



BOD-OUT-35-2019

To: All Member Scout Groups & All attendees at the 2019 AGM.

CC: Honorary Vice Presidents; National Youth Representatives; volunteer & professional staff; Group Secretaries; Group Leaders; Motions Committee.

24th April 2019

Re: 2019 Annual General Meeting

Dear Scout, Scouter,

I write on behalf of the Board of Directors to both thank all those who attended and contributed to the Annual General Meeting on 13 April and to give a short update on the actions to be taken following the meeting.

2019 AGM

This was the first Company 'General Meeting' following the decision of National Council in October last to separate Gasóga na hÉireann/Scouting Ireland (the Company) from Scouting Ireland (the Association) and to close the Association. As such, it had a new format which reflects the fact that it is a meeting to discuss 'company business' and no longer a National Council which spend a large amount of time discussing the operations of the Association. Some of the differences are outlined in Appendix 1.

We see this AGM as a watershed moment to move away from the crisis management that has been taking up so much time at Board and senior management level and to focus on transforming our organisation and serving our members in a proactive and much more holistic way. We will be organising dedicated briefings and sessions over the next while to map out the path to deliver the structures we presented to you on Saturday.

Copies of the presentations made on Saturday (including those in the afternoon) shall be circulated as part of the Weekly Mailing – please highlight this to your Group.

To assist us in reviewing the event, and working with the planning team, we have developed a short survey to gather information from you and the wider membership to feed into our review meeting that will take place in May. Please take the time to give us your feedback so that our next General Meetings will build on our first. The survey is available here: [LINK TO SURVEY](#)

Annual Report for year ended 31 August 2018

Several delegates, during the AGM on Saturday, queried the production and format of the Annual Report. The report presented to you was produced at a difficult time for the organisation and was focused on meeting our



statutory obligations only. The Board was focused on responding to the various crises facing us rather than producing the type of report we have seen in previous years which gives a much more detailed view of the various activities undertaken by and on behalf of Scouting Ireland. We have considered the feedback received and intend on producing a more detailed report, with greater input from each Department, for the current year (2018/19).

Motions Committee

The Motions Committee was formed in January 2019 and consists of Seán Farrell (temporary Chairperson), Bill James and Brendan McNicholas. They received 28 proposals before the deadline on 19 January and a summary of their decisions is in Appendix 2.

Thanks are due to the Committee for the work they put in, entirely behind the scenes.

First Meeting of the Board of Directors following the Annual General Meeting

The Board met on Sunday 14 April and, as mandated by our National Constitution, we made the following decisions:

- Adrian Tennant was unanimously re-elected as Chairperson of the Board of Directors.
- Brian Smith was unanimously re-elected as Secretary to the Board of Directors & Company Secretary.
- The 2020 Annual General Meeting shall commence on Saturday, 25 April 2020.

We also resolved to resubmit Motion A to the Motions Committee as this is a requirement communicated to us, in October 2018, by the Constitutions Committee of the World Organisation of the Scout Movement.

2019 Extraordinary General Meeting

As announced on Saturday, we will be calling an EGM later this year to present the Annual Accounts for 2017/18 to you. This meeting shall also consider any motions submitted to the Motions Committee between 19 January 2019 and 12 weeks before the EGM. We cannot give an exact date until the accounts have been audited – we will give you as much notice as possible once we can confirm a date. Proposals made within the 12 week period or later shall be considered for the 2020 AGM.

2020 AGM

The 2020 Annual General Meeting shall be held on Saturday, 25 April 2020. Venue, times, agenda, etc. have not been decided as yet and the feedback received from the survey [LINK TO SURVEY](#) and review process shall be taken into account when making plans for 2020. A reminder shall issue later in the year to allow Groups plan for delegate registration, travel, etc. and the Official Notice shall issue approx. three weeks before the meeting in early April.

The deadlines for nominations and submission of proposals for the 2020 AGM are:

- Deadline for Nominations for Election: 09:30am on Saturday 18 January 2020 (14 weeks before the meeting).



- Deadline for submission of Motions to the Motions Committee: 09:30am on Saturday 01 February 2020 (12 weeks before the meeting).
- Deadline for registering the name of Delegates: 09:30 on Saturday 18 April 2020 (7 days before the meeting).
- Deadline for requesting non-delegate admittance (e.g. observer passes): 09:00 on Monday 20 April 2020.

Nominations will be required to elect at least three Directors – a call for nominations shall be issued in December 2019.

