

MOTIONS TO CHANGE THE CONSTITUTION OF

GASÓGA NA HÉIREANN / SCOUTING IRELAND

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Key to mark-ups in the proposed motions.

All proposed changes are designated by coloured text.

Proposed insertions are underlined. Proposed deletions are shown by ~~strike through~~.

In the marked-up version of the Constitution supporting motion C01, insertions and deletions are shown in **red-coloured text**.

Some Articles which are affected by C01 are also affected by later motions. For each such motion, the changes proposed at C01 are shown in **red-coloured text**, while the proposed additional changes for the motion are shown in **blue-coloured text**.

Proposed text movements: **Green colour**. With ~~double-strike through~~ at original location and double underline at proposed new location.

See also the specific colour coding notes at C08 - Scout Group Representation.

BACKGROUND

It is good governance practice for an organisation periodically to review its Constitution, typically every two to three years.

During 2024, the Board tasked its Governance Committee with a review of Scouting Ireland's constitution. The Board engaged the services of Mason, Hayes & Curran (MHC) an Irish business law firm to support the Governance Committee in this work. MHC is a leading provider of such services to charities in Ireland.

The review included:

- changes in the relevant legislation in recent years;
- a general tidy-up in a few places, including the removal of a number of a number of provisions specific to the changeover to a new Constitution in 2018;
- incorporation of current good practice and remediation of any gaps; and
- addressing some areas that were felt to have been problematic to date.

A single resolution to amend the constitution was circulated just prior to the AGM in 2025 along with a heavily-marked-up version of the constitution setting out the proposed changes.

The Board received a number of submissions from the membership. The submissions raised a number of reasonable concerns, which could be summarised as:

- 1.) The volume of changes - As this was a thorough review by MHC there were a large volume of minor changes mixed in with some very important proposed changes. The argument was that the membership would need more time to consider the changes properly and should have some additional supporting rationale to help members make informed decisions.
- 2.) A single motion - All the changes were proposed under a single motion. This meant that if the motion was not passed many necessary and good changes would not be passed.
- 3.) Complex or potentially contentious changes - Legitimate concerns around some changes that required better communication in terms of rationale to help members make informed decisions.

In response to this feedback the Board withdrew the motion to amend the Constitution and promised to consult further with the membership with a view to bringing forward a motion or motions to the 2026 AGM.

The Board then set up a project team, reporting to the Governance Committee, to review the proposed changes to the Constitution in light of the feedback received and to recommend the motion(s) which the Board could propose at the AGM.

The project team, over a number of meetings and workshops, reviewed all the proposed changes and broke them down into a number of more digestible motions with a documented rationale for each motion.

This information pack sets out the proposed resolutions along with the rationale supporting each.

MOTION C01 - UPDATE AND TIDY-UP**RATIONALE**

The marked-up version of the Constitution contains a large number of minor changes comprising largely:

- updated references to current legislation;
- removal of an anomaly re. the quorum for meetings of the Board (Article 58);
- removal of certain Articles (11.7, 33 & 34) which are now redundant; and
- tidy-up of wording and alignment to currently accepted good practice where appropriate.

These many minor changes are covered by this single motion for the sake of efficiency and this motion proposes to amend the Constitution as set-out in the attached marked-up version of the full Constitution.

Motions (C02-C13) propose to further amend the Constitution in specific ways as set-out in each of those motions.

Motion C14 proposes that, once the changes included in those motions that are approved at the General Meeting are applied to the Constitution there may be the need for some minor typographical, formatting, sequencing or numbering changes. That motion seeks approval of the general meeting for such changes to be made without requiring the results to be then agreed at a further general meeting.

MOTION C01 - UPDATE AND TIDY-UP**MOTION**

This meeting resolves to amend the Constitution as set out in the attached document.

MOTION C02 - GENDER NEUTRAL PRONOUNS

RATIONALE

Scouting Ireland is an inclusive organisation. The current Constitution contains gender-specific personal pronouns that reflect historical drafting conventions. The proposed amendment updates the language to utilise gender-neutral pronouns throughout, ensuring that the Constitution reflects current-day standards of inclusive and respectful governance.

This amendment is purely linguistic and does not affect the legal substance or interpretation of any Article.

Examples of how this would be implemented include:

“...he or she is...” would change to “...they are...”.

“...he or she accepts...” would change to “...they accept...”

“...his or her...” would change to “...their...”

“...him or her...” would change to “...them...”

