

CONSTITUTION CHANGES

QUESTIONS & ANSWERS

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BACKGROUND

A document was circulated to all Scout Groups to advise them of changes to the Constitution that will be proposed by the Board at the AGM in October.

Scout Groups were invited to consider each of the proposed changes and the supporting rationale and to send any observations or queries by email to enable consultation about any concerns raised in advance of the AGM.

Following this consultation process, this document provides a summary of the questions and answers.

QUESTION 1.

Why was this review undertaken now?

ANSWER 1.

It is good governance practice for an organisation periodically to review its Constitution, typically every two to three years. The current Constitution was introduced in 2018 and has not been reviewed since.

QUESTION 2.

What was the scope of this review?

ANSWER 2.

Considerations included:

- changes in the relevant legislation in recent years;
- a general tidy-up in a few places, including the removal 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.

QUESTION 3.

Who conducted the review and was any advice sought?

ANSWER 3.

During 2024, the Board tasked its Governance Committee with a review of Scouting Ireland's Constitution. They 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.

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 resulting from the review.

QUESTION 4.

What happened to the resolution which was proposed for the 2025 AGM?

ANSWER 4.

When the proposal was circulated to the Members, the Board received a number of submissions from the membership these submissions raised a number of reasonable concerns, which could be summarised as:

- 1.) The volume of changes - As this was a thorough review 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.) Concerns were raised about some changes, requiring better communication in terms of rationale to help Members make informed decisions.

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

QUESTION 5.

What happened since the 2025 AGM?

ANSWER 5.

In December 2025 the Board 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 2026 AGM.

In the first half of 2026, the project team reviewed the proposed changes and broke them down into a number of more digestible motions with a documented rationale for each. These are the motions which were circulated to Members recently for their consideration prior to the 2026 AGM.

MOTION C01 - UPDATE AND TIDY-UP**QUESTION 1.**

Motion C01 is supported by a marked-up version of the current Constitution, a lot of those are very small changes, why are these necessary now?

ANSWER 1.

In preparing motions for the 2026 AGM wording to support discrete changes was extracted from the original (single) marked-up version of the Constitution and presented as separate stand-alone motions, and the remainder of the proposed changes were retained in the marked-up version of the Constitution which supports Motion C01.

The proposed changes covered by this motion can be classified as:

- (a) Removal of Articles relating to the period immediately after the current Constitution to enable the changeover from the previous Constitution.
- (b) Clarification of intent in a number of Articles.
- (c) Standardisation of the approach to using capitals, and other punctuation throughout.

- (d) The fix for an anomaly re. quorum for Director's meetings which resulted from a previous reduction of the minimum number of Directors permissible (Article 31 & Article 58).

MOTION C02 - GENDER NEUTRAL PERSONAL PRONOUNS

QUESTION 1.

Why is this change being proposed now?

ANSWER 1.

During the process of splitting out separate motions it was observed that there was not a standard approach taken to the use of personal pronouns in the current Constitution. It was felt that it would be desirable to standardise this and also to reflect a more inclusive (gender-neutral) approach throughout.

QUESTION 2.

Is this proposed change an indication of Scouting Ireland's policy regarding gender recognition?

ANSWER 2.

No, the proposed change aims to bring about consistency, equality and respect in the language used in the Constitution, it does not affect any of our policies or procedures and is not a statement about gender recognition.

QUESTION 3.

Is this proposed change part of a broader organisational view as to the relevance of biological sex and Scouting Ireland's policy regarding gender recognition?

ANSWER 3.

No, the proposed change aims to bring about consistency, equality and respect in the language used in the Constitution and is not part of a broader organizational view.

We are currently working with peer organisations in Ireland and internationally, relevant statutory bodies, and other stakeholders to develop a properly considered and evidence-informed policy position on matters relating to gender in Scouting.

Given the complexity of the issues involved, it would be premature to suggest that we have a definitive answer at this stage. Our priority is to ensure that any future policy is carefully considered, reflects best practice, and supports the safety, wellbeing, and inclusion of all young people and volunteers.

We will continue to engage with our membership as this work progresses and will provide updates when there is meaningful progress to report.

