

Supplementary Note – Item 6 Proposed Amendments to the Constitution

A copy of the proposed amendments to the Constitution have been [posted here](#).

Under our Constitution a two-thirds majority of the members voting on a change to the Constitution is required at a members meeting such as the AGM. For this purpose, proxy votes provided in advance of the meeting count in the calculation of votes.

At last year's AGM, the meeting made various amendments to the Constitution so that it was compliant with provisions in the Charities (Regulation and Administration) (Scotland) Act 2023 being implemented in Scotland over the last year.

We also took the opportunity to simplify some of the existing provisions in the Constitution based on experience of their use. One of the amendments made was the inclusion of an additional requirement that once a trustee had served in that role for 6 continuous years, they had to have a break as a trustee for at least one year. This was proposed to encourage new people to come forward to volunteer as a trustee.

The trust board has concluded that this provision may have a detrimental effect on the operation of the board in that it may result in experienced trustees of the board being required to retire in the same year. We have concluded that it would be better to appoint trustees for a standard period of three years but to set this up on a phased basis which will allow for the retirement of trustees to be staggered. This also allows us to simplify the wording of the Constitution.

The board is recommending the AGM adopts:

- (a) the changes described above as reflected in the amendments to Clauses 60 to 64 of the Constitution;
- (b) amendment of two minor consequential changes on pages 2 and 10; and
- (c) approval to minor correction to the wording of
 - (i) Clause 69 where "SCIO" is substituted with the word "board": and

(ii) Clause 48.2 where the reference to article 27 is changed to 28.