

Minutes of Annual General Meeting

SCOTTISH
MARITIME
CLUSTER



Annual General Meeting Minutes of Scottish Maritime Cluster Limited (“the Cluster”)

Meeting date

12 December 2019

Venue

Anderson Strathern LLP, George House 50 George Square, Glasgow.

Attendance

Representatives of the following Members and Associates attended:

Anderson Strathern, Anglo-Eastern, Castellum Group, ABP, Babcock, Brodies, CMAL, City of Glasgow College, Clyde Group, Dales, Duncan Cunningham, Lloyds Register, Malin, NLB, Serco Northlink, Tymor, Antrigulum Labs, Morrison Media, Seafarers UK.

Apologies were received from:

Addleshaw Goddard, BAE, BMT, Calmac, CMS (from whom NA had received a proxy vote), DNV, Clarksons, Denholm, RN, Transport Systems Catapult, Orcades, Westlord.

The whole of the current Board attended, with the exception of Patrick Carnie (who sent apologies) and Kevin Hobbs of CMAL (who had to leave shortly after the meeting started). Neil Amner (NA) attended in the capacity of Company Secretary and as a Director.

The meeting was chaired by Douglas Lang (DL)

Notice, quorum and Anti-trust statement

DL confirmed the meeting had been duly convened and was quorate in terms of the Cluster’s current Articles of Association (“**the Articles**”).

DL reaffirmed the Anti-trust statement.

Chair’s report

DL reported that it had been a “helter skelter ride” since the first AGM last year, however, as will be explained below the Cluster is now positioned to make an active and positive contribution to the Scottish maritime sector going forward.

Silos had been broken and dots joined . There are now 29 Full and 6 Associate members of the Cluster; with room for more members still !

DL thanked those members who had responded with prompt payment of the subscription invoices issued in November; the Cluster bank balance is already looking healthier as a result.

During the last two years, the Board have been both active and busy on the Cluster membership's behalf. The Cluster has been incorporated as a company limited by guarantee, a bank account opened (after a 9 month saga), accounts prepared, Corporation Tax return submitted after advisors appointed, ownership taken of the Cluster logo and an improved website launched in time for LISW 2019. Kenneth MacLeod has also been appointed as the Cluster's first Ambassador, a role he has taken to with enthusiasm.

A number of events have been held drawing in a range of member companies and prospective collaboration partners, universities and innovation centres. Those have included workshops at Strathclyde, Herriot Watt and Robert Gordon universities and at Babcock Rosyth. There has also been the highly successful reception for LISW '19 on NLB's vessel, Pharos; for which DL thanked Mike Bullock and his NLB colleagues.

DL continued to say that he was delighted to announce that Scottish Enterprise funding for the coming year had now been secured – with the Grant Award acceptance signed at the Board meeting which preceded the AGM. The Cluster's financial position, viability and activities would be secured and much enhanced as a result.

Looking ahead, the programme to the end of March 2020 will include:

- a joint workshop with British Marine on small craft innovation opportunities, including for work boats to serve the off-shore renewables industry;
- a digitalisation of legal and contract management event;
- a workshop on net zero carbon fuels for the maritime sector;
- hosting of the UK Chamber of Shipping's introduction to shipping course; and
- a workshop on innovative technologies in warship build.

It is intended to also engage with schools and further and higher education establishments on the future generation of maritime sector employees.

To date, the burden of taking the Cluster forward has fallen upon the volunteer Board members. Part of the SE support package is to enable the Cluster to engage what SE call a Network Integrator but what the Cluster will call an Executive Director, who will be "the face" of the Cluster on a day to day basis.

Motion on Director numbers

NA explained that currently the Articles 35.2 of the Cluster's Articles limits the number of Directors to six; and that the Board have come to the view that it would be beneficial to increase that cap so as to allow a greater range of representation on the Board, whilst seeking to maintain a Board of a manageable size.

The Members attending the meeting (together with the proxy vote held by NA) unanimously approved the following resolution, which was proposed in the notice calling the meeting:

"That Article 35.2 of the Cluster's Articles be amended such that the maximum number of Directors shall be increased from 6 to 10."

Election of Directors

NA explained that nominations for election (or otherwise re-election) as Directors of the Cluster had been validly received from the following:

- Neil Amner of Anderson Strathern LLP;
- Kevin Hobbs of Caledonian Maritime Assets Limited;
- Paul Little of City of Glasgow College;

- Colin McMurray of Clyde Marine Training Ltd; and
- Mike Bullock of Northern Lighthouse Board.

NA declared an interest as Company Secretary in his own nomination for re-election as a Director.

The Members attending the meeting unanimously approved the election of all five candidates and so Neil Amner, Kevin Hobbs, Paul Little, Colin McMurray and Mike Bullock were duly elected to serve as Directors for a term of two years subject to re-election at the expiry of that period.

ACOB

None.

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