

Draft Minutes of the 18th Annual General Meeting of Scottish Environment LINK, held in Greens Hotel, Edinburgh on 17 June 2005, from 1630 hours

PRESENT

President Fred Edwards
Full Members Lloyd Austin (Chair; RSPB), John Mayhew (Vice Chair; NTS), Dan Barlow (FoES), Deborah Long (Plantlife), Lisa Schneidau (SWT), Ian McCall (RAS), Andrew Fairbairn (WTS), Mike Dales (MCoS), Roger Powell (SCRA), Carey Coombs (SA Scotland), Bill Wright (Sustrans), Stuart Hay (SWT), Margaret Thorne (WTS), Mandy Gloyer (RSPB)
Assoc. Member Kristin Olsen (Reforestation Scotland)
Staff Jen Anderson, Ros Pearson, Jess Pepper, Susan Warren

1. APOLOGIES

Full members David Downie (WWF; LINK Treasurer), Bill Wright (*rural* Scotland), David Jarman (SWLG), Paul Kirkland (BCS)
Associate members Tom Brock (SSC), David Windmill (RZSS)
Trustee Ian Findlay

2. MINUTES OF THE LAST MEETING (17th AGM held on 31 May 2004)

The minutes were agreed as an accurate record of the discussions, proposed by Dan Barlow and seconded by Ian McCall.

3. MATTERS ARISING

None were raised.

4. SPECIAL RESOLUTION

The meeting was asked to approve a Special Resolution which had been circulated, proposing amendments to LINK's Memorandum and Articles Association to bring these into line with company law, by amending Clause 8(a) of the Memorandum, and Articles 30(a), (b) and 69, as follows:

8(a) The dissolution of LINK shall require the decision of not less than three-quarters of the Full Members present and voting at any Annual General Meeting or at a Special General Meeting called *inter alia* for the purpose and the terms of Article 24 shall apply in respect of prior submission, and the terms of Article 23 shall apply in respect of due notice.

30(a) to delete sub-clause (v).

30(b) Resolutions relating to the following matters shall require a special decision of not less than two-thirds of all existing Full Members (not just those present at the General Meeting in question), namely:

- (i) approving new Full Members in terms of Article 5; or
- (ii) approving new Associates in terms of Article 12.

30 (c) Resolutions relating to the following matters shall require a Special Resolution of not less than three-quarters of the Full Members present and voting at the meeting in question, namely:

- (i) amending the Memorandum and/or these Articles in any way in terms of Article 69; or
- (ii) winding up LINK in terms of Clause 8 (a) of the Memorandum and, where relevant, any decision requiring to be taken in terms of Clause 8 (b) thereof."

69. Any alterations to the Memorandum of Association or these Articles shall require the decision of not less than three-quarters of all Full Members present and voting at any General

Meeting called *inter alia* for the purpose and the terms of Article 24 shall apply in respect of prior submission, except where the alteration is proposed by the Board, and the terms of Article 23 shall apply in respect of due notice.

No contrary views were flagged and the Special Resolution was passed unanimously.

5. DRAFT ANNUAL REPORT FOR 2004-2005 (June 2004 to May 2005)

The draft had been circulated. There were no questions. Members were invited to comment on content and/or indicate factual errors or typos to LINK staff by early July. Subject to receipt of such comments, the meeting agreed that the draft should be submitted.

6. DRAFT ANNUAL ACCOUNTS FOR 2004-2005 (1 April 2004 to 31 March 2005)

The draft audited accounts had been circulated. There were no questions. The accounts were proposed by Andrew Fairbairn, seconded by Dan Barlow and agreed by the meeting.

7. APPOINTMENT OF INDEPENDENT FINANCIAL EXAMINERS

On behalf of the Board, Lisa Schneidau proposed that LINK re-appoint Morris & Young of Perth as LINK's independent financial examiners for the year ahead. There were no opposing views and the proposal was seconded by Deborah Long and agreed by the meeting.

