



## ***STUDENT SCOUT AND GUIDE ORGANISATION***

***Constitution of an unincorporated organisation with voting  
members other than its charity trustees***

***(2024)***

## 1. Name

The organisation shall be known as the “Student Scout and Guide Organisation”, hereinafter referred to as SSAGO. Its affiliated clubs shall be referred to as “Student Scout and Guide Clubs” and shall be abbreviated to “SSAGO Clubs”.

## 2. National Location Of Principal Office

SSAGO must have a principal office in England or Wales. The principal office of SSAGO shall be in England.

## 3. Objectives

The objectives of SSAGO are:

3.1 The advancement of education of students at university for the public benefit by:

- 3.1.1 Working with The Scout Association, The Guide Association, The Scout and Guide Graduate Association, students’ unions, organisations with similar objectives and affiliated bodies;
- 3.1.2 Promoting and maintaining links between students regionally, nationally and internationally;
- 3.1.3 Enriching and enhancing the educational and social experience of students and to provide opportunities for members to develop their personal maturity, leadership, and communication and other skills;
- 3.1.4 Enhancing the student community and student wellbeing by providing social, cultural and recreational activities, and forums for discussions and debate in particular about matters relating to scouting and guiding;
- 3.1.5 Providing support for the formation, organisation and operation of student Scout and Guide clubs by providing and maintaining administrative services, financial aid and by any other appropriate means;
- 3.1.6 Any ancillary or incidental charitable activities for the benefit of the community;

3.2 The advancement of citizenship or community development by:

- 3.2.1 Promoting and facilitating involvement of members within the local community;
- 3.2.2 Promoting and facilitating volunteering of members within Scouting and Guiding;
- 3.2.3 Promoting the aims and principles of The Scout Association and The Guide Association;
- 3.2.4 Providing service to The Scout Association and The Guide Association;

Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

## 4 Power

- 4.1 SSAGO has the power to do anything which is calculated to further its objectives or is conducive or incidental to doing so. In particular, SSAGO's powers include the power to:
- 4.1.1 Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. SSAGO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
  - 4.1.2 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 4.1.3 Sell, lease or otherwise dispose of all or any part of the property belonging to SSAGO. In exercising this power, SSAGO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
  - 4.1.4 Employ and remunerate such staff as are necessary for carrying out the work of SSAGO. SSAGO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
  - 4.1.5 Deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of SSAGO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
- 4.2 No provision in a policy shall prevent SSAGO from disposing of its property.

## 5 Application Of Income And Property

- 5.1 The income and property of SSAGO must be applied solely towards the promotion of the objectives. Property includes but is not limited to any money (or similar), goods, stock, equipment or intellectual property.
- 5.1.1 A charity trustee is entitled to be reimbursed from the property of SSAGO and may be paid out of such property reasonable expenses properly incurred by them when acting on behalf of SSAGO.
  - 5.1.2 A charity trustee may benefit from trustee indemnity insurance cover provided by SSAGO at no expense to them, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2 None of the income or property of SSAGO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of SSAGO. This does not prevent a member who is not also a charity trustee from receiving:
- 5.2.1 a benefit from SSAGO as a beneficiary of SSAGO;

5.2.2 reasonable and proper remuneration for any goods or services supplied to SSAGO.

5.3 Nothing in this clause shall prevent a charity trustee or connected person from receiving any benefit or payment which is authorised by Clause 6 (Benefits And Payments To Charity Trustees And Connected Persons).

## **6 Benefits And Payments To Charity Trustees And Connected Persons**

### 6.1 General provisions

No charity trustee or connected person may:

- 6.1.1 Buy or receive any goods or services from SSAGO on terms preferential to those applicable to members of the public;
- 6.1.2 Sell goods, services, or any interest in land to SSAGO;
- 6.1.3 Be employed by, or receive any remuneration from, SSAGO;
- 6.1.4 Receive any other financial benefit from SSAGO;

unless the payment or benefit is permitted by sub-clause 6.2 (Scope and powers permitting trustees' or connected persons' benefits), or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

### 6.2 Scope and powers permitting trustees' or connected persons' benefits

- 6.2.1 A charity trustee or connected person may receive a benefit from SSAGO as a beneficiary provided that it is generally available to the beneficiaries of SSAGO.
- 6.2.2 A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to SSAGO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 6.2.3 Subject to sub-clause 6.3 (Payment for supply of goods only – controls), a charity trustee or connected person may provide SSAGO with goods that are not supplied in connection with services provided to SSAGO by the charity trustee or connected person.
- 6.2.4 A charity trustee or connected person may receive interest on money lent to SSAGO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.5 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to SSAGO. The amount of the rent and the other terms of the

lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- 6.2.6 A charity trustee or connected person may take part in the normal trading and fundraising activities of SSAGO on the same terms as members of the public.

