

Proposed changes to Greener Kirkcaldy's constitution (November 2024)



Introduction

The Directors of Greener Kirkcaldy recently reviewed the organisation's Memorandum and Articles of Association (our constitution). They are proposing some changes. These changes need the approval of members at a general meeting. If the membership approves the changes, they must then also be approved by the Scottish Charity Regulator (OSCR).

The proposed changes will:

- Ensure that our constitution truly reflects Greener Kirkcaldy as a community-led organisation
- Ensure we align with the core characteristics of the development trust approach (see below)
- Ensure that our constitution recognises our commitment to improving Greener Kirkcaldy's diversity and inclusion
- Ensure that we meet the requirements of the Scottish Charity Regulator (OSCR), as well as GDPR regulations

The development trust approach

Greener Kirkcaldy is a development trust. Sometimes described as community anchor organisations, development trusts are membership-based organisations that are democratically accountable to their communities. The development trust approach operates in various settings across the UK, from towns and cities to rural areas and islands. Organisations following this approach share four core principles:

- Autonomy, with governance and direction coming from within the community
- A commitment to regenerate the area's economic, environmental and social fabric
- A dedication to forming and sustaining community-led partnership initiatives
- An entrepreneurial spirit that drives innovation and sustainability

An organisation must embody these four principles in its operations and ethos to be recognised as a development trust. See more at: <https://dtascot.org.uk/>

Proposed changes

The changes we are proposing are set out below. Development Trusts Association Scotland has recommended these changes. This is an independent, member-led organisation that aims to promote, support, and represent development trusts across Scotland.

If you would like to discuss any of these proposals before the General Meeting, please feel free to get in touch with our Chief Executive, Lauren Brook. Call 01592 858458 or email lauren@greenerkirkcaldy.org.uk.

Heading	Article number	Current article	Proposed new article (with change highlighted)	Why we are proposing this change
Whole document	All	He/she Him/her His/her	They Them Their	To recognise our commitment to diversity and inclusion within our membership and directors.
General Structure	12 (a)	the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves.	the MEMBERS - comprising (i) Ordinary Members (who have the right to participate in the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Companies Act; in particular, the Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves), (ii) the Associate Members and (iii) the Junior Members	To ensure that we are truly community-led and follow the development trust approach (see below).
Categories of Members	New article		13. For the purposes of these articles:- (a) "Ordinary Member" means a member who fulfils the qualifications set out in article 16 (b) "Associate Member" means a member admitted under article 17 (c) "Junior Member" means a member admitted under article 18 14. Associate Members and Junior Members are not eligible to vote at any general meeting.	To ensure that we are truly community-led and follow the development trust approach (see below).

Qualifications for membership	13 - 15	<p>13. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under the articles 16 and 17.</p> <p>14. Membership shall be open to individuals who live, work or operate in the Kirkcaldy area and who support the objects of the company.</p> <p>15. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.</p>	<p>15. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under the articles 21 and 22.</p> <p>16. Ordinary Membership shall be open to any person aged 16 years or over who:</p> <p>(a) is resident in the KY1 and KY2 postcodes of Fife; and</p> <p>(b) supports the objects of the company.</p> <p>17. Associate Membership shall be open to those individuals who are not resident in the KY1 and KY2 postcodes of Fife, but support the objects and activities of the company.</p> <p>18. Junior Membership shall be open to those individuals aged between 12 and 15 (whether or not they are resident in the KY1 and KY2 postcodes of Fife) who support the objects and activities of the company.</p> <p>19. An individual, once admitted to Ordinary Membership, shall automatically default to an Associate Member if they cease to fulfil the qualifications for Ordinary Membership set out in article 16 (a).</p> <p>20. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.</p>	<p>Our objects (article 6) define our community as the KY1 and KY2 postcodes of Fife. To be truly community-led and follow the development trust approach, members with voting rights should be resident in these postcodes.</p> <p>However, we also recognise people who live outside KY1 and KY2, and support our aims and values, as key members of our community. They may work, volunteer or have family in Kirkcaldy. Or they may take part in our activities in other areas of Fife (our objects state that we may engage in Fife-wide activities).</p> <p>Other than being able to vote at general meetings, Associate and Junior Members will have all the same benefits as Ordinary Members. They will still be able to play a key role in setting our priorities and steering our work through regular consultations or by joining the Board of Directors.</p>
Application for membership	16	<p>Any person who wishes to become a member must sign, and lodge with the company, a written application for membership. The directors shall consider each application for membership and, within a reasonable time, notify the</p>	<p>21. Any person who wishes to become a member must submit an application for membership, either in writing, signed by that individual or by way of an email issued by that individual; the application must specify the category of membership for which they are applying. The directors shall consider each application for membership and, within a</p>	<p>To recognise our commitment to diversity and inclusion within our membership by allowing more ways for people to sign up.</p>

