



**Third Sector Dumfries and Galloway
Annual General Meeting
11am, Thursday 21st November 2024
Dumfries and Galloway Carers Centre and Online via Zoom**

REGISTRATION

Please book your place via Eventbrite using this link:

[Third Sector Dumfries and Galloway Annual General Meeting Tickets, Thu, Nov 21, 2024 at 11:00 AM | Eventbrite](#)

Once registered, if you are attending virtually, you will be sent details of how to join the meeting via Zoom.

AGENDA

1. Welcome and apologies (JD)
2. Minute of the Annual General Meeting held on 23rd November 2023 (JD)
3. Trustees' report (JD)
4. Annual accounts and financial statements (PS and GM) – *Paper to follow*
5. Resolution: Constitution Changes (JD)
6. Retiral/Election/Re-election of Trustees (JS)
7. Prospectus 2024-2027 Launch (AW)
8. Vote of thanks (JS)

Lunch and networking will be available for those attending at Dumfries and Galloway Carers Centre



THIRD SECTOR
Dumfries and Galloway

Working together to put our sector first

**Third Sector Dumfries & Galloway
Annual General Meeting
11am, Thursday 23rd of November 2023
Dumfries Baptist Church Centre and Online via Zoom**

Present in Person:

Third Sector Organisations

Name	Organisation	Name	Organisation
Sheila Adams	Southern Uplands Partnership	Jennifer Moses	Wigtownshire Woman & Cancer
Ann Botel	Crocketford Community Initiative	Jason Railton	Outpost Arts
Eric Craig	Dumfries Partnership Action Group	Joan Rutherford	Crocketford Community Initiative
Wendi Cuffe	Stranraer Water Sports Association	Josephine Shearer	Parent Inclusion Network
Kim Dams	DG Voice	Sammie Smith	The Holywood Trust
John Dougan	Relationships Scotland Dumfries & Galloway	Philip Stewart	DAGCAS
Lesley Jeffers	Carers centre for Dumfries & Galloway	David Vickers	A Listening Ear
Carolyn Kennedy	Better Lives Partnership	Robin Wishart	The Hub Dumfries & Galloway
Craig McEwan	Inspired Community Enterprise Trust	Carolyn Yates	Castle Douglas Development Forum
Dawn McGeorge	Propagate		

Number of Member Organisations Present: 19

TSDG Staff in Attendance in person:

- Norma Austin Hart – Chief Executive
- Claire Brown – Head of Operations
- Natalie Anderson – Head of Business Support
- Niomi Nichol – Community Health and Wellbeing Manager
- Gail McPhillips – Community Engagement Manager
- Nadine Coltart – Business Support Officer

- Jeanna Baxter – Interim Senior Engagement Officer
- Sharee Donoghue – Employability Manager
- Alan Hall – Communications Manager
- Dan Allan – Communications Officer
- Kateryna Stoian – Volunteering Officer
- Yuliia Dymkovska – Engagement Officer (CLLD Fund)
- Jane Stanistreet – Fund Manager

Other Attendees

- Clark Adams – NHS
- Anna Fowlie - SCVO
- Gerald McGill – Farries, Kirk & McVean
-

This meeting was interpreted in British Sign Language by Niamh from Sign Language Interactions.

Apologies:

Name	Organisation	Name	Organisation
Yvonne Barber	A' The Airts	Beth Morrison	Just Breathe
Fiona Dalgleish	Apex Scotland	Mhairi Ross	Apex Scotland
Laura Graham	DG Bump, Baby and Beyond	Janet Saunders	Annandale Community Transport
Joyce Harkness	SHAX		Voluntary Health Scotland
Julie-Ann Lyons	LGBT Youth		

1. Welcome and Apologies

- 1.1 JD (John Dougan), Chair, welcomed everyone to the meeting.
- 1.2 NC (Nadine Coltart) read out apologies.
- 1.3 NA (Natalie Anderson) updated that the meeting required 17 member organisations to be present to reach a quorum and that 19 member organisations were in attendance. JD confirmed the AGM was quorate and could go ahead.