## 6.3 Payment for supply of goods only – controls

SSAGO and its charity trustees may only rely upon the authority provided by sub-clause 6.2.3 (supply of goods), if each of the following conditions is satisfied:

- 6.3.1 The amount or maximum amount of the payment for the goods is set out in a written agreement between SSAGO and the charity trustee or connected person supplying the goods (“the supplier”).
- 6.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 6.3.3 The other charity trustees are satisfied that it is in the best interests of SSAGO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision, the charity trustees must balance the advantages of contracting with a charity trustee or connected person against the disadvantages of doing so.
- 6.3.4 The supplier is absent from the part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with the supplier with regard to the supply of goods to SSAGO.
- 6.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- 6.3.6 The reason for their decision is recorded by the charity trustees in the minutes.
- 6.3.7 A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

## 6.4 In this clause:

- 6.4.1 “SSAGO” includes any company in which SSAGO:
- 6.4.1.1 holds more than 50% of the shares; or
  - 6.4.1.2 controls more than 50% of the voting rights attached to the shares; or
  - 6.4.1.3 has the right to appoint one or more directors to the board of the company;

6.4.2 “connected person” includes any person within the definition set out in clause 26 (Interpretation);

## 7 Conflicts Of Interest And Conflicts Of Loyalty

A charity trustee must:

7.1 Declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with SSAGO or in any transaction or arrangement entered into by SSAGO which has not previously been declared; and

7.2 Absent themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between that charity trustee’s duty to act solely in the interests of SSAGO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## 8 Membership

8.1 Admission of new members

8.1.1 Eligibility

Full membership of SSAGO is open to any student attending a University, Higher Education Institution or similar educational establishment, and who, by applying for membership, has indicated agreement to become a member and acceptance of the duty of members set out in sub-clause 8.3. A member must be an individual.

8.1.2 Admission procedure

The charity trustees:

8.1.2.1 may require applications for membership to be made in any reasonable way that they decide;

8.1.2.2 may refuse an application for membership if they believe that it is in the best interests of SSAGO for them to do so;

8.1.2.3 shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

8.1.2.4 shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

## 8.2 Transfer of membership

Membership of SSAGO cannot be transferred to anyone else.

## 8.3 Duty of members

It is the duty of each member of SSAGO to exercise their powers as a member of SSAGO in the way they decide, in good faith, would be most likely to further the purposes of SSAGO.

## 8.4 Termination of membership

### 8.4.1 Membership of SSAGO comes to an end if:

- 8.4.1.1 the member dies; or
- 8.4.1.2 the member sends a notice of resignation to the charity trustees; or
- 8.4.1.3 any sum of money owed by the member to SSAGO is not paid in full within six months of its falling due, or
- 8.4.1.4 appropriate membership fees and/or membership forms have not been received by the clearly specified annual membership deadline; or
- 8.4.1.5 the member is no longer eligible for membership under clause 8.1.1 (Eligibility) on the date of the clearly specified annual membership deadline
- 8.4.1.6 SSAGO's trustees decide that it is in the best interests of SSAGO that the member in question should be removed from membership, and pass a resolution to that effect.

### 8.4.2 Before SSAGO's trustees take any decision to remove someone from membership of SSAGO, they must:

- 8.4.2.1 inform the member of the reasons why it is proposed to remove the member from membership;
- 8.4.2.2 give the member at least 21 clear days' notice in which to make representations to SSAGO's trustees as to why the member should not be removed from membership;
- 8.4.2.3 at a duly constituted meeting of SSAGO's trustees, consider whether or not the member should be removed from membership;
- 8.4.2.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and
- 8.4.2.5 allow the member, or the member's representative, to make those representations in person at that meeting, or where the meeting is held entirely

over video conferencing, by video conferencing at that meeting, if the member so chooses.

## 8.5 Membership fees

- 8.5.1 Are payable annually.
- 8.5.2 Are governed by the bylaws.

## 8.6 Informal or associate (non-voting) membership

- 8.6.1 The bylaws may create associate or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of, membership of any such class of members.
- 8.6.2 Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts.

## 8.7 The trustees must keep a register of names of the members, and must provide, on request,

- 8.7.1 a means to send notices to all members;
- 8.7.2 the total number of members in SSAGO’s register of members.
- 8.7.3 any other information reasonably required to carry out actions specified by this constitution or SSAGO’s policy.

## 9 SSAGO Representative Committee

### 9.1 Composition

The SSAGO Representative Committee shall consist of:

- 9.1.1 The charity trustees, who collectively shall have five votes, but shall not count towards the quorum or as part of the SSAGO Representative Committee for the purposes of calculating quorum except where a specified number of charity trustees must be present as provided in clause 9.2.7.
- 9.1.2 One representative from each SSAGO Club, who shall be an individual who is nominated or elected by their club to represent the interests of the club at the SSAGO Representative Committee meetings. This representative shall be known as a Representative Committee Rep.
- 9.1.3 One representative for members not affiliated with a SSAGO Club, who shall be elected by a majority vote of those members. This representative shall be known as a Independent Members’ Rep.

- 9.1.4 Where associate classes of membership have been created, one representative for associate members must be invited, who shall be elected by a majority vote of those members. However, this representative cannot vote and does not count towards the quorum.
- 9.1.5 Any other member may attend if invited by the trustees or the SSAGO Representative Committee, however, they may only speak at the discretion of the Chairperson, and cannot vote.
- 9.2 All decisions of the SSAGO Representative Committee must be taken in accordance with Clause 11 (General Provisions for Meetings and Decision Making within SSAGO). The decision-making body for the purposes of that clause shall be the SSAGO representative committee. Except:
- 9.2.1 details of 2 persons independent of SSAGO to oversee the decision-making process (collectively “the returning officers”) are not required. Any reference to returning officers in that clause shall simply refer to the organisers of the meeting.
- 9.2.2 There shall be no requirement for a secret ballot. The results of any vote shall be shared with all members of SSAGO, including how each member of the representative committee voted. This shall include the charity trustees recording in their minutes as provided by clause 20 (Minutes), the reasons for their collective vote.
- 9.2.3 The calling members for the decision-making processes of the SSAGO Representative Committee are 2 members of the SSAGO Representative Committee.
- 9.2.4 If, at the time of any request by the members of the SSAGO Representative Committee to call a decision-making process, there has not been a decision-making process of the SSAGO Representative Committee for more than 7 months, then the requirements for the calling members shall have effect as if 1 were substituted for 2.
- 9.2.5 Subject to the provisions of clause 11.8 (Quorum for meetings), the quorum for meetings shall be the greater of 50% or fifteen members.
- 9.2.6 Subject to the provisions of clause 11.9 (Quorum for motions directly proposed to the members of the decision making body), the quorum for motions directly proposed to the membership shall be the greater of 50% or fifteen members.
- 9.2.7 Unless a meeting of the SSAGO Representative Committee has been called at the request of the members of the SSAGO Representative Committee as provided for in clause 11.3.2 (The charity trustees must, within 21 days, call a decision-making process), at least two charity trustees must be present at a meeting of the SSAGO Representative Committee for a quorum to be present.
- 9.2.8 The number of votes of each member of the committee is set out in clause 9.1 (Composition).

