**ANNUAL GENERAL MEETING 2024 – QUESTION AND ANSWER SHEET**

 **(Updated 30th September 2024 – changes are in italics)**

**Q1 Why is there no ability for Club Members to vote other than by attendance at the AGM?**

A1 The Committee would have liked to have been able to provide members with the opportunity to vote remotely on these important issues. Unfortunately, our current constitution, which still governs our actions, only allows in-person voting at a general meeting. Under the Articles of Association for the proposed X Aba Mountaineering Club Limited, remote attendance at general meetings via electronic means will be possible. The Committee is already holding meetings electronically – which is allowed under the current constitution – and we know that many similar clubs have electronic participation at general meetings. *Details of how electronic attendance at meetings will take place have yet to be formulated. It is not appropriate to include such operational detail in the Articles as the when and the how will inevitably change over time as technology changes.*  *In addition*, *since issuing the AGM agenda on 21st/22nd August, the draft Articles have now been amended to allow Proxy Voting at general meetings. In accordance with company law, details on Proxy Voting/the form to be used will be issued together with the notice and agenda of a general meeting. Each member will have the right to appoint a proxy to vote in their stead at the general meeting. The default option will be to give the proxy vote to the chair of the meeting. Unfortunately, neither of these options – neither electronic participation nor proxy voting - is available under the current constitution.*

**Q2 What is happening in respect of ownership of the Hut?**

A2 The Title of the Hut is currently owned by the three surviving original Trustees as Joint Tenants who hold the Title in trust for the beneficiaries (those who originally provided money to facilitate the purchase of the Hut). As those with prime responsibility for managing the restructuring project on behalf of the Club, in July 2024, the Committee consulted the beneficiaries of the Trust on what they might wish to do with their beneficial shares. *Every beneficiary has replied. Discussions with the beneficiaries are of course private and are on-going. We can say, however, that more than 80% of the beneficiaries have now indicated a willingness to pass their shares to the Club, if the Club becomes a CLG. Transfer of ownership can only occur when/if the Club becomes an incorporated body. Please Note: There will be no tax implications for either the Club or the beneficiaries in respect of a restructuring of ownership whereby the beneficiaries pass their shares to the Club during the period of restructuring.*

***Q3 Is the Trust Deed available for members to read? And will it continue to apply after the Club becomes a CLG?***

*A3 The Trust Deed is available to beneficiaries of the Trust only. It will continue to apply until such time as ownership of the Hut changes. This is covered in the draft Articles of Association.*

**Q4 What is the Club doing to gain new younger members?**

A4 The Committee has been taken up with the legal issues outlined in the AGM papers in the past year but has not lost sight of the need to recruit new members. The President of the Club keeps in contact with the Aber Uni Mountaineering Club. Representatives have been invited to the Annual Dinner. Arrangements are also being made for a social event for those who can make it, in Aberystwyth, in January 2025. The Committee also believes it is incumbent upon all members that they should use their own networks to promote X Aba membership. Interestingly an analysis of our current membership indicates that at least 34 of our 103 members are under age 40, many of them considerably younger. Many similar clubs would be envious of this demographic. That said, we will get to it and will discuss with members what more we can do, as soon as we are able. *Please Note: anyone who has been a student at or has been employed by the University of Aberystwyth may apply for full membership of the Club. New applications for membership are not restricted to those who have been members of the Aberystwyth University Mountaineering Club.*

**Q5 Why was Ian Owen not appointed as Interim Secretary until August 2024?**

A5 When the previous Secretary resigned in February 2024, Ian was a very recently elected member of the Committee. It was felt that Duffy Lee was best positioned to manage the changeover in administrative arrangements given his long experience on the Committee. Ian has recently volunteered to take on the full Secretarial role.

**Q6 Why are elections to the Committee being held at the AGM? Why is the Committee not simply asking members to endorse Ian Owen as Secretary**

A6 Whilst Ian is an elected member of the Committee, legal opinion advises that it is unclear whether the current constitution allows the Committee simply to appoint him as Secretary without recourse to the membership. The Committee’s view is that it is better to err on the side of greater democracy. Hence our preference that he stands for election to the position in the usual way. If Ian’s appointment as Secretary is endorsed at the AGM, a vacancy will still remain for an elected representative on the Committee.

**Q7 Why is Pam Wood to continue as Project Manager and co-opted on to the Committee? Is the project not almost completed?**

A7 Pam did the initial work during 2023 to identify the issues the Club has both in respect of risk and its inability as an unincorporated body to own the Hut. Her commitment to the project during 2023 and 2024 has been unstinting. She it was who searched out the specialist lawyers who are assisting us and thus far she has funded the Club to pay all their invoices. Pam and Tim form the prime point of liaison with our lawyers. Whilst at the AGM we hope to get a green light to proceed to transform the Club into a CLG, there will still be work to be done by the Committee and our lawyers to complete the task. And then there is the matter of ownership of the Hut. Take it from the rest of us on the Committee that Pam will not be unhappy to surrender her responsibilities as and when the task is completed! At present, we on the Committee very much need her expertise.

**Q8 Will the Articles of Association eventually be available for Members to access on-line?**

*A8 Currently the Articles of Association are available in* ***draft form*** *upon request to the Secretary’s email address. Once the X Aba Mountaineering Club Limited has been fully incorporated and registered, the Articles for the Club will be in the public domain at Companies House and will be easily accessible.*

***September 2024***