

**MS THERAPY CENTRE LOTHIAN  
MINUTES OF EXTRAORDINARY GENERAL MEETING HELD ON  
MONDAY 11 NOVEMBER 2013 AT 6.45PM  
AT 40C SWANFIELD, EDINBURGH, EH6 5RX**

**Present:** Carole Macartney (Chair), Cathal Cunningham, Ian Smith, Paul Bartlett, Sheila West, Yvonne Rafferty, Janice Thomson, Neil Lucas, Fiona Burns, Bruce Laidlaw, Sandra Laidlaw, Mary Gray, Paul Gillam, John Hughes, Cynthia Baxter, Helen Cormack, Helen Fusco.

**In attendance:** Nancy Campbell (Operations Manager)

**Proxy forms:** 9 forms received, indicating voting preferences, however 1 of these forms was not received in line with the required timescales as set out in Section 50 of the Articles of Association (hereafter referred to as 'the Articles').

- 1. Opening Remarks/Welcome:** The Chair opened the meeting by welcoming everyone and introducing Cathal Cunningham, the recently appointed Treasurer. The Chair also rehearsed the background to the meeting, as detailed in the papers outlining the resolutions. It was also confirmed that these resolutions are 'special resolutions' as indicated in Sections 40-42 of the Articles and therefore require 75% of those voting for the resolution to be passed. One member asked if this should be reduced to 66% but in view of the need to conform to both charity and company law, many of the clauses are mandatory. Also the Chair confirmed that in accordance with Section 8 of the Articles, the intention to make the proposed changes had already been notified to the Office of the Scottish Charity Regulator (OSCR) so it would be difficult to alter this clause at this stage.
- 2. Apologies:** These had been received from Jo Bluett, Margaret O'Brien, Joyce Henry, Elaine Hawkings, Nancy Smith, William Walker, Angela Newsome, Janice McClements, Jill Gorzkowska, Rob Parker.
- 3. Resolution A:** A full debate was carried out on the reasons for the proposed changes to the Articles. The 3 broad areas of change relate to the Charitable Objects (Sections 6-8 of the Articles); the title adopted by the governing body of the Charity (Sections 61-89 and at various points throughout the Articles; and membership (Section 16 of the Articles). One member asked what the pros and cons were of the proposed changes to the Articles. The Chair, the Operations Manager and other trustees replied to the effect that the changes had been made as a result of the independent feasibility review carried out in 2012 and that it was important to ensure that if we are providing therapies to those with conditions other than MS, this is done in an open and transparent manner. It is also important that our Objects reflect the ethos of self-management. The Objects provide the legal scope for the Charity to operate but the Articles as a whole do not specify the manner in which therapies are administered. It was confirmed that those with MS would continue to have priority in booking oxygen therapy and that the intention was to open our therapies (only oxygen therapy at this stage) to a wider clientele, thereby supporting the ongoing financial viability of the Centre and the potential to access different types of funding. The possibility of a potential threat to the Charity of opening membership to 'anyone who has multiple sclerosis or a medical condition which may benefit from the therapies provided and any person who is interested in and wishes to promote the Objects of the Company' was raised and discussed at length. In theory, if a group of people wished to become members and then get elected as trustees, this could result in a takeover bid of some kind. However the current Articles permit people other than those living with MS to become members and we have to consider that the likelihood of this happening is small. Moreover there are clauses in place to address such situations and if those service users who have MS wish the Centre to remain focused on MS, they need to ensure that in the future they are participating more fully in the life and governance of the Centre.

**Following the discussion, a vote was taken. The result was (15 +8 proxy votes) 23 in favour and (2 + 1 proxy vote) 3 against the resolution. This constitutes 88 % 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.**

**4. RESOLUTION B:** The need to ensure that the membership fee is meaningful as well as affordable was highlighted. The consultation exercise carried out earlier in the year confirmed overwhelming support to increase the fee from £7. The suggested increase is to £12 to come into effect from 1.1.14.

**A vote was taken on this resolution, resulting in (16 + 9 proxy votes) 25 in favour and 1 against the resolution. This constitutes 89 % of those votes cast and the resolution is therefore passed.**

**5. AOCB:** no matters had been notified to the Chair in advance of the meeting and no other items were raised at the meeting itself.

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

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

Date.....