MOTION C02 - GENDER NEUTRAL PRONOUNS

MOTION

This meeting resolves that personal pronoun usage throughout the Constitution be amended to utilise gender neutral personal pronouns.

MOTION C03 - WORLD SCOUTING

RATIONALE

During the current review it was identified that reference to our membership of the World Organisation of the Scout Movement (WOSM) was absent from our Constitution and consequently we were not compliant with their requirements in that regard.

This Motion has been proposed to ensure our Constitution complies with WOSM's requirements

As well as acknowledging that we are a member of WOSM and obliged to comply with its Constitution, it requires us to obtain prior approval from the World Scout Committee for any proposed changes to our name, our Objects (our mission and Scout Method), and our Scouting Fundamentals (our educational purpose, Scout Principles, Scout Promise and Scout Law).

MOTION C03 - WORLD SCOUTING

MOTION

This meeting resolves to include a new clause in the Memorandum of Association as follows:

8.3. Gasóga na hÉireann / Scouting Ireland is a member of the World Organisation of the Scout Movement ("WOSM") and agrees to be bound by the Constitution of WOSM. No amendments shall be made to clauses 1, 3 and 4 of this Memorandum or to Articles 80-84 (inclusive) of the Articles of Association without the written consent of the World Scout Committee.

MOTION C04 - POWERS**RATIONALE**

A Company Limited by Guarantee is required to list, in its Constitution, all of the powers which the Board of Directors may usually exercise on its behalf.

The exercise of powers in addition to those listed would require the approval of a special resolution at a general meeting.

This motion proposes to amend the Powers to:

- 1.) Better align with current norms and accepted good practice for a charitable company.
- 2.) Better provide for future actions in relation to the structure of Gasóga na hÉireann / Scouting Ireland, such as may arise in the resolution of issues identified by the recent investigation by the regulator into the company and the trustee companies, and others such as banking and insurance companies.
- 3.) Better provide a variety of options in relation to funding, in line with current norms for the not-for-profit sector; enabling the Company to continue to support the growth and sustainable development of Scout Groups, whilst addressing any potential funding gaps which may arise from the settlement of anticipated litigation.

MOTION C04 - POWERS**MOTION**

Proposed amendments illustrated via mark-up.

This meeting resolves to amend clause 5 of the Memorandum of Association to read as follows:

5. ~~POWERS~~POWERS

The Company shall, in addition to the powers conferred on it by law, have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- (a) to undertake any activities as will assist it in achieving its aim ~~in~~ of encouraging the development of young people and promoting the development of young people to others;
- (b) to purchase, take on, lease, licence, surrender, or in-exchange, hire or otherwise acquire any ~~real, leasehold or personal estate which may appear convenient~~ property or assets;
- (c) to construct, develop, maintain, manage ~~and improve, repair or~~ alter any property or assets owned or used by the Company including any halls, campsites, buildings, or equipment ~~or installations~~;
- (d) to procure, receive or accept, administer and allocate, including on behalf of its Members, any donations, contributions, funds bequests, legacy, gifts, grants, or subscriptions ~~and bequests, to accept any gift of property of any nature,~~ whether subject to any special trust or not, for any purpose within the ~~main principal object~~ Main Object;

