



Explanation of the proposed resolutions

Resolutions are proposed as an ordinary resolution. This means that for these resolutions to be passed, more than 50 percent of the votes cast must be in favour of the resolution.

Special Resolutions are proposed as a special resolution. This means that for these resolutions to be passed, at least 75 percent of the votes cast must be in favour of the resolution.

Resolutions - The appointment of Directors

In accordance with Article 32 from the organisation's current Articles of Association, Directors elected by the members shall be appointed by Ordinary Resolution at the AGM.

Following a skills audit of our Board of Directors, it was identified that we needed to strengthen and build in resilience to the Board by appointing Directors with specific skills and knowledge.

Our aim is to allow the organisation to continue to meet its strategic aims, ensure compliance with organisational governance and to support the staff team by offering expertise in certain areas. As we grow and develop Disability Equality Scotland, we want to ensure that we continue to meet the needs of our members and support Access Panels.

We ask that to facilitate the above, members vote to elect;

1. Carolyn Griffiths
2. Colin Millar
3. Kenny Milne
4. Steven McGhee
5. Susan Fulton

Special Resolutions – Adopting changes to the Articles of Association

The following amendments bring the company's governing document into line with current charity and company law and update certain governance practices. They do not alter any provisions relating to the company's charitable objects, the dissolution clause, or the benefits available to trustees.

The Articles of Association of the Company are amended as follows:

Amendments

- Article 4:** Change the word 'Forum' to 'Organisation'
Reason: The word Forum was used in our previous name 'Scottish Disability Equality Forum'. Changing this word to "organisation", ensures consistency within the Articles. Although our membership is a 'forum', we operate wider than just a forum and membership is and always will be a key element of the organisations delivery.
- Article 10.1 and 10.3:** Lower the age limit for membership from '18 years and over' to '12 years and over'
Reason: This year we are working to create Scotland's first Youth Access Panel with Alva Academy in Clackmannanshire. This will be a pilot and if successful, could be a model to use across all secondary schools in Scotland. Therefore, we would want to encourage young people to become members with Disability Equality Scotland and be informed of our news and events. Lowering the age limit from 18 to 12 will allow Disability Equality Scotland to engage more with younger people.
- Article 13:** Amend as follows: 'All categories of members shall be entitled to receive notice of and attend general meetings. **Only members aged 18 years and over** can vote on all matters at general meetings, provided that only Access Panel members may vote on any matter which the chairman of the meeting rules is exclusively an Access Panel matter;'
Reason: This article adds in wording 'Only members aged 18 years and over can vote...' This has been added to explicitly highlight that Young Person members (ages 12-17) are unable to vote at general meetings. This is in line with the voting age for UK parliamentary elections at 18 years and over.
- Article 21:** Amend as follows: 'The term 'General Meetings' relates to Annual General Meeting and Extraordinary General Meeting.'
Reason: We held an extraordinary general meeting on 2 February 2018, and many members challenged our articles stating we could not hold an EGM as not stated in the articles. EGM's are held under the term of General meetings; however, this amendment makes it clearer to understand terminology.
- Article 21.b:** Amend as follows: 'The notice for any **General Meeting** shall specify the time and place of the meeting and the general nature of the business to be transacted and shall specify the meeting as such.'
Reason: By removing reference to Annual General Meeting, this allows members to elect Directors at General Meetings (both Annual General Meetings and Extraordinary General Meetings).
- Article 27:** Change wording 'show of hands' to 'on a vote'
Reason: This wording has been changed to reflect the diversity of our membership and the wider population of Scotland.

7. **Article 33:** Amend as follows: ‘Directors retiring at the end of their term shall, unless required to vacate office under Article 37, be eligible for **re-election provided that no-one may serve for more than six consecutive years.**’
Reason: The current articles state a Director can serve three years with no restriction on how many times they can be re-appointed. This amendment allows Directors to serve a term of three years and can only be re-elected again once, serving a total of six years. This allows the Board to refresh skills, knowledge and experience and provide further opportunities for relevant people to join the board.
8. **Article 46.c:** Amend as follows: ‘The Directors may be paid all travelling, hotel and other expenses **as per policies and procedures**’
Reason: Expenses policies have been revised to ensure that directors and staff are saving the organisation money and spending within budgets. This wording is amended to reflect such practice within our policies and procedures.

Additions

9. **Article 11.4:** - ‘Young Person members, being individuals aged 12-17 years whom the Directors deem appropriate to be represented among the membership of the Company, providing parental consent is received from young person members age 12-15 years;’
Reason: This is a new membership category to encourage young people to join Disability Equality Scotland and encourage participation and membership with Youth Access Panels. The age of consent in the UK is 16 years old, therefore, we would require parental consent from young people aged 12-15 years old. Generally young people start secondary school at the age of 12 and Youth Access Panels are encouraging membership with secondary school aged young people.