

**MS THERAPY CENTRE LOTHIAN
MINUTES OF EXTRAORDINARY GENERAL MEETING HELD ON
MONDAY 21 JUNE 2021 AT 6.00PM
VIA ZOOM**

Present: Charlotte Encombe (chair); Carole Macartney (secretary); Sarah Horne; Daniel Baigrie; James Richardson; Nancy Campbell; Fiona Murdoch; Gillian Robinson; Izabela Ateborska; Sharon Young; Yvonne Rafferty; Sally Westerman; David Booth; Paul Gillam; Helen Wass O'Donnell; Linda White; Margaret Stevenson; Angie Newsome

Proxy forms: 48 proxy votes received, indicating voting preferences, including 1 from an attendee at the meeting, so that person was advised not to vote at the meeting unless their decision had changed.

- 1. Opening Remarks/Welcome:** The Chair opened the meeting by welcoming everyone and introducing herself, emphasizing the importance of the meeting. The Chair also referred to the papers which had been disseminated giving the background to and reasons for the meeting, including the resolutions upon which a vote would be sought. These papers advised that these resolutions are 'special resolutions' as indicated in Sections 40-42 of the Articles of Association and therefore require 75% of those voting for the resolution to be passed.
- 2. Apologies for Absence:** These had been received from- Miguel Hernandez, Bob Sinclair, Muriel Sinclair, Donna Morgan, Graham Cottam, Martine McIntosh, Helge Pernthaller, Karen Docwra, James McLelland, Helen Cormack, Garry Robson, Christine Howden.
- 3. Minutes from Annual General Meeting (AGM) on 22nd April 2021:** No questions about the minutes were raised and they were proposed by Sharon Young and seconded by Sarah Horne.
- 4. Resolution A- To adopt the amended charitable objects:** The Chair checked that everyone understood the content of this resolution, which changed the wording of the charitable objects to be more inclusive and offer our services to a wider range of neurological conditions.

Those attending were asked to vote. The result was (16 + 48 proxy votes) 64 in favour and 1 against the resolution. This constitutes 98.4 % of votes cast (the requirement as set out in the Articles at an EGM is for 75% of the votes cast). The resolution is therefore passed.

- 5. RESOLUTION B- To adopt the amended Articles of Association:** In addition to the resolution above, some changes were proposed to the constitution on the advice of OSCR. This was mainly to be clearer about the use of digital communications for correspondence and meetings, as well as bringing the membership year date into line with the AGM (i.e., from 1 January to 1 July).

A vote was taken on this resolution, resulting in (17 + 48 proxy votes) 65 in favour. This constitutes 100 % of those votes cast and the resolution is therefore passed.

6. RESOLUTION C- To adopt the operating name as Compass: Therapy, Support, Community: The rationale for this proposal was set out in the papers and had been communicated via service updates, zoom consultation sessions and other focus groups. Again, those attending were asked to vote. There was a discussion about the use of the colon in the name. After some debate and reference to the new logo, it was agreed that the name would be Compass, with the other three words forming a 'strapline' in support but not part of the actual name itself.

The results of the vote on this resolution were (16 + 44 proxy votes) 60 in favour and (1 + 4 proxy votes) 5 against the resolution. This constitutes 92 % of votes cast (the requirement as set out in the Articles at an EGM is for 75% of the votes cast). The resolution is therefore passed.

7. AOCB: Mr B Sinclair submitted comments regarding the consultant's strategic review document which in his view was not a good document and did not fully align with the charity's plans. The Board acknowledged his comments, however believed it provided the framework from which the charity could adapt and develop. No other items were raised at the meeting itself. The Chair confirmed that all resolutions had been passed and that it was the start of an exciting period for the charity, giving us options to fundraise more effectively and also offer our services to a broader range of people. She thanked the board, staff and others involved for all their hard work. She has commented that the board is always open to hearing feedback and comments. Nancy Campbell also observed that the rest of 2021 would be unlikely to see any major developments, given the pandemic measures and the need to re-establish services to existing clients.

8. Close of meeting: There being no other business, the meeting was closed at approximately 6.45pm.

Signed.....
(Chair of the Board of Trustees)

Date.....