

BRITISH MOUNTAINEERING COUNCIL

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BMC ANNUAL GENERAL MEETING

Minutes of the AGM held at Plas y Brenin, North Wales on Saturday 27 April 2013 at 5.30pm.

Directors Present:

Scott Titt*	President	Director & Chair
Ed Douglas*	Vice-President	Director
Kate Phillips*	Vice-President	Director
Dave Turnbull*	CEO	Company Secretary

* = also registered as voting members

Voting Members Present:

(Note: membership categories stated refer to those recorded by individuals on the AGM registration form).

Gordon	Adshead	Hon
Yvonne	Alexander	Club
John	Barrett	Club
Roger	Bennion	Ind
Alison	Blackburn	Ind
Nick	Bond	Club
Andy	Boorman	Ind
Ian	Carr	Club
George	Cave	Ind
Nick	Colton	Club
Clay	Conlon	Ind
John	Cousins	Club
Fiona	Devine	Club
John	Dixon	Ind
Martin	Doyle	Club
Paul	Exley	Club
Rupert	Fleming	Ind
Neil	Foster	Ind
Rick	Gibbon	Club
John	Glynn	Ind
K.C.	Gordon	Ind
Anna	Gregory	Ind
Neil	Hewertson	Club
Gwilym	Jackson	Club
Barbara	James	Club
Beverley	Jowett	Ind
Nick	Kurth	Club
Steve	Long	Club
Vin	Machin	Hon
Michael	Matthews	Ind
Stuart	McAleese	Ind
Anita	Myfanwy	Club
Mike	Parsons	Ind
Marian	Parsons	Club
Robert	Pettigrew	Club
Sion Gethin	Pritchard	Ind
Daphne	Pritchard	Ind
Graham	Richmond	Club
Sarah	Ridgway	Club
Gail	Roe	Club

Ted	Rogers	Club
James	Rowe	Ind
Peter	Salenieks	Club
Claudia	Sarner	Club
John	Simpson	Ind
Trevor	Smith	Club
Julie	Summers	
Alastair	Thompson	Club
Paul	Thompson	Ind
Mark	Vallance	Club
Martin	Wass	Ind
Richard	Wheeldon	Club
John	Willson	Hon
Philip	Wilson	Ind
Ray	Wood	Ind
Martin	Wragg	Club

Others Present:

Richard Doubleday	Perkins Slade
David Fieldhouse	Perkins Slade

BMC Staff Present:

Kate Anwyl	HR & Officer Co-ordinator
Lynda Buckley	Membership Services Team (MST) Manager
Nick Colton*	Deputy CEO
Clonagh Delderfield	MST Administrator
Jane Edwards	Regional Development Officer (England West)
Rob Greenwood*	Regional Development Officer (England East)
Elizabeth Holley*	Regional Development Officer (London)
Suzanne Jones	Project Co-ordinator (Marketing)
Elfyn Jones*	Access & Conservation Officer (Cymru)
Jim Krawiecki	MST Administrator
Arun Patel	Senior MST Administrator
Tony Ryan	Publications Co-ordinator

* = staff members who also registered as voting members

1. Welcome, introductions and apologies

Actions

- 1.1 Scott Titt (Chair) opened the meeting.
- 1.2 Apologies were received from: Sir Chris Bonington, Henry Folkard, Dennis Gray, Dave Gregory, Brian Griffiths, Lord Greaves, Alan Hinkes, Tom Hutton, Colin Knowles, Pete Lancaster, David Lanceley, Bill Ruthven, George Steele, Ian Walton, Mike Watson and Ken Wilson.
- 1.4 The Chair explained the voting procedures for the meeting.

2. Approval of the previous AGM minutes held on 28 April 2012

- 2.1 Nick Bond proposed the approval of the minutes, seconded by Ray Wood.

For: 411 Against: 0 Abstentions: 25

The minutes were accepted as an accurate record and were signed by the President.

Agreed

3. Presentation & Adoption of the 2012 Annual Report

- 3.1 The Chair gave a brief summary of the Annual Report. James Rowe noted the omission of the new Yorkshire Area Secretary in the list of Area officials.
- 3.2 Nick Kurth proposed the adoption of the Annual Report, seconded by Ian Carr.

For: 428 Against: 1 Abstentions: 16

The 2012 Annual Report was adopted.

Agreed

4. Presentation & Adoption of the 2012 Annual Accounts and Auditors Report

- 4.1 The Chair noted that the Honorary Treasurer David Lanceley was unable to attend the AGM but that Graham Richmond (Finance Committee Chair) would be presenting the Accounts.

GR reported on an accurate forecast for 2012, with a final surplus of £9k. Subscription income had grown due to the increase in people paying full subscription prices compared to 2011 when they had joined on the half price offer. We also have a large proportion of individual members paying by direct debit which helps retention and eases the renewal process. Other significant income streams are travel insurance and Sport England grants. The BMC was in a healthy position, with reserves of £1.25m.

- 4.2 ST thanked the Finance Committee for their hard work over the last 12 months.
- 4.3 Bob Pettigrew proposed the adoption of the Annual Accounts and Auditors Report, seconded by Marian Parsons.

