

Bolt-on provisions for Voluntary Association model constitution

These are alternative clauses for some of the sections within our model constitution for a voluntary association.

If you are using these bolt-on provisions within our model constitution to apply to OSCR for charitable status then you need to complete certain sections in full. OSCR have to know what are your charitable objectives and activities, the number of trustees you need for a quorum, whether there are any qualifications to be a member of your organisation, etc. We have **highlighted** the sections you must complete in order to gain charitable status so that you can ensure your constitution contains all the information that OSCR will be looking for when they consider whether your organisation can become a Scottish charity.

- SUPPLEMENT 1 Membership by incorporated bodies**
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NOTE: The use of numbering such as "39A", "39B" etc in the bolt-on provisions is intended simply to clarify where additional provisions are to be inserted (in the above example the new provisions would appear after clause

39 but before clause 40). Once the draft has been fully assembled, all clauses should be numbered through in the normal manner (e.g. 39A would become 40, 39B would become 41 and 40 (old numbering) would become 42); cross-references should be altered accordingly.

SUPPLEMENT 1 - Membership by incorporated bodies

1. Amend clause 5:-

“5. Membership shall be open to

(a) any individual who [insert membership qualifications]

(b) any corporate body which [insert membership qualifications]”

2. Amend clause 7:-

“7. Any person or body who/which wishes to become a member must sign, and lodge with the association, a written application for membership; in the case of a corporate body, the application must be signed by an appropriate officer of that body.”

3. Amend clause 8 - “any person or body”.

4. Amend clause 11 - “they/it” and “any person or body”

5. Amend clause 12:

“12 Any person or body who/which wishes to withdraw from membership shall sign (in the case of a corporate body, through an appropriate officer), and lodge with the association, a written notice to that effect; on receipt of the notice by the association, they/it shall cease to be a member.”

6. Amend clause 13 - “Any person or body”.

7. Amend clause 20:-

“20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be [] members, present in person or (in the case of members which are corporate bodies) present via their duly authorised representatives.”

8. Amend clause 24:-

“24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or (in the case of a member which is a corporate body) given via its duly authorised representative present at the meeting.”

9. Add immediately after clause 24:-

“24A. A member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings; they will then be entitled to exercise the same powers on behalf of the body which they represent as that body could have exercised if it had been an individual member of the association.”

10. Amend clause 29:-

“29. A person shall not be eligible for election/appointment to the management committee unless they are a member of the association or has been nominated for election/appointment to the management committee by a member which is a corporate body.”

11. Insert immediately after clause 29:-

“29A. A person shall not be eligible for election/appointment to the management committee if they are an employee of the association.”

12. Add immediately after clause 31:-

“31A. A member which is a corporate body may (subject to clause 31B) nominate any individual for election/appointment to the management committee; they will then be deemed to be a member of the association for the purposes of clauses 30 and 31.

31B No more than one individual nominated under clause 31A by each corporate member may serve as a member of the management committee at any given time.”

13. Amend paragraph (c) of clause 33:-

“(c) they cease to be a member of the association or (if they were nominated by a corporate body) the corporate body which nominated them ceases to be a member of the association”

14. Amend clause 34:-

“34 The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the name of the corporate member which nominated each management committee member (if applicable), the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.”

15. Amend clause 63 - “them/it”.

SUPPLEMENT 2 - Membership by unincorporated bodies

1. Amend clause 5:-

“5. Membership shall be open to

(a) any individual who [insert membership qualifications]

(b) any individual who has been nominated for membership by an unincorporated body which [insert membership qualifications]"

2. Add immediately after clause 5:-

"5A No more than one individual nominated under paragraph (b) of clause 5 by each unincorporated body may be a member of the association at any given time."

3. Amend clause 7:-

"7. Any person who wishes to become a member must sign, and lodge with the association, a written application for membership; in the case of an application under paragraph (b) of clause 5, the application must also be signed by an appropriate officebearer of the unincorporated body which is nominating them for membership."

4. Amend clause 11:-

"11. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership and the date on which any person ceased to be a member; in the case of a member who was admitted under paragraph (b) of clause 5, the entry against his/her name shall also include details of the unincorporated body which nominated them for membership."

5. Add immediately after clause 12:-

"12A. An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the association to that effect; on receipt of the notice by the association, the individual in question shall automatically cease to be a member of the association."

SUPPLEMENT 3 Co-opted management committee members

1. Amend clause 28:-

"28. The maximum number of members of the management committee shall be []; out of that, no more than [] shall be members of the management committee who were co-opted under the provisions of clauses 32A and 32B."

2. Amend clause 29:-

"29 A person shall not be eligible for election/appointment to the management committee under clauses 30, 31 and 32 unless they are a member of the association; a person appointed to the management committee under clauses 32A and 32B need not, however, be a member of the association."

3. Insert immediately after clause 29:-

“29A A person shall not be eligible for election/appointment to the management committee if they are an employee of the association.”

4. Amend clause 32:-

“32 At each annual general meeting, all of the members of the management committee elected/appointed under clauses 30 and 31 shall retire from office – but shall then be eligible for re-election.”

5. Insert immediately after clause 32:-

“Appointment/re-appointment of co-opted management committee members

32A. In addition to their powers under clause 31, the management committee may at any time appoint any non-member of the association to be a member of the management committee (subject to clause 28) either on the basis that they have been nominated by [insert name of body or bodies or simply state “a body with which the association has close contact in the course of its activities”] or on the basis that they have specialist experience and/or skills which could be of assistance to the management committee.

32B At each annual general meeting, all of the members of the management committee appointed under clause 32A shall retire from office – but shall then be eligible for re-appointment under clause 32A.”