- (e) to enter into any contracts or arrangements with, or establish and maintain links ~~or other arrangements with,~~ and make submissions to, any Governments, State Agencies or Authorities, supreme, municipal, local or otherwise;
- ~~or take such steps by personal or written appeals, public meetings or otherwise, as may seem expedient for the purpose of procuring contributions to the funds or property, real or personal, of the Company that may seem conducive to the attainment of the Main Object;~~
- (f) to print and publish, by any medium, any newspapers, periodicals, books or leaflets and engage in any publicity for the purposes of fostering the ~~objects of the Company~~Main Object;
- (g) to promote, commence, ~~or be involved in,~~ oppose, defend, settle or compromise any litigation, arbitration, liability, claim, action, demand or dispute or other proceedings or applications ~~as may seem necessary directly or indirectly to advance or prejudice the interests of~~ involving the Company;
- (h) to sell, lease, mortgage, transfer, exchange, dispose of, grant and accept easements, or otherwise deal with all or any part of the property or assets of the Company;
- (i) to borrow and or raise money ~~and secure its repayment in any manner and to give guarantees for persons, companies, or other associations or bodies where such is in furtherance of the Main Object~~ or funds, either without security or secured in such manner as the Company shall think fit and in particular by the issue of debenture stock perpetual or otherwise, by mortgage, charge, pledge, lien, and/or other security interest, upon all or any undertaking, property and/or assets of the Company (both present and future) and to purchase, redeem or pay off any such security;
- (j) ~~to give credit to or to become surety, indemnifier or guarantor for any persons or other companies, institutions, societies or associations, and to give all descriptions of guarantees and indemnities and either with or without the Company receiving any consideration to guarantee, indemnify or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets of the Company (both present and future));~~
- ~~(j)~~(k) to invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; ~~subject nevertheless as regards and provided that the making of investments to such complies with any conditions (if any) and such consents (if any) as may for the time being be imposed or required by law applicable and subject to also as hereinafter provided;~~ prior permission ~~to be being~~ obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of ~~two~~five years for any purposes;
- ~~(k)~~(l) ~~subject to Clause clause 6, to employ such personnel as the Company may think desirable or necessary for the furtherance of its Main Object; to appoint, employ, engage and retain all such officers and servants, employees, consultants and advisers as may be required for the purposes of the Company and to make all reasonable and necessary provisions for the payment of fees, wages, salaries, pensions, gratuities, allowances, superannuation, contractual or other payments to such officers, servants, employees (or their dependents where required), consultants and advisers;~~
- ~~(l)~~(m) to accept, undertake and execute any trusts or any agency business which may seem conducive ~~to its~~ Main Object;
- ~~(m)~~(n) to subscribe to, raise or help raise funds for, any local or other charities, and to grant

donations for any public purpose or to enter into any arrangement for co-operation or reciprocal concession with any person, local authority, company, body or association, for the purpose of advancing, directly or indirectly, the Main Object; ~~of or any business carried on or intended to be carried on by the Company;~~

~~(h)(o)~~ to establish, ~~and~~ support, manage or cooperate with, or to aid in the establishment, and support and/or management of, any other ~~charitable institution formed to promote its Main Object;~~ companies, institutions, societies or associations having a main object wholly or in part similar to that of the Company;

~~(e)(p)~~ ~~to amalgamate with any companies, institutions, societies or associations having a main object wholly or in part similar to that of the Company;~~ to establish and amalgamate with other companies, institutions, societies or associations having a main object wholly or in part similar to that of the Company;

~~(p)(q)~~ ~~to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Company is authorised to amalgamate;~~ to acquire, or take on, any activities or liabilities;

~~(q)(r)~~ ~~to transfer all or any part of the property, assets, liabilities and engagements of the Company to any body with which the Company is authorised to amalgamate;~~ to apply for all licences, consents, certifications and permissions which may be required in relation to its property, asset or activities;

~~(s)~~ to take out, pay for, and maintain policies of insurance in respect of the properties, assets, activities and liabilities of the Company and for the benefit of the officers of the Company, including Directors and Officers insurance (D&O insurance);

~~(t)~~ to collect all allocations, fees or other amounts payable for facilities and services provided by the Company;

~~(f)(u)~~ to devise, adopt, amend and suspend such rules and regulations as may be required for the efficient ~~organization~~ organisation of the activities of the Company and its ~~members~~ Members;

~~(s)(v)~~ to do all such other lawful things as are incidental or ~~conductive~~ conducive to the pursuit to the attainment of its Main Object;

~~(w)~~ to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, subcontractors or otherwise and either alone in partnership or conjunction with any person, company or association, and to contract for the carrying on of any operation connected with the Main Object by any person, company or association.

PROVIDED THAT:

- (i) in case the Company shall take or hold any property or assets which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts; and
- (ii) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

MOTION C05 - SCOUT GROUPS AS MEMBERS**RATIONALE**

Currently the Constitution differentiates between Scout Groups that are a registered company (or other body corporate) and Scout Groups that are not. It includes the requirement that unincorporated Scout Groups must nominate a person to be listed on their behalf as the member of the Company in the Register of Members.

The proposed motion removes this differentiation and makes it clearer that Scout Groups are the Members, it removes the current requirement about unincorporated Scout Groups having to nominate a person to be the Member on their behalf.

This proposal requires changes to a number of Articles of the Constitution as set out below.

MOTION C05 - SCOUT GROUPS AS MEMBERS**MOTION**

Proposed amendments illustrated via mark-up.

