

PENTLAND CANOE CLUB

Minutes of the Extraordinary General Meeting (EGM) held on 24 February 2024 at the 2nd Thurso Scout Hall, Thurso.

Members Present:

Gary Youngson	Gary Stronach	Ken Nicol
Ishbel Ford	David Anderson	Martin Lord
Marcella Thompson	Brian Arrowsmith	David Shand
Emily Kearl	Nancy Speirs	Chris Parkinson
Anne Shard	John Speirs	Emma Summers
Silvia Bonati	Mike Grain	

1 Apologies

Apologies were received from: Ian Borland
Eilidh Stronach; Ian Borland; Gerald Urquhart; Ian Broughton; Luke Brown; Tom Whelan; Leanne Deighan; Ava Deighan; Matthew Swanson; Emily Way; James Wylie; Matthew Long; Sally Long; Trisha Sutherland; Caz Cundall; Tracy Mackay; Yvonne Pollard; Louise Litchfield; Isobel Stronach; Bruce Manson; Amy Manson; David Anderson; Ben MacGregor; Lorna Stanger; Iain Baikie; Anne Frain; Andy Ford; Maree Ford; Sam Robinson

2 Chair's Opening Remarks

G Youngson welcomed everyone to the meeting.

He introduced the EGM which had been called by the Committee to discuss 3 documents which had been prepared as part of the process to become a registered charity. The Chair noted that following a suggestion at the 2022 AGM, the Committee investigated the proposal. Following this, at an EGM in April 2023, the membership approved the membership agreed to Committee progressing the Club to become a Scottish Charitable Incorporated Organisation (SCIO).

The Chair thanked S Bonati, who had taken on the task prepared the documentation. This work had been significant.

3 Scottish Charitable Incorporated Organisation (SCIO)

S Bonati explained the purpose is for the Club become a Scottish Charitable Incorporated Organisation. Currently the club is an Unincorporated Association. The benefits of this being Limited liability (though this does not cover negligence / acting in an unlawful manner) and additional funding opportunities e.g. Gift Aid.

She stated that a new constitution for the SCIO had been drafted and was issued for the membership for comment and approval. The approved, then an application would then be submitted to OSCR. Once the application is submitted, it would take about 3 months for the application to be processed.

S Bonati highlighted the key differences for the Club being a SCIO

- A charity is an organisation that it has only charitable purposes and that it provides public benefit in achieving those purposes. Due to this going forward:
 - The Club would need to ensure what is undertaken do can be justified in line with the purpose described in Clause 4.
 - The Club may be asked by the Public to disclose certain information (e.g. charities must give a copy of their governing document or latest accounts to anyone that asks for them).
- Conflict of interests must be logged and managed.
- The Club becomes a legal entity. All contracts need to be in the charity name and the Scottish Charity
- The Charity Number would need to be on all the charity's formal communications, like letters, emails, invoices, and websites.
- If the Club revises the constitution, a copy must be sent to the charity regulator (OSCR). In some instances, approval is required beforehand.

Due to this, the General Operating Procedure had moved out of the current constitution and into a new document (Operating Procedure: Governance & Management) split in separate document so it can be more easily are revised.

- A new document (Code of Conduct) had been produced. This includes a conflict of interest policy.
- Financial accounts must be aligned to the format required by OSCR.
- Some additional records will need to be kept.

3.1 Constitution

The Meeting was informed that whilst the Constitution had been revised to meet the requirements to become a registered Charity, the opportunity had been taken to make some other changes. The key change being that “Board Members” would be elected for a term of 3 years. The aim of this being to have timetable of service of “Board Members” for continuity and planning.

K Nicol stated that the proposed Constitution (issued on 6 February 2024t) to be considered at this EGM, had also now been reviewed by SCVO (Scottish Council for Voluntary Organisations). The SCVO highlighted 3 areas which might be of concern to OSCR (Scottish Charity Regulator).

