

Ayr & District Beekeepers' Association (SCIO SC048587) Notice of Special Members Meeting

Notice is hereby given that a Special Members Meeting of Ayr & District Beekeepers Association will be held at 7.30pm on Wednesday 09th March 2022. This will be held at the Carrick Centre, to transact the following business:

Agenda

1. Welcome
2. Apologies for absence
3. Proposed Changes to the Constitution (details below).
 - 3.1. Re-election of Trustees at an AGM
 - 3.2. Removal of Clause 64
 - 3.3. Board Meetings quorum
 - 3.4. Virtual meetings
4. AOCB

By order of Trustees

Changes to the Constitution.

Item 3.1

Reason for Change

We currently have thirteen elected Trustees that give their time and effort to support the association. The maximum number of Trustees is fifteen. Under the current constitution we can only re-elect 10 Trustees at an AGM. There is no defined process to determine which Trustees need to step down. The association need to embrace those that have volunteered and modify the current constitution to allow all elected Trustees to be re-elected at each AGM.

Current constitution reads:

"60 The maximum number of charity trustees is 15; out of that:

60.1 no more than 10 shall be charity trustees who were elected/appointed under clauses 65 and 66 (or deemed to have been appointed under clause 64); and

60.2 no more than 5 shall be charity trustees who were co-opted under the provisions of clauses 69 and 70."

Specific change proposed:

"60 The maximum number of charity trustees is 15; out of that no more than 5 shall be charity trustees who were co-opted under the provisions of clauses 69 and 70."

Item 3.2

Reason for Change

Item 64 was included for the transition into an SCIO and now superfluous. This is a housekeeping exercise.

Current constitution reads:

" Initial charity trustees

64 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation."

Specific change proposed:

Entire clause to be removed.

Item 3.3

Reason for Change

The minimum number of Trustees is five (clause 61). Under the current constitution we need a quorum of 6 before Board Meetings can proceed. This leaves the association in the position that it could have the minimum number of Trustees permitted but unable to make decisions at Board Meetings. The options to prevent this is to either raise the number of minimum Trustees or lower the quorum level. The Board chose to lower the quorum level.

Current constitution reads:

" 92 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 6 charity trustees, present in person."

Specific change proposed:

" 92 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees."

Item 3.4

Reason for Change

The coronavirus pandemic has forced the association to operate using virtual meetings. This change has been sanctioned by the Office of the Scottish Charity Regulator (OSCR). It is in the interest of the association to continue, or at least have the option of operating in this

way. Under our current constitution all meetings are required to be physical for decisions to be made.

There is no specific impediment to holding virtual meetings within the constitution, but it is prudent to make it clear that decisions can be made at virtual meetings.

Specific change proposed:

After Clause 38 insert:

" 39 AGM's or special members' meetings can be conducted in person or in person virtually, at the discretion of the Board."

After Clause 9 insert:

" Procedure at board meetings

92 Trustee Board meetings can be conducted in person or in person virtually, at the discretion of the Board."