This meeting resolves to:

(a) amend the following Definitions at Article 1.1 as set out below;

"Member" means a Scout Group that has been admitted as a member of the Company, in accordance with Articles 6 and 7;

~~whether:~~

~~(a) directly, in the case of a Scout Group that is a company or other body corporate in accordance with Article 8, or~~

~~(b) indirectly, in the case of a Scout Group that is an unincorporated association, through the admission of its nominee in accordance with Article 7;~~

"Scout Group" means a company or an unincorporated ~~body of persons who are~~ association that is organised in accordance and compliance with the Scout Group Charter and Youth Charter and which the Directors have determined is eligible to become a Member ~~of the Company, whether directly or indirectly through a nominee,~~ in accordance with Article 6;

(b) add the following Definitions at Article 1.1 as set out below;

"Group Secretary" means the secretary of the Scout Group Council as set out in the Scout Group Constitution;

"Scout Group Constitution" means the governance document which each Scout Group is required, by the Scout Group Charter, to adopt;

"Scout Group Council" means the Scout Group's management committee as set out in the Scout Group Charter and the Scout Group Constitution;

(c) amend Article 5. as set out below;

~~5. The only persons eligible to be admitted as Members of the Company shall be:~~

~~5.1. A company or other body corporate that is a Scout Group; or~~

~~5.2. An individual who is the nominee of an unincorporated association that is a Scout Group.~~

5. Only a company or an unincorporated association, that is organised in accordance and compliance with the Scout Group Charter and Youth Charter, shall be eligible to be admitted as a Member.

(d) amend Article 6. as set out below;

6. A Scout Group that wishes to be admitted as a Member ~~of the Company, whether directly, or indirectly by its nominee,~~ shall apply in accordance with the following provisions:

6.1. the Scout Group must satisfy the Directors that it meets the criteria ~~that the Directors may from time to time prescribe in order~~ prescribed in the Scout Group Charter to qualify as a Scout Group; ~~and~~

6.2. the Scout Group's application shall be made in such form and containing such information as may from time to time be prescribed by the Directors; ~~and~~

6.3. ~~Where where~~ the Directors have determined that a Scout Group is eligible to become a Member ~~of the Company,~~ the Directors may, by resolution, resolve to admit the Scout Group ~~or its nominee,~~ as a Member ~~of the Company.~~

(e) amend Articles 7. And 8. as set out below;7. Register of Members

7.1. The name of the Scout Group as registered on the Company's membership management system shall be recorded as the Member's name in the register of Members.

7.2. The address to be recorded as the Member's address in the register of Members shall be:

(a) where the Scout Group is a registered company, the company address as registered with the Companies Registration Office and as notified by the Scout Group to the Company Secretary, to such email address as is from time to time designated by the Directors for such communications; or

(b) where the Scout Group is not a registered company,

(i) to the address of the Group Secretary as registered on the Company's membership management system; or

(ii) to an alternative address agreed by the Scout Group Council and notified by them to the Company Secretary, by email.

- ~~8. The Company shall send all notices and other communications for Members to the address in the register of Members and shall not be obliged to send notices and other communications to any other address, although it is not prohibited from so doing as may be appropriate from time to time.~~
- ~~7. The following provisions shall apply to a Scout Group that is an unincorporated association:~~
- ~~7.1. The Scout Group must nominate one individual to be its nominee to represent it in all matters pertaining to membership of the Company. Such a Scout Group can change its nominee in accordance with this Article.7.3.~~
- ~~7.2. Where the Directors admit such a Scout Group to membership, the individual who is from time to time the notified nominee shall be a Member of the Company and his or her name shall be entered in the Company's register of members.7.4.~~
- ~~7.3. The Scout Group must notify the identity of its nominee and any changes in its nominee (together with such other information as the Directors may from time to time prescribe) to the Company Secretary by email to such email address as is from time to time designated by the Directors.7.5.~~
- ~~7.4. The Company shall send all notices and other communications to the Member who is the nominee of an unincorporated Scout Group and shall not be obliged to send such to any other person.~~
- ~~7.5. The Directors may from time to time prescribe regulations concerning the relationship a person nominated in accordance with Article 7.1 must have to the Scout Group.~~
- ~~8. The following provisions shall apply to a Scout Group that is a company or other body corporate:~~
- ~~8.1. Such Scout Group's corporate name shall be entered in the Company's register of members as a Member.~~
- ~~8.2. The Company will only engage with the Scout Group's board of directors or other person duly authorised by its board of directors.~~
- ~~8.3. The Scout Group that is a Member shall nominate one individual to whom all notices or other communications, from the Company, to that Member, are to be addressed. A Scout Group which is a Member can change its nominee in accordance with this Article.~~
- ~~8.4. the Scout Group which is a Member must notify the identity of its nominee and any changes in its nominee (together with such other information as the Directors may from time to time prescribe) to the Company Secretary, by email, to such email address as is from time to time designated by the Directors.~~
- ~~8.5. The Company shall send all notices and other communications to the nominee of a Member and shall not be obliged to send such to any other person.~~