2. Guest Speaker: Anna Fowlie, Chief Executive, The Scottish for Voluntary Organisations (SCVO)

JD introduced Anna Fowlie

- 2.1 AF (Anna Fowlie) introduced themselves and their background and touched on their role as CEO at SCVO.
- 2.2 AF informed us that the Scottish Government had promised a wider review of the Charity Act and why some organisations choose not to have a charity status. The First charity legislation was introduced in 1601 and it still stands today.
- 2.3 AF then discussed modern practice. Successful governance and regulation should allow organisations to perform to their best ability. In some cases, we are so focused on preventing negative things happening that we miss the positive achievements.

- 2.4 AF believes we require a completely new build to the charity legislation, not just an edit or some minor changes. We need more people to be trustees and more interest from young people that have a diverse background. Despite the thought of a new legislation, the checks should still be enforced however these need to be modernised.
- 2.5 AF then raised the query that Universities, social enterprises might all have a charitable status but are they really charitable organisations? Is this only for financial benefit? We need to review why registering as a charity doesn't work for some voluntary organisations. Consider adapting the approach to governance rather than trying to change people.
- 2.6 AF opened the floor for questions.

3. Minute of the Annual General Meeting held on 23rd November 2022

- 3.1 JD acknowledged the minutes from last year.
- 3.2 No comments, questions or matters arising were raised.
- 3.3 The minutes were proposed by John Dougan and seconded by Carolyn Kennedy

4. Trustee's Report

- 4.1 JD introduced the Trustee's Report for 22/23 and discussed the mission and business of TSDG. JD highlighted how much more input we have in the Third Sector today than we did when TSDG was first created as well as the pivotal role TSDG has played across the region.
- 4.2 JD then went on to emphasise some of the successes at TSDG over the past year. For example, we have taken on the administration of the CLLD Fund (Community Led Local Development). In addition to this we were the administrators of CMHWBF (Communities Mental Health, and Wellbeing Fund) for Rounds 1 - 3 in Dumfries & Galloway and the Scottish Borders. We have also enhanced our role with the Locality Hubs and further developed DG Locator.
- 4.3 JD then took a moment to give his sincere thanks to, and commend NAH (Norma Austin Hart) for raising the profile of TSDG during her time at the organisation and always ensuring TSDG were widely heard and recognised.
- 4.4 JD thanked all the staff at TSDG and the fellow trustees for their hard work throughout the year.
- 4.5 JD reminded us of the arrival of new Chief Executive Officer, Alan Webb.
- 4.6 To conclude, JD encouraged everyone to remain positive, creative and continue to think out of the box.
- 4.7 Question raised by RW (Robin Wishart) - What would need to happen for TSDG to be back in the centre of the community in the town centre?
JD in response – Suggested a meeting between AW (Alan Webb) and DPAG to discuss this, indicating that there are more than 30 third sector organisations on the Crichton Campus and that TSDG continues to work across the region despite our location change.
(Action: AW to meet with DPAG)

5. Annual Accounts and financial statements

GMcG (Gerald McGill) from Farries, Kirk & McVean (chartered accountants) introduced himself gave his apologies for not being able to attend in person.

- 5.1 GMcG gave a brief overview of the accounts and financial statements for 2022/23.
- 5.2 GMcG took this opportunity to thank NA (Natalie Anderson) for her hard work in ensuring budgets have been kept up to date.
- 5.3 To summarise GMcG explained that overall, there was a deficit of £250,000 however last year we had a surplus. This is mainly due to the timing of funds coming in and being disbursed. All expenditures were planned therefore this is nothing to be concerned about.
- 5.4 GMcG was happy with the adequate funds in the TSDG accounts.
- 5.5 To finish GMcG acknowledged the growth of Third Sector Dumfries and Galloway after 3 and a half years working with NAH.
- 5.5 PS (Philip Stewart) as treasurer thanked NA (Natalie Anderson), PB (Peter Boyle) and GMcG and his team.
- 5.6 No comments or questions were raised.

