

**Minutes of the 53<sup>rd</sup> Annual General Meeting  
of the Scottish Wildlife Trust, held on  
Saturday 23<sup>rd</sup> September 2017 at the  
John McIntyre Building, University of Glasgow,  
University Avenue, Glasgow  
G12 8QQ**



### **Introductory remarks**

The Chairman, Robin Harper, welcomed everyone to the Scottish Wildlife Trust's 53<sup>rd</sup> AGM and gave thanks to the Glasgow and Clarkston and East Kilbride Local Groups for hosting the event and assisting with the programme for the day.

### **Apologies**

Apologies were received from Ruth Briggs, Anna Meredith and Amanda Forsyth.

- 1. To approve minutes of the 52nd Annual General Meeting of the Scottish Wildlife Trust, held on Saturday 24<sup>th</sup> September at The National Museum of Scotland, Chambers St, Edinburgh EH1 1JF**

The minutes were formally approved as a true and accurate record.

Proposer: Karen Chambers  
Seconder: Jon Barnes

There were no matters arising from the Minutes.

- 2. To receive the Council's report and accounts for the year ended 31<sup>st</sup> March 2017**

The Chairman reported that his final year as Chairman of the Trust had been thoroughly rewarding and he was proud to have lead a supportive and collegiate Council and head up an organisation which such a wealth of expertise, passion and commitment across its 40, 000 plus members, volunteers, staff and trustees. He added that was delighted that Dr Linda Rosborough (LR) had been elected as the new Chair by Council in June 2017. LR addressed the AGM attendees stating that she was very much looking forward to taking on her new role as Chair and was confident she was joining an organisation in good heart.

The Chairman then invited Jonathan Hughes, Chief Executive Officer, to give a more detailed insight into some of the achievements from the previous year.

Jonathan Hughes (JH) thanked the Chairman and proceeded to highlight the following points:

- The Trust developed and launched a new Upland Policy which sets out how our vision of healthy ecosystems could be achieved in the coming decades whilst also supporting thriving rural communities.
- In addition to this broad 'framework' policy on the uplands, the policy team led by Dr Maggie Keegan, had been doing a fantastic job in engaging the Scottish Parliament on several specific threats to Scotland's wildlife in the uplands. Resulting in issues such as statutory deer management, licensing of grouse moor operations and mountain hare conservation moving higher on the political agenda. The Trust continues to be active

member of the Partnership of Action Against Wildlife Crime, chaired by the Cabinet Secretary.

- iii. The Trust also campaigned effectively with several other environmental organisations and with Scottish Environment LINK - for example in objecting to a proposed golf course at Coul Links, a site JH knew well having spent four seasons as a reserve warden there in his early career. He made a plea for members to get fully behind this campaign in the coming months.
- iv. Under the Living Seas programme, Noel Hawkins in Coigach Assynt had been raising awareness of the underwater world by launching Scotland's first snorkel trail in the north-west Highlands. This innovative project – the first of its kind in the world, had been nominated for an RSPB Nature of Scotland award.
- v. The Policy team also produced new online resources to help support planning volunteers and ran another successful National Planning Volunteers' Day in Edinburgh. JH gave thanks to the planning volunteers present that attended.
- vi. The 50 for the Future blog series was completed culminating in a vibrant event at the Scottish Parliament in March which brought together a wide range of people associated in some way with the Trust.
- vii. The Living Landscape programmes continued to grow with the tree nursery at Assynt contributing to over 100 hectares of new woodland planting in the Coigach & Assynt Living Landscape project area.
- viii. The Trust piloted a new wellbeing project as part of the Cumbernauld Living Landscapes Project which included 37 practical sessions on Trust reserves and resulted in funding to establish this as an ongoing programme.
- ix. Edinburgh residents would have noticed the naturalisation of areas of greenspace as a result of the influence of Edinburgh Living Landscape.
- x. The reserves team completed monitoring and management tasks across nine peatland reserves and secured five years of funding for the IUCN UK Peatland Programme which is hosted and chaired by the Trust. The work of the Peatland Programme over the last eight years has helped mobilise tens of millions of pounds for peatland restoration in both Scotland and the UK.
- xi. The Trust secured a further £3 million from the Heritage Lottery Fund to develop community action for saving Scotland's red squirrels which means work can continue to reverse the decline of this iconic species.
- xii. Reserve staff and volunteers completed over 500 practical conservation tasks on the Trust's 120 reserves, including non-native species removal, tree planting and meadow regeneration – and with sheep grazing now removed from two of the Trust's largest reserves – Largiebaan and Rahoy Hills the recovery of soils and vegetation will be visible on an area totaling over 2,500 hectares.
- xiii. The Trust's Flying Flock of 200 sheep and herd of 20 Shetland cattle improved the wildflower-rich grassland habitat on ten reserves as part of the UK wide Magnificent Meadows project.
- xiv. The enhancement project at our Montrose Basin Visitor Centre to provide an even more inspiring and informative experience to visitors was completed and at the Falls of Clyde an exciting new partnership was formed with the charity Scottish Badgers which will see the Visitor Centre and Wildlife Reserve become a hub for badger conservation.
- xv. It was another successful year of osprey protection at Loch of the Lowes and members watched eagerly as the pair reared three chicks for the second year running.
- xvi. Overall the Trust welcomed over 62,000 visitors to the four visitor centres including almost 6,000 people at Jupiter Urban Wildlife Centre which celebrated its 25th anniversary. Among