Proposals can be submitted to the Motions Committee at any time by sending the proposal to agm.motions@scouts.ie. The Proposal Form can be found here: [CLICK HERE](#)

Conferences

We believe that the Provincial Conferences are the ideal fora for members to discuss issues of importance to them and to their Province and to collaborate on formulating positions, policy, and approaches to various topics, however, we also recognise the desire to allow more time for discussion of National issues. As a result, we are considering holding a National Conference which will take the outputs of the Provincial Conferences and motions submitted to the AGM as the starting point. It may be incorporated into the AGM which could be run over a weekend.

This is not confirmed and there are no further details but we will work on this over the coming months and let you know when a decision has been made.

Thank You

Last but not least, on behalf of the Board, I would like to express our thanks to everyone who attended the AGM on Saturday for your participation in and contributions to the meeting. General meetings are the place to hold the Board to account and, as a result, are an important part of Scouting Ireland. Special thanks are also due to the staff (professional and volunteer) and tellers who helped the day run smoothly and to the National Youth Representatives for what was a deeply moving opening to our meeting. Thank you all.

Yours in Scouting,

Brian Smith
Secretary to the Board of Directors & Company Secretary



Appendix 1: Differences between a Company AGM and National Council

Company Annual General Meeting	Association National Council
Only Delegates from Scout Groups can vote	Votes from Group, County, Provincial, and National levels
Delegates must be registered 7 days in advance	Registration of delegates not included in rules
Standing Orders accepted by the meeting	No vote required on standing orders
Presentation of the Annual Report	Adoption of the Annual Report
Presentation of the Financial Statements	Acceptance of the Financial Statements
Election/Re-election of Chief Scout and Directors (by postal ballot in advance)	Election/Re-election of Chief Scout, Chief Commissioners, National Secretary, National Treasurer, Provincial Commissioners, International Commissioner, Communications Commissioner, and Ordinary Members of the NMC
Proposals submitted by Groups or the Directors 12 weeks in advance to the Motions Committee	Proposals submitted by Groups, Counties, the National Management Committee, and the National Youth Fora to the National Secretary 6 weeks in advance
Official Notice issued 3 weeks in advance	First Notice issued 8 weeks in advance, Second Notice issued 4 weeks in advance
Presentation of the Group Charter	n/a
Rules replaced by Policies set by the Directors	Rule changes require a meeting of National Council
Procedural Motions, Points of Clarification & Information included in Standing Orders	No Procedural Motions, Points of Clarification & Information included in Standing Orders
Delegates encouraged to question the Board and presenters	n/a
Amendments to proposals are permitted	No amendments to proposals are permitted
Shorter meeting – half day or less	Full day, or more, meeting
Quorum of 50 Scout Groups	Quorum of 100 members

The minimum business to be carried out at a company AGM is set out in the Companies Act 2014¹:

186. The business of the annual general meeting shall include—
- a) the consideration of the company’s statutory financial statements and the report of the directors and, unless the company is entitled to and has availed itself of the audit exemption under section 360 or 365, the report of the statutory auditors on those statements and that report;
 - b) the review by the members of the company’s affairs;
 - c) save where the company’s constitution provides otherwise—
 - i. the declaration of a dividend (if any) of an amount not exceeding the amount recommended by the directors; and
 - ii. the authorisation of the directors to approve the remuneration of the statutory auditors (if any);
 - d) where the company’s constitution so provides, the election and re-election of directors;
 - e) save where the company is entitled to and has availed itself of the exemption referred to in paragraph (a), the appointment or re-appointment of statutory auditors; and
 - f) where the company’s constitution so provides, the remuneration of the directors.

¹ <http://revisedacts.lawreform.ie/eli/2014/act/38/revised/en/html>

Appendix 2: Decisions of the Motions Committee

Proposal	Decision	Rationale
To clarify that the Board is able to propose motions for decision by the company [Submitted twice]	The Motions Committee resolved not to put this motion forward.	Advice has been taken on this matter. The advice received gives confidence that the Board have an implicit right to bring special business (which in this case refers to special resolutions for the amendment of the constitution) to an AGM. Moreover, to explicitly denote that right in relation to proposing motions may give the expectation that the Board must be explicitly mentioned in every case to take actions. This would be undesirable where implicit rights exist.
To give the Chief Scout additional duties [Submitted twice]	The Motions Committee resolved not to put this motion forward.	The Scout Group Charter and Youth Charter are documents that establish the relationship between Scouting Ireland Services CLG and Scout Groups and Youth Members respectively. Various group-level roles are defined in those documents. However the role of Chief Scout is a National level role of the company, and it would be inappropriate to define the duties of the role in documents relating to other bodies (the Groups). It should also be noted that the motion refers to duties 'as set out in' the charters. The charters as currently written do not include any such duties, and therefore it would not be good practice to mandate certain duties of the Chief Scout when those duties are not laid out.
To strengthen the Youth Charter so that it becomes equal to the Scout Group Charter [Submitted twice]	The Motions Committee resolved not to put this motion forward.	The Youth Charter is currently noted as an appendix to the Scout Group Charter. Moreover, as with the Scout Group Charter, it is issued by the Board once they are satisfied that a Scout Group complies with the conditions of membership of Scouting Ireland Services CLG. The Board would presumably not issue a document that they do not approve, and therefore the Board's approval of the document is implicit in its issue. Again, the Board should not risk causing issues at a later date by making every authority explicit.
To comply with the request of the Constitution Committee of the World Scout Committee [Submitted twice]	The Motions Committee resolved to put this motion forward.	n/a
Proposal	Decision	Rationale