6. Retiral/Election/Re-election of trustees

- 6.1 Members noted there was no requirement for an election.
- 6.2 Members agreed the re-election of Josephine Shearer.
- 6.3 Members noted the re-appointment of Wendi Cuffe.
- 6.4 Members noted the appointment of David Vickers.

7. Constitution – Approval of changes

- 7.1 The TSDG board had met and agreed to submit constitution changes, the proposed changes had been summarised and distributed to members.
- 7.2 PS proposed the changes and JS (Josephine Shearer) seconded.

8. Vote of thanks

JD passed over to NAH.

- 8.1 NAH summarised her 6 years as CEO of TSDG, grateful for the opportunity to collaborate with organisations which do things that she cares about most and to have the chance to work with a fantastic team.
- 8.2 NAH highlighted some of the achievements and successes within TSDG during her time with the organisation. To begin, TSDG have doubled the number of staff and our STAN database was created which is constantly improving. During Covid, Locality Hubs were set up, staff members adapted to hybrid working and “The Big Report” was completed and sent away for the Covid enquiry. This report is full of outputs from Third Sector Organisations on their experiences during the pandemic. There has been lots of progress with DG Locator and customer responsive engagement. We managed to secure South of Scotland Social Enterprise funds which allowed us to develop a Social Enterprise strategy and we have secured funds from the Shared Prosperity Fund. Continuing with fund management successes, we have distributed more than £1million to third sector organisations, NAH acknowledged the effort from staff to make all this work. We also now have a strong voice in the Local Employability Partnership and have secured funding for a new Volunteer to Employment Co-ordinator. NAH finished off her highlights with acknowledgment of Community Transport, which had in the past been a struggle to get funded. Fortunately, people are now recognising the importance of this service.

- 8.3 NAH thanked colleagues who works within Dumfries & Galloway and beyond, NAH also extended her thanks to the TSDG staff and board, as well as passing on her best wishes to Alan Webb.
- 8.4 NAH passed over to JS for the official vote of thanks.
- 8.5 JS began with a thank you to AF for coming to Dumfries & Galloway for this event and expressed how good it is to hear outside voices and opinions.
- 8.6 JS also thanked NAH for being excellent throughout her time at TSDG.

9. AOCB

- 9.1 No other business was raised, and the meeting was closed.



**Third Sector Dumfries and Galloway
Annual General Meeting 2024
Resolution**

Proposed changes to:

Constitution and Rules of Dumfries and Galloway Third Sector Interface. Known as Third Sector Dumfries and Galloway. Charity Number – SC043832

1. Summary

- 1.1. The Board of Trustees considered proposed changes to the Constitution at the Board meeting on 26th September 2024 and agreed to submit these changes as a resolution to members at the Annual General Meeting on 21 November 2024 for final approval.
- 1.2. The changes reflect the need to maximise the effectiveness of the Board membership and allow flexibility to attract the right skills for the future and maintain the rights of member organisations.
- 1.3. The proposed changed text or additions are highlighted in the attached constitution document and relate to clauses 63, 63 (a), 69 (a) and 99
- 1.4. These changes are being proposed by the Board under clause 57 of the constitution, which requires this resolution to be passed by not less than two thirds of those voting on the resolution.

2. Recommendation:

- 2.1. That members resolve to amend the constitution at clauses 63, 63(a) and 99, with the addition of clause 69(a) as set out in the re-drafted document attached, all to take immediate effect.