those 6,000 were a group of 12 children from Belarus who are living with the effects of the Chernobyl disaster.

- xvii. The Trust continued to enthuse the next generation about the natural world through our 33 Wildlife Watch groups and celebrated as the Newcastleton group won 'Wildlife Watch Group of the Year' for a second time.
- xviii. Through Community Jobs Scotland, the Trust employed 11 young vulnerable people to help equip them with skills for the future.
- xix. In total, over the last year the Trust has helped over 20,000 people connect with nature through a programme of 335 walks, talks, open days and public events and provided support for over 1,000 volunteers who delivered more than 58,000 hours of volunteer time.
- xx. Membership grew to well over 40,000 - a milestone in the history of the Trust.
- xxi. Lastly the team were humbled and honoured to receive almost £1 million from gifts left in Wills. These gifts are vital in enabling the Trust to build stronger organisational foundations, restore Scotland's ecosystems, protect rare and threatened places, help species to thrive, and inspire others to value nature and experience the many benefits nature can bring.

JH then invited Susan McKenzie (SM) Director of Finance and Resources, to provide a brief update on the Trust's financial situation. SM gave an overview of the Trust's financial situation, highlighting the following points;

- i. The charity's results in financial year ended 31 March 2017 accounts were strong. The Trust was honoured to receive £990k in legacy income during the financial year, and this combined with generosity of grant funders and donors meant that total charity income increased by £926k from the previous year.
- ii. Total expenditure increased by £209k, with the largest project in the year continued to be Saving Scotland's Red Squirrels.
- iii. Excluding gains on investment portfolios, the Trust saw:
  - Unrestricted reserves increased by £245k – the reported surplus excluded repayments towards the pension deficit creditor made during the year;
  - Restricted reserves increased by £652k – representing income received which was restricted in purpose and is ring-fenced for specific expenditure in future years
- iv. The value of the Trust's investment portfolios increased by £513k to £4.4m at the year end
- v. Free funds balance at 31 March 2017 was £1.2m. This was at the top of the target range for financial reserves, supporting ongoing activities given the inherent uncertainty of voluntary income and providing resilience against unforeseen events.
- vi. The Trust continued to maintain a number of designated funds to help fund the development and delivery of major projects – including Saving Scotland's Red Squirrels, and the Living Landscapes projects in Coigach, Cumbernauld and Edinburgh and also to guard against risk.
- vii. The budget for 2017/18 was for a surplus of £143k – but this would not include payments towards the pension liability which are anticipated to total c£173k.

SM concluded her report by recording thanks on behalf of all the staff team to all who support the Trust so generously through ongoing memberships, donations, volunteering and also those kind enough to remember the Trust in their Will.

She also gave thanks to all the Trust's funders and partners for their impressive and much needed assistance.

### **3. To appoint the Auditors to the Trust, RSM, First Floor, Quay 2, 139 Fountainbridge, Edinburgh EH3**

The Chairman reported that in line with good practice, the Trust had tendered for the external audit services in late 2016. As a result, the Finance & Audit Committee had recommended the appointment of RSM, Edinburgh as new auditors. The Chairman asked the members to approve the appointment of RSM, First Floor, Quay 2, 139 Fountainbridge, Edinburgh EH3 9QG as external auditors.

*The appointment of RSM as the Trust's auditors for the year 2017/18 was approved.*

### **4. Election to Council**

The Chairman reported that three members of Council were eligible for re-election:

- Tony Cameron, Robbie Mann and Dr Kenny Taylor

The Chairman confirmed he was delighted that all three individuals put themselves forward for re-election to the Trust's Council. Their skill, experience and professionalism had contributed hugely, and the Trust had been extremely fortunate to have them.

