



SSAGO Constitution Proposal

Sections 1-3

Name – fairly self explanatory

1. Name

2. National Location Of Principal Office

3. Objectives

SSAGO's address will be in England - This is a requirement of the constitution for a CIO to set out whether it is in England or Wales, whilst we are not going for the CIO structure, it may make sense in the future, and so this was left in to allow that to happen more easily. This is probably not a bad thing to set out in the constitution.

The objectives of SSAGO are:

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

1. Working with The Scout Association, The Guide Association, The Scout and Guide Graduate Association, students' unions, organisations with similar objectives and affiliated bodies;
2. Promoting and maintaining links between students regionally, nationally and internationally;
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;
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;
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;
6. Any ancillary or incidental charitable activities for the benefit of the community;

2. The advancement of citizenship or community development by:

1. Promoting and facilitating involvement of members within the local community;
2. Promoting and facilitating volunteering of members within Scouting and Guiding;
3. Promoting the aims and principles of The Scout Association and The Guide Association;
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.

Objectives – these are written in this way, as charitable objectives legally have to be written in this form.

This sets out everything SSAGO can legally do as a charity, so I've included the exact wording here.

Sections 4-5

4.Power

- The power that SSAGO has is set out to make it explicitly clear in case other charities/companies/people need evidence in the future.
- This power includes the ability to borrow money, acquire, maintain, and dispose of property, employ staff, and deposit or invest funds. – SSAGO technically currently has all of these powers, so no change.
- Compliance with specific rules in laws such as the Charities Act 2011 and the Trustee Act 2000, is required for some things SSAGO can do and this is set out where relevant.
- No policy document can stop SSAGO from selling/using of its property. – legal requirement that charities must always be able to do this, so set out here to make this clear.

5.Application Of Income And Property

SSAGO's money/stock/equipment must only be used to further its objectives. – requirement of charity law - this is a change from what we can currently do. However I wouldn't expect this to have any impact, as long as we ensure everything we want to do is covered by the objectives.

Charity trustees are eligible for reimbursement of reasonable expenses incurred on behalf of SSAGO.

Charity trustees may also benefit from indemnity insurance cover provided by SSAGO – the scouts should provide this – but given that the trustees are currently personally liable if anything goes wrong, this is definitely required.

We can't operate as a company and pay members 'profit'

Sections 6-8

6. Benefits And Payments To Charity Trustees And Connected Persons

This section outlines rules around benefits and payments to charity trustees and people related to them. This includes direct payments (employment), gifts, and also selling goods or services to SSAGO. This is mostly common sense, and ensures no-one is going to be embezzling SSAGO's money. Some of it is currently covered by the conflict of interest policy, but some of it is new. Again this shouldn't prevent us from doing anything that wouldn't previously have been dodgy

7. Conflicts Of Interest And Conflicts Of Loyalty

This section sets out stuff that is currently in the conflict of interest policy, but it is sensible to include it in the constitution as the constitution is legally binding, so this ensures that COIs are handled appropriately.

8. Membership

- Full (student) membership is outlined in the constitution as it is needed elsewhere in the constitution
- Members must agree to become members – this could be by signing up on the SSAGO website
- It also sets out a mechanism if the trustees want to refuse membership to someone.
- There is a duty on every member to make decisions on behalf of SSAGO in a way they think will further the objectives. Examples of decisions include electing trustees/ other resolutions at AGMs and EGMs and any responsibilities they are given within SSAGO.
- Termination of membership can occur through various means, including death, the member withdrawing their membership, non-payment of membership fees, or by the trustees (with some conditions to make sure they only do this where necessary).
- The trustees must maintain a register of members, provide a means for notices, disclose the total member count, and provide other relevant information as needed.

Sections 9-11

9. SSAGO Representative Committee (Reps)

- The same people as it currently is, just set out formally in the constitution
- Some basic provisions around the procedures and rules for meetings/voting etc
- The change is that 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
- Otherwise it is how it currently works

10. General Meetings and Decisions by the Membership

- Sets out various things specific to AGMs and EGMs
- Also how it currently works

11. General Provisions for Meetings and Decision Making within SSAGO

- Sets out generic rules for how meetings/ decision making of reps and the members works in SSAGO. This could also be referenced by other policy for other groups if needed.
- Matches how we operate now with flexibility for the future.

Sections 12-15

12. Appointment and Reappointment Of Charity Trustees

- Specifies 2 types of trustees – elected (current exec) and appointed (current assistants)
- Elected are pretty much as they are now
- Appointed trustees cannot be reappointed if they have been trustees for more than 9 years, although there is an exception if they are required.
- Appointed trustees have a term of 3 years, and if they are to continue they must be reappointed after these 3 years.

13. Retirement And Removal Of Charity Trustees

- A trustee is no longer a trustee by: voluntary retirement with a two-week notice, prolonged absence from meetings, death, unanimous trustee vote for concerns related to incapacity or violation of laws, or disqualification under the Charities Act 2011.
- Appointed trustees can be removed by trustee resolution.
- Members can remove a charity trustee and there is a procedure and rules for how to do this set out in this clause.

14. Taking Of Decisions By Charity Trustees

- Sets out how the charity trustees must make their decisions – and makes clear what is and isn't a decision of the trustees

15. Authority of the Charity Trustees

- Sets out what the charity trustees hold ultimate responsibility for, and what they can overrule e.g. reps on, and when.

Sections 16-19

16. Delegation By Charity Trustees

- As the trustees now have a legal duty to ensure that money and the activities of SSAGO fall within the objectives, some safeguards have been added to delegation to committees (e.g. event committees)

These are:

- the trustees can send someone to any meeting of that committee (e.g. the events officer) if they choose, and this person can say that a decision needs to be taken by the trustees rather than the committee if they feel it is necessary
- Minutes must be sent to the trustees (no change from current procedure)
- Money cannot be spent unless it is within a budget that has been approved (the finance policy currently outlines this)
- The committee members are treated like charity trustees for the purposes of them being paid/receiving preferential treatment/benefits from SSAGO

17. Meetings And Proceedings Of Charity Trustees

- Basic provisions including calling meetings, the chair of meetings, and quorum. No change.

18. Saving Provisions

- A few recommended bits from the charity commission to prevent decisions being overturned on technical points.

19. Use Of Electronic Communications

- How members can communicate with SSAGO, and vice versa. Makes it clear how the constitution complies with GDPR

Sections 20-26

20. Minutes

- Sets out when minutes must be taken, and that they must be made available to members. No change except that sub-committee meetings e.g. event committee meetings minutes must be made available

21. Accounting Records, Accounts, Annual Reports And Returns, Register Maintenance

- Sets out SSAGO's legal duty on these items.

22. Rules

- Specifies how the bylaws and policy documents work.

23. Disputes

- Recommended by the charity commission to ensure stuff is workable

24. Amendment Of Constitution

- Includes various legal restrictions
- 75% majority required to change the constitution

25. Voluntary Winding Up Or Dissolution

- No change to what the current constitution specifies, just sets the procedure out in more detail, and requires a 75% majority

26. Interpretation

- Defines various terms used elsewhere in the constitution

Questions?