

Minutes of the Annual General Meeting
on Saturday 19 November 2016
at Stirling Enterprise Park, Stirling

1. Minutes of 2015 Annual General Meeting

All present were in favour of accepting the Minutes.

Proposed by: Fiona Dickinson Seconded by: Rosemary Bowe

2. Annual Report

All present were in favour of accepting the Annual Report.

Proposed by: Andy Laverty Seconded by: Fiona Dickinson

3. Accounts of the Branches & Company

All present were in favour of accepting the accounts.

Proposed by: Fiona Dickinson Seconded by: Mary Jane Wilson

4. Special resolution number 1

That the Memorandum of Association of the Company be amended as follows:

In the Memorandum of Association, Article 5:

1. At the end of the first sentence add “, save as hereinafter specified”;
2. In proviso (a), delete “(not” down to “Council”;
3. Add after the semi colon at the end of proviso (a),

“If such member, officer or servant of the Company is a member of its Board or Council,(i) sections 67 and 68 of the Charities and Trustee Investment (Scotland) Act 2005 and any legislation altering and amending the same shall be complied with, and (ii) no salary, fees or remuneration or other benefit in money or moneys' worth shall be paid simply for fulfilling the duties of such Board or Council membership.”

Proposed by: Mary Jane Wilson Seconded by: Margaret Crombie

5. **Special resolution number 2**

That the Branch constitution be amended as follows:

5a. Change to existing wording

Clause number 18: 'Accounts shall be independently checked and certified or be fully audited as required by the legislation in force at the material time.'

To be replaced with:

'Accounts shall be sent to Dyslexia Scotland when requested in May each year to be checked and certified as part of Dyslexia Scotland's full audit.'

Proposed by: Andy Laverty

Seconded by: Fiona Dickinson

5b. Add a new clause 41:

'Branches of Dyslexia Scotland shall not support any particular political or religious groups. If a branch wishes to invite a politician to an event, an invitation must also be sent to all other local elected representatives. Branches shall not attend political events and shall seek the advice of Dyslexia Scotland if the need arises.'

Proposed by: Fiona Dickinson

Seconded by: John Grant

5. **Re-appointment of Auditors**

To appoint Thomson Cooper as auditors to the Company. All present voted to accept the appointment of auditors.

Proposed by: Fiona Dickinson

Seconded by: Andy Laverty

6. **Auditor's Remuneration**

To authorise the directors to fix the remuneration of the auditors.

Proposed by: John Andrew

Seconded by: Mary Jane Wilson

7. **Any Other Business**

David Shaw gave a vote of thanks to Dyslexia Scotland's President Sir Jackie Stewart for his ongoing support, our funders, Ambassadors, volunteers, staff and board.

No additional business was tabled. The meeting closed at 1.10pm.

List of attendees:

Martin Allan
Evelyn Littler
Rosemary Bowe
Vivien Clarke
John Devine
Margaret Crombie
John Grant
Margaret Gray
Henry Hunter
Joe Moran
Doreen Kelly
Dawn Roberts
Innes Roberts
Anne Rogerson
Rose Reed
Anne Stevenson
Gem Thomson
Mary Jane Wilson

Dyslexia Scotland Directors:

Susie Agnew
John Andrew
Fiona Dickinson
Mary Evans
Mike Gibson
Robert Heasley (Co-opted Young Person's Director)
Andy Laverty
Jim McGregor (Finance Director)
David Shaw (Chair)

Speakers/exhibitors:

Jenny Brown
Christina Inglis
Emma Malins
Eilidh Player
Rossie Stone
Trevor Thomson

Dyslexia Scotland staff:

Pauline Bowe
Katie Carmichael
Helen Fleming
Lena Gillies
Cathy Magee
Celia Richardson

Apologies received:

Vin Arthey
Wendy Auld
Margaret Crankshaw
Sharon Duncan
Liz Davidson
Catherine Dunbar
Jacqui Gillam
Jane Howie
Helen Hunter
Fiona Lyon
Julia Trotter