Five nominations to Council had been received:

- Andrew Binnie, Ruth Briggs, Prof Anna Meredith, Dr Tim Duffy and former Finance Director for the Trust, Paul Richie.

The Chairman stated that not only was the quantity of nominees impressive, the quality of the candidates themselves was exceptional. Not only a vast array of talent and experience but also a number of individuals who had worked with the Trust in a variety of ways over many years. The Chairman gave his thanks to each of the candidate for their interest and continued support.

An independent organisation had been employed to conduct the count of postal ballots. The Chairman thanked Geoghegans, who were previously the Trust's external auditors, for conducting the count according to the rules mandated by the Articles of Association.

The Chairman announced that the candidates who had been elected to Council were;

- Professor Anna Meredith
- Dr Kenny Taylor
- Andrew Binnie

The Chairman recorded his congratulations to the newly elected trustees.

### **5. Membership Subscriptions**

The Chairman reported that at the June 2017 meeting, a paper on a proposed increase to membership subscriptions from April 2018 was considered and approved by Council.

Council had considered this matter very carefully, in light of being as inclusive as possible: so there were no proposed increases to concessionary or child membership rates.

The Chairman asked for a show of hand from all those favour of the proposed increase to membership subscription rates. The majority of attendees raised their hands.

*The proposed increase to membership subscriptions was approved unanimously.*

## **6. Special Resolution**

It was proposed that the Trust's Articles of Association be modernised to become more gender-neutral. A special resolution was proposed to amend the Articles to replace the word "Chairman" with "Chair", "Vice-Chairman" with "Vice-Chair" and "Vice-Chairmen" with "Vice-Chairs".

*The proposed special resolution to amend the Articles of Association was approved unanimously.*

## **7. Any other business**

As no notifications of any other formal business had been received, the Chairman formally closed the Annual General Meeting at 11am.

### **Footnote:**

**Please see Appendix 1 for the full special resolution which was approved**

**Please see Appendix 2 for a summary of the presentation and informal question and answer session.**

**APPENDIX 1 - SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION**  
**Scottish charity number SC005792 ; Company number SC040247**

At a general meeting of the members of the above named company, duly convened and held at the University of Glasgow, in the McIntyre Building: Room 201, University Avenue, Glasgow G12 8QQ on 23 September 2017 at 11am.

The following Special Resolution to amend the Articles of Association was passed:

1. To amend article 14 by a change to the wording replacing "chairman" with "chair".
2. To amend article 15 by a change to the wording replacing "Chairman" with "Chair".
3. To amend article 15 by a change to the wording replacing "chairman" with "chair".
4. To amend article 15 by a change to the wording replacing "Vice-Chairman" with "Vice-chair".
5. To amend article 16 by a change to the wording replacing "Chairman" with "Chair".
6. To amend article 17 by a change to the wording replacing "chairman" with "chair".
7. To amend article 18 by a change to the wording replacing "chairman" with "chair".
8. To amend article 19 by a change to the wording replacing "chairman" with "chair".
9. To amend article 23 by a change to the wording replacing "Chairman" with "Chair".
10. To amend article 25 by a change to the wording replacing "Chairman" with "Chair".
11. To amend article 28 by a change to the wording replacing "Chairman" with "Chair".
12. To amend article 29.2 by a change to the wording replacing "Chairman" with "Chair".
13. To amend article 29.3 by a change to the wording replacing "Chairman" with "Chair".
14. To amend article 29.5 by a change to the wording replacing "Chairman" with "Chair".
15. To amend article 32 by a change to the wording replacing "Chairman" with "Chair".
16. To amend article 32 by a change to the wording replacing "Vice-Chairman" with "Vice-Chair".
17. To amend article 33.1 by a change to the wording replacing "Chairman" with "Chair".
18. To amend article 33.1 by a change to the wording replacing "Vice-Chairmen" with "Vice-Chairs".
19. To amend article 33.2 by a change to the wording replacing "Chairman" with "Chair".
20. To amend article 34.3 by a change to the wording replacing "Chairman" with "Chair".
21. To amend article 38 by a change to the wording replacing "chairman" with "chair".
22. To amend article 39 by a change to the wording replacing "Chairman" with "Chair".
23. To amend article 41 by a change to the wording replacing "Chairman" with "Chair".
24. To amend article 41 by a change to the wording replacing "Vice-Chairman" with "Vice-Chair".
25. To amend article 41 by a change to the wording replacing "chairman" with "chair".
26. To amend article 41 by a change to the wording replacing "Vice-Chairmen" with "Vice-Chairs".
27. To amend article 46 by a change to the wording replacing "Chairman" with "Chair".
28. To amend article 47 by a change to the wording replacing "Chairman" with "Chair".
29. To amend article 46 by a change to the wording replacing "Vice-Chairmen" with "Vice-Chairs".
30. To amend article 47 by a change to the wording replacing "Chairman" with "Chair".
31. To amend article 47 by a change to the wording replacing "Vice-Chairmen" with "Vice-Chairs".