**Constitution and Rules of
Dumfries and Galloway Third Sector Interface.
Known as
Third Sector Dumfries and Galloway (TSDG)
Charity Number – SC043832**

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Type of organisation

1. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

2. The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

3. The name of the organisation is Dumfries and Galloway Third Sector Interface.

Purposes

4. The organisation's purposes are:
 - a) The advancement of community development.
 - b) The promotion of the voluntary sector and the effectiveness and efficiency of charities.
 - c) The promotion of volunteering.

Powers

5. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so, including setting up and operation of trading subsidiaries.
6. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members, either in the course of the organisation's existence or on dissolution, except where this is done in direct furtherance of the organisation's charitable purposes.

Liability of members

7. The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
8. The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and Clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

9. The structure of the organisation consists of:-
 - (a) The MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Board and take decisions on changes to the constitution itself;
 - (b) The ASSOCIATE MEMBERS – who have the right to attend members’ meeting (including any annual general meeting), but who do not have any powers under the constitution; and,
 - (c) The BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the Board is responsible for monitoring and controlling the financial position of the organisation.
10. The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

Membership

11. Membership shall be open and voluntary and shall comprise the members and associate members.
12. The MEMBERS shall comprise:

- (a) Incorporated third sector organisations that operate within Dumfries and Galloway provided that they exist for a social purpose, do not distribute profit and are not a statutory body of government or accountable to a Government Minister.
 - (b) Any individual who has been nominated for membership on its behalf by an unincorporated body that has a written constitution and operates within Dumfries and Galloway provided that they exist for a social purpose, do not distribute profit and are not a statutory body of government or accountable to a Government Minister.
13. No more than one individual nominated under Clause 12 (b) by each unincorporated body may be a member of the organisation at any given time.
14. The ASSOCIATE MEMBERS shall comprise:
- (a) Any community organisation (including Community Councils) or volunteer involving organisation that do not comply with the conditions of membership set out in Clause 12 but which support the purposes of Dumfries and Galloway Third Sector Interface.
 - (b) Any other organisation that do not comply with the conditions of membership set out in Clause 12 but that supports the purposes of Dumfries and Galloway Third Sector Interface and which, in the view of the Board, have a purpose that is conducive to the advancement of the third sector.
15. Employees of the organisation are not eligible for membership.

Application for membership

16. An application for membership must be made on a form, which may be electronic, provided for that purpose. The Board shall at its discretion decide what information shall be provided in the application. The application must be signed by an appropriate officer of the applicant.
17. The Board may, at its absolute discretion, refuse to admit any body to membership.
18. Within 21 days of the date of receipt of the application applicants for membership shall be advised either in writing or by electronic means whether their application has been approved or if it is to be referred to a meeting of the Board. If an application is referred to

the Board applicants will be notified of the date of the meeting at which the Board will make its decision and will thereafter be advised of the decision.

Membership subscription

19. The MEMBERS at an annual general meeting may decide whether or not an annual membership subscription shall be payable including the method by which subscriptions shall be calculated.
20. The Board at its discretion may introduce and set an annual membership subscription for Associate membership.

Register of members

21. The Board must keep a register of Members and Associate Members setting out for each current category of membership:
 - (a) The registered name and address of the organisation, or where the organisation is unincorporated the name of the individual nominated under Clause 12 (b) and the name of the unincorporated organisation that nominated them.
 - (b) The date on which the incorporated organisation or individual was registered as a member of Dumfries and Galloway Third Sector Interface;
 - (c) For each former member - for at least six years from the date membership ceased – the name of the members and the date on which membership ceased.
22. The Board must ensure that the register of members is updated within 28 days of any change which arises from a resolution of the Board or a resolution passed by the members of the organisation; or which is notified to the Secretary of Dumfries and Galloway Third Sector Interface by the member.
23. If a member or charity trustee of the organisation requests a copy of the register of members, the Board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the Secretary may provide a copy which has the contact details blanked out.

Withdrawal from membership

24. Any member that wants to withdraw from membership must give a written notice of withdrawal to the Secretary of Dumfries and Galloway Third Sector Interface, signed by an appropriate officer of that body. Membership will be deemed to have ceased from the date the notice is received by the Dumfries and Galloway Third Sector Interface.

