



Minutes of an Extraordinary General Meeting of Scottish Environment LINK held on Thursday 4 May 2017 at the Friends Meeting House, Edinburgh

Present

Office Bearers: Helen Todd (LINK Chair & RS)

Member Reps: Paul Walton (LINK Trustee, RSPB), Beryl Leatherland (LINK Trustee, SWLG), Craig Macadam (LINK Trustee, Buglife), John Mayhew (APRS), Sarah Dolman (WDC), Ellie Stirling (Scottish Badgers), Aoife Behan (Soil Assoc Scot), Matthew Crighton (FoES), Roger Powell (SCRA), Calum Duncan (MCS), Diarmid Hearn (NTS)

In attendance: Aedán Smith (RSPB), Alison Connolly (RSPB), Helen Zealley (Hon Fellow), Suzanne Burgess (Buglife), Andy Riches (Scottish Badgers), Drennan Watson (Hon Fellow), Vicki Swales (RSPB), Jenny Hume (APRS), Lloyd Austin (RSPB)

Staff: Jen Anderson (Chief Officer), Alice Walsh (Development Officer), Daphne Vlastari (Advocacy Officer), Lisa Webb (Advocacy Office Administrator), Phoebe Cochrane (Sustainable Economics Officer), Emilie Devenport (Marine Policy & Engagement Officer)

Helen Todd opened the meeting at 12:15.

1. Apologies

Apologies had been received from Paul Kirkland (BC), Patrick Stirling-Aird (SRSG), Tom Dawson (SCAPE), Jenny Mollison (SAGS), Charles Strang (SCNP), Davie Black (Plantlife), Tom Leatherland (SWLG), Kathy Wormald (Froglife), BES policy group, Bruce Wilson (SWT), Richard Benwell (WWT), Gill Perkins (BBCT), Angus Miller (SGF), Susan Matthews (CC), Sue Hamilton (PD), Steve Micklewright (TfL), Pete Ritchie (Nourish), Sarah Boyack (Hon Fell), Simon Pepper (Hon Fell), James Curran (Hon Fell) and Elizabeth Leighton (Hon Fell).

2. Special Resolution

Special Resolution to adopt new Articles of Association, in terms of the draft made available to all members, completely to supersede the previous Memorandum and Articles of Association (as incorporated on 10th June 2003 and amended on each of 26th May 2004, 17th June 2005, 24th November 2006, 22nd June 2010, 15th March 2012 and 11th June 2014).

Helen Todd asked Jen Anderson to outline the background to the Special Resolution, advising that 75% of those Members present and voting were needed to pass the Resolution.

Jen reminded member reps that the purpose of the meeting was to give them the opportunity to approve the adoption of new Articles of Association, circulated with the Special Resolution on 12 April and available to inspect on the LINK website since that date. The changes reflected in the new Articles were advised by the Board after consultation with LINK's lawyer and were mainly to:

- include a new Article on informal meetings, which most network meetings tended to take the form of, i.e., discussion and update opportunities for the network, with minutes circulated to keep the membership informed, but not meetings which normally resulted in decisions binding the Board;
- and to clarify subscription payment arrangements for members and supporters and to remove the subscription discount for new members in their first year owing to tighter financial constraints on LINK; to update in terms of supporters, the membership application process (the document did not reflect the 2-stage process adopted by LINK some years ago), the nomenclature (from taskforces to groups); to include 'electronic' means among other in relation to the keeping of a Register of members and supporters; to generally tidy the numbering of clauses.

Although these amounted to only a few significant changes and a number of minor changes, owing to the requirements of the Companies Act 2006, LINK had been obliged to change the format from two separate documents (Memorandum of Association and Articles of Association) into one new composite document (Articles of Association) which embraced the two. The proposed revisions had been checked in detail by the Board.

There were no questions from the floor and Helen Todd asked members to raise their hands to indicate approval for the Special Resolution.

Reps of eleven of the twelve member organisations represented, signalled their approval.

Matthew Crighton indicated that as he had no FoES briefing on the issue, he should abstain.

Trustees Helen Todd and Paul Walton signed copies of the Notification legally confirming the decision of the meeting.

The meeting closed at 1225.