



MINUTES OF AN EXTRAORDINARY MEETING OF BRIGADE COUNCIL

held at Carronvale House
Larbert
21st March 2024 at 7pm

The meeting was chaired by Martin Fair (Co-Chair of Brigade Executive) and was joined by Alison Chambers (Brigade Vice President), Stewart Cutler (Brigade Chaplain), Robert Cunningham (Member of Brigade Executive), Jonathan Eales (Chief Executive) John Sharp (Director for Development and Communications) and 8 leaders.

1. WELCOME

The Chair welcomed everyone to the meeting and explained that the Brigade Executive had called the meeting to consider one specific matter relating to the future conduct of meetings of Brigade Council. The Chair thanked leaders present for travelling to Carronvale House to attend the meeting.

2. OPENING DEVOTIONS

The Brigade Chaplain, Rev Stewart Cutler opened the meeting in prayer.

3. ADOPTION OF BRIGADE COUNCIL PROCEDURAL RULES

The Chair explained that before the motion is considered, the meeting must agree the procedural rules that will govern the proceedings.

It was stated that the procedural rules had been made available on the website prior to the meeting and are the standard rules used to conduct meetings of Brigade Council.

The process for voting and speaking during the meeting was explained.

The Chair asked those present and registered to vote to adopt the procedural rules.

The meeting APPROVED the adoption of the procedural rules.

A total of 147 votes had been registered. These were comprised of 10 ordinary votes, 1 proxy vote and 136 postal votes.

The Chair explained that the intention was to take a card vote when it came to voting on the motion and that it was our custom to appoint members of the Brigade Staff as scrutineers.

The meeting APPROVED the appointment of Jonathan Eales and John Sharp as scrutineers.

4. A SPECIAL RESOLUTION IN THE NAME OF THE BRIGADE EXECUTIVE

The Chair stated that an extraordinary general meeting had been called to consider a motion in the name of the Brigade Executive to update the governing documents to allow future meetings of Brigade Council to be held virtually or face-to-face, rather than just in the face-to-face format that is the only permitted means at present.

The meeting was reminded of the motion wording.

THAT the memorandum and articles of association contained in the document attached to this resolution and initialed for the purposes of identification be and hereby are approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the entire exclusion of the existing memorandum and articles of association.

The Chair invited Robert Cunningham to propose the motion on behalf of the Brigade Executive.

Robert Cunningham explained the rationale for the change and stated that what was being proposed was in line with the practice of many charities following the pandemic and the advances in video conferencing technology.

Alison Chambers seconded the motion on behalf of the Brigade Executive.

A number of questions and comments were made by members.

It was asked what evidence there was that a virtual meeting of Brigade Council would attract a greater attendance when the number of leaders attending webinars was so low.

In response it was explained that 107 leaders had attended Brigade Council last year when held face-to-face in Glasgow to celebrate the 140th Anniversary. In 2022 182 leaders had attended the virtual meeting, and the last face-to-face meeting of Brigade Council in 2019, prior to the pandemic, had attracted 196 attendees.

It was asked whether proxy voting would be possible in the virtual format. Robert Cunningham explained that he understood proxy voting would be possible and that the intention was to engage with an external provider to ensure both the voting and ability to address the meeting were possible in the way they are at a face-to-face meeting.

The previous meetings of Brigade Council held virtually had been on the advice of the Charity Commission and were in exceptional circumstances. Technology has advanced significantly in recent years and therefore the conduct of virtual meetings should be an improved experience.

The Chair thanked the meeting for the comments and questions that had been raised. It was explained that as the motion was to change the memorandum and articles of association a majority of 75% of those registered to vote at the meeting was required.

A card vote was held.

The meeting APPROVED the motion (118 votes for, 28 against).

5. CLOSING PRAYER

The Chair thanked everyone for their attendance and participation in the meeting, and closed proceedings in prayer.