

John Muir Trust Annual General Meeting 2013

Members are cordially invited to attend the Thirtieth Annual General Meeting at 11.30am on Saturday 4 May 2013 at Pitlochry Festival Theatre, Port Na Craig, Pitlochry, PH16 5DR



AGENDA AND RESOLUTIONS

- 1 Welcome and apologies
- 2 Minute of the Twenty-Ninth Annual General Meeting
- 3 Matters arising from the Minute
- 4 Chairman's report
- 5 Financial report and annual accounts for the year ended 31 December 2012
- 6 Special resolution: To amend the Articles of Association of the John Muir Trust by inserting additional paragraphs after Article 14.5, by replacing the existing Article 47 and by adding a phrase to interpretation within Article 48, all as detailed on pages 3 and 4 herein.
- 7 Reappointment of auditors, Messrs Scott-Moncrieff
- 8 Election of Trustees
- 9 Other relevant business

Draft Minute

Twenty-Ninth Annual General Meeting of the John Muir Trust, held at Ardlui, Loch Lomond & Trossachs National Park on Saturday 5 May 2012

1 Welcome and Apologies

John Hutchison (Chairman) welcomed 138 members and staff to the meeting and thanked them for their attendance.

Apologies had been received from: Will Williams, Mike Brown, Patrick Bonnett, Rohan Beyts, Anke Addy, Adam Gillingham, Jo Moulin, Len Clark, Paul and Margaret Jarvis, Dave Bell, Dave Stewart, Sir John and Lady Anne Kerr, Alan Dougherty, Iain and Eileen Connon, Veronica Ann Connolly, Andrew Holdsworth, Anita and Arthur Stokes, Steven Purves and Anne Saunders.

2 Minutes of Previous Meeting

The minute of the 28th Annual General Meeting, held on 4 June 2011, was approved.

3 Matters Arising from the Minute

None

4 Chairman's Report

John thanked the staff for their departmental reports. He also commended Helen's campaigning work and the continuing expansion of the John Muir Award, UK wide. He stated that new audiences had been reached through the Trust's use of social media and that this was expected to continue in future through the development of the Trust's headquarters at Tower House.

John drew the members' attention to the list of supporters detailed at the back of the Annual Report and to the work of the various members' groups. New guidelines are being prepared for the running of members' groups and he looked forward to being invited to attend group meetings.

He thanked members for their support over the Trust's endeavour to purchase Talla & Gameshope, and specifically thanked John Thomas for his involvement.

John commended the work of the Trustees who are involved in a range of activities and bring a variety of expertise to the Trust, on a voluntary basis. He particularly gave thanks to Rohan Beyts who has retired from her term as Trustee.

John added that he was honoured that Trustees have re-elected him as Chairman for another term of office.

The Annual Report was approved.

5 Financial Report and Annual Accounts for the year ended 31 December 2012

Walter Semple (Treasurer) presented 'spectacularly good' accounts and acknowledged the Trust's Free Reserves policy which allowed greater flexibility in managing funds. Alison Russell (Director of Resources) stated that the healthy surplus in funds resulted from a vast increase in income, especially legacies, whilst expenditure had remained relatively stable. The Trust's membership level has remained stable and she gave recognition to Fiona Macintosh (Membership Manager) and Maggie Briggs (Membership Officer) for their efforts in retaining and recruiting members. Alison said that the Trust would consider how to spend the surplus income in delivering the Trust's vision and charitable objectives. Full company accounts are available on the Trust's website or downloadable from Companies House.

John thanked Alison and her staff and complimented the work of Walter.

The accounts were accepted unanimously.

6 Special Resolution:

"To amend the Articles of Association of the John Muir Trust and adopt the amended Articles of Association".

The revision is designed to improve the governance of the Trust and, though the development of Standing Orders, ensure that sound procedures and good practice are adopted.

John stated that a special working group (Deirdre Wilson, Heather Alexander, Peter Pearson, Richard Fraser Darling, Denis Mollison, David Stevenson and himself) had been established to work on the task but pointed out this is the start of a process that will continue to be worked through. Documents have been circulated and also available on the Trust's website for members to study.

The Trust's solicitors, Turcan Connell, have checked the Articles and their representative, Donald Simpson, was present at the AGM to answer any questions.

A number of points were discussed before the members agreed to adopt the amended Articles of Association.



7 Re-appointment of Auditors, Scott-Moncrieff

Messrs Scott-Moncrieff were re-appointed as auditors.

8 Election of Trustees

John Hutchison (Chairman) reported that there was no election this year as there were 4 candidates nominated for the 5 vacancies.

Heather Alexander, Richard Fraser Darling, Peter Pearson and John Thomas were re-elected to serve as Trustees for another 3 year term.

9 Other Relevant Business

None

Vote of Thanks

The meeting closed with thanks to the Trust staff, to members for their support and to the meeting organisers and the Chairman.

The background to 'Special Resolution 2013 AGM'

The proposed expansion of Article 14 relating to Voting embraces powers within the Companies Act 2006, which allow members to appoint a proxy to vote on their behalf at General Meetings.

Although the method of implementation will be detailed in Standing Orders and on the proxy voting form, inclusion in the Articles makes the power more visible to members. There is of necessity a subsequent modification to Article 48, showing the interpretation of 'proxy notice'

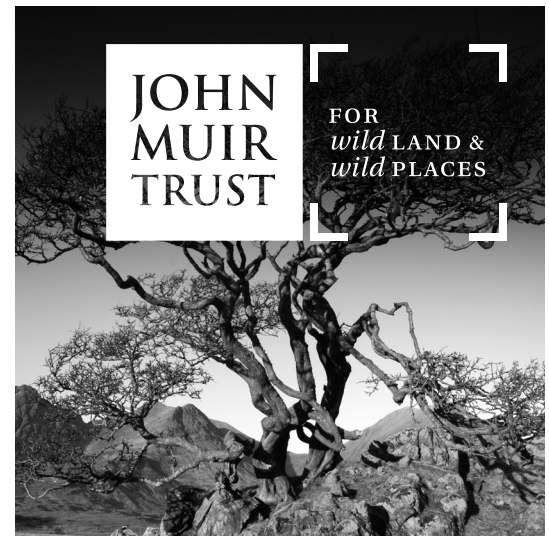
The proposed slight change to Article 47 again draws from the Act and specifies that proposals to amend the Memorandum and Articles may come from members as well as trustees and reconfirms the majority needed for change.

Special Resolution 2013 AGM

(A) To amend the Articles of Association of the John Muir Trust by inserting the following after Article 14.5:

Content of proxy notices

- 14.6. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.



- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 14.7. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a counted vote) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
- (B) Further, to amend the Articles of Association of the John Muir Trust by replacing the existing Article 47 with the following:**
- 47 The Memorandum and these Articles may, subject to and in accordance with the terms of the Act, be amended by the passing of a resolution which has been proposed by the Trustees or proposed by the members and accepted onto the agenda for a General Meeting, with the resolution supported by not less than seventy-five per cent of those members voting.
- (C) Further, to amend the Articles of Association of the John Muir Trust by inserting the following interpretation within Article 48:**
- “proxy notice” has the meaning given in Article 14.6;