

**Proposed Revision of SHCA's Governing Document (Memorandum & Articles),
October 2021**

- The last review was in January 2018. Refreshment needed.
- The Board of Trustees wants the document to strengthen leadership for the Centre, ensure the document reflects current reality for the Centre and cut out unnecessary onerous administration.
- Some sections included repeated information, which have been deleted
- The document needed to reflect that board meetings could take place by electronic means such as video conferencing. *This was required during the pandemic.*
- Lots of work has been done to update policy documents. Most policy documents are required to be reviewed every three years, apart from policies that specifically require annual review. Parts of the document needed to ensure compliance to the SHCA Conflict of interest Policy.
- Following initial discussion at the SHCA Board, proposed changes were submitted to GAVS for comment and feedback was incorporated, Sept 2021
- Changes were fully debated and approved at the October Board of Trustees

Key changes:

MEMORANDUM OF ASSOCIATION

- **Conflict of interest**
Section 5a amended to include reference to Conflict of Interest Policy

ARTICLES OF ASSOCIATION

- **Definition of Meeting**
Amended to include electronic means such as video conferencing
- **3. Membership**
3.2. amended to '*Membership shall continue until the member gives notice in writing that they wish it to cease*'. Previously this required a new application for membership each year.
- **6. Proceedings at a General Meeting**
6.9 a resolution in writing signed by 'a simple majority' has been replaced by a '*minimum of 25 members*'.
- **7. Votes of Members**
7.2 amended to specify that timeframe within which partnership organisations must notify the Charity of the name of their representative attending – '*must be received at least three clear days before the date of the meeting*'

- **8. Proxy Votes**
8.5 new clause: *'A person may be appointed to act as proxy for no more than three members.'*

- **10. Retirement and Appointment of Trustees on the Board**
 - 10.1** Proposed that Trustees may serve for **five** years continuously, and may then stand for re-election at the AGM. This replaces the timeframe of three years to ensure Board stability and strengthen leadership.

 - 10.6** The requirement for any person nominated as a Trustee to have been a member of SHCA for at least three months is removed. Revision to read *'Any person as set out in 9.1. (a) to (c) is eligible to seek re-election and must be nominated and seconded by members of the Charity'*.

 - 10.7** Amended to require anyone seeking election to provide a supporting statement with their nomination form. This helps to ensure due diligence.

 - 10.7** Amended to read that nominations *shall be in writing at least **seven** days in advance of the election date*. Changed from five days for practical purposes of administering.

 - 10.9.d** clarifies that Board members appointed by voting other than at a General Meeting will be required to stand down and seek re-election at the next General Meeting

- **11 Powers and Duties of the Board**
 - 11.2.i** From time to time Working Groups have been formed around various work streams (finance, Green Garth, community café, public participation). This is reflected throughout the document.

- **13 Disqualification and removal of Trustees**
Added: a trustee shall cease to hold office if
 - 13.c** *they do not comply with full/relevant DBS check to ensure fitness for office*

 - 13.d** *they do not comply with board approved policies*

- **15 Conflicts of Interest**
 - 15.1** Added *A register of interests will be maintained by the Charity and Trustees will comply with the Conflict of Interest Policy.*

- **16 Proceedings of the Board**
 - 16.1** Amended to read *The Board shall ensure that User surveys/feedback /formal consultation will be organised at intervals throughout the year. This will ensure members have the opportunity and appropriate mechanism to feed back to and inform the Trustees.*

The requirement for members to meet twice a year has been altered to reflect user engagement at different levels now in place. (e.g. user surveys, generic email box and e-engagement available all year round for users).

16.6 refers to any resolution requiring a decision from the Board between meetings reflecting that this can be done in writing or electronic form and the results will be deemed as valid as if it had been passed at a meeting.

- **18 Accounts**

18.5 Amended to read that copies of balance sheets and reports will *...be posted on the Charity's website and all members will receive notices in electronic form of this. Any members who cannot receive documents in this form will be written to.* This reflects e communication rather than posting, unless required.