<p>To clarify the terms of reference of the Motions Committee</p> <p>[Submitted twice]</p>	<p>The Motions Committee resolved not to put this motion forward.</p>	<p>The motion directing the Board to set terms of reference for the Motions Committee is redundant, since the Board have the authority to do so, as evidenced by the Terms of Reference issued by the Board to this Motions Committee. The Board do not need to make explicit mention of every authority they possess, and indeed to do so may cause issues for the Board by giving an expectation that all such authorities will be noted in the constitution.</p>
<p>To give the National Youth Representatives the right to attend and speak at General Meetings of the Company</p> <p>[Submitted twice]</p>	<p>The Motions Committee resolved not to put this motion forward.</p>	<p>The Motions Committee recognise and commend the will of the Board of Directors to include Youth Members, through the National Youth Representatives, in the business of the Company. Nevertheless, the Members of the Company are the Scout Groups, and it is the Groups who attend General Meetings in a voting capacity to direct the affairs of the Company. By affording an automatic right of attendance to an executive body of the Company, the Company may be seen to be reducing the primacy of the Group. It should also be noted that each Group is obliged to ensure that at least two of its five registered delegates are registered youth members. Finally, the Motions Committee note that the Board of Directors would be able to issue an invitation to attend General Meetings to any body, including the National Youth Representatives, without amending the Constitution. The Motions Committee recommend this approach.</p>
<p>To acknowledge the importance of the office of Chief Scout</p>	<p>The Motions Committee resolved not to put this motion forward.</p>	<p>The Motions Committee recognise and commend the will of ██████████ Scout Group to acknowledge the importance of the office of Chief Scout. However, the Motions Committee feel that this motion would make much more likely a situation where a Chief Scout cannot be appointed, and that the motion does not adequately deal with such a situation (by, for example, proposing amendments to Article 23.13). The motion also makes an unusual proposal to count spoilt votes in the valid poll, which is not recognised as good practice for the conduct of elections.</p>

Proposal	Decision	Rationale
To make clear the priority given to Safeguarding	The Motions Committee resolved to put this motion forward with amendments.	The motions committee feel that this language offers the greatest clarity while retaining the spirit of the motion as submitted.
To allow for the board to assign someone else in the role of Chair of the Motions Committee	The Motions Committee resolved not to put this motion forward.	With no Chief Scout available the Board have issued a policy that authorises the appointment of an Honorary Vice President to chair the Motions Committee, which would seem to be a reasonable course of action in an unprecedented situation. Should such a situation arise again in the future, the Board would be able to follow the precedent of this case and act in such a manner as they feel is reasonable to resolve matters. It follows that the constitution need not be amended to allow this action.
To prevent any notion of the board supressing valid motions from the committee prior to members being aware of them	The Motions Committee resolved not to put this motion forward.	The Motions Committee recognise and commend the will of ██████████ Scout Group to provide Members with as much notice of proposals to General Meetings of the Company as possible. However this motion, in conflict with articles 17 and 18.3 of the Articles of Association of Scouting Ireland Services clg, would promote a situation where the text of motions to be discussed must be published before the details of the meeting and the business to be discussed at that meeting are published. The Motions Committee note also that the Committee, as a sub-committee of the Board of Directors, is empowered to report only to the Board of Directors. It is for the Board to agree the schedule of publication (in agreement with the Articles of the Association) as they see fit.
To amend the Disciplinary Process	The Motions Committee resolved not to put this motion forward.	The Motions Committee recognise and commend the will of ██████████ Scout Group to ensure that adults working with young people are adequately trained. However the Motions Committee note that embarking on specific projects is a matter of the business of the Company, which is specifically reserved to the Directors of the Company. The Motions Committee will pass the proposal to the Board of Directors in order that the Board may consider taking action on this matter through the Training Commissioner.

