

# New Constitution Justification and Explanation:

## 1. Overview:

This document contains an overview of the changes to the constitution proposed by the National Executive Committee to aid in SSAGO becoming registered as a charity.

You are able to find the new proposed constitution here:

<https://docs.google.com/document/d/1xHxhZDhLOQcB20BttWcKtUyCfhFS-Ak5/edit>

You are able to find the new proposed bylaws here:

<https://docs.google.com/document/d/16QRYHnQAzgVATcN6Djesrtx6jO26OpHJU3oy1qAkDRk/edit>

You can find SSAGO's current constitution here:

<https://www.ssago.org/resources/constitution>

## 2. Why the changes?:

SSAGO's Constitution is outdated, and has many loopholes, contradictions, and does not reflect the way SSAGO currently operates, in addition to the fact that it would not allow registration as a charity.

The benefits of becoming a charity are discussed in these documents, although may be slightly different depending on the legal structure adopted. This constitution allows SSAGO to choose either legal structure depending on the outcome of talks with The Scout Association and The Guide Association:

<https://www.ssago.org/resources/reports/2021/2021-07-charity-update-summary>

If you'd like to read more about the benefits, and changes from becoming a charity you can read an old report from when this process was started here, it should be noted some of the prices have altered in the past 6 years:

<https://www.ssago.org/resources/reports/2017/2017-06-ssago-as-a-charity-report>

## 3. Constitution Changes:

To ensure SSAGO's application can be approved quickly by the Charity Commission we have aimed to follow their model constitution for association model CIOs. This does not mean we are necessarily applying to become a CIO, but it does allow us options in the future should TSA/GG and SSAGO decide it is the best option. It also allows us to pursue registration in the current legal format regardless.

SSAGO will require trustees to be defined as part of the transition to being a charity, our plan is for team pink to assume this role, similar to how it currently operates. The trustee board will therefore include:

- The National Exec - These will be elected each year at the AGM as normal and serve a one year term.
- The Assistants (currently: Webmaster, Quartermaster, Archivist, International Officer, Events Officer, SASU Manager, SAGGA Liason, Charities Assitant) - These Trustees will be picked (copoted) by the other trustees.

The Board will delegate running events to Event Committees and the Events Officer will act as trustee oversight to these subcommittees.

Assistants will provide continuity to the board of trustees and oversee some of the requirements like GDPR compliance and management of sub-committees.

The new governing documents are split into two parts, the constitution, which has to be filed with the charity commission and requires a supermajority to change, and the byelaws, which may be changed by a simple majority and don't require submitting to the charity commission. This means that parts that SSAGO may want to change remain easy to do so, and the required legal things are kept to the constitution. SSAGO Policy documents remain unchanged, although are overruled when contradictory with the constitution or bylaws. Some items from the constitution are moved to policy to allow them to be altered by reps easily.

Following this model has meant a complete rewrite of the constitution and bylaws, meaning a direct comparison is hard to produce. Some of the main changes:

- The objectives of SSAGO have been rewritten to make them legally "charitable". Great care was taken in writing these to ensure that they allow SSAGO to do everything it currently does, however they have to be written in this form to allow SSAGO to be considered "exclusively charitable", and hence be able to be registered as a charity.
- Only full members will be able to run for exec positions, this stops the existing situation where current associate members of the exec are able to rerun for exec roles. This has been done for simplicity as these roles are only open to full members in the new constitution and otherwise would require either opening roles to all associates or defining a second full member type for elected exec. There is scope to change this in future however this section must be in the constitution.

- The trustee board allows for between 5 and 7 elected exec members and at least 3 co-opted assistants. This gives flexibility to add up to 2 elected exec roles, and reduce the number of assistants.
- There are updates to quorum and the number of members required to call meetings, setting these as percentages of membership versus a fixed number.
- There are changes to the notice periods, for example reducing a general meeting from 8 weeks (or 4 weeks at a rally) to 14 days.
- The allowance for electronic voting has been introduced.
- There are changes to the structure of reps as all trustees are allowed to vote, giving voting rights collectively to assistants and exec combined. However, the trustees only have five votes collectively, independent of their number. Each club rep retains one vote each. Currently, this would give 44 club votes and 5 trustee votes at reps changing from 44 club votes and one vote for each of the 5 exec members.
- There are provisions for delegation, this means minutes and decisions of sub-committees, like the National Exec, Reps and National Events need to be sent promptly to the trustees and any decisions they make can be referred to the board of trustees by any trustee.
- Minutes of any committee or subcommittee meetings must be made available, meaning all event committee and team pink minutes will be published.
- Constitution amendments and dissolution of SSAGO now require a 75% supermajority to be effective. Any changes must be sent to the charity commission.
- The trustees can overrule reps in certain situations. This is a requirement for a charity that the trustees must have the power to make the final decision. The current wording is similar to a student's union constitution that includes an assembly-type structure and trustees, similar to how reps works with SSAGO.

There are also some sections and additions in the new Bylaws as follows. These parts are moved to the Bylaws as they are more likely to require updating. They are as follows:

- Clauses about club affiliations, membership type and membership costs are moved to the Bylaws.
- A new type of non-voting members is defined, International Associates, which formalises international contingents to SSAGO events. This membership type has no membership costs.
- The definition of the National SSAGO Executive Committee and the expected delegation to them is added here.

We have chosen not to apply other constitutional changes as our aim was to make this a set of minimal changes to fulfill the legal requirements, and to make a workable constitution. There is scope to make updates at future general meetings and we didn't want any confusion or controversy about other changes to delay this process.