8. FIXING OF ANNUAL SUBSCRIPTIONS FOR THE YEAR 2005-2006

The schedule, first circulated to members in March, proposed rises for 2005/06 as well as indicative rises for a further two years to aid member bodies' budgeting processes. The proposals for the three years to 2008, comprised 3% rises per year for all organisations and additional lump sums determined in relation to banding. In preparing the schedule the Board, advised by the Funding Sub Group's review of subscriptions, had pursued the policy agreed by members at the September 2004 workshop, ie., that member organisations' subscriptions should support 50% of essential services by 2011. Lloyd Austin hoped that members would find this useful. The meeting noted that the discussions such as those held that afternoon with Bruce Britton (Consultant) about LINK's vision and plans for the future could have the effect of generating higher subscription costs unless, in setting forward plans, members agreed to stop doing some things in order to take on other priorities. There were no questions about the schedule which was proposed by Andrew Fairbairn and seconded by Mike Dales.

9. ELECTION OF PRESIDENT, BOARD OF TRUSTEES, OFFICERS & HONORARY FELLOWS

Election of Trustees - LWA noted that there were three candidates for three vacancies on the Board. Three members of the Board were standing down, Ian Findlay, David Downie and Anne-Marie Smout, of whom Ian Findlay and David Downie were willing to stand for re-election. In addition, a nomination had been received for Bill Wright (proposed by RAS, seconded by BRISC). The three nominations were taken en bloc, and agreed by the meeting.

Election of President – LWA presented the Board's strong recommendation that LINK re-elect Fred Edwards as its President. Fred had enormously helped to help further the environmental cause over the last year, going significantly beyond the input of time which had been proposed to him in early discussions. The meeting unanimously supported his re-election. Fred Edwards indicated that he would regard it as a privilege to serve a further year; he had found the first year demanding, challenging but very stimulating. He encouraged members to come to him at once if they experienced any concerns with the way in which he carried out his duties; he saw the role's only value as being a servant of the member organisations.

Election of Chair – John Mayhew took over the chair, reporting that Lloyd Austin had agreed to stand as Chair for a further, final year and that the Board proposed his re-election. No contrary views were noted and the proposal was seconded by Dan Barlow and agreed by all.

Election of Vice-Chair – The previous AGM had agreed to empower the Board to identify a Vice-Chair who could take up office for the remainder of the year until the next AGM; John Mayhew had been elected by the Board during the Summer of 2004. On behalf of the Board, LWA proposed that the meeting re-elect John Mayhew. No opposing views were registered and the proposal was seconded by Lisa Schneidau and agreed by the meeting.

Election of Treasurer – On behalf of the Board, Andrew Fairbairn proposed the re-election of David Downie as Treasurer. The proposal was seconded by Mike Dales and agreed by the meeting.

Election of Honorary Fellows LWA reported the Board's recommendation that LINK re-elect Drennan Watson and David Minns for life and that Neil Rankin, Bob Aitken and Michael Scott should be elected as Honorary Fellows for the next year. The proposal, taken en bloc, was seconded by John Mayhew and unanimously agreed by the meeting.

JA proposed a vote of thanks to Officers and Board for their hard graft throughout the year on a range of issues. A letter of thanks would be sent to Anne-Marie Smout and included in the minutes.

10. ELECTION OF DELEGATES TO EXTERNAL FORUMS

The proposals circulated for delegates to the Tourism and Environment Forum (Drennan Watson of the Cairngorms Campaign), the Scottish National Rural Partnership (Adam Harrison, WWFS), IUCN-UK (Mark Huxham, FoES) and Access to Environmental Information and Advice (Alan Cameron, BRISC) were approved unanimously.

11. ANY OTHER BUSINESS

11.1 The meeting noted that Bruce Britton would run a second workshop with and for members, TFs, Board and staff on either 17th or 18th August – the date to be confirmed by staff shortly.

11.2 BRISC's decision to resign full membership and take out associate membership was noted; this would take effect immediately with BRISC's involvement in LINK focussed on the Biodiversity TF. BRISC's funding would be significantly reduced as their Development Officer post came to an end shortly. In the wake of Anne-Marie Smout's departure from BRISC, the new rep to LINK would be Patrick Milne Home.

11.3 LLTNP plan – JA sought indications of interest in an opportunity for members and TF convenors/ reps to engage in a seminar on the LLTNP plan, with Park staff and Bob Aitken in later August; the meeting agreed that this would be very useful and that staff should coordinate a date.

11.4 John Mayhew proposed a vote of thanks to all the LINK staff in both offices for their hard work throughout the year.

11.5 Jess Pepper reported that a full report on Scottish Environment Week 2005, and outline plans for an SEW 2006 were now available to TFs and members.

The meeting closed at 5pm.