6. Amend paragraph (c) of clause 33:-

“(c) (in the case of a member of the management committee elected/appointed under clauses 30, 31 and 32) they cease to be a member of the association”

SUPPLEMENT 4 - Some, but not all, elected management committee members to retire each year

1. Amend clause 32:-

“32. At the first annual general meeting, one third (to the nearest round number) [or insert a specific number] of the management committee members [disregarding for this purpose those appointed under clause 32A] shall retire from office; the question of which of them is to retire shall be determined by some random method.”

2. Insert immediately after clause 32:-

“32AA At each annual general meeting (other than the first)

(a) any management committee members appointed under clause 31 during the period since the preceding annual general meeting shall retire from office

(b) out of the remaining members of the management committee [disregarding for this purpose those appointed under clause 32A], one third (to the nearest round number) [or insert a specific number] shall retire from office.

32AB The members of the management committee to retire under paragraph (b) of clause 32AA shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

32AC A member of the management committee who retires from office under clause 32 or 32AA shall be eligible for re-election.”

SUPPLEMENT 5 - Maximum period in office for management committee members

1. Add immediately after clause 29:-

“29A A person who has served on the management committee for a period of [] years shall automatically vacate office on expiry of that [] year period and shall then not be eligible for re-election until a further year has elapsed.

29B For the purposes of clause 29A (a) the period from the date of the formation of the association to the first annual general meeting shall be deemed to be a period of one year, unless it is of less than six months’ duration, in which case it shall be disregarded

(b) the period between the date of appointment of a management committee member and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months’ duration in which case it shall be disregarded

(c) the period between one annual general meeting and the next shall be deemed to be a period of one year

(d) if a management committee member ceases to hold office but is reappointed to that office within a period of six months, they shall be deemed to have held office as a member of the management committee continuously.”

2. Amend clause 32:

“32 At each annual general meeting, all of the members of the management committee shall retire from office – but shall then (subject to clause 29A) be eligible for re-election.”

also amend clause 32B (if applicable)

“32B At each annual general meeting, all of the members of the management committee appointed under clause 32A shall retire from office – but shall then be eligible (subject to clause 29A) for re-appointment under clause 32A.”

SUPPLEMENT 6 - Outside body having right to representation on management committee

1. Amend clause 29:-

“29 A person shall not be eligible for election/appointment to the management committee under clauses 30, 31 and 32 unless they are a member of the association; a person appointed to the management committee under clause 32A need not, however, be a member of the association.”

2. Insert immediately after clause 29:-

“29A. A person shall not be eligible for election/appointment to the management committee if they are an employee of the association.”

3. Amend clause 32:-

“32. At each annual general meeting, all of the members of the management committee (other than any member of the management committee appointed under clause 32A) shall retire from office – but shall then be eligible for re-election.”

4. Add immediately after clause 32:-

“Appointment of management committee members nominated by [name of body]

32A. [Insert name of body] shall be entitled to nominate any person to serve on the management committee; the management committee shall, at the management committee meeting which follows receipt of any such notice, appoint the individual named in the notice (subject to clause 32B) as a member of the management committee with immediate effect.

32B No more than one person nominated under clause 32A may serve as a member of the management committee at any given time.

32C For the avoidance of doubt, a member of the management committee appointed under clause 32A shall not require to retire from office at any annual general meeting.”

5. Amend paragraph (c) of clause 33:-

“(c) (except in the case of a member of the management committee appointed under clause 32A) they cease to be a member of the association”

6. Add immediately after paragraph (c) of clause 33:-

“(d) (in the case of a member of the management committee appointed under clause 32A) [insert name of body] withdraws his/her nomination by written notice to the association to that effect.”

SUPPLEMENT 7 - Annual membership subscription

1. Amend clause 7:-

“7. Any person who wishes to become a member must sign, and lodge with the association, a written application for membership; the application must be accompanied by a remittance to meet the annual membership subscription.”

2. Amend clause 9:-

“9. The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application (and accompanying remittance); the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application and, if the decision was to refuse admission, shall return to the applicant the remittance lodged by them under clause 7.”

3. Amend clause 10:-

“10. Members shall require to pay an annual membership subscription; unless and until otherwise determined by the members, the amount of the annual membership subscription shall be £ [] .

10A. The annual membership subscriptions shall be payable on or before [insert date] in each year.

10B. The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an annual general meeting.

10C. If the membership subscription payable by any member remains outstanding more than [] weeks after the date on which it fell due (and providing they have been given at least one written reminder) the management committee may, by resolution to that effect, expel them from membership.

10D. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.”

SUPPLEMENT 8 - Members' power to require a special general meeting to be held

1. Add immediately after clause 16:-

“16A. If a notice signed by ten or more members requesting a special general meeting is received by the association, the management committee must convene a special general meeting – and on the basis that it must be held within six weeks from the date on which the notice was received; a notice under the preceding provisions must set out the business which is to be considered at the special general meeting.”

SUPPLEMENT 9 - Proxy voting

1. Amend clause 20:-

“20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be [] persons entitled to vote, each being a member or a proxy for a member.”

2. Amend clause 24:-

“24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.”

3. Add immediately after clause 24:-

“24A. A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must lodge with the association, prior to the time when the meeting commences, a written proxy form, signed by them.

24B. A proxy need not be a member of the association.

24C. A member shall not be entitled to appoint more than one proxy to attend the same meeting.

24D. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting.”

4. Amend clause 26:-

“26. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present at the meeting and entitled to vote, whether as members or as proxies for members); a

secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.”