In the meantime, as usual, if you have specific Safeguarding concerns please engage directly with the Safeguarding Department / Steven Maclean head of Safeguarding at safeguarding@scouts.ie

MOTION C03 - WORLD SCOUTING

QUESTION 1.

The current form of the Constitution has been in place since 2018, why was the text required by WOSM not in there already?

ANSWER 1.

The omission of the required text would appear to have been an oversight that was noticed during a recent compliance check and so it is proposed to rectify the omission at this point.

MOTION C04 - POWERS**QUESTION 1.**

The rationale for Motion C04 refers to “the recent investigation by the regulator” and “the trustee companies”, also to “options in relation to funding” and “the settlement of anticipated litigation”, would the amendments to the Powers enable the mortgage, charge, transfer or disposal of national or local properties in order to address legacy liabilities or litigation-related costs?

ANSWER 1.**Power to sell**

The current Constitution enables the Board to sell property, of course they can only do that with property that is actually owned by the Company. The proposed amendments to the Powers are based on advice as to what's usual in the Constitutions of other not for profit organisations and not with any particular actions in mind. The Board is not seeking to sell off property belonging to any Scout Group.

Anticipated impact of litigation

Legal action regarding Historical Abuse Cases (HAC) has been ongoing against Scouting Ireland for a number of years now and to date we have been able to meet these liabilities as they have arisen. One of the challenges is that it is very hard to predict when cases will be handled by the courts and what the outcome will be. It is unclear at this point what amounts may be involved and what shortfalls may arise, although the Board has received advice on this and taken it into account when planning the financial provisions for each of the most recent financial years.

If we were to find ourselves in a position where we could no longer meet our liabilities and a liquidator had to be appointed, then the negative impact, financially and reputationally, on Scouting could be catastrophic. So, it is prudent to ensure the Board has the powers required to instigate a range of appropriate financial arrangements, if and when the need arises, to enable us to be continue to meet our financial responsibilities to those pursuing the litigation and to our members. We have been advised that Powers concerning financial matters if amended as proposed would be in line with those provided for in the constitutions of organisations similar to ours.

Charities Regulators investigation

A recent investigation by the Charities Regulator into matters concerning property ownership and the holding companies indicated some issues which now need to be addressed. The Board has welcomed the findings and is committed to working with all concerned to address the issues.

As was highlighted by the CRA report, the boards of the property trusts are completely separate from those of Gasóga na hÉireann / Scouting Ireland CLG. The Board of Gasóga na hÉireann / Scouting Ireland CLG understand that each Scout Group with a property vested with any of the three property trusts are the beneficial owners of their property and so the Board of Gasóga na hÉireann / Scouting Ireland CLG have no ability to mortgage, charge, transfer or dispose of such properties and none of the proposed amendments to the Powers would provide them with the ability to do such things.

While there is likely to be a significant body of work required to close off all matters raised by the report, the following can be said:

- Some Scout Groups have vested their property (mainly scout halls) with one or another of the three property holding companies, so the relevant property trust company are the legal owners.
- Active Scout Groups who have vested their property with any of the three property trust companies are the current users and managers of those properties and so it seems highly probable that they will be found to be the beneficial owners.
- Thus, it is the Board's understanding that such properties will not be found to belong to anyone else other than the Scout Groups who vested them.

MOTION C05 - SCOUT GROUPS AS MEMBERS

QUESTION 1.

What is this proposed change all about?

ANSWER 1.

The Constitution currently requires a Scout Group that is not a legal entity to nominate an individual to appear on the Members Register and to be the registered Member on their behalf. This was written into the Constitution in 2018 and has remained unchanged since then.

Considerations when the current Constitution was being drafted would have been the Law Reform Commissions 2017 report on unincorporated associations (RoI) as well as the Charities Regulators criteria requiring organisations to register as a charity. So, the prevailing view may have been that all Scout Groups would register as charities and that the legal situation regarding Scout Groups, which are unincorporated associations, would be addressed by legislation; if not for all, at least for those registered as charities.

In that context, and in light of some uncertainty about what might emerge, the Constitution was written such that all registered Members are a legal person (a Scout group registered as a company or other form of legal entity) or failing that, a natural person (an individual representing a Scout Group).