Proposal	Decision	Rationale
To make clear the priority given to Safeguarding	The Motions Committee resolved not to put this motion forward.	The Motions Committee note that the Scout Group Constitution is a document that is owned by each Group individually. In time, once Groups are registered as a charity with the Charities Regulator (and, indeed, already for groups registered with the Charities Commission Northern Ireland) this document is the governing document of a charitable body. The proposal does not make clear the authority or mechanism under which the General Meeting of Scouting Ireland Services clg is empowered to amend this document. The Motions Committee instead note that, should a change to the Scout Group constitution be required, the Board of Directors are empowered to effect this through the Scout Group Charter.
To enshrine the rights of our youth members into our organisation	The Motions Committee resolved not to put this motion forward.	The Motions Committee note that this motion is in conflict with Articles 9, 10 and 25 of the Articles of Association of Scouting Ireland Services clg, and that it conflicts with the general principle in company law that members of a company must be entitled to attend and vote at a General Meeting of the company.
To allow the scout role to take precedence in the case that a member of the Scout Group Council is prohibited by employment from acting as a trustee	The Motions Committee resolved not to put this motion forward.	The Motions Committee recognise and commend the will of [REDACTED] Scout Group to ensure that members of the Scout Group Council who are prohibited from acting as a trustee may serve as members of Group Council. However the Motions Committee note that the position of an officer of the Group is indivisible from that officer's role as a charitable trustee, and therefore this motion must be rejected.
To allocate funding to have a report writer available	The Motions Committee resolved not to put this motion forward.	The Motions Committee recognise and commend the will of [REDACTED] Scout Group to ensure that groups are able to access reports as necessary. However the Motions Committee note that the allocation of funding to specific projects is a matter of the business of the Company, which is specifically reserved to the Directors of the Company. The Motions Committee will pass the proposal to the Board of Directors in order that the Board may consider taking action on this matter.

Proposal	Decision	Rationale
To review the Being a Scouter training module	The Motions Committee resolved not to put this motion forward.	The Motions Committee recognise and commend the will of [REDACTED] Scout Group to ensure that adults working with young people are adequately trained. However the Motions Committee note that embarking on specific projects is a matter of the business of the Company, which is specifically reserved to the Directors of the Company. The Motions Committee will pass the proposal to the Board of Directors in order that the Board may consider taking action on this matter through the Training Commissioner.
To amend the Disciplinary Process	The Motions Committee resolved not to put this motion forward.	The Motions Committee recognise and commend the will of [REDACTED] Scout Group to ensure that the Disciplinary Process is fair and impartial. However the Motions Committee note that this proposal is in conflict with Article 46 of the Articles of Association of Scouting Ireland Services clg, which provides that the Directors may delegate any of their powers to such person or persons as they see fit. The Motions Committee will pass the proposal to the Board of Directors in order that the Board may consider taking action on this matter.
To appoint two Joint Department Heads to lead the Human Resources Department	The Motions Committee resolved not to put this motion forward.	The Motions Committee recognise and commend the will of [REDACTED] Scout Group to ensure that the Disciplinary Process is fair and impartial. However the Motions Committee note that this proposal is in conflict with Article 46 of the Articles of Association of Scouting Ireland Services clg, which provides that the Directors may delegate any of their powers to such person or persons as they see fit. The Motions Committee will pass the proposal to the Board of Directors in order that the Board may consider taking action on this matter.

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Proposal	Decision	Rationale
To update the name of the Company [Submitted twice]	The Motions Committee resolved to put this motion forward.	n/a
To clarify who should chair the Motions Committee in the absence of the Chief Scout [Submitted twice]	The Motions Committee resolved not to put this motion forward.	The motion that directs the Board to appoint an independent chairperson of the Motions Committee where the Chief Scout is unavailable is problematic, since it conflicts with actions that have already been taken. With no Chief Scout available the Board issued a policy that authorises the appointment of an Honorary Vice President to chair the Motions Committee, which would seem to be a reasonable course of action in an unprecedented situation. To modify the constitution in such a way would call into question the legitimacy of this action, and therefore is not to be recommended. Should such a situation arise again in the future, the Board would be able to follow the precedent of this case and act in such a manner as they feel is reasonable to resolve matters.

Reg. No. 397094
Charity No. CHY3507

PATRON Michael D. Higgins PRESIDENT OF IRELAND



Member of World Organisation of the Scout Movement

Directors: A list of names and personal details of every director of the company is available for inspection to the public at the company's registered office for a nominal fee. Scouting Ireland is a company limited by guarantee exempt from using the word "limited". Registered Office: Scouting Ireland National Office, Larch Hill, Dublin 16