Following discussion with the SCVO, the following changes (in red) were suggested to mitigate these potential concerns:

Clause	Current Draft (issued to members for EGM)	Proposed Rewording following SCVO Review
4	<p>The Club’s purposes are to promote the advancement of public participation in paddlesport in the Thurso, West Caithness and North Sutherland area. The key aims and activities are:</p> <p>(a) to provide training and coaching; and paddling trips</p> <p>(b) to provide opportunities for Members to try different aspects of paddlesport activities;</p>	<p>The Club’s purposes are to promote the advancement of public participation in paddlesport in the Thurso, West Caithness and North Sutherland area. The key aims and activities are:</p> <p>(a) to provide training and coaching; and paddling trips</p> <p>(b) to provide opportunities for Members to try different aspects of paddlesport activities;</p>

	(c) to support club Members to gain paddlesport awards, this may include applying for financial assistance to other organisations; (d) to provide information to the Members about paddlesport. (e) work with other organisations to promote paddlesports; (f) financially assisting Members to attend courses and / or purchase equipment (g) to run competitions and events;	(c) to support club Members to gain paddlesport awards, this may include applying for financial assistance to other organisations; (d) to provide information about paddlesport. (e) work with other organisations to promote paddlesports and other related activities such as environmental awareness; access and water safety; (f) financially assisting Members to attend courses and / or purchase equipment (g) to run competitions and events;
81	In addition to the office-bearers required under clause 80, the Board may assign specific duties to any Member or Board Member.	The Board may assign specific operational tasks to any Member or Board Member.
121	With the exception of identified fund raising events for third parties, any profit is to be accrued in the Club accounts and used only for the primary purposes of the club, stated in clause 4.	Any income is to be accrued in the Club accounts and used only for the primary purposes of the club, stated in clause 4.

The meeting AGREED to accept these proposed changes to the proposed Constitution for becoming a SCIO.

The Chair, then invited comments on the proposed Constitution. Several suggested changes were raised by the members present and discussed. These were either agreed to be incorporated or rejected. Following this discussion, the DRAFT Constitution (Issue 14) was AGREED to – see Appendix 1.

3.2 Operating Procedure (Governance & Management)

S Bonati explained that this was a new document and incorporated the previous General Operating Procedure and management matters of the current constitution. Other information had been added for good governance of the Club.

K Nicol explained that given the nature of this document, it would be a document which could only be revised following agreement at a “Members Meeting”.

The Chair, then invited comments on the proposed Operating Procedure (Governance & Management). Several suggested changes were raised by the

members present and discussed. These either agreed to be incorporated or rejected. Following this discussion, the DRAFT Operating Procedure (Governance & Management) (Issue 1) was AGREED to – see Appendix 2

3.3 Code of Conduct

S Bonati stated that this was a new document which detailed the expected behaviours of members, volunteers, and employees. This also included a Conflict of Interest policy for the “Trustees.”

The Chair, then invited comments on the proposed document. No comments were raised, and the DRAFT Code of Conduct (Issue 1) was AGREED to – see Appendix 3.

4 Initial Trustees

The Chair asked the members to agree to the current Committee becoming the initial trustees of the SCIO. The meeting AGREED to this.

The Chair asked the members to agree to the Committee identifying the initial term of office of the Initial trustees to allow for around a third of the Trustee to standdown each year. The meeting AGREED to this.

5 Chair’s Closing Remarks

The Chair thanked the members for attending the meeting and all their comments and discussion on the documents. On behalf of the Club, he expressed the Club’s gratitude to Silvia Bonati for her work to date on this and looked forward to the next stage of the process.

The Chair reminded the meeting that the next stage of the process was for an application to the Charity Regulator. Although the documents had been reviewed and agreed to, these would only become Club documents on the Club becoming a SCIO.

M Grain recorded thanks to the Committee on their work on this.

Appendix 1: Agreed DRAFT Constitution (Issue 14)

INSERT Agreed DRAFT Constitution (Issue 14)

APPROVED -23 Nov 2024

**Appendix 2: Agreed DRAFT Operating Procedure
(Governance & Management) (Issue 1)**

*INSERT Agreed DRAFT Operating Procedure (Governance & Management)
(Issue 1)*

APPROVED -23 Nov 2024

Appendix 3: Agreed DRAFT Code of Conduct (Issue 1)

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APPROVED -23 Nov 2024