

EXTRAORDINARY GENERAL MEETING AND NETWORKING EVENT

**Thursday 28 February 2019, 1.00 pm to 3.15 pm
Hanover Scotland, 95 McDonald Road, Edinburgh, EH7 4NS**

Programme

1.00 pm Networking Lunch

1.30 pm Extraordinary General Meeting begins

1. Welcome & opening remarks
2. To note apologies for absence and any Full Member being represented by proxy.
3. To explain the purpose of the meeting. (The Explanatory Notes overleaf provide further information)
4. To propose the approval of the new Articles of Association by Special Resolution and invite Full Members to vote by a show of hands. (Copies of the proposed Articles are available on the VHS website and at the meeting)

Special Resolution: To replace the existing VHS Memorandum and Articles of Association with new Articles of Association which will serve our membership better, strengthen our governance, reflect our obligations under company and charity law, and ensure we have a constitution that reflects the modern, dynamic organisation that we are.

5. Any other competent business notified to VHS in advance of the meeting and conclusion of formal business.

2.00 pm Presentations, followed by questions and discussion

Universal and equal rights to rehabilitation

Paul Okroj OBE, Head of Volunteering, Chest Heart and Stroke Scotland

The power of people's stories to affect health and social care

Gina Alexander, Director, Care Opinion Scotland

3.15 pm Event