



NOTICE OF SPECIAL GENERAL MEETING

Wednesday 16 May 1007

London South Bank University

12:30 – 13:00

Under the terms of clause R of the VSSN Constitution, the Secretary (Angela Ellis-Paine) hereby gives notice of a Special General Meeting (SGM) of VSSN Members to be held on 16 May 2007 to consider the business set out below.

All VSSN Members are entitled to attend and vote – any member who is not registered to attend the VSSN seminar that day but who wishes to attend the SGM is asked to email bookings@vssn.org.uk to confirm his/her attendance and to ask for details of the precise venue. (Please make clear you are registering for the SGM only.)

Non-members who are attending the seminar are welcome to stay for the SGM but are not entitled to vote.

AGENDA - Formal Business

- 1. Chair's report:**
 - a. Appointment of executive officer**

- 2. Membership Secretary's report**
 - a. Membership update**
 - b. Membership directory**

- 3. Voting on proposed constitutional changes:**
 - a. Institutional members**
 - b. Voting system**
 - c. Deletion of material which is now "spent"**
Please see below for full details of the amendments.

- 4. AOB**

Following the formal business, there will be an opportunity for members to update each other on relevant activities

DETAILS OF PROPOSED AMENDMENTS TO VSSN CONSTITUTION

For Consideration at Special General Meeting 16 May 2007 (Agenda Item 3)

Proposed by the VSSN Steering Group to take effect immediately*

All amendments apply to the latest VSSN Constitution last amended 27 Oct 2004. See www.vssn.org.uk/about/constitution.htm for the original constitution adopted in May 2003 or e-mail info@vssn.org.uk to request the latest version as a word document. (Note: The 2004 amendments were very minor and do not affect any of the proposed amendments below.)

Note: Words in italics are for explanation only and do not form part of the amendments

AMENDMENT NO 1 - *To provide for organisations/institutions to be members and to update related procedures for membership admission etc*

Clause E – Membership

REPLACE clauses E(1) to E(3) with the following.

- (1) Membership of VSSN shall be open to any person over the age of 18 years or to any constituted organisation provided that in either case the individual or organisation has expressed a wish to further the objects of VSSN and has paid the annual subscription laid down from time to time by the Steering Group. The Steering Group may set different subscriptions for different categories of members.
- (2) Every individual member shall have one vote.
- (3) Every organisational member shall appoint at least one and not more than five individuals (“appointed representatives”) to participate in VSSN and to vote on the member’s behalf and each such appointed representative shall have one vote.
- (4) The Steering Group may by unanimous vote and for good reason terminate the membership of any individual or organisation: provided that the member concerned shall have the right to make a written submission to the Steering Group before a final decision is made.

Clause F – Steering Group

REPLACE clause F(1) and (2) with the following:

- (1) The elected members of the Steering Group shall consist of not less than 5 nor more than 8 individual members or appointed representatives.
- (2) The Steering Group may appoint not more than 2 co-opted persons to the Steering Group (in addition to the elected members) and may also co-opt persons to fill any vacancies in elected members, provided that no co-option may be made unless notice was given when the Steering Group meeting was called. Each appointment of a co-opted member shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

Amendment No 1 continues on next page ...

Clause H – Determination of Membership of Steering Group

ADD new sub-clause H(4)

- (4) in the case of an elected member of the Steering Group, ceases to be either an individual member of VSSN or an appointed representative of an organisational member (but only if at least three members of the Steering Group will remain in office).

Clause U – Alterations to the Constitution

In clause U(1) REPLACE “members” with “individual members and appointed representatives”

AMENDMENT NO 2 – To provide for postal voting in elections to the Steering Group

Clause Q – Annual General Meeting

REPLACE clause Q(5) with the following:

- (5) Nominations for election to the Steering Group shall be made in writing by individual members or by appointed representatives of organisational members and must be in the hands of the Secretary of the Steering Group (or his/her nominee) at least 28 days before the Annual General Meeting. Should nominations exceed vacancies, the Steering Group shall arrange a ballot of all individual members and appointed representatives. The Steering Group shall determine the method of voting (which may include electronic voting if the Steering Group so directs) provided that at least 14 days shall be allowed between the transmission of any ballot message and the deadline for votes to be cast. Elected members shall take office from the conclusion of the Annual General Meeting.

AMENDMENT NO 3 – To delete inaugural provisions which are now “spent”

DELETE Clause W (Inaugural General Meeting)

Note: Clause E(1) is also spent, but will be deleted in any case if amendment no 1 is passed.

*Note on Implementation Timing

Although all these changes are only administrative in nature, the change to clause U is in one of the clauses where the Constitution states that Charity Commission consent is needed. However, s74D of the Charities Act 1993 (inserted by s42 of the Charities Act 2006, which was implemented with effect from 27 February 2007) allows unincorporated charities to make administrative changes to their governing documents without Charity Commission consent, provided the Objects and the Powers of trustees are not affected. By virtue of this provision, the Steering Group considers that it is simply necessary to notify the Charity Commission of these changes, rather than to seek the Commission’s prior consent.