



THE MOUNTAINEERING COUNCIL OF SCOTLAND

The Old Granary
West Mill Street
Perth PH1 5QP
Tel: 01738 493 947
davidg@mcofs.org.uk
www.mcofs.org.uk

These minutes of an Extraordinary Meeting (EGM) and the Annual General Meeting (AGM) 2010 were approved by members at the subsequent AGM held on 3 September 2011 at the Dunblane Hydro, at 16.30.

The minutes of an Extraordinary Meeting (EGM) of the Mountaineering Council of Scotland held at Glenmore Lodge on Saturday 4 September 2010 at 16.30

The Chair declared the meeting open and welcomed all members and guests (a list of individual members, club members' representatives, and guests who registered at the meeting is attached in Appendix A – Registration List). The Chair referred members to the General Meeting Handbook which contained details of voting procedures and the proposed resolutions for the Extraordinary and Annual General Meetings.

The Chair noted apologies from Chris Townsend, President and Individual Member (IM); John and Marie Donohue, IMs; Beryl Leatherland of Edinburgh JMCS; Alfie Ingram of the Mountain Rescue Committee of Scotland; Joy Ingram of the Carn Dearg MC; Lorna Callan of sportscotland; and Bob Kinnaird of Glenmore Lodge.

At the request of the Chair, the Company Secretary appointed Jerry Mills, Morag Dodds, Mike Dales and Jane Anderson as Tellers.

At the request of the Chair, the Company Secretary introduced the agenda for the EGM, stating that the business of the meeting is to consider, and if thought fit to pass as a Special Resolution, a resolution put forward by the Board: That the Articles of Association of the Company be amended [to read per the text stated in Appendix B].

The Company Secretary asked members if they had any questions concerning the resolution. There being none, the Chair put the resolution to the vote. Votes cast: For 485; Against 30.

The Chair declared that members had approved the Special Resolution and closed the EGM.

The minutes of the Annual General Meeting (AGM) of the Mountaineering Council of Scotland held at Glenmore Lodge on Saturday 4 September 2010, following the Extraordinary General Meeting.

The Chair declared the Annual General Meeting of the Mountaineering Council of Scotland open.

The following item numbers refer to the published agenda for standard business of the AGM:

Item a) The Chair stated that this business had been dealt with at the opening of the EGM.

Item b) The resolution to approve the minutes of the 2009 AGM and EGM was approved. Votes cast: For 532; there were no votes against the resolution.

Item c) The Chair referred members to the Annual Report which had been published in Scottish Mountaineer magazine and on the MCoFS website on 12 August 2010. The Company Secretary asked if members had any question or comments concerning the report. There being none, the Chair declared the item closed.

Item d) The Treasurer presented the annual accounts and reports for the year to 31 March 2010 noting that the contents of the presentation were published in the General Meeting handbook and that summary accounts had been published in Scottish Mountaineer on 12 August 2010. The Directors' report and financial statements were published on the MCoFS website on 20 August 2010.

These minutes include a summary of the Treasurer's comments:

Turnover for the year had reduced from £364.6k to £323.3k, with a consequent unbudgeted loss for the year of £35.2k, compared with profit of £27.1k in 2008/9. Reserves had consequently reduced from £183.9k to £148.7k. The Treasurer stated that the main reason for the reduction in turnover and the consequent unbudgeted loss was the change in the club subscription year. Income from Individual Members' subscriptions had increased and sportscotland core investment had been the same as in the previous year, before allowing for an adjustment relating to the capital received for the membership database.

Expenditure increased from £341.4k to £359.4k, with the main item being staff salaries, which included both staff and volunteer expenses. There were fixed expenditure items for the Mountain Weather Information Service at £42.3k p.a., and Mountain Leader Training Scotland at £24.0k p.a. The Treasurer asked members to note the year on year increase in depreciation, which was related to the membership database, and insurance costs.

The Treasurer summarised by stating that the deficit, and reduction in reserves, had been due to the change in the club subscription year. Following a number of questions requesting clarification of information shown in the presentation, the Chair moved on to the next item.

Item e) The Chair introduced the proposed resolution to fix members' subscriptions and asked the Treasurer to present the rationale for the proposed changes.

The Treasurer stated that the main reason for the proposed increase in club subscriptions was to address the reduction in reserves, which had been due to the change in the club subscription year, and that maintaining adequate reserves is essential 'house-keeping'. He stated that it was feasible that there may be a reduction in public funding in future years which would impact the investment provided by sportscotland and that this further reinforced the need to increase reserves over current levels.

There followed an extensive discussion in which a number of club members' representatives queried lines in the accounts and offered suggestions relating to expenditure, the level of reserves and the anticipated level of income from clubs. A minority of club representatives present at the meeting stated that they were in favour of the proposed resolution.

Following the conclusion of the discussion, the Chair, as their proxy, read out a statement on behalf of the XXL Club.

The Chair then asked the Company Secretary to read out the proposed resolution which was put to the vote. As it was clear that the vote was very close the Chair stated that he wished to look at the result more closely and that the Company Secretary would announce the result of the vote in due course.

[Following a further count the number of votes cast was confirmed: For 292; Against 308, as a result of which the proposed resolution was not approved. The result of this vote was published on the MCoFS website news at 11:00 on 6 September 2010]

Item f) The Company Secretary introduced the election of directors:

- i) Serving Directors Eligible to Stand: Under Article of Association 5.5, and in the absence of competing nominations, Chris Townsend, John Irving, Brian Linington, Ron Payne and Martin McCallum were re-elected without recourse to a vote.
- ii) Election of Co-opted Director: There being no competing nominations, Rosie Goolden was elected without recourse to a vote.
- iii) Election for Board Vacancies: Votes cast: Karin Froebel 485; Graham Boyle 360; Richard Johnson 172. Karin Froebel and Graham Boyle were duly elected to serve as directors.

There being no further items tabled in the standard business of the AGM as stated in Article 5.3, the Chair closed the meeting at 18.00.

David Gibson, Company Secretary

The Mountaineering Council of Scotland
The Old Granary
West Mill Street
Perth PH1 5QP
Company number SC322717

Prepared by: _____
Company Secretary

Dated: _____

Approved: _____
President

Dated: _____

Published as approved minutes on the MCoFS website 8 September 2011