In fact, there has been no legal change in the intervening period, and it doesn't appear that any such change will occur anytime soon. In addition, it appears that there is no legal reason why an unincorporated association cannot be a member of a company.

At this point in time, in the context of the recent review of the Constitution, it is appropriate to make it clear that Scout Group is a Member, not any specific individual or individuals.

MOTION C06 - DIRECTORS MOTIONS

QUESTION 1.

This motion appears to give the Directors different power to bring forward motions than the Members have, why is this being proposed?

ANSWER 1.

The purpose of the Motions Committee, as set out in Article 66, has always been to consider motions proposed by Members for discussion at an AGM.

The wording of Article 16 in relation to motions for discussion at an AGM is not as clear as it could be on this point. Indeed, recent practice has been for the Board to submit their proposed motions to the Motions Committee for their consideration.

The Board values the facility to receive considered observations and suggestions from the Motions Committee on any motions they might propose. The Board is legally responsible for running the company, it has a responsibility to bring Motions that are vital to good governance and sustainable operations to the Members for consideration at AGM, and so it would impede their ability to function if they were unable to present any such motion.

The proposed motion eliminates any ambiguity on the wording at Article 16, enabling the Board to continue to avail of the Motions Committee for their considerations and observations, while not being impeded from bringing forward any motion which they feel is required in the exercise of their duties as set out in the Companies Act and the Constitution.

MOTION C07 - CHARPERSON AND VICE CHAIRPERSON

This motion is to provide for the role of Vice Chairperson of the Board in the Constitution.

QUESTION 1.

Why is it necessary to add this role into the Constitution?

ANSWER 1.

The role of Vice Chairperson of the Board was introduced some time ago, after a recommendation from an external governance review and since then successive Boards have appointed a Vice Chairperson to carry out the role as set out in this motion.

As part of this current review of the Constitution it would be remiss of the Board to not take this opportunity to include the role in the Constitution and to clarify its scope.

MOTION C08 - SCOUT GROUP REPRESENTATION

QUESTION 1.

If we find that we cannot send delegates to a general meeting, we would like to be able to nominate others to attend on our behalf. This is particularly important to us as we are a small Scout Group tight on Scouter numbers, we plan key dates in our annual calendar a year or more in advance and may find ourselves having to choose between an EGM called with minimum notice and a Scout Group activity which everyone has been working towards for ages. As it is, we couldn't exercise our view or vote unless we disappoint loads of youth members and adult volunteers. Why are we being restricted in this way?

ANSWER 1.

Notice of the date for each AGM is circulated months in advance so as to provide the opportunity for each Scout Group to be represented by five members of their Scout Group chosen by Group Council. An Extraordinary General Meeting (EGM) may be required in order to decide some matter which cannot wait until the next AGM. When an EGM is required the Board, mindful of the issues associated with short notice, strives to provide reasonable notice. However very occasionally a matter can arise which is so urgent that only the minimum notice period (21 days) is appropriate.

Where the nomination of people not from the Scout Group may be beneficial to your Scout Group in the event of you not being able to send any of your members, it can also create the perception that

direct representation is not important and that representation can be handed off to others. It is important that you are sure that the delegates you send properly represent the views of your Scout Group in conversation, contribution and voting, they are accountable to your Scout Group and your Scout Group are accountable for them and their actions.

MOTION C09 - REMOVING A DIRECTOR

QUESTION 1.

Why is the proposed addition to the Constitution being put forward?

ANSWER 1.

At present, if the Board were to lose all confidence in a Director and felt that their continuing participation as a Director was not in the best interests of the Company, the only vehicle for the removal of such a Director is via Section 146 of the Companies Act, which provides for the removal via general meeting.

The procedure set out at Section 146 requires a number of specified activities including;

- The Board communicating / engaging with all Scout Groups
- The Director(s) communicating / engaging with all Scout Groups in so far as they wish
- Arrangements for the holding of an EGM, securing a suitable venue & notice to Members

That all takes time and throughout that time the Director is required by law to perform the Directors' duties and responsibilities as set out in the Companies Act and the Constitution, and the Board may not prevent them from so doing. So, while a Section 146 process is underway, the Board must continue to provide the Director with all information the other Directors receive and that Director must be permitted to participate at all meetings of the Board pending the EGM. During a Section 146 process it is likely that the Board may not feel it appropriate to continue sharing information with the Director or in having them present at Board meetings. This would leave the Board unable to function for the period, even in relation to urgent business, this would be a most undesirable situation.

