

2021 AGM

NOTE FROM THE MANAGEMENT BOARD ON MOTIONS TO UPDATE THE RSCDS GOVERNING DOCUMENTS (AGENDA ITEMS 8.2 and 8.3)

8.2 Amendments to the wording of RSCDS Articles of Association

“The Management Board proposes an update to the sections covering virtual meetings, digital voting and the RSCDS Honorary President”

8.3 Amendments to the wording of RSCDS Rules & Procedures

“The Management Board proposes an update to the sections covering virtual meetings, digital voting, the RSCDS Honorary President as well as bringing the Management Committee remits in line with the 2021 Trustees’ Report”

Background to the proposed changes:

At the June 2021 Board meeting it was agreed that the Society would not replace Jean Martin in her Honorary President role. Instead, former Chairmen will be invited to be involved in ceremonial duties, should they wish. Celebrity Ambassadors will also be approached for comments, and short videos, to be used in marketing SCD and, where appropriate, invited to attend an occasional event. RSCDS Articles of Association state that “The Society, from time to time, may invite a distinguished person to become President by ordinary resolution of the Delegates in General Meeting.” This enables us to put the role in abeyance for now, but would allow it to be reinstated in future, if wished.

The Board also agreed that an anomaly from recent years should now be addressed. The current RSCDS Rules & Procedures wording for Committee remits does not match the wording in our annual Trustees’ Report, which is submitted to the Office of the Scottish Charity Regulator (OSCR). An amendment is required to ensure consistency for 2021. Obviously, as for the Honorary President, this doesn’t prevent the Committee remits from changing to adapt to the work of the Society in future years.

Finally, OSCR has asked Charities to amend their governing documents to allow for virtual meetings and digital voting, which so many have had to do since the arrival of COVID 19.

Proposed amendments to the wording of [RSCDS Articles of Association](#)

The Management Board proposes the following amendments indicated in bold and underlined:

- Article 20 Notice of General Meetings
- (d ii) 'specify the place date and time of the General Meeting **which may be held entirely virtually or as a hybrid meeting as the circumstances allow and as agreed by the Trustees;** and'
- Article 22 Procedures and Voting at General Meetings
- (b) 'the President (**if the Society has a President and he/she is available**), whom failing;'
- Article 23 Procedures and Voting at General Meetings
- 'A resolution put to the vote at a General Meeting shall be decided **either with a show of hands or virtually where arrangements for online voting have been made.**
- Voting shall be in accordance with the methods outlined in this Article, but for the avoidance of doubt, there shall be no right to request a secret ballot.'

Proposed amendments to the wording of [RSCDS Rules & Procedures](#)

The Management Board proposes the following amendments indicated in bold and underlined:

- 13.1, 13.2, 13.3 Governance Structure: Management Committees

To amend the Committee remits in the R&Ps document to match the Committee remits in the 2021 Trustees' Report to ensure consistency for the Office of the Scottish Charity Regulator (OSCR). In November 2021, there will be two new Convenors (MS and YS)

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and a new Convenor Elect (E&T). These postholders will have input to the discussion regarding any updating of Committee remits and the resultant wording for the 2022 Trustees' Report, with consequent changes to R&P going for approval at the 2022 AGM. Thereafter the remits within R&P will be replicated annually in the Trustee Report, unless changes have already been proposed, and agreed, by the Board.

- 15 Governance Structure: Complaints Committee

'In the event of complaints or disputes related to decisions made by the Management Board, the Management Board will **appoint a previous Society Chairman to chair a Complaints Committee and select two RSCDS members, who are not Trustees and have no interest in the complaint, to join the committee.** Decisions made by the Complaints Committee will be final and binding.'

- 16.3 Voting in Elections

'...If sent by post voting papers should arrive at least seven days, and must arrive 48 hours, before the Annual General Meeting. **Alternatively, a person entitled to vote can do so virtually where arrangements for online voting have been made.**

- 18.5 Procedure at General Meetings

'...The Chairman of the Society will act as chairman of a General Meeting, whom failing the Chairman Elect, whom failing the Honorary President (**if the Society has a President and he/she is available**) and whom failing a Trustee, nominated by the Trustees present. ...'