25. An unincorporated body that has nominated an individual for membership may withdraw or amend its nomination at any time by giving written notice to the Secretary of Dumfries and Galloway Third Sector Interface. Such notice must be signed by an appropriate office bearer of that body. Membership will be deemed to have ceased or amended from the date the notice is received by the Dumfries and Galloway Third Sector Interface.

Transfer of membership

26. Membership of the organisation may not be transferred by a member, except as provided for at Clause 25 above.

Re-registration of members

27. The Board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Board.

Expulsion from membership

28. Any member may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, provided that:
 - (a) At least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - (b) The member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Members' meetings

29. The Board must arrange a meeting of members (an annual general meeting or "AGM") in person, virtually or a hybrid in each calendar year.
30. The board may choose to hold in person, virtual members' meetings or hybrid members' meetings. For clarity the following definitions are used:
 - (a) **Virtual meeting:** *a meeting of members of the charity or a meeting of the charity trustees where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending **virtually**.*
 - (b) **Hybrid meeting:** *a meeting of members of the charity or a meeting of the charity trustees at which some participants are attending the meeting in person and others are attending virtually.*
31. *A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person.*
32. The gap between one AGM and the next must not be longer than 15 months.
33. The first AGM must still be held within 15 months of 1st April 2013, being the date on which the organisation was formed.
34. The business of each AGM must include:-
 - (a) A report by the chair on the activities of the organisation during the preceding year;
 - (b) Consideration of the annual accounts of the organisation, and the report of the Auditors where appropriate;
 - (c) The election/re-election of charity trustees.
 - (d) Any resolution submitted by the Board or by Members in accordance with the rules.

Power to request the Board to arrange a special members, meeting

35. The Board may arrange a special members' meeting at any time.
36. The Board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, provided that:
- (a) The notice states the purposes for which the meeting is to be held; and
 - (b) Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
37. If the Board receive a notice under Clause 36, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

38. At least 14 clear days' notice must be given of any AGM or any special members' Meeting
39. *Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.*
40. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- (a) In the case of a resolution to alter or amend the constitution, must set out the exact terms of the proposed alteration(s) or amendments; or
 - (b) In the case of any other resolution falling within Clause 57 (requirement for two-thirds majority) must set out the exact terms of the resolution.
41. The reference to "clear days" in Clause 38 shall be taken to mean that, in calculating the period of notice:
- (a) The day after the notices are posted (or sent by e-mail) should be excluded; and
 - (b) The day of the meeting should also be excluded.

42. Notice of every Members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
43. Any notice which requires to be given to a member under this constitution must be: -
- (a) Sent by post to the member, at the address last notified by it to the organisation; or
 - (b) Sent by e-mail to the member, at the e-mail address last notified by it to the organisation.

Procedure at members' meetings

44. No valid decisions can be taken at any members' meeting unless a quorum is present.
45. *A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.*
46. The quorum for a members' meeting is 10 members or 5% of the total membership (whichever is the greater) at the date of the meeting, present via their nominated representatives.
47. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
48. The chair of the organisation should act as chairperson of each members' meeting.
49. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

50. Each member shall have one vote.
51. Each member attending meeting shall nominate an individual as their representative and that individual shall be responsible for exercising the member's vote.
52. Voting on written resolutions before a members' meeting shall be by secret ballot. All other matters may be decided by a show of hands of the individuals nominated to vote.
53. *A person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made.*
54. *Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.*
55. Voting on written resolutions may be conducted by postal ballot, by secure electronic means or by ballot taken at a meeting. Voting shall be conducted by a scrutineer and tellers who shall be appointed by the Chair. A resolution agreed to by postal ballot or by secure electronic means by members will be as valid as it had been passed at a member's meeting; the date of the resolution will be the date upon which the last member agreed to it.
56. All decisions, however reached will be made by majority vote; with the exception of the types of resolution listed in Clause 57.
57. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution whether at a members' meeting, by postal ballot or by written resolution/secure electronic voting as permitted by Clause 55 or secure electronic voting.
 - (a) A resolution amending the constitution;
 - (b) A resolution expelling a person from membership under Clause 28;
 - (c) A resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - (d) A resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);

(e) A resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);

(f) A resolution for the winding up or dissolution of the organisation.

58. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

59. Notwithstanding the above the Chair will decide how any vote or ballot is to be conducted and he/she will declare the result of any vote at the meeting.

Minutes of members meetings

60. The Board shall ensure that proper minutes are kept in relation to all members meetings, and such minutes shall:

(a) Include the names of those members present and their nominated representative.

(b) Be signed by two Charity Trustees who were present at the meeting. So far as is possible the Charity Trustees signing any minute shall include the Chair and Secretary.

(c) Be made available to the public on request and/or by publication on the organisations web site(s).

61. *The minutes of a meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.*

Number of charity trustees

62. The maximum number of trustees shall be 12.

63. **The members shall elect at least 5 trustees to the Board.**

(a) **The majority of trustees on the Board must be elected by the membership.**

64. The elected trustees may fill any skills gaps on the Board by appointing up to five trustees. Appointed trustees shall serve for one year but may be re-appointed each year.

65. An appointed trustee must retire after serving three years. The appointed trustee shall be eligible for re-appointment after three years from the date they retired.

Eligibility

66. A person will be eligible for election to the Board if they are nominated by a Member. A member may only nominate one person.
67. A person shall not be eligible for election/appointment to the Board if:
- (a) They are an employee of the organisation, or
 - (b) They are disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

Election, retiral and re-election of trustees

68. At each AGM a minimum two of the elected charity trustees shall retire but shall be eligible for re-election. (Those Trustees receiving the least number of votes at the inaugural general meeting shall be eligible to retire first).
69. An elected charity trustee must retire after serving for a term of three years but shall be eligible for re-election.
- (a) **In exceptional circumstances, the members may extend the appointment of an elected member beyond the usual term, and by no more than 12 months, where it is in the best interests of the organisation to do so. The end date of this extension shall be considered the end of term date for the purposes of Clause 69.**
70. An elected charity trustee must retire after serving for:
- (a) Two consecutive three year terms, or
 - (b) Six years from the date they were first elected,
- but shall be eligible for re-election at the expiry of three years from the date they retired.
71. An elected trustee retiring at an AGM will be deemed to have been re-elected unless:
- (a) They advise the Board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
 - (b) An election process was concluded at the AGM and they were not among those elected/re-elected through that process; or
 - (c) A resolution for the re-election of that trustee was put to the AGM and was not carried.

72. The period between the date of election of a charity trustee 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.
73. The Chair will conduct any election of charity trustees by secret ballot and may utilise²² advance postal and/or secure electronic voting systems to facilitate this.
74. The period between the date of appointment of a charity trustee 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.

Termination of office

75. A charity trustee, whether elected or appointed, will automatically cease to hold office if:
- (a) They become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - (b) They become incapable for medical reasons of carrying out their duties as a charity trustee but only if that has continued (or is expected to continue) for a period of more than six months;
 - (c) They become an employee of the organisation;
 - (d) They give the Secretary a notice in writing of resignation, signed by him/her;
 - (e) They are absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board, but only if the Board resolves to remove him/her from office;
 - (f) They are removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in Clause 94);
 - (g) They are removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - (h) They are removed from office by a resolution of the members passed at a members' meeting.
76. A resolution by the Board or by the members to remove a charity trustee, whether elected or appointed shall be valid only if:

- (a) The charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
- (b) The charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- (c) In the case of a resolution by the Board under paragraph at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.
- (d) In the case of a resolution carried by the members a simple majority of the members present vote in favour of the resolution.