QUESTION 2.

The Companies Act allows for the removal of a Director by motion at a general meeting, and this was utilised not so long ago to remove two Directors from the Board. Does this proposal not give the Directors the opportunity to target anyone on the Board who does not go along with the majority and remove them without due process?

ANSWER 2.

No, in fact the Board are required to act in the best interests of the Company and while doing so to act in a manner which is reasonable and fair, and they are answerable in law for their actions in that regard.

The Board believes that due process, fair procedures and natural justice must apply to any decision to remove a person (including a Director) from a role they were appointed or elected to perform. To that end, the Board are preparing a procedure in regards to the removal of a Director which will be communicated to the membership prior to the AGM.

QUESTION 3.

Has external governance advice been obtained in relation to this proposed mechanism, and if so,

what safeguards were recommended?

ANSWER 3.

The legal advice received was to keep it simple and any procedures should be outside the Constitution. The proposed wording was approved by them and they have confirmed that it is not unusual for organisations to include an option such as the one proposed for the removal of a Director if required.

MOTION C10 - DIRECTORS DUTIES AND RESPONSIBILITIES

QUESTION 1.

This seems to be an attempt to stop Directors from sharing their views on important matters, why is it necessary?

ANSWER 1.

It is important that the organisations policies as well as other decisions of the Board are clearly and appropriately communicated. In particular, it is important that external communications are managed carefully to avoid misinformation, ill-informed unwelcome speculation and reputational damage.

The proposed Article 51.1 sets out an approach to the release of external communications. Article 51.2 stipulates that individual Directors must not express views on behalf of the Company or the Board without approval, and that they must be cognisant of their responsibilities in any communications they might make.

The Code of Behavior for Directors goes into more detail on what is expected of each Director and all Directors are required to sign that on taking office. The points covered in the proposed new Articles are considered fundamental and so it is proposed to include them in the Constitution.

MOTION C11 - COMMITTEES

QUESTION 1.

What is the purpose of this motion?

ANSWER 1.

Proposed new Article 65.3. Stipulates that the Board will recruit to its Committees, excluding the Motions Committee, on the basis of the competencies required for the Committee and any competency gaps that may exist. The Motions Committee is covered separately in Article 66.

Proposed new Articles 65.4 and 65.5 allow for and encourage the recruitment of older Scouts and young Scouters to the Committees in line with our policies on Youth Empowerment.

MOTION C12 - USE OF TECHNOLOGY

QUESTION 1.

Why are these changes needed?

ANSWER 1.

The proposed addition of a new Article 86.5 brings our Constitution in line with the Companies Act in relation to the possibility of technology failure during a remote (all online) or hybrid (some joining online, some attending in person) meeting.

Article 86. refers to arrangements at a remote or hybrid meeting and may also apply to eVoting at in-person meetings. The proposed addition of a new Article 25.9 removes any ambiguity, specifically allowing for eVoting at meetings where all delegates attend in-person. eVoting allows us to replace “show of hands”, while also acting as an electronic form of taking a poll (currently confidential voting on paper). It removes delays in counting and verifying the results of the vote and provides for accurate and speedy results.

MOTION C13 - NATIONAL ASSEMBLY

QUESTION 1.

I thought we voted for this at the last AGM, why is it up again?

ANSWER 1.

The motion passed at the 2025 AGM outlined an approach to holding a National Assembly and directed that the provision be inserted into the Constitution, although it did not specify a wording for the insertion.

This motion seeks to insert wording into the Constitution to require such a forum to be held annually.

MOTION C14 - UPDATING THE CONSTITUTION

QUESTION 1.

What is the idea of putting this motion?

ANSWER 1.

The motion allows for the tidying up of any small anomalies that may arise if some of the motions for change are carried and some fail. While care has been taken to prepare the motions in such a way that they are all independent, it is prudent to allow for some minor editing as long as that does not interfere with the decisions made by the AGM via any of the successful motions.