As no business had been tabled under items **g)** and **h)**, the Chair declared the AGM closed.

Extraordinary General Meeting

The following Special Resolution was put to the meeting by the MCoFS board: that Article of Association 7.1, in the form of the following draft, be amended to read:

"7.1 Any notice, document or other information shall be deemed received by the intended recipient:

(a) if properly addressed and sent by prepaid first-class post, 48 hours after it was posted;

(b) if properly addressed and delivered by hand, when given or left at the address;

(c) if printed as part of (or as an insert to) The Scottish Mountaineer, 72 hours after it was posted; or

(d) if made available by means of a website, when the recipient receives (or is deemed to have received) notice of the address of the website, and of the fact that the material is or is to be so available, or (if later) when the material is in fact made available on the website.

For the purpose of this Article, no account shall be taken of any part of a day that is not a Business Day. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act."

The Chair noted that a 75% majority was needed to carry the motion, and invited questions.

Clarification was asked over the meaning of the words "shall be deemed received". The Company Secretary replied that the meaning of this was qualified under Article of Association 7.4, which he relayed to the meeting, and that a notice in Scottish Mountaineer magazine was the default means of giving information to members, but that the resolution proposed allowed flexibility to use other means.

The Chair moved the resolution to a card vote; it was carried unanimously. The Chair then declared the EGM closed.

The Chair then gave thanks to: all members; all volunteers including elected members, advisory groups, those working on competitions and events and those giving advice; sportscotland for continued funding, and Megan Griffiths the sportscotland Partnership Manager; the BMC and the SMT for their grant support for access and conservation; Glenmore Lodge for their support on Mountain Safety courses; the mountaineering instructors who make our courses and lectures possible; members of the Scottish Climbing Wall Network for their support for climbing competitions and events; other sponsors and supporters including Herald & Times Group, Scottish Cycling and Scottish Walks magazines, Silva, Tiso, Cotswold Outdoor, The Munro Society, walkhighlands, Summit Financial Services, DMM International and the Interactive Design Institute; a special mention for Graeme Morrison and Jamie Andrew for their help with the Scottish ParaClimb competition; others who have made voluntary donations during the year; and finally to the staff and officers of the MCoFS.

Annexe – Registration List

Brian Linington Individual Member

Dave Gordon Ochils MC

Heather Morning MCoFS
Michael Anderson Individual Member
Paul Webster Individual Member
Jamie Smith MCoFS/Individual Member
Michelle Sweeney Individual Member
Jane Anderson MCoFS/Individual Member
Ian Richards Blairgowrie and District Hillwalking Club
Stuart Nichol Blairgowrie and District Hillwalking Club
David Gibson MCoFS/Individual Member
Peter Willmot Kirkintilloch Mountaineering and Walking Club
Andrea Partridge MCoFS
Mike Watson Scottish Mountaineering Club
Ken Thomson Cairngorm Club
Tony Kent Lothian Teachers Mountaineering Club
Gail Crawford Grampian Club
Karen Carlton St John Scotland
David Foster Glasgow Glenmore Club
Robin Forrest Inverness Mountaineering Club
Robert McMurray Braes of Fife Mountaineering Club
Richard Elliot Individual Member
Bill Park Individual Member
Hugh Tooby Individual Member
Rachel Gallagher Individual Member/Lades Scottish Mountaineering Club
Donald Shiach Glasgow Ski Touring Club
Brian Shackleton Scottish Mountaineering Club
Anne Morrison Ferranti Mountaineering Club
Bill Strang XXL Hillwalking Club
Morven McLeod Glasgow Ski Touring Club
Catriona Scriven Glasgow Ski Touring Club
Graham Pye Individual Member
Fiona Mackenzie Individual Member
John Irving Forth Valley Mountaineering Club
Michael Elliot Individual Member
John Leftley Individual Member
Morag Dodds Grampian Club