Register of charity trustees

77. The Board must keep a register of charity trustees, setting out for each current charity trustee:
- (a) Their full name and address;
 - (b) The date on which they were elected or appointed as a charity trustee;
 - (c) The name of the member which nominated each charity trustee, and
 - (d) Any office held by them in the organisation;
78. And, for each former charity trustee, for at least 6 years from the date on which they ceased to be a charity trustee:
- (a) The name of the charity trustee;
 - (b) Any office held by them in the organisation; and
 - (c) The date on which they ceased to be a charity trustee.
79. The Board must ensure that the register of charity trustees is updated within 28 days of any change:
- (a) Which arises from a resolution of the Board or a resolution passed by the members of the organisation; or
 - (b) Which is notified to the organisation.
80. If any person requests a copy of the register of charity trustees, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable.
81. If the request is made by a person who is not a charity trustee of the organisation, the Board may provide a copy which has the contact details blanked out – if the SCIO is satisfied that including that information is likely to jeopardise the identity, safety or security of any person or premises.

Office bearers

82. The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
83. In addition to the office-bearers required under Clause 82, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
84. All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under Clauses 82 or 83.
85. A person elected to any office will automatically cease to hold that office if:
 - (a) They cease to be a charity trustee; or
 - (b) They give to the organisation a notice of resignation from that office, signed by him/her.

Powers of the Board

86. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the organisation.
87. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
88. The members may, by way of a resolution passed in compliance with Clause 58 (requirement for two-thirds majority), direct the Board to take any particular step or direct the Board not to take any particular step; and the Board shall give effect to any such direction accordingly.

Charity Trustees – general duties

89. Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:
- (a) Seek in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - (b) Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) In circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - i. Put the interests of the organisation before that of the other party;
 - ii. Where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - (d) Ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
90. In addition to the duties outlined in Clause 89, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- (a) That any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - (b) That any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
91. Provided he/she has declared his/her interest, and has not voted on the question of whether or not the organisation should enter into the arrangement, a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to Clause 92 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
92. No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.

93. The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

94. Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
95. The code of conduct referred to in Clause 94 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.
96. At least 7 days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate. There shall be at least six business meetings held in each calendar year, the dates of which shall be set by the Board at its first meeting following the AGM.

Procedure at board meetings

97. No valid decisions can be taken at a Board meeting unless a quorum is present.
98. *A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.*
99. The quorum for Board meetings shall be two thirds of Trustees, with the majority being elected trustees.
100. If at any time the number of elected charity trustees in office falls below 5 the remaining charity trustees will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.

101. The Board may convene and conduct meetings using electronic communications and in line with the guidance in clauses 30 and 31.
102. The chair of the organisation should act as chairperson of each Board meeting.
103. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
104. Every charity trustee has one vote, which must be given personally.
105. *A person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made.*
106. All decisions at Board meetings will be made by majority vote.
107. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
108. The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he/she is not a charity trustee, but on the basis that he/she must not participate in decision-making.
109. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
110. For the purposes of Clause 109:

- (a) An interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc.,) shall be deemed to be held by that charity trustee;
- (b) A charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes of Board meetings and meeting of sub committees and working groups.

- 111. The Board shall ensure that proper minutes are kept in relation to all Board meetings, and such minutes shall:
 - (a) Include the names of those charity trustees present.
 - (b) *The minutes of a meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.*
 - (c) Be signed by two Charity Trustees who were present at the meeting. So far as is possible the Charity Trustees signing any minute shall include the Chair and Secretary.
 - (d) Be made available to the public on request and/or by publication on the organisations web site(s).

- 112. The Board may exclude from any copy minutes made available to a member of the public or published on the organisation’s web site any material which the Board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge

Administration

- 113. The Board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 114. The Board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.

115. When delegating powers under Clause 113 or 114, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
116. Any delegation of powers under Clause 113 or 114 may be revoked or altered by the Board at any time.
117. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board.

