

S1N5G4MY

SCT

05/12/2012

#176

COMPANIES HOUSE

Annual General Meeting of Veterans Scotland

3rd October 2012 in Surgeons Hall Edinburgh

Minutes

1. Colonel Martin Gibson OBE DL Executive Chairman of Veterans Scotland opened the meeting at 1115 and welcomed members of Veterans Scotland and guests to the meeting.
2. There were 27 member organisations of Veterans Scotland present (see attached list)
3. Apologies were received from 5 member organisations
4. The minutes of the 2011 AGM of Veterans Scotland were approved unanimously
5. There were no matters arising
6. The General Secretary spoke to the reasoning behind the special resolution explaining
 - a. That the Executive Committee had a duty to ensure good governance of VS and to this end had asked the solicitors to examine the Articles and Memorandum of Association with a view to amending them to incorporate minor changes to process.
 - b. To simplify the wording
 - c. To incorporate a change to the number of members on the Executive Committee to reflect changes to the veterans scene in Scotland and to reflect the increase in member numbers.
 - d. The Special Resolution shown below was proposed for adoption by **Seafarers UK** and **seconded by RBLs**. The resolution was passed unanimously

SPECIAL RESOLUTION

*THAT the Articles of Association of the Company (the **Articles**) be amended as follows:-*

(a) By deleting the word "twelve" where it appears in the second line of Article 43 and replacing it with the word "fourteen".

(b) by inserting at the end of Article 45 the following words:

"and shall be entitled to be remunerated for services provided to the Company, so long as the conditions of remuneration set out in sections 67 and 68 of the Charities and Trustee Investment (Scotland) Act 2005 (as amended, extended or re-enacted from time to time) are satisfied."

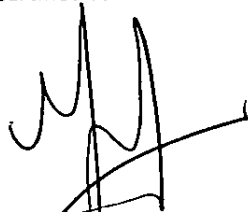
(c) by inserting the following new Article 45A:

"The Executive Committee shall have power to appoint an individual of standing who is committed to promoting the objects of the Company (and who wishes to be associated with the Company) to the office of President.

(d) In the Memorandum of Association amend by deleting the words "as agreed at the next AGM of VS. This group will anyway" where they appear in clause 3(d) of the Memorandum of Association of the Company forming part of the Articles and replacing them with the word "to".

7. Mr Alister Christie presented the audited accounts for the year to 31st March 2012(previously circulated)
 - a. There were no questions relating to the accounts.
 - b. The Annual Report and Accounts were proposed for adoption by SAMA 82 and seconded by The Scottish Veterans Association. Passed unanimously
8. In accordance with the Articles of Association Lt Colonel Jerome Church and Richard Hellewell stood down after serving 2 years as directors. They offered themselves for re-election.
 - a. Scottish Veterans Housing Association proposed and SVGCA seconded that they be re-elected as Directors of VS to serve for a further period of 2 years.
9. Lieutenant General Robert Baxter CBE – President Veterans Scotland gave an erudite and stimulating talk entitled “ Agility”.
10. There being no further competent business Colonel Gibson closed the meeting at 1215.

Certified as a true record



Robert McFarlane
Company Secretary