



## **MINUTES OF THE EDAS EGM HELD TUESDAY, 9 SEPTEMBER 2025 BY TEAMS**

Neil McInroy, Chair of EDAS, welcomed all present to the EGM of EDAS.

### **WELCOME BY CHAIR, NEIL MCINROY**

The Chair opened the meeting at 11.30 a.m. and welcomed those in attendance. The Chair confirmed that the meeting had been convened as a General Meeting in accordance with the Company's articles of association and that notice of the meeting had been duly given to all members entitled to attend and vote.

The Chair confirmed that the meeting was being held electronically via Microsoft Teams and that members were able to hear proceedings and participate as required.

### **EGM Business**

#### **Special Resolution – Alteration of Articles of Association**

The Chair advised that the purpose of the meeting was to consider and, if thought fit, pass a special resolution to amend the Company's articles of association.

The Chair formally proposed the following special resolution:

“That the provisions of the articles of association of the Company be altered by:

- The deletion of the figure '15' where it appears in article 82 and the insertion of the figure '16' in its place;
- The deletion of the figure '2' where it appears in article 82 and the insertion of the figure '3' in its place;
- The deletion of the figure '4' where it appears at the end of article 120 and the insertion of the words and figures 'either (i) 50% of the directors in office (rounded down, if necessary) plus one director; or (ii) two directors, whichever is the higher, present in person.' in its place; and
- A number of minor changes to correct typographical errors to article numbering and cross-references throughout the articles of association.”

The Chair explained that the proposed amendments were intended to:

- adjust the total number of directors of the company from 15 to 16, with the 16<sup>th</sup> place a third co-opted position.
- clarify quorum requirements for directors' meetings, and
- correct minor typographical and cross-referencing errors for accuracy and consistency.

Members were invited to ask questions or seek clarification.

The special resolution was approved by all attending the meeting.

The Chair closed the meeting at 11.35 a.m.

## **APPENDIX 1**

### **APOLOGIES**

Chris Kelly, EKOS  
Charlie Woods, EDAS

### **PARTICIPANTS**

Elaine Bone, EDAS  
Ishabel Bremner, Argyll and Bute Council  
Hollie Bruce, EDAS  
John Cargill, Scottish Enterprise  
Elaine Carmichael, East Lothian Council  
Isabel Conway, South of Scotland Enterprise  
Lorna Crane, Purcell  
Kate Dargie, Glasgow City Council  
Suzanne Hamilton, Frontline Consultants  
Elaine Jamieson, Highlands and Islands Enterprise  
Martin Johnson, Highlands and Islands Enterprise  
Hannah Kelly, EDAS  
Amanda Liddle, EDAS  
Susan Love, ACCA  
Alison Luke-Jones, EDAS  
Domhnall MacDonald, Comhairle Nan Eilean Siar  
Kirsti Mackenzie, John Gilbert Architects  
Alice Masson, Glic  
Neil McInroy, EDAS  
David McIntosh, Scottish Government  
Brian McLeish, Scottish Enterprise  
Caroline Mitchell, EDAS  
Fergus Murray, Argyll and Bute Council  
Leigh Sparks, Scotland's Towns Partnership  
Jane Taylor, Angus Council  
Clarisse Thouvenot, Université Lumière, Lyon  
Richard Weaver, GC Insight  
Paul Zealey, Skills Development Scotland