(f) amend Article 11. as set out below;

11. Membership shall automatically terminate upon the occurrence of any of the following events, namely where:
- 11.1. the Directors determine in their discretion that it-a Member no longer meets the criteria referred to in Article 6.1. to qualify it as a Scout Group referred to in Article 6.1.; or

- 11.2. in the case of a Member that is a company or other body corporate, it has a liquidator appointed to it or it is dissolved, whether following its strike off or otherwise; ~~or~~
- 11.3. in the case of a Member ~~who is the nominee of a Scout Group~~ that is an unincorporated association, the unincorporated association is wound up or it is dissolved; ~~or~~or
- 11.4. the Member resigns by notice in writing to the Company; ~~or~~or
- ~~11.5. the Member, being an individual nominated by an unincorporated association dies; or~~
- ~~11.6. in the case of a Member who is the nominee of a Scout Group that is an unincorporated association, he or she is replaced by the unincorporated association in accordance with Article 7.1; or~~
- ~~11.7. in the case of the original subscribers and such other persons who are members at the date of the adoption of these articles of association but who are not eligible for admission as Members under Article 6, upon the passing of a resolution of the Directors, terminating their membership.~~

(g) Amend Article 25.1. as set out below.

- 25.1. ~~Each~~each Member may nominate up to five (5) delegates each of whom who are entitled to attend general meetings of the Company to represent that Member ~~(where the member is a body corporate) or that Member's nominating Scout Group, where the Member is a nominee of a Scout Group that is an unincorporated association~~ and to vote at such general meetings.

MOTION C06 - DIRECTORS MOTIONS**RATIONALE**

Article 66. specifies that “the sole purpose of the Motions Committee is to adjudicate on motions proposed by Members...”.

The wording at Article 16 currently does not include anything on the treatment of Directors motions

The purpose of this Motion is to better clarify the matter.

The proposed change makes it clear that the Board may bring forward motions which they believe to be in the best interests of the Company for consideration by the Membership while leaving it open to them to seek the Motions Committees views on any proposed motion.

The treatment of Members Motions remains unaffected by the proposed changes.

MOTION C06 - DIRECTORS MOTIONS**MOTION**

Proposed amendments illustrated via mark-up.

This meeting resolves to amend Article 16. as follows:

16. The following apply in relation to motions for discussion at an AGM:

16.1. Subject to the provisions of these articles of association and the Act, Members may submit motions for discussion at the Annual General Meeting (“AGM”) of the Company AGMs in accordance with the following provisions:

- (a) ~~16.1. At~~ at the first meeting of the Directors ~~following the adoption of these articles of association and thereafter at the first such meeting following the each~~ AGM, the Directors shall set the date for the following ~~year’s~~ Year’s AGM and cause this date to be communicated to the Members;
- (b) ~~16.2. Not~~ not later than twelve (12) weeks before the date of the AGM in each ~~year~~ Year, Members wishing to propose motions for discussion at the AGM must submit them to the Company at the email address specified in the communication referred to in Article 16.1 ~~(a)~~ or such other address as may be advised;
- (c) ~~16.3. All~~ all proposed motions shall be considered by the Motions Committee who shall decide, in its absolute discretion, whether or not to allow a motion go forward to the AGM for discussion and the Motions Committee may amend a proposed motion in any way in which it sees fit, again, in its absolute discretion;
- (d) ~~16.4. The~~ the Motions Committee shall provide the Directors with a list of all Members’ motions that the Motions Committee are allowing go forward for discussion at the AGM as soon as possible but not later than six (6) weeks before the date of the AGM;
- (e) ~~16.5. No~~ no motion may be proposed by a Member for discussion at an AGM that has not been approved by the Motions Committee in accordance with this Article ~~16;~~ and
- (f) ~~16.6. No~~ no motion shall be put to an AGM, the effect of which is to amend the ~~memorandum or articles of association~~ Constitution of the Company unless it

has been proposed as a special resolution in accordance with these ~~articles of association~~Articles and the Companies Act.

16.2. Directors' motions are not subject to Article 16.1, however, the Board may seek feedback and guidance from the Motions Committee about any intended or proposed Directors' motion.

