



Bailies of Bennachie  
c/o Garioch Heritage Centre  
Loco Works Road  
INVERURIE  
AB51 4FY

**Bailies of Bennachie  
AGM 2025 – March 20, 2025**

**Resolution**

**To Amend the Constitution**

## Preamble

From time to time, a charity's constitution needs to be amended to reflect the current modes of operations and to meet new requirements from the charity regulators. To this end, the Scottish Council for Voluntary Organisations (SCVO) publishes a constitution template that encompasses the latest requirements. As a matter of course, the Bailies have adopted this template to guide the production of our constitution. For reference, the adoption of the template and any of the clauses therein is not mandatory and is open to refinement for the needs and circumstances of any given charity.

There are two motives for amending the Bailies of Bennachie constitution:

- Aligning our constitution to the template by incorporate and renumbering the clauses into our existing document
- Modifying, deleting or adding clauses to better reflect our ways of operating

The Bailies' constitution was last amended at the AGM in 2022. This can be viewed on our website, on the About Us page.

Two versions of the new constitution are supplied with this resolution:

- A marked-up version where the Board has attempted to draw the reader's attention to where changes have been made.
  - Items highlighted in **green** are additional clauses and wordings contained in the new template which the Board have adopted verbatim
  - Items highlighted in **red** are where the Board has intervened to revise either the existing or new wording to suit our current operations. Removals have been struck through and additions added in plain text
- A clean copy where the struck through text has been removed and all colour coding removed

The trustees would like to draw your attention to the following clauses which we feel have an impact on the way we run the Bailies. By inference, those not mentioned are deemed to be of no great significance and have been incorporated to comply with the guidance in the template. NB all clause identifiers refer to the colour-coded version attached to this resolution.

Clause	Topic	Comment
4	Purposes	Sub clause (f) has been removed as it does not in itself constitute an aim
14	Application for membership	The Board could see no merit in the Board reviewing memberships
17	Membership Subscription	The Board has revised this wording to allow the making of changes to the membership subscriptions to be more flexible and not require constitutional changes every time a change is proposed. The AGM still retains the right to vote on membership proposals before implementation.
68	Number of Trustees	The Board has chosen to cap the maximum number of co-opted Trustees in any given year to four. This number ensures that a majority of co-opted Trustees cannot be nominated in a given year, who could then adopt a majority voting position on the Board. At the AGM, all Trustees resign, including co-opted Trustees, and are re-elected as member appointed Trustees under clause 73, thus re-setting the co-opt tally to zero.
93 - 94	Conflicts of Interest	The Board has adopted the more robust wording in the template.
99	Expenses	The Board has removed the restriction on claiming expenses to attend board meetings. These are small costs and out of keeping with the principle that Trustees should not be out-of-pocket in fulfilling their trustee duties for the Bailies.
120	Subsidiaries	The Bailies do not have, nor envisage having, subsidiaries in the near future. Creating a subsidiary in the future would have a significant impact on our constitution and need a thorough revision at that time. Therefore, this clause is removed.
128 - 129	Access to members' data	These clauses propose that a member of the public should be able to request members' data. The Board would not want to release members' data outwith the organisation unless required by law. The Board would also set a very high burden of need for any request from a member.
135	Operation of Accounts	The existing clauses reflect financial processes based on cheque signatories. The revised clause allows flexibility for modern, online financial management.



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## Resolution

It is proposed to adopt the revised constitution as appended to this resolution. The Board seeks your approval to adopt this revised constitution. This will be an agenda item at the AGM.

## AGM Process

It will be assumed that members will have read the changes to the constitution and the final draft.

In the AGM agenda item, the background, as outlined in the preamble, will be summarised. Members will then be able to ask any questions from their prior review for clarification, discussion and possible modification of the text. The constitution will not be reviewed on a line-by-line basis in the meeting.