

**This document outlines the changes made to the proposed Articles of Association as circulated on 29 January 2024. The changes have been made based on the feedback received during consultation with member Societies.**

## MODIFICATIONS TO THE ORIGINAL PROPOSED ARTICLES OF ASSOCIATION

- ***You expressed fears that the proposals were side-lining Societies in the charity - we are now proposing to enshrine Societies in our Charitable Objects.*** See page 3 for details
- ***You raised the issue of accountability of Trustees and transparency. We've changed the proposed Articles to ensure annual AGMs are open to local Society delegates who can submit questions in advance related to governance.*** See page 4 for details
- ***You were concerned about the number of Trustees coming from the membership, Societies not being able to vote for 'their' Trustees and the representation of members on the Board. We've increased the number of membership Trustees to 4, restored an election process and increased the proportion of membership Trustees on the Board. All Trustee roles will be open to any Society member to apply for if they have the skills required.*** See page 5 for details
- ***You've asked about the composition of the Appointment Committee and what skills we were looking for on the Board. We are sharing this information [here](#).*** See page 6 for details
- ***You told us that you wanted services to Societies to be protected. We've committed to delivering the services in the Articles for the first time.*** See page 7 for details
- ***You expressed concern about engagement between local Societies and the Board. We've added an Article describing how our engagement with local Societies will continue as before.*** See page 8 for details
- ***You were concerned about the use of associate members to describe local Societies. We've changed all references accordingly.*** See page 9 for details

## **A NEW CHARITABLE OBJECT - Article 3.4**

*You expressed fears that the new proposals were side-lining Societies in the charity - we are now proposing to enshrine Societies in our Charitable Objects. We hope that provides you with the reassurance that you need.*

Our commitment to the Society model remains as strong and unwavering as ever. The changes you will see in the second draft of the new Articles underpin this, and ***nothing epitomises this as meaningfully as the proposed new Charitable Object (3.4):***

***In particular, the advancement of the arts in local communities by facilitating and assisting the work of the volunteers of local societies having similar objects for public benefit.***

Charitable Objects are the most important, and legally binding, expressions of a charity's reason for existence. They are the WHY and WHAT of an organisation. Since we became a charity in 1972, local Societies have never been named in our Objects. Whilst this has never stopped us from delivering services to Societies, your concerns about the future role of Societies in the charity inspired us to propose a new object clause to formally recognise the importance of local Societies.

We have already approached the Charity Commission and the Scottish Charity Regulator in respect of this change, and they have given their approval should the special resolution be accepted at the EGM.

Being mentioned in the Charitable Objects means that in the future the Board, regardless of how it is composed, has to take into account the vital role of local Societies as part of the mission of the charity. Working in the interest of Societies will no longer be something we *can* do (as in the existing Articles) but something we *have* to do under our public benefit requirements.

WE'VE ALSO MADE OTHER IMPORTANT CHANGES IN RESPONSE TO YOUR FEEDBACK.

**ACCOUNTABILITY - Article 9.6**

*You raised the issue of accountability of Trustees and transparency. We've changed the proposed Articles to ensure annual AGMs are open to local Society delegates who can submit questions related to governance.*

Many of you were concerned that under the proposed arrangement the Board would no longer be accountable to local Societies.

Whilst there are relevant provisions under the Charity Governance Code (which the Board has subscribed to), we recognise how

important this is to many of you. To address this ***we now propose that a (virtual or in-person) AGM***

***“shall be an open meeting at which a representative of each local society is eligible to attend as an observer.***

***Questions related to the AGM and governance matters can be submitted in advance.”***

We have also changed the wording “The Charity ***may*** hold an AGM in every year” to “The Charity ***will*** hold an AGM in every year”.

We've also added the Town Hall Meetings into a ***new section on Engagement*** (Article 16, see below).