Operation of accounts

118. Subject to Clause 119, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee. There should be a minimum of two authorised signatories who are not connected, as per the definition of "connected" as in the Charities and Trustee Investment (Scotland) Act 2005, section 68 (2).
119. Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in Clause 118.

Accounting records and annual accounts

120. The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
121. The Board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor.

Winding-up

122. If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

123. Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

Alterations to the constitution

124. This constitution may (subject to Clause 125) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in Clause 57) or by way of a written resolution of the members.
125. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

126. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- (a) Any statutory provision which adds to, modifies or replaces that Act; and
 - (b) Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.
 - (c) "Charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
127. In this constitution: -
- (a) "Charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - (b) "Charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

This constitution was amended and unanimously approved at a Special Members' Meeting on -

Chair

Signature:

Print Name:

Secretary

Signature:

Print Name:



Third Sector Dumfries and Galloway Annual General Meeting 2024

Retiral / Election / Re-Election of Trustees

1. Summary

1.1. TSDG Board of Trustees has received notice of the following trustee retirements:

- Kim Dams (elected, end of second term)
- John Dougan (elected, end of second term)
- Wendi Cuffe (appointed, end of appointment)

1.2. TSDG Board of Trustees was notified of the following resignation on 9th August 2024

1.2.1. David Vickers (appointed)

1.3. A process for Trustee nominations was opened on 22 October 2024 and closed on 4 November 2024.

1.4. Three nominations were received and accepted, to be presented to TSDG members at AGM 2024.

1.5. The TSDG Board has capacity for all three nominees to be elected.

2. Recommendation:

- 2.1. That TSDG members note the retirement and resignation of TSDG trustees as indicated at 1.1 and 1.2
- 2.2. That TSDG members consider the nominee statements at 3.1, 3.2 and 3.3
- 2.3. That TSDG members vote in relation to the nominations, either in person or online at the AGM 2024 meeting.

3. Nominee Statements

3.1. Wendi Cuffe

Wendi has been working in Stranraer for the past 28 year as community development practitioner for voluntary sector and D & G Council, is keen advocate for the regeneration of Stranraer and the Rhins of Galloway. Wendi is a Trustee with Stranraer Water Sports Association and supports the one waterfront development in Stranraer growing water sports and wider opportunities for local people.

3.2. Alex Thelwell

Alex would like to join the board of Third Sector Dumfries and Galloway. He has lived experience as a disabled person and carer, his mixed ethnicity, and his work as a support worker for DG Voice, a Disabled People Organisation in Dumfries and Galloway, gives him an excellent understanding of the challenges and barriers facing disabled people and others across the region. Further experience includes other equality strands, as well as human rights work. He is trained in conducting accessibility audits, the Social Model of Disability, and the person centred and rights based approach. He further understands the challenges and opportunities of intersectionality. He has also been a member of Inclusion Scotland for several years, occasionally providing support as a personal assistant, and is keen to get involved Third Sector as well.

3.3. Penny Halliday

I have over 15 years experience as a non executive director, charity trustee, community engagement, community development and co production. I have founded two successful local charities A Listening Ear and Wigtownshire Women and Cancer. both have developed into meaningful services whose purpose is to support and empower people. I was vice chair of NHS D and G for 7 years, chair of IJB and now Independent Chair of D and G Alcohol and Drug Partnership. I am committed to the strategic role and purpose of TSDG the charities I founded have benefitted greatly from the support and funding available through TSDG and as a Trustee I would be able to add my experience, skills and enthusiasm to TSDG Board. I passionately believe that TSDG can bridge the gap between the difficulties which can exist regarding strategic partnership working between the public sector and third sector organisations across D and G. I have years of experience working at Board level in public sector and third sector and have learned to be patient but also how to work across both sectors based on shared core values, constructive criticism and holding to account in a professional co productive manner.