MOTION C07 - CHAIRPERSON AND VICE CHAIRPERSON**RATIONALE**

The role of Vice Chairperson of the Board was introduced some time ago, after a recommendation as part of an external governance review. The aim is to provide for continuity during periods of absence of unavailability of the Chairperson of the Board, and to provide for a degree of workload sharing as from time to time required.

This motion seeks to include the role in the Constitution and to clarify its scope. The addition of the role requires a number of changes to the Constitution as set out below.

MOTION C07 - CHAIRPERSON AND VICE CHAIRPERSON**MOTION**

Proposed amendments illustrated via mark-up.

This meeting resolves to:

(a) add the following to the Definitions at Article 1.1 as set out below;

“Vice Chairperson of the Board” means the vice chairperson of the Board as set out at Articles 62 to 64;

(b) amend Article 24 as set out below;

24. The following provisions shall apply:

24.1. ~~The the~~ Chief Scout ~~for the time being of the Company~~ shall preside as chairperson at ~~any~~ general meetings, ~~but if such~~ unless the Chief Scout is not present ~~then at a general meeting in which case~~ the Chairperson of the ~~Board~~board of directors shall preside as chairperson of ~~the that general~~ meeting.

24.2. in the event that the Chief Scout and the Chairperson of the Board are not present at a general meeting, the Vice Chairperson of the Board shall preside as chairperson of that general meeting.

24.3. in the event that ~~if neither~~ the Chief Scout, ~~nor~~ the Chairperson of the ~~Board~~board of directors ~~and the Vice Chairperson of the Board~~ are not present at a general meeting ~~then~~ the Directors present shall choose one of their number to preside as chairperson ~~at of the that general~~ meeting and, in ~~in~~ the event of a tie, a Director the chairperson of the meeting shall be chosen by lot. to chair the general meeting; and

~~24.2-24.4.~~ 24.4. ~~The~~the chairperson of a general meeting may with the consent of the Members attending any general meeting at which a quorum is present (and shall if so directed by the ~~meeting~~Members) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

(c) Amend Articles 62, 63, 64 as set out below;

CHAIRPERSON AND VICE CHAIRPERSON

62. The Directors shall elect, from their number, a ~~Chairperson~~ chairperson (“**Chairperson of the Board**”) and vice chairperson (“**Vice Chairperson of the Board**”) at the first meeting of the Directors held following each ~~Annual General Meeting~~ AGM. The Vice Chairperson of the Board shall carry out the duties and responsibilities of the Chairperson of the Board when he or she is unavailable or unwilling to act.
63. The Chairperson of the Board shall, if present, preside at every Board meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice Chairperson of the Board shall preside. If at any meeting the Chairperson of the Board and the Vice Chairperson of the Board are not present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the ~~directors~~ Directors present shall choose a ~~director~~ Director to preside.
64. The duties and responsibilities of the Chairperson of the Board shall be prescribed by the Directors from time to time and shall include, but not be limited to:
- 64.1. Overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors.
- 64.2. Ensuring that there are in place appropriate strategies to implement the policies of the Company.
- 64.3. Leading and representing the Board ~~of Directors~~ and ensuring that the Board functions effectively and efficiently.

MOTION C08 - SCOUT GROUP REPRESENTATION**RATIONALE**

Article 25 currently permits Scout Groups to nominate delegates to General Meetings. The proposed amendments are intended to clarify that such delegates must be drawn from the membership of the nominating Scout Group itself.

The purpose of this amendment is to strengthen the principle of local accountability and to ensure that voting representation at General Meetings reflects the views of each individual Scout Group, as expressed through its own active members.

This amendment seeks to reinforce confidence in the integrity and independence of representation at General Meetings.

MOTION C08 - SCOUT GROUP REPRESENTATION**MOTION**

Proposed amendments illustrated via mark-up.

This meeting resolves to amend Article 25.1. as set out below;

- 25.1. ~~Each~~each Member may nominate up to five (5) delegates each of whom who are entitled to attend general meetings of the Company to represent that Member ~~(where the member is a body corporate) or that Member's nominating Scout Group, where the Member is a nominee of a Scout Group that is an unincorporated association~~ and to vote at such general meetings. ∴ A Scout Group shall only nominate its own members as delegates and may not nominate proxies or delegates from any other Scout Group;

Note:

The red-coloured text shows a change proposed in Motion C01 - Update and tidy-up. A marked-in version of the Constitution which shows all of the changes proposed in Motion C01 is included in the information pack accompanying the proposed changes to the Constitution.