9.3 The trustees must call meetings of the SSAGO Representative Committee at intervals of not more than 7 months, and where possible this should be at every SSAGO rally.

9.4 Authority of the SSAGO Representative Committee

9.4.1 The SSAGO Representative Committee shall have the authority to:

9.4.1.1 represent the voice of the Members;

9.4.1.2 subject to clause 15.3 (Authority of the charity trustees), set the Policy and guide the direction of SSAGO;

9.5 Any member of SSAGO may propose a resolution to be discussed at the next meeting of the SSAGO Representative Committee if it is lawful, is not defamatory, frivolous or vexatious and is stated with sufficient clarity to enable effect to be given to it if it is agreed by the SSAGO Representative Committee. Submissions should be made in writing to the trustees, or where the meeting is not called by the trustees, the relevant organisers of the meeting.

## 10 General Meetings and Decisions by the Membership

10.1 All decision-making processes (meetings or otherwise) of the members of SSAGO must be held in accordance with the provisions of clause 11 (General Provisions for Meetings and Decision Making within SSAGO). The decision-making body for the purposes of that clause shall be the membership of SSAGO.

10.2 Annual General Meeting (AGM)

There must be an annual general meeting (AGM) of the members of SSAGO. Where possible, this should be held at a national gathering of SSAGO members in the spring. The first AGM must be held within 15 months of the registration of SSAGO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 12 (Appointment and Reappointment of Charity Trustees).

Other general meetings of the members of SSAGO may be held at any time.

10.3 Calling decision-making processes of the members of SSAGO

10.3.1 The charity trustees must call the annual general meeting of the members of the SSAGO in accordance with sub-clause 10.2 (AGM), and identify it as such in the notice of the meeting

10.3.2 The calling members for decision-making processes of the membership are 5% of the members of SSAGO representing at least 10% of the SSAGO Clubs.

10.3.3 If, at the time of any request by the membership to call a decision-making process, there has not been a decision-making process of the membership for more than 12

months, then the requirements for the calling members shall have effect as if 2% were substituted for 5% and 5% for 10%.

10.4 The notice of any decision-making process of the members of SSAGO must include or give details of where the information may be found on SSAGO's website:

10.4.1 all information required to be given under clause 11.4 (Notice of decision-making processes); and

10.4.2 if the meeting is an AGM, the annual statement of accounts and trustees' annual report; and

10.4.3 if applicable, details of persons standing for election or re-election as a trustee, or when and where this will be made available prior to the decision being taken.

10.5 Quorum for decision-making processes of the members of SSAGO

10.5.1 Subject to the provisions of clause 11.8 (Quorum for meetings), the quorum for general meetings shall be the greater of 5% or fifty-five members.

10.5.2 Subject to the provisions of clause 11.9 (Quorum for motions directly proposed to the members of the decision-making body), the quorum for motions directly proposed to the membership shall be the greater of 10% or one hundred members.

10.6 Decisions that must be taken in a particular way

10.6.1 Any decision to remove a trustee must be taken in accordance with clause 13.2 (Removal of a charity trustee by members).

10.6.2 Any decision to amend this constitution must be taken in accordance with clause 24 of this constitution (Amendment of Constitution).

10.6.3 Any decision to wind up or dissolve SSAGO must be taken in accordance with clause 25 of this constitution (Voluntary winding up or dissolution).

10.6.4 Any decision to amalgamate or transfer the undertaking of SSAGO to one or more other charities must be taken in accordance with the provisions of the Charities Act 2011.

## **11 General Provisions for Meetings and Decision Making within SSAGO**

11.1 This clause specifies the general rules for decision-making processes when explicitly referred to by clauses in this constitution and does not extend to other bodies unless expressly referenced. The clause that makes a reference to this particular clause explicitly identifies the decision-making body mentioned herein.

