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AGM, 10 December 2024

Proposed changes to the constitution

Members are asked to approve the following changes to SCVO’s constitution which are intended to remove obsolete clauses, enable voting to close in advance of members’ meetings, and generally bring it up to date from when it was first written ten years ago. You can find the current constitution [here](https://storage.googleapis.com/scvo-cms/wp-content/uploads/2019/11/SCVO-Constitution-ProposedRevisions.pdf).

Note – the clauses referred to here relate to the current constitution. If these amendments are approved, there will be consequent numbering changes.

Anna Fowlie, Chief Executive, would be very happy to hear from you if you have any questions.

Changes for approval

1. To help members to navigate the constitution, a glossary of terms has been added at the start:

“References to the Charities and Trustee Investment (Scotland) Act 2005 include any legislation which adds to, changes or replaces that Act, including the Charities (Regulation and Administration) (Scotland) Act 2023, and any related statutory instruments.

“Charity” means an organisation that is either a “Scottish charity” under section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” under section 1 of the Charities Act 2011, providing its objects are limited to charitable purposes.

“Charitable purpose” is defined in section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and also relates to the application of the tax law.

“Unincorporated organisations or bodies” means a group of people who have come together for a reason other than to make a profit, for example sports clubs or playgroups. They are not a legal entity, so an individual person has to take responsibility for any contracts or agreements.”

1. Some clauses remain in the constitution that refer to SCVO’s conversion from a company to a SCIO in 2014. These are now redundant and should be deleted; specifically, clauses 20, 45, 83, 90, 95.1 and 101.
2. The inclusion of reference to a Policy Committee also relates to this conversion and that section is now redundant. The provisions currently set out in clauses 137 to 141 allow the Board to set up sub-committees without specifying specific committees. Therefore clauses 142-145 should be deleted.
3. In the sections on Members’ Meetings and Board Meetings, for clarity around what is meant by participants in the meeting being able to hear each other, we propose to revise clauses 58 and 122 by inserting at the end: “this may include use of a chat function if the meeting is held online.”
4. We propose removing the requirement to need to appoint a Vice Convener. The Convener needs the flexibility to ask any trustee to deputise or step in to chair meetings. We propose to remove reference to a Vice Convenor from clause 62 (relating to chairing members’ meetings), clauses 102 and 103 relating to office bearers, and clauses 125 and 126 (relating to chairing board meetings).
5. To allow for voting to take place in advance of Members’ Meetings, we propose to add a new clause to the section on Voting Procedures at Members’ Meetings:

“Other than in exceptional circumstances, voting on decisions that need to be taken by members will take place electronically, in advance of the meeting. Notification of the vote will be issued as set out in clauses [currently 50 – 52] above. The notification will set out clearly what decisions are required with enough information to explain the reasons for the decision. The outcome of the voting will be confirmed at the meeting.”

1. A new clause 12 setting out the need for members to identify an individual contact has been added to the Structure section:

“All members must identify an individual to be the key contact to exercise the rights and powers of membership. That person will be notified of formal matters relating to membership, and will be expected to attend meetings, vote on relevant matters and inform SCVO of any relevant changes. In the case of an unincorporated organisation, that person will become the member of SCVO.”

1. Revised clause 33 in relation to electronic payments as it currently too detailed and therefore needs to be updated every time technology changes. We propose to replace clauses 33 and 34 with:

“The Board may introduce a system for electronic payments. Any electronic payment system will incorporate appropriate security measures. The Board reserves the right to request signed hard copies of documents where they believe that is necessary.”

1. The constitution was previously amended to remove the need for office-bearers to be co-opted, which had effectively debarred elected trustees from becoming office-bearers. Current clause 78.2 has legacy phrasing in brackets which needs to be removed. That clause will now read:

“No more than 5 will be charity trustees who were co-opted under the provisions of clauses [currently 92-95].”

1. For clarity, add a new sentence into Clause 79 regarding the number of trustees:

“Regardless of whether they are elected or co-opted, all trustees have the same rights and responsibilities.”

1. Currently Clause 103.1 relating to office bearers requires trustees who are office-bearers to step down as trustees completely. This is unhelpful as trustees may wish to remain on the board, and the board may want to keep them, but they don’t want the additional responsibility of being, for example, the Treasurer. Therefore, we propose to delete clause 103.1.

Members are asked to approve the changes set out above.