**a) Following changes to Article 14:**

Proposed wording

If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at

such other time and place as the chair of the meeting may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

**b) Following changes to Article 15:**

Proposed wording

The Chair of the Council, or if the Chair is absent, the Vice-Chair present who has been longest in office, shall preside as chair at every general meeting of the Trust. If no such Chair or Vice-Chair shall be present and willing to act within 15 minutes after the time appointed for the holding of the meeting, the members present shall choose some other member of the Council or, if no such member shall be present and willing to act, they shall choose some other attending member of the Trust to act as chair.

**c) Following changes to Article 16:**

Proposed wording

The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**d) Following changes to Article 17:**

Proposed wording

At all general meetings a motion which is put to the vote shall be decided on a show of hands by a majority of the members present in person and entitled to vote. However, this vote may be set aside if, before or upon the declaration of the result of the show of hands, a poll shall be demanded by (a) the chair, or (b) by at least three members present in person and entitled to vote. The only exception to this is a motion for the appointment of a chair or for the adjournment of the meeting, on which a show of hands shall be conclusive. If a poll is not demanded, a declaration by the chair of the meeting that a motion has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive. An entry to that effect in the minute book of the Trust shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such motion.

**e) Following changes to Article 18:**

Proposed wording

If a poll be demanded in the manner specified in Article 17, it shall be taken at such a time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

**f) Following changes to Article 19:**

Proposed wording

In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.

**g) Following changes to Article 23:**

Proposed wording

A general meeting or adjourned meeting may be held at more than one place. The notice of meeting will specify the place at which the Chair will be present (the “**Principal Place**”) and a letter accompanying the notice will specify any other place(s) at which the meeting will be held simultaneously.

**h) Following changes to Article 25.1:**

Proposed wording

If excluded from the Principal Place or the room in which the Chair is present, to attend at one of the other places or rooms; and

**i) Following changes to Article 28:**

Proposed wording

The Council shall consist of not fewer than 8 and not more than 14 members of the Trust plus the Chair, or such other number as may from time to time be determined by the Trust in general meeting.

**j) Following changes to Article 29.2:**

Proposed wording

In the event of there being more candidates for election to the Council than there are vacancies, the election of candidates to fill these vacancies shall be in accordance with the aggregate number of votes cast by members of the Trust by postal voting carried out before the meeting in accordance with such procedure as the Council may lay down from time to time. Forms for postal voting shall be made available to all members of the Trust with the notice calling the annual general meeting. In the event of there being a tie as a result of the postal voting, the Chair of the Council shall have a second or casting vote. If there are fewer candidates than vacancies the candidates (other than any candidate in respect of whom a counter motion opposing that candidate's appointment is passed at the AGM) shall be deemed elected as members of the Council at the AGM.

**k) Following changes to Article 29.3:**

Proposed wording

If there are fewer candidates than vacancies and if any fully paid-up member of the Trust wishes to put a counter motion opposing the election of a candidate as a member of the Council at the Annual General Meeting they must inform the Chair of the AGM not less than 48 hours before the meeting.

**l) Following changes to Article 29.5:**

Proposed wording

Within the limits prescribed by Article 28 hereof, the Council may co-opt additional members of the Council who (unless the relevant member of the Council has been co-opted by the Council as Chair, in which case his term of office shall be governed by Article 33 below) shall hold office as such until the next annual general meeting of the Trust, when they shall be subject to election as provided in paragraph 29.2 above.

**m) Following changes to Article 32:**

Proposed wording

Council members elected under Article 29.1 of these Articles, unless their appointment shall have been expressly stated to be for a shorter period, shall (subject as aftermentioned) hold office for a period of three years from the date of their election, after which they shall be eligible for re-election for a further period of three years, unless a shorter period of election shall have been expressly stated. Thereafter they shall (subject as aftermentioned) retire from the Council and shall not be eligible for re-election or co-option for a further period of one year. These retirement provisions shall not apply to a Council member who has been appointed as Chair or a Vice-Chair of the Council.