The blue-coloured text with ~~strikethrough~~ shows text that was to be removed by Motion C05 - Scout Groups as Members.

The change proposed in this motion is the insertion of the last sentence shown in underlined blue-coloured text.

MOTION C09 - REMOVING A DIRECTOR**RATIONALE**

To enable the Board to continue to function in circumstances where they have lost confidence in a Director due to that Directors actions at meetings of the Board or elsewhere.

Article 44 stipulates specific circumstances which cause a Directors appointment to end.

Current conditions are summarised here in italics.

The office of Director shall be vacated if he or she:

- *resigns or retires*
- *co-option comes to an end*
- *becomes an employee or paid consultant*
- *becomes insolvent, bankrupt, disqualified or restricted*
- *becomes incapacitated by their health*
- *is convicted of an indictable offence*
- *fails to notify the Company of an interest in any contract with the Company*
- *is removed at a general meeting in accordance with section 146 of the Companies Act*

Motion C01 has proposed we inert two additional circumstances to ensure compliance with the Charities Act 2009.

In addition to those insertions proposed at Motion C01, this Motion C09 seeks to add a provision that the Board may remove a Director if that Director is causing the Board to be unable to operate as required by law or by the Company Constitution.

Removal of a Director of the Board is permissible in law but that decision must meet fairness standards and be made in good faith for the benefit of the company.

MOTION C09 - REMOVING A DIRECTOR**MOTION**

Proposed amendments illustrated via mark-up.

This meeting resolves to add the following condition to the list of conditions under which the office of Director shall be vacated at Article 44:

The office of Director shall be vacated ipso facto if he or she:

- receives a written communication informing him or her that two thirds or more of his or her co-Directors have resolved to remove him or her as a Director on the basis that, after careful consideration, the majority of the Directors (excluding the Director being removed) have formed the view that it is not in the best interests of the Company for him or her to continue to act as Director.

MOTION C10 - DIRECTORS DUTIES AND RESPONSIBILITIES**RATIONALE**

Proposed amendments to ensure that official communications are properly authorised.

MOTION C10 - DIRECTORS DUTIES AND RESPONSIBILITIES**MOTION**

Proposed amendments illustrated via mark-up.

This meeting resolves to amend Article 51 as follows:

51. The Directors shall ensure that in performing their duties and responsibilities, they shall have ~~regard to best practice and good corporate governance, particularly in relation to financial management and control.~~ due regard to best corporate governance practices and standards and guidelines issued by the Charities Regulator from time to time and otherwise comply with their duties and obligations as imposed by law. Each Director shall at all times be cognisant of his or her fiduciary obligations in respect of the Company and the best interest and reputation of the Company.

51.1 The Chairperson of the Board shall represent the Company in all external communications relating to the Company and its activities (including on social and digital media platforms) and may delegate this authority to the Chief Scout, CEO or other Directors from time to time as the Chairperson of the Board considers reasonable or appropriate

51.2 No Director shall speak or communicate, including on social and digital media platforms, to Members, the public or externally on behalf of the Company or the Board unless specifically authorised to do so by the Chairperson of the Board (or Vice Chairperson of the Board, where applicable) or by resolution of the Board. In all Director communications, including those made on digital and social media platforms, he or she shall be cognisant of his or her fiduciary responsibilities in respect of the Company and the reputational interests of the Company.

MOTION C11 - COMMITTEES**RATIONALE**

To incorporate the principles of:

- recruiting to committees on the basis of competencies and experience; and at the same time
- involving younger members wherever possible.

MOTION C11 - COMMITTEES**MOTION**

Proposed amendments illustrated via mark-up.

This meeting resolves to amend Article 65 as follows:

65. The Directors: ~~may from time to time~~ establish one or more committees ("**Committees**" and ~~each a "committee"~~ **Committee**"), ~~consisting (subject to Article 66) in whole or in part of members of the board of Directors~~ **Board to whom they may delegate any of their powers; and**

65.1. and all committees so formed shall in the exercise of its powers of delegation, All Committees shall conform to their terms of reference as ~~determined from time to time by the Directors~~ **approved by the Directors from time to time.**

65.2. The Directors shall establish a standing committee to be called the Finance, Audit & Risk Committee having such terms of reference as the Directors thinks appropriate.

