

# Scottish Youth Hostels Association

## Special Resolution – Changes to Articles of Association

### Proposal

The AGM is asked to consider the following amendments to the Articles of Association, brought forward by the Board of Trustees, by way of Special Resolution which will require a 75% majority.

The key change is to modernise the articles to allow for members' meetings to be held by electronic means, enabling a larger number of our members to view and participate in our meetings going forward.

### Proposed Change to Articles

We have consulted with our legal advisers, Lindsays on the following proposed changes. Please note that you will be voting for all of the proposed amendments to the Articles of Association and the table below provides an outline of the key changes which in turn does affect the numbering of the articles, hence the reference to 'formerly'. **For a full understanding of all the changes proposed, please go to our website: [hostellingscotland.org.uk](http://hostellingscotland.org.uk) to view a tracked copy of the changes to the current Articles of Association.**

Page/Article No.	Changes proposed
Page 2	In No. 1 Definitions; 'SYHA' description: <del>means the Charity and Company</del> means <a href="#">Scottish Youth Hostels Association, a private company limited by guarantee incorporated in Scotland with company number SC310841 and Scottish Charity number SC013138</a> <i>This change properly reflects the full definition of SYHA.</i>
Article 14	Change of number of clear days' notice to be given of an annual general meeting or general meeting from 21 to 14. <i>A 14 day notice period is now permitted under company law and is becoming the standard notice period for many charities.</i>
Article 14b	Additional wording of ' <a href="#">specify the electronic means by which a member may participate in the meeting pursuant to Article 15.</a> '
Article 15 (new)	Insertion of: <a href="#">A Member may participate in a general meeting (including, for the avoidance of doubt, an annual general meeting) by means of electronic communication, provided that throughout the meeting all persons participating in the meeting are able to communicate interactively with all other parties participating in the meeting. Participation in this manner is deemed to constitute presence in person at the meeting.</a>
Article 16 (formerly 15)	No business shall be dealt with at any general meeting unless a quorum is present and where: (a) the quorum for a general meeting shall be 20 Members <a href="#">entitled to vote and who are</a> present: i. in person; ii. <del>or</del> by proxy; iii. <a href="#">by electronic means pursuant to Article 15. and entitled to vote;</a> and (b) if a quorum is not present <a href="#">as set out in Article 16 (a)</a> , within 30 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 Chair of the meeting.
Article 18 (formerly 17)	Every Member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given: a) personally; b) <a href="#">by such electronic means as directed either:</a> i. <a href="#">in the notice of the general meeting; or</a>

	<p style="text-align: center;">ii. by the Chair during that meeting; or</p> <p>c) <del>or</del> by proxy.</p>
Article 19 (formerly part of 17)	Any votes cast by proxy shall only be valid where the terms of Articles 24 to 28 below are complied with in full.
Article 21 (formerly 20)	A resolution put to the vote at a general meeting shall be decided on a show of hands unless one or more members are participating by electronic means, in which case the vote shall be conducted by such means as the Chair may direct, providing such means allow for all participating Members to exercise their vote.
Article 22 (formerly 20)	Notwithstanding the provisions of Article 21, a secret ballot may be demanded by the Chair (or by at least two Members present in person at the meeting); in such case: a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the vote taken pursuant to Article 21 show of hands is declared.
Article 23 (formerly 21)	If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chair may direct; (provided any Member participating by electronic means shall be able to exercise their vote); the result of the ballot shall be declared at the meeting at which the ballot was demanded.
Article 24 (formerly 22)	A proxy appointed to attend, whether in person or by electronic means, and vote at any meeting in place of a Member shall have the same right as the Member who appointed him/her to speak at the meeting. No person shall be entitled to act as a proxy who is not himself/herself a Member and entitled to be present in person or by electronic means and vote in his/her own right.
Formerly Article 72	<p><i>Removed due to the outdated nature of the clause:</i></p> <p><del>Any notice, document or other information shall be deemed served on or delivered to the intended recipient:</del></p> <p><del>(a) if properly addressed and sent by pre-paid UK first class post to an address (last intimated by him/her/them to SYHA) in the UK 48 hours after it is posted;</del></p> <p><del>(b) a Member whose address is not within the United Kingdom shall be entitled to receive notices at such address and such notices shall be sent to the Member by air mail. Notices sent overseas shall be deemed to be given at the expiry of a period of 5 days after the envelope containing it was posted. Sections 1143 to 1148 together with schedules 4 and 5 of the Act shall apply;</del></p> <p><del>(c) if properly addressed and delivered by hand, when it was given or left at the appropriate address;</del></p> <p><del>(d) if properly addressed and sent or supplied by electronic mail (e-mail) (in the case of a Member who has notified the Trust of an address to be used for the purpose of electronic communications) one hour after the e-mail was sent or supplied; and</del></p> <p><del>(e) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is so deemed to have received) notice of the fact that the material is on the website.</del></p> <p><del>For the purposes of this Article, no account will be taken of any part of a day that is not a business day (where a "business day" means any day (other than a Saturday, Sunday or public holiday in Scotland) on which clearing banks in Edinburgh are generally open for business). In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purposes of the Act.</del></p>