11.2 Types of decision-making processes

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- 11.2.1 In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
- 11.2.1.1 a physical meeting, and
  - 11.2.1.2 a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation
- 11.2.2 In this constitution the expression 'directly proposing a resolution to be voted upon by the body' or 'directly proposed to the body' includes any mechanism where the members of the decision making body are able to discuss (by means of asking questions or otherwise), where such discussion is available to all members of the decision making body, and where the members of the decision making body are able to vote upon a resolution by secret ballot without holding a meeting. This mechanism must be conducted in accordance with the provisions of this clause where applicable.
- 11.2.3 Both a meeting to hold discussions/resolutions and directly proposing a resolution to be voted upon by the members of the decision-making body shall be collectively referred to in this clause as "decision-making processes".
- 11.3 Calling decision-making processes.
- 11.3.1 The charity trustees may call any decision-making process at any time.
  - 11.3.2 The charity trustees must, within 21 days, call a decision-making process if:
    - 11.3.2.1 they receive a request to do so from the relevant number and composition of members of the decision-making body (the "calling members") as specified in the clause that makes reference to this particular clause; and
    - 11.3.2.2 the request states the general nature of the business to be dealt with by the decision-making process, and is authenticated by the calling members(s) making the request.
    - 11.3.2.3 Any such request may include particulars of a resolution that may properly be proposed and is intended to be proposed, either at the meeting or to the members of the decision-making body by written communication.
    - 11.3.2.4 A resolution may only properly be proposed if it is lawful, is not defamatory, frivolous or vexatious and is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members of the decision-making body.
    - 11.3.2.5 Any decision-making process called by the charity trustees at the request of the members of the decision-making body must conclude within 28 days from the date on which it is called. Where resolutions are voted on during a meeting, the meeting is only required to start within 28 days of the date on which it is called

but is not required to conclude within 28 days of the date on which it is called, but in this case, decisions must have concluded by the close of the meeting.

11.3.2.6 If the charity trustees fail to comply with this obligation, to call a decision-making process at the request of the calling members, then the calling members who requested the decision-making process may themselves call the decision-making process. A decision-making process called by the calling members must be concluded not more than three months after the date when the calling members first requested the members' decision.

11.3.2.7 SSAGO must reimburse any reasonable expenses incurred by the calling members calling a decision-making process by reason of the failure of the charity trustees to duly call the process, but SSAGO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

## 11.4 Notice of decision-making processes

11.4.1 The charity trustees, or, as the case may be, the relevant members of SSAGO, must give at least 14 clear days' notice of any decision-making process to all of the members of the decision-making body, and to any charity trustee of SSAGO who is not a member of the decision making body.

11.4.2 The notice of any decision making process must include or give details of where the information may be found on SSAGO's website:

11.4.2.1 the time and date of the meeting or times and dates of any periods where members of the decision making body are invited to discuss (by asking questions or otherwise) any resolutions and any periods where members of the decision making body are able to vote on any resolutions, particularly the closing date and time for the receipt of votes;

11.4.2.2 the address at which a meeting is to take place, or where there is no physical meeting, the method by which the decision making process will be held, and details of how a member may take part in the decision making process, particularly including the procedure for how a member of the decision making body may vote on any resolutions;

11.4.2.3 where applicable, that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted;

11.4.2.4 if voting by proxy is to be allowed in a meeting, details of how a member of the decision making body may nominate another member of the decision making body to vote on their behalf;

- 11.4.2.5 if voting prior to a meeting is to be allowed, the voting procedure for this. This voting procedure must comply with the rules for voting prior to a meeting as given in clause 11.8.7 (Voting prior to a meeting);
- 11.4.2.6 an agenda stating the particulars of any resolution which is to be moved by the decision-making process, and of the general nature of any other business to be dealt with as part of the decision-making process;
- 11.4.2.7 if a proposal to alter written policy, bylaws or the constitution of SSAGO is to be considered, the text of the proposed alteration;
- 11.4.2.8 details of at least 2 persons independent of SSAGO to oversee the decision-making process (collectively “the returning officers”).

11.4.3 Proof that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 24 hours after it was sent.

11.4.4 The proceedings of a decision-making process shall not be invalidated because a member who was entitled to receive notice of the decision-making process did not receive it because of accidental omission by SSAGO.

## 11.5 Chairing of meetings

The procedure for chairing of meetings of charity trustees under clause 17.2 (Chairing of meetings) shall also be followed for appointing the Chairperson of a meeting. Subject to that, the members of the decision-making body who are present at the meeting shall elect a Chairperson to preside at the meeting.

## 11.6 Quorum for meetings

11.6.1 No business may be transacted at any meeting of the members of the decision-making body unless a quorum is present when the meeting starts.

11.6.2 No member voting by proxy or prior to the meeting shall form part of the quorum

11.6.3 If the meeting has been called by or at the request of the members of the decision-making body and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

11.6.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the Chairperson must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the Chairperson or be notified to members of the decision-making body at least seven clear days before the date on which it will resume.

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- 11.6.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members of the decision-making body present at the meeting constitute a quorum, however, shall not have the power to vote on amendments to this constitution, the bylaws or SSAGO written policy.
- 11.6.6 If at any time during the meeting, a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required, which must be made by the decision-making body, the meeting must be adjourned.
- 11.7 Quorum for motions directly proposed to the members of the decision-making body
- 11.7.1 No resolutions may be discussed or voted upon by the members of the decision-making body until a quorum of members has signified its willingness to engage with the discussion and to vote upon motions. This may be by registering this willingness to engage with the organisers of the decision-making process, by attending a meeting to discuss motions or otherwise. This clause does not prevent discussion which is available to be viewed once a quorum is present from taking place, such as discussion in a written form.
- 11.7.2 If a resolution has been directly proposed to the members of the decision-making body, then if a quorum is not present within 28 days, the motion shall be dismissed. SSAGO must allow reasonable requests for information on the current number of members of the decision-making body who have signified their willingness to engage with the discussion and to vote upon motions.
- 11.7.3 A quorum of members of the decision-making body must either cast a vote or indicate that they wish to abstain from voting in order for the decision to be valid.
- 11.8 Taking ordinary decisions by vote
- 11.8.1 Except for decisions that must be taken in a particular way as indicated by the relevant clause for each decision-making body, decisions must be taken by vote. Any decision of the members of the decision-making body may be taken by means of a resolution voted on by the members of the body. Such a resolution may be passed by a simple majority of votes cast. Every member has one vote.
- 11.8.2 Eligibility to vote on the resolution is limited to members of the decision-making body who are members of the decision-making body on the date when the proposal is first circulated in accordance with clause 11.3 (Notice of decision-making processes).
- 11.8.3 A resolution put to the vote of a meeting may be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the Chairperson or by at least 5% of the

members present at the meeting. A resolution directly proposed to the members of the decision-making body must always be decided by a poll.