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## **ELECTION PROCESS and NUMBER OF TRUSTEES - Article 10.2 and Article 10.4**

*You were concerned about the number of Trustees coming from the membership, Societies not being able to vote for ‘their’ Trustees and the representation of members on the Board. We’ve increased the number of membership Trustees to 4, restored an election process and increased the proportion of membership Trustees on the Board.*

We have **restored an election process for Trustee candidates** who come from the local Membership under clause 10.4 and **increased the number of places on the Board (from 3 to 4)** that are “reserved’ solely for members of local Societies (clause 10.2). This means that if there are more candidates than available spaces, local Societies will be able to vote for candidates from the membership. It is worth emphasising that both in this iteration of the document and the previous one, **if there are society members with the specialist skills the board needs, they are free to apply for any place on the Board**. That means in theory the entire Trustee Board could be made up of members of local Societies. All Trustees will go through the same nominations process, which will be overseen by an Appointments Committee. We have also **reduced the maximum number of Trustees on the Board from 15 to 12**.

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## **APPOINTMENTS COMMITTEE - Article 10.3 and Article 10.4**

*You've asked about the composition of the Appointment Committee and what skills we were looking for on the Board. We are sharing this information here.*

We have changed the Nominations Committee to **Appointments Committee**. A lot of queries were received about the composition of the Committee, and how it will operate. In summary, "the appointments committee's core responsibility is to manage the appointment process for new Board Trustees". In terms of the composition, "**the committee shall comprise the Chair, three Trustees (one of whom will be a local Society Trustee) and an independent representative**".

The full Terms of Reference can be viewed [here](#) on the Governance Reform webpage.

The skills and experience of the Board will be regularly reviewed based on the Charity's requirements, strategic direction and regular skills assessments of the Trustees. Based on the 2023-26 strategy, we are looking for:

**○ Finance knowledge ○ Arts world expertise ○ Business / Digital knowledge ○ Marketing/Communications/Media knowledge ○ Well-being in the arts knowledge ○ Fundraising knowledge ○ Membership knowledge**

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## **SERVICES - Article 16.3**

*You told us that you wanted services to Societies to be protected. For the first time we have inserted a commitment in the Articles that we will provide services to you.*

One of the key insights of this consultation was how much Societies value the services provided to them by the charity. The proposal was never intended to take any of these services away - subject of course to services being relevant (e.g. no-one would want us to still provide support on how to use slide carousels). Some of you were worried that the proposed Articles might reduce services, or that these services would be at risk as a result of changes to the Articles. The powers in the proposed articles remain virtually unchanged from the current ones and we hope that provides the reassurance that you are seeking.

Aside from the very clear commitment to local Societies made in the new Object clause 3.4, we are also making “**a commitment to deliver the services required to support local societies including, but not limited to, the directory of lecturers, training, volunteering, and local society support**” in clause 16.3. This year we will be issuing a new Index of Services which will list and describe the Services included in the Service Recharge, based on the feedback from Societies in our Services Review carried out last year.

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## **ENGAGEMENT - Article 16**

*You expressed concern about engagement between local Societies and the Board. We've added an Article describing how our engagement with local Societies will continue as before.*

We received many questions about how local Societies can form part of the charity's feedback loop and engage with the Board. As key stakeholders there was never any doubt that local Societies would continue to have a voice. ***We have added a new Article (16) which is dedicated to engagement with local Societies.*** This new Article requires us - as before - to publish bi-annual activities reports and to hold bi-annual virtual meetings enabling local societies to engage with Trustees and staff. The Article also makes a commitment to deliver the services required to support local societies including, but not limited to, the directory of lecturers, training, volunteering, and local society membership support. ***To cover the costs for these services the charity will continue to invoice a Service Recharge based on the number of members of local Societies.***

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## TERMINOLOGY

*You were concerned about the use of the term “associate members” to describe local Societies. We’ve changed all references accordingly.*

*We have removed references to local societies as associate members.* We now use ‘local society’ or ‘local societies’ throughout the document to describe individual *societies*. Individual *members* (*your* members) are referred to as ‘members of local societies’. “Member” and “membership” refer to membership of the Charity with company law voting rights. The members of the Charity shall be the Trustees.

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## MINOR AMENDMENTS

For **full transparency**, you can access a “track-changed” document of the Articles highlighting ALL the changes made to the Articles proposed on 29 January 2024 compared with newly revised Articles that Societies are asked to vote on. This is available on [the Governance Reform webpage](#).

You will be sent a clean copy of the newly revised Articles with your EGM papers.