65.3. All Committees other than the Motions Committee shall be comprised of, in whole or in part, members of the Board and others selected (subject to Article 65.4.) on a competency basis in accordance with the Company's competency matrix and appointments policy to support the bringing of specific competencies to the Committee,

65.4. In line with the Company's core purpose as a youth-centred organisation, wherever practicable and subject to appropriate safeguarding provisions, each Committee shall include a minimum of two youth members being individuals aged between 16 and 25 who are actively engaged in the scouting programme and have received the required induction or governance training arranged by the Company.

65.5. Youth members shall:

(a) be appointed by the Board, or a delegated nominations process in consultation with the National Youth Fora;

(b) have full voting rights on the relevant Committee unless otherwise determined by the Directors for specific legal or fiduciary reasons;

(c) be supported through age-appropriate briefings and mentorship to enable effective participation at Committee level; and

(d) not be considered or deemed to be Directors by virtue of Committee membership and shall not bear the responsibilities of Directors.

MOTION C12 - USE OF TECHNOLOGY**RATIONALE**

The proposed additions to Article 86 address risks arising from:

- hybrid or fully electronic general meetings;
- technology failure affecting quorum or participation; and
- potential liability exposure.

They introduce:

- a discretionary power for the Chair to adjourn where technology failure substantially interferes with proceedings; and
- a limitation of liability for failures attributable to attendees' own equipment.

These are increasingly standard provisions in modern constitutions following the Companies (Miscellaneous Provisions) (COVID-19) Act 2020 and related Companies Act amendments allowing electronic meetings.

It seems best to retain the position of the current 86.5. at the end of Article 86, so the proposal is to renumber it so it becomes 86.6, and to change a reference to it in Article 86.1 to reflect this renumbering.

The addition of Article 25.9. is to clarify that eVoting may also be used at in-person general meetings.

MOTION C12 - USE OF TECHNOLOGY**MOTION**

Proposed amendments illustrated via mark-up.

This meeting resolves to:

(a) add the following to Article 86;

86.5. Where the chairperson of the meeting is satisfied that a failure of, or disruption to, electronic communications technology substantially interferes with the proceedings of the meeting or the participation of attendees as whole, and is not capable of being remedied during the meeting, he or she may adjourn the meeting, unless such failure or disruption is attributable to any wilful act of the Company, the Company shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting;

(b) Renumber existing 86.5. to 86.6. and change the reference to it in 85.1 accordingly;

(c) add a new Article as follows.

25.9. In addition to the provisions of Article 86, which enables the Company to organise general meetings at which some or all Delegates may participate remotely by the use of electronic technology, at general meetings where all Delegates are required to be present in person the Company may provide that voting take place by the use of electronic technology. Where electronic voting is provided at in-person general meetings, the provisions of Articles 86.2 and 86.5 shall apply.

MOTION C13 - NATIONAL ASSEMBLY**RATIONALE**

At the 2025 AGM Members in favour of National Assembly and such a meeting has since taken place. This motion seeks to incorporate the National Assembly into the Constitution as directed by the 2025 AGM.

MOTION C13 - NATIONAL ASSEMBLY**MOTION**

This meeting resolves to include a new Article in the Articles of Association with an appropriate heading as follows:

NATIONAL ASSEMBLY

87. The Board shall enable and support, on an annual basis, a Member-led National Assembly:

- (a) facilitating dialogue by providing a forum for Members' representatives to engage in meaningful discussions on issues relevant to Scouting;
- (b) enabling participation and informed debate by means of appropriate methods and in a supportive environment;
- (c) providing a means for meaningful two-way communication between members' representatives and those who work and make decisions at national level, including the Board, its Committees, its project teams and the national management team;
- (d) fostering understanding and encouraging collaboration through the sharing of perspectives, views, ideas, issues and concerns;
- (e) supporting the development and discussion of suggestions, proposals, propositions and initiatives for action by those who work and make decisions at national level and for possible consideration at general meeting.

MOTION C14 - UPDATING THE CONSTITUTION

RATIONALE

Motion C14 proposes that once the motions that are approved at the General Meeting are applied to the Constitution there may be the need for some minor typographical, formatting, sequencing or numbering changes. That motion seeks approval of the general meeting for such changes to be made without requiring the results to be then agreed at a further general meeting.

MOTION C14 - UPDATING THE CONSTITUTION

MOTION

This meeting recognises that minor typographical, formatting, sequencing or numbering adjustments may be required during the application of changes to the Constitution agreed via successful Motion at this AGM, and agrees that such adjustment may be made without further approval at a General Meeting providing that no such adjustment alters, extends or negates the effect of any approved Motion.