For: 424 Against: 1 Abstentions: 16

The 2012 Annual Accounts and Auditors Report were adopted.

Agreed

5. Appointment of Auditors

- 5.1 The Finance Committee recommends the appointment of Bentleys Chartered Accountants as auditors for the year ending 31 December 2013.
- 5.2 Andy Boorman proposed the appointment, seconded by Marian Parsons.

For: 432 Against: 1 Abstentions: 9

Bentleys Chartered Accountants were appointed as auditors for 2013.

Agreed

6. Elections

- 6.1 The following candidates were eligible for re-election:

- 6.1a **Scott Titt:** President (eligible for re-election until April 2015)
Proposed by Anna Gregory, seconded by Mark Vallance.
For: 432 Against: 6 Abstentions: 4
Scott Titt was re-elected as President. **Agreed**
- 6.1b **Mike Watson:** Vice-President (eligible for re-election until April 2015)
Proposed by Nick Bond, seconded by Ian Carr.
For: 432 Against: 5 Abstentions: 5
Mike Watson was re-elected as Vice-President. **Agreed**
- 6.1c **Kate Phillips:** Vice-President (eligible for re-election until April 2015)
Proposed by Beverley Jowett, seconded by Richard Wheeldon.
For: 432 Against: 6 Abstentions: 5
Kate Phillips was re-elected as Vice-President. **Agreed**
- 6.1d **Ed Douglas:** Vice-President (eligible for re-election until April 2014)
Proposed by Bob Pettigrew, seconded by Beverley Jowett.
For: 433 Against: 5 Abstentions: 5
Ed Douglas was re-elected as Vice-President. **Agreed**
- 6.1 e The following candidate was recommended by the BMC National Council for the position of Honorary Treasurer: **John Simpson**
Proposed by Marian Parsons, seconded by Beverley Jowett.
For: 435 Against: 3 Abstentions: 3
John Simpson was elected as Honorary Treasurer. **Agreed**
Scott Titt thanked David Lanceley for his 5 years of service as BMC Honorary Treasurer.
Ian Carr asked for a vote of thanks for David Lanceley's volunteer effort. **Agreed**
This was unanimously supported.
- 6.1 f The following candidate was recommended by National Council for the position of Honorary Membership: **Malcolm Baxter**
Proposed by Ed Douglas, seconded by Ian Carr.
For: 431 Against: 7 Abstentions: 4
Malcolm Baxter was elected as an Honorary Member of the BMC. **Agreed**

7. Membership subscriptions for 1 January 2014 to 31 December 2014

National Council recommends that subscriptions for 2014 remain unchanged at the levels set for 2013.

7.1 Rob Greenwood proposed the motion, seconded by Claudia Sarner.

For: 442 Against: 1 Abstentions: 0

The 2014 subscription rates were set at the same levels as 2013.

Agreed

8. Amendments to the Articles of Association

The following resolution is proposed by National Council as a Special Resolution: The Articles of Association of the Company be amended and that the draft Articles comprised in the document now produced to the meeting and signed for identification purposes by the Chair of the meeting, a copy of which is annexed hereto be, and they are adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

8.1 Martin Wragg (BMC Honorary Legal Advisor) explained the background to the proposed changes and described them to the meeting on a line-by-line basis.

NK questioned the use of the term 'independent director' and MW explained that this was the terminology preferred by Sport England.

In response to a query from the floor Dave Turnbull confirmed that the appointment of independent directors is a Sport England requirement which is regarded as good governance in sport.

Ian Carr asked for clarification on the voting rights of independent directors. MW explained that they would be voting members of the Executive Committee (i.e. the Board of Directors) but that they would not have a vote on National Council.

The appointment process will involve assessing the skills required, advertising the positions and interviewing suitable candidates. The posts will be unsalaried but travel expenses will be covered.

KC Gordon asked whether it was acceptable for the CEO to have a vote on the Executive. MW confirmed this was not a new addition to the Articles and this provision had existed for 20 years or so with no issues.

8.2 Ian Carr proposed the resolution, seconded by Nick Bond. As this vote was a special resolution it was decided by way of a poll.

For: 437 Against: 2 Abstentions: 7

Agreed

The changes to the Articles were agreed.

Barbara James thanked the Executive Committee and National Council for its work.

Noted

Bob Pettigrew reported that the Oread Mountaineering Club had recently been hit with a substantial repair bill to its hut and that the club had barely been able to afford the expense. He asked if the BMC could consider setting up a fund to support clubs with properties.

Noted

George Band Award

After the AGM, there was a presentation of the George Band Award for Outstanding Voluntary Contribution. The 2013 Award went to Gordon Adshead (former BMC Treasurer) and Mark Alderson (competition climbing organiser).

Gordon Adshead made a short speech and recollected his time as BMC Treasurer during George Band's term as BMC President. Mark Alderson was unavailable on the day but will be presented his Award at the European Youth Cup (Ratho) in June.

The meeting was concluded at 6.45 pm.