		applicant of their decision on the application.	reasonable time, notify the applicant of their decision on the application.	
Minimum number of members	New article		23. The minimum number of members is 20; and at least three quarters of the members of the company must, at all times, be Ordinary Members.	To ensure that we are truly community-led and follow the development trust approach (see above).
Membership Re-registration	New article		<p>25. The board may at any time request all members, or all members within a given category, to confirm that they wish to remain in membership of the company.</p> <p>26. Any request under article 25 must be issued in writing (hard copy form or by email) and must refer to the possible consequences of failing to confirm, within the period allowed for under article 27.</p> <p>27. If the company does not receive confirmation from any member, within eight weeks after the issue to that member of a request under article 25, that they wish to remain in membership of the company, the board may, by resolution to that effect, expel that individual from membership without any requirement to follow the procedure referred to in article 32.</p>	To ensure that we are truly community-led with 'active' members.
Arrangements involving the company's website	New article		<p>28. The directors may, if they consider appropriate, introduce arrangements under which an individual can apply for membership and confirm that they wish to remain a member by accessing the company's website (and, where applicable, links from the company's website), and completing and submitting forms electronically.</p> <p>29. The directors shall ensure that any arrangements introduced under article 28 incorporate appropriate security measures and reserve the right for the company to request signed hard copy documentation and/or evidence of eligibility in any case</p>	To recognise our commitment to diversity and inclusion within our membership by allowing more ways for people to sign up.

			where the directors consider that to be appropriate.	
Withdrawal from membership	20	Any person who wishes to withdraw from membership shall sign, and lodge with the company a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member	31. Any person who wishes to withdraw from membership shall give the company notice to that effect, either in writing, signed by that person or by way of an email issued by that person; on receipt by the company of that notice, the person shall cease to be a member.	To recognise our commitment to diversity and inclusion within in our membership by allowing more ways for members to contact us.
Procedure at general meetings	37-49	<p>37. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be four individuals entitled to vote (each being a member or a proxy for a member).</p> <p>38. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.</p> <p>39. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.</p> <p>40. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.</p> <p>41. Every member shall have one vote, which (whether on a show of hands or on a</p>	<p>48. The board may, if they consider appropriate (and must, if that is required under article 49) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual links which allow them to hear and contribute to discussions at the meeting, providing:</p> <p>(a) the means by which members and directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the members - a barrier to participation;</p> <p>(b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).</p> <p>49. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the</p>	<p>To recognise our commitment to diversity and inclusion within in our membership by allowing more ways for members to take part in general meetings.</p> <p>To allow us to hold online general meetings if required.</p> <p>To ensure that decisions made at our AGM are truly community-led and follow the development trust approach (see above).</p>

		<p>secret ballot) may be given either personally or by proxy.</p> <p>42. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):</p> <p>(a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or</p> <p>(b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)</p> <p>providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).</p> <p>43. An instrument of proxy which does not conform with the provisions of article 42, or which is not lodged or sent in accordance with such provisions, shall be invalid.</p> <p>44. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.</p> <p>45. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.</p> <p>46. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to</p>	<p>membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in article 48 will apply.</p> <p>50. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be:</p> <p>(a) four Ordinary Members; or</p> <p>(b) (if this is a higher number than (a)) 5% of the total number of Ordinary Members comprised in the membership of the company at the time;</p> <p>in each case either present in person or represented by a proxy.</p> <p>51. For the avoidance of doubt, Associate Members and Junior Members shall not be counted in determining whether a quorum is present at any general meeting (unless they are on the Board of Directors).</p> <p>52. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.</p> <p>53. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall</p>	
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			64. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.	
Eligibility	51	A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.	66. A person shall not be eligible for election/appointment as a director unless they are a member of the company. 67. At any given time, directors who are also Ordinary Members must form a majority of the total number of directors in office.	To ensure our Board of Directors reflects our community and the development trust approach (see above).
Termination of office	55	A director shall automatically vacate office if:- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director (b) he/she becomes debarred under any statutory provision from being a charity trustee (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months (d) he/she ceases to be a member of the company (e) he/she becomes an employee of the company (f) he/she resigns office by notice to the company (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and	71. A director shall automatically vacate office if:- (a) they cease to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director (b) they become debarred under any statutory provision from being a charity trustee (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months (d) they cease to be a member of the company (e) they become an employee of the company (f) they resign office by notice to the company (g) they are absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove them from office	To ensure good governance of Greener Kirkcaldy.

		<p>the directors resolve to remove him/her from office</p> <p>(h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.</p>	<p>(h) they are absent for more than half of the meetings of the directors annually, and the directors resolve to remove them from office</p> <p>(i) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.</p>	
Procedure at directors' meetings	68	Any director may call a meeting of the directors	<p>84. Any director may call a meeting of the directors.</p> <p>85. Directors are permitted to participate in a meeting of the directors by way of audio and/or audio-visual link(s); the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links.</p>	<p>To make our Board of Directors more inclusive.</p> <p>To recognise our commitment to diversity and inclusion by allowing flexibility in how directors join meetings.</p> <p>To allow us to hold online meetings of directors if required.</p>