**n) Following changes to Article 33.1:**

Proposed wording

A Chair and Vice-Chairs shall be appointed by the Council, in the case of the Vice-Chairs from among the members of Council. Each such appointment shall (unless a shorter period be expressly stated) be for an initial period of three years, and may thereafter be continued for a further period or periods not exceeding three years in all, after which the appointee shall not (except in the case of a Vice-Chair appointed to be Chair) be eligible for re-appointment, re-election or co-option to the Council for a further period of one year.

**o) Following changes to Article 33.2:**



Proposed wording

The Council shall have power to appoint an Honorary President of the Trust who shall hold office for such period as the Council may determine at the time of appointment or subsequently up to a maximum of two periods of three years and shall carry out such specific duties as the President wishes to accept on the invitation to do so from the Chair.

**p) Following changes to Article 34.3:**

Proposed wording

(other than the Chair) if the member ceases to be a member of the Trust;

**q) Following changes to Article 38:**

Proposed wording

The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings in accordance with these Articles and otherwise in accordance with any Standing Orders adopted by the Council from time to time. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chair of the meeting shall have a second or casting vote.

**r) Following changes to Article 39:**

Proposed wording

The Chair may, and the Secretary on the request of any member of the Council shall, call a meeting of the Council.

**s) Following changes to Article 41:**

Proposed wording

The Chair, or if absent, the Vice-Chair present who has been longest in office, shall preside at the meetings of the Council. In the absence of both the Chair and all Vice-Chairs, the members of the Council present shall choose one of their number to be chair of the meeting.

**t) Following changes to Article 46:**

Proposed wording

All or any of the members of the Council or any committee of the Council may participate in a meeting of the Council or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the meeting is assembled, or, if there is no such group, where the Chair of the meeting then is.

**u) Following changes to Article 47.1:**

Proposed wording

Until such time as the number of members of the Council is 14 or less, the Chair and Vice-Chairs shall be the Directors of the Trust, and thereafter all members of the Council shall be the Directors of the Trust.

Susan McKenzie  
**Company Secretary**  
**Scottish Wildlife Trust**

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## Question and Answer session

**The Chairman invited questions on any aspect of the Trust's work in the financial year under review or questions on any other relevant subject:**

Several were received as follows:

### Questions:

- a) *Frank Morbey asked whether the staff team were concerned about the funding cuts to Scottish Natural Heritage (SNH) in relation to National Nature Reserves.*

**Answer:** Jonathan Hughes, Chief Executive (JH) acknowledged that there had been significant cuts to public finances and this had implications across all government bodies. The Trust had been and would continue to make representations to the Scottish Government to increase SNH's funding. The Trust would continue to work in collaboration with SNH in all possible avenues and said that ministers should also get behind this message. With regard to NNRs specifically JH acknowledged that SNH's strategy had changed in recent years and that further changes to work focus should be expected.

- b) *Richard Horobin asked what catchment the Trust was considering as a site for the planned Riparian woodland project.*

**Answer:** JH stated that the Trust would have to think strategically about the project adding that this could bring the National Ecological Network to life. The staff team had carried out a number of exploratory discussions initially. RH added that during his time as an MSP he had worked to add amendments to the EU Water Directive regarding river basin management schemes and stated that the frameworks for working in this area were solid and would provide support to a major national project.

- c) *Dr Jon Barnes asked whether, given the Trust's recent success with the reintroduction of beavers to Scotland, the next step should be to look towards the reintroduction of the lynx.*

**Answer:** JH confirmed that there were no plans for a lynx reintroduction project in the next five years. Background work was required before such a project could be considered which would draw on moral economics from both the scientific and local community. There were many potential ecological benefits associated with lynx and the Trust was in favour of a future reintroduction of the lynx provided the conditions were correct.

- d) *Dr Kenny Taylor asked if JH wished to comment on the up-coming third World Forum on Natural Capital and praised the Trust as a small organisation which achieved big goals.*

**Answer:** JH reported that plans for the conference were progressing well and the Trust had again worked with a diverse range of partners and sponsors. The hope was to galvanise action within Scotland through the work of the Scottish Forum on Natural Capital and with collaborative work such as the Trust's recent involvement with Stirling Council and the plans for the Stirling City Deal.

The Chairman thanked everyone for their contributions.

APPEND SEDARUNT