- 11.8.4 A vote on the election of a person to chair the meeting or on a question of adjournment of a meeting must be taken immediately. A vote on any other matter shall be taken, and the result of the vote shall be announced, in such manner as the Chairperson of the meeting shall decide, provided that the vote must be taken, and the result of the vote announced, within 21 days of the meeting. The result of a vote on a motion directly proposed to the membership shall be announced in such manner as the proposer of the motion shall decide, provided that the result of the vote must be announced within 7 days of the votes closing.
- 11.8.5 A poll may be taken (where applicable):
- 11.8.5.1 at the meeting at which it was demanded; or
  - 11.8.5.2 at some other time and place specified by the Chairperson; or
  - 11.8.5.3 through the use of electronic communications.
- 11.8.6 Other than a poll taken at the meeting at which it was demanded, the mechanism for taking a poll must ensure, except as otherwise specified:
- 11.8.6.1 votes are authenticated by the member (by signature, electronic credentials or otherwise) as specified in the notice of the decision-making process;
  - 11.8.6.2 members casting votes are compared to a list of eligible voters which shall comprise of those present at the meeting in which the resolution was discussed or in the case of a resolution directly proposed to the members of the decision making body, those who have signified their willingness to engage with the discussion and to vote upon motions as specified in clause 11.7 (Quorum for motions directly proposed to the membership);
  - 11.8.6.3 a list of members who have cast valid votes, and a separate list of those who have cast invalid votes are stored. These lists must be provided to any charity trustee or other person overseeing the voting procedure.
  - 11.8.6.4 Access to this information and to the votes cast, unless specified otherwise in this clause, must be only by a returning officer, unless otherwise authorised by all returning officers.
- 11.8.7 Voting prior to a meeting:
- 11.8.7.1 Where this is allowed by the notice of the meeting, votes cast prior to a meeting shall be added to the total number of votes cast in the meeting.

- 11.8.7.2 Votes must be authenticated by the member (by signature, electronic credentials or otherwise) as specified in the notice of the meeting;
- 11.8.7.3 Members casting votes must be compared to a list of eligible voters, as specified in clause 11.8.2;
- 11.8.7.4 A list of members who have cast valid votes, and a separate list of those who have cast invalid votes (including reasons why the votes are invalid) must be stored. These lists must be provided to any charity trustee or other person overseeing the voting procedure and overseeing the admission to the general meeting.
- 11.8.7.5 A member who has cast a valid vote prior to the meeting must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which that member has already cast a valid vote. A member who has cast an invalid vote prior to the meeting is allowed to vote at the meeting and counts towards the quorum.
- 11.8.7.6 If counting is required to be undertaken manually, votes cast prior to the meeting must be counted by all the returning officers, before the meeting at which the vote is to be taken.
- 11.8.7.7 The returning officers must provide to the person chairing the meeting written confirmation of the number of valid votes received before the meeting and the number of votes received which were invalid.
- 11.8.7.8 The returning officers must not disclose the result of the votes cast before the meeting until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the returning officers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 11.8.7.9 Following the final declaration of the result of the vote, the returning officers must provide to a charity trustee or other authorised person, evidence of the valid and invalid votes. Where the counting of votes has been conducted manually, the returning officers must also provide evidence of each of the votes cast.
- 11.8.8 In the event of an equality of votes, the Chairperson of the trustees (in consultation with the remaining trustees) shall have a second, or casting, vote. The Chairperson may instead decide to re-run the vote either with more information or by eliminating all other options except the options with equal votes. Members must still be able to abstain from voting in this second vote. If this second vote has an equality of votes, the chairperson must cast a second, or casting, vote. If the Chairperson of the

trustees is not present at a meeting, this shall fall to the Chairperson of the meeting (in consultation with any trustees present).

11.8.9 Any objection to the qualification of any voter must be raised prior to the result of the vote being announced, and the decision of the returning officers in consultation with the trustees shall be final.

## 11.9 Adjournment of meetings

The Chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## 12 Appointment and Reappointment Of Charity Trustees

### 12.1 Eligibility for trusteeship

12.1.1 Every charity trustee must be a natural person.

12.1.2 Requirements of charity trustees

No one may accept the role of charity trustee if they:

12.1.2.1 are under the age of 18 years; or

12.1.2.2 would automatically cease to hold office under the provisions of clause 13.1.8 (disqualification from acting as a charity trustee).

12.1.3 No one is entitled to act as a charity trustee whether on appointment or on any reappointment until that charity trustee has expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.

### 12.2 Information For New Charity Trustees

The charity trustees will make available to each new charity trustee, on or before their first appointment:

12.2.1 a copy of this constitution and any amendments made to it; and

12.2.2 a copy of SSAGO's latest trustees' annual report and statement of accounts.

### 12.3 Elected Charity Trustees

12.3.1 At every annual general meeting of the members of SSAGO, all the elected charity trustees shall announce their retirement from office at a date not less than eight weeks following the annual general meeting.

- 12.3.2 The vacancies so arising shall be filled during the annual general meeting according to the process set out in clause 10 (General Meetings and decisions by the membership);
- 12.3.3 Between the annual general meeting and the date of resignation announced at the annual general meeting, a handover period will take place, where the old elected trustees shall transfer their office to the newly elected trustees.
- 12.3.4 The members, may at any time decide to appoint a new elected charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 13 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12.4 on the number of charity trustees would not, as a result, be exceeded;
- 12.3.5 Should a vacancy for an elected trustee not be filled after a decision-making process of the members has taken place, the charity trustees may fill the vacancy by nomination.
- 12.3.6 Notice of any nomination to an elected position by the charity trustees must be sent to the SSAGO Representative Committee within 7 days of the appointment being made. The SSAGO Representative Committee shall be entitled to reject the appointment of this additional charity trustee, at which point the appointment of the charity trustee must be made by a decision of the membership of SSAGO. However should this decision of the membership fail to fill the vacancy, the charity trustees may fill the vacancy by nomination, and this appointment shall be final. Any proposal to reject the appointment of the additional charity trustee must be made within 14 days of the notice being received.
- 12.3.7 A person so appointed by nomination shall retire in accordance with the provisions of this clause.
- 12.3.8 A person so appointed by nomination shall not count as an elected trustee for the purposes of 12.5.1 (Number of each type of charity trustee), unless they have been appointed by nomination as a result of a failure of the membership to fill the vacancy on 2 separate occasions (as provided for under clause 12.3.6).
- 12.3.9 The elected trustees must be members of the organisation as defined in clause 8 (Membership), at the time of their appointment.
- 12.3.10 The elected trustee roles shall be Chairperson, Secretary, Treasurer, Members' Officer and Publicity Officer. Any additional elected trustees may or may not have a defined role.
- 12.4 Nominated Charity Trustees
- 12.4.1 The trustees may nominate additional charity trustees to fulfil a defined role.

12.4.2 Any nomination must be made at a meeting of the charity trustees.

12.4.3 The term of a nominated trustee comes to an end when:

12.4.3.1 the nominated trustee is removed by a majority vote of the trustees;

12.4.3.2 the nominated trustee retires or is removed in accordance with clause 13 (Retirement and removal of charity trustees)

12.4.3.3 Their term exceeds 3 years.

12.5 Number of charity trustees

12.5.1 Number of each type of charity trustee

There should be:

12.5.1.1 Not less than four, nor more than seven elected trustees;

12.5.1.2 Not less than three nominated trustees.

12.5.2 If the numbers fall below the minimum specified in clause 12.5.1 (Number of each type of charity trustee) the charity trustees, must, within 28 days make arrangements to elect or nominate additional trustees as appropriate such that the minimum number of each type of charity trustee is fulfilled.

12.5.3 There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, a meeting of the members, or to call an election, or nomination of a new trustee.

12.5.4 If there are no charity trustees, the members must appoint new charity trustees as provided under clause 10 (General Meetings and Decisions by the Membership)

12.5.5 The maximum number of charity trustees that can be appointed is as provided in sub-clause 12.5.1. No trustee appointment may be made in excess of these provisions.

12.6 Reappointment of charity trustees

12.6.1 Any person who retires as a charity trustee at the annual general meeting, by giving notice to SSAGO or by exceeding the limit of their term is eligible for reappointment, provided the other criteria set out in this constitution are met.

12.6.2 Any person who is removed as a charity trustee by the charity trustees, by the members, or by being absent from meetings is not eligible for reappointment unless:

12.6.2.1 either the charity trustees resolve, by a majority of 75% or more, otherwise or;

12.6.2.2 the members resolve, by means of an election or otherwise, that the person is eligible for reappointment.

This does not prevent the person from taking part in any process leading to the appointment, however, unless the charity trustees or members resolve that the person is eligible for reappointment, the results of that process shall be as if the charity trustee had not taken part in the process.

12.6.3 An elected charity trustee who has served for two terms may not be re-elected for a third term in the same role, or where the trustee does not have a defined role, they may not be re-elected for a third term with no defined role.

12.6.4 An elected charity trustee who has served for three terms may not be re-elected for a fourth term as an elected charity trustee.

12.6.5 A nominated charity trustee who has served as a charity trustee in any capacity for a period exceeding nine years may not be renominated for an extra term as a nominated trustee except where a thorough review has been conducted, and the outcome of that review is that it would not be possible to replace the skills and/or experience brought to the trustee board by that trustee, and that loss would be detrimental to SSAGO.

## 13 Retirement And Removal Of Charity Trustees

13.1 A charity trustee ceases to hold office if the charity trustee:

13.1.1 retires by giving SSAGO at least two weeks' notice in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

13.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months;

13.1.3 is absent from two consecutive meetings or all meetings for two months (whichever is the greater) of either meetings of the charity trustees or general meetings of the members without offering a written explanation to the chairperson and the trustees resolve that their office be vacated;

13.1.4 dies;

13.1.5 is removed by a unanimous vote of all remaining charity trustees, where there are concerns that the charity trustee has become physically or mentally incapable of acting as a trustee and may remain so for more than three months. In making this decision, the trustees must have regard to relevant legislation where applicable such as section 2 of the Mental Capacity Act 2005.

- 13.1.6 is removed by a unanimous vote of all remaining charity trustees where there are material concerns that the charity trustee is not acting in accordance with the Charities Act 2011 or this constitution;
- 13.1.7 is removed by the members of SSAGO in accordance with sub-clause 13.3; or
- 13.1.8 is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 13.2 A nominated trustee shall be removed from office if the trustees resolve that the nominated trustee's office be vacated;
- 13.3 Removal of a charity trustee by members
- 13.3.1 A charity trustee shall be removed from office if a resolution to remove that trustee is proposed and a decision is taken by the membership in accordance with clause 10 (General Meetings and decisions by the membership).
- 13.3.2 If the individual concerned does not make representations (either at a meeting or by written communications) when reasonably requested without good cause, that individual shall be deemed to have resigned.
- 13.3.3 A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of SSAGO.
- 13.3.4 No more than two motions may be levied against each trustee (individually or collectively) between each consecutive annual general meeting.
- 13.3.5 An additional 5% of the members from a further 10% of SSAGO Clubs are required to propose a second resolution concerning the same charity trustee.

## 14 Taking Of Decisions By Charity Trustees

Any decision may be taken either:

- 14.1 at a meeting of the charity trustees; or
- 14.2 by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement.

- 14.2.1 Such a resolution shall be effective provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
- 14.2.2 the majority of all of the charity trustees has signified agreement to the resolution which has been authenticated by such manner as the charity trustees have previously resolved.

## **15 Authority of the Charity Trustees**

- 15.1 A document is validly executed by signature if it is signed by at least two of the charity trustees.
- 15.2 The Trustees shall manage the affairs of SSAGO and (subject to Charity law, this Constitution and the Bylaws) may for that purpose exercise all the powers of SSAGO. It is the duty of each Trustee:
  - 15.2.1 to exercise their powers and to perform their functions in their capacity as a Trustee in the way that trustee decides, in good faith, would be most likely to further the purposes of SSAGO; and
  - 15.2.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances, having regard in particular:
    - 15.2.2.1 to any special knowledge or experience that the trustee has or purports to have; and
    - 15.2.2.2 if the trustee acts as a Trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- 15.3 The Trustees' powers under clause 15.2 shall include but not be limited to responsibility for:
  - 15.3.1 the governance of SSAGO;
  - 15.3.2 the budget of SSAGO; and
  - 15.3.3 the strategy of SSAGO.
- 15.4 The Trustees may disregard or adapt as they see fit any decision or Policy made by Members or by the Representative Committee which the Trustees consider (in their absolute discretion):
  - 15.4.1 has or may have any significant adverse financial implications for SSAGO;

- 15.4.2 is or may be in breach of, contrary to or otherwise inconsistent with charity law or any other legal requirements (including ultra vires);
  - 15.4.3 is not or may not be in the best interests of SSAGO or all or any of its charitable objectives; or
  - 15.4.4 will or may otherwise adversely affect the discharge of any or all of the responsibilities referred to in clause 19.2 (The Trustees' powers under clause 19.1).
- 15.5 Where the trustees use their power under clause 15.4 to disregard or adapt any decision or policy they must, within 7 days, issue a written statement to the Members or Representative Committee as appropriate explaining the reasons for their decision. The trustees must consider representations made by the members or members of the representative committee as appropriate made within 14 days of the statement being sent, but should they still reach the same conclusion, this decision shall be final.
- 15.6 No alteration of this Constitution or the Bylaws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

## **16 Delegation By Charity Trustees**

- 16.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 16.2 This power is subject to the following requirements:
- 16.2.1 The charity trustees shall be invited to send a representative to any meetings of the committee.
  - 16.2.2 Any one charity trustee involved in a decision by the committee shall have the power to defer that decision to be taken by the charity trustees in accordance with the provisions under clause 14 (Taking of Decisions by Charity Trustees).
  - 16.2.3 The acts, proceedings and deliberations of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable and every committee must appoint a secretary for that purpose; and
  - 16.2.4 No committee shall knowingly incur expenditure or liability on behalf of SSAGO except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees; and
  - 16.2.5 The charity trustees shall, from time to time, review the arrangements which they have made for the delegation of their powers, and may revoke the delegation.

16.2.6 Any decisions where if the committee member had been a charity trustee, would have fallen under clause 6 (Benefits And Payments To Charity Trustees And Connected Persons), must be deferred to be taken by the charity trustees in accordance with the provisions under clause 14 (Taking of Decisions by Charity Trustees).

16.3 The meetings and proceedings of any committee shall be governed by the clauses of this Constitution regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any Bylaws.

## **17 Meetings And Proceedings Of Charity Trustees**

### 17.1 Calling meetings

17.1.1 Any charity trustee may call a meeting of the charity trustees.

17.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

### 17.2 Chairing of meetings

The charity trustee elected into the Chairperson role by the members shall preside as Chairperson of meetings. If no person has been so appointed, or if the person appointed is unwilling to preside, or is unable to preside due to the requirements of clause 7 (Conflicts of interest) or is not present within ten minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting,

### 17.3 Quorum and Procedure at Meetings

17.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one-third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

17.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote, or by unanimous decision of the charity trustees.

17.3.3 In the case of an equality of votes, the Chairperson shall have a second, or casting, vote.

## **18 Saving Provisions**

18.1 Subject to sub-clause 18.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

18.1.1 who was disqualified from holding office;

- 18.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 18.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- 18.2 Sub-clause 18.1 does not permit a charity trustee to keep any benefit that may be conferred upon that trustee by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 18.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## 19 Use Of Electronic Communications

### 19.1 To SSAGO

- 19.1.1 Any member or charity trustee of SSAGO may communicate electronically with SSAGO to an address specified by SSAGO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to SSAGO.

### 19.2 By SSAGO

- 19.2.1 Any member or charity trustee of SSAGO, by providing SSAGO with their email address or similar, is taken to have agreed to receive notices and communications from SSAGO required under this constitution in electronic form at that address.
- 19.2.2 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website provide any notice, information or proposals required to be given under this constitution to any members or charity trustees
- 19.2.3 The charity trustees must take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;

## 20 Minutes

### 20.1 The charity trustees must keep minutes of all:

- 20.1.1 appointments of officers made by the charity trustees;
- 20.1.2 proceedings during decisions of the members of SSAGO;
- 20.1.3 meetings of the charity trustees, the SSAGO Representative Committee and delegated committee, including:
  - 20.1.3.1 the names of the trustees and other persons present at the meeting;

20.1.3.2 the decisions made at the meetings; and

20.1.3.3 where appropriate the reasons for the decisions;

20.1.4 decisions made by the charity trustees otherwise than in meetings

20.2 Minutes should be made available to members on request, however the meeting or trustees may redact anything reasonably deemed to be sensitive, or which may cause information to be released in an untimely manner.

20.3 Minutes of a general, SSAGO Representative Committee or trustee meeting shall be provisional until approved by the next meeting of the members, SSAGO Representative Committee or trustees respectively. A member of this next meeting may propose a resolution to amend these minutes. If that motion is carried, the minutes, as amended, shall become the minutes of the meeting in question.

## **21 Accounting Records, Accounts, Annual Reports And Returns, Register Maintenance**

21.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, the preparation and scrutiny of statements of accounts, and the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of SSAGO, within ten months of the financial year-end.

21.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of SSAGO entered on the Central Register of Charities.

## **22 Rules**

22.1 The charity trustees may, from time to time, make such reasonable and proper rules or bylaws as they may deem necessary or expedient for the proper conduct and management of SSAGO, but such rules or bylaws must not be inconsistent with any provision of this constitution.

22.2 SSAGO shall have a set of bylaws. Amendments to these may only be made by decision of the members as provided under clause 10 (General Meetings and decisions by the membership).

22.3 Policy Documents

22.3.1 SSAGO shall have policy documents outlining rules on specific areas.

22.3.2 These may only be amended by a decision of the SSAGO Representative Committee or of the members, except where otherwise allowed under clause 15 (Authority of the Charity Trustees).

22.4 Copies of any such rules or bylaws currently in force must be made available to any member of SSAGO on request.

## 23 Disputes

If a dispute arises between members of SSAGO about the validity or propriety of anything done by the members under this constitution and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## 24 Amendment Of Constitution

As provided by clauses 224-227 of the Charities Act 2011:

24.1 This constitution can only be amended:

24.1.1 by resolution agreed in writing by all members of SSAGO; or

24.1.2 by a resolution passed by a 75% majority of votes cast in a decision of the membership of SSAGO.

24.2 Any alteration of clause 3 (Objectives), clause 32 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of SSAGO or persons connected with them, requires the prior written consent of the Charity Commission.

24.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 shall be valid.

24.4 A copy of any resolution altering the constitution, together with a copy of SSAGO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## 25 Voluntary Winding Up Or Dissolution

25.1 SSAGO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve SSAGO can only be made:

25.1.1 at a general meeting of the members of SSAGO called in accordance with clause 10 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

25.1.1.1 by a resolution passed by a 75% majority of those voting, or

25.1.1.2 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

25.1.2 by a resolution agreed in writing by all members of SSAGO.

25.2 Subject to the payment of all SSAGO's debts:

25.2.1 Any remaining assets of SSAGO shall be held in trust by The Scout Association and The Guide Association for a period not less than 5 years. After this period the assets shall be divided equally between the Scout Association and The Guide Association.

25.2.2 The remaining assets must be applied for charitable purposes the same as or similar to those of SSAGO.

25.3 The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

25.4 The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of SSAGO, and to any charity trustee of SSAGO who was not privy to the application.

## 26 Interpretation

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution. In this constitution:

26.1 **"Connected person"** means:

26.1.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

26.1.2 the spouse, civil partner or common law partner of the charity trustee or of any person falling within sub-clause 26.1.1;

26.1.3 a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause 26.1.1 or 26.1.2;

26.1.4 an institution which is controlled –

26.1.4.1 by the charity trustee or any connected person falling within sub-clause 26.1.1, 26.1.2, or 26.1.3; or

26.1.4.2 by two or more persons falling within sub-clause 26.1.4.1, when taken together

26.1.5 a body corporate in which – the charity trustee or any connected person falling within sub-clauses 26.1.1 to 26.1.3 has a substantial interest; or two or more persons falling within sub-clause 26.1.5 who, when taken together, have a substantial interest.

26.2 **"Charity trustee"** means a charity trustee of SSAGO.

- 26.3 A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.
- 26.4 **“appointment”** means the process of a person being assigned a role.
- 26.5 **“election”** means the appointment of a person to a role by a decision made by a voting body such as the membership.
- 26.6 **“nomination”** means the appointment of a person to a role by means of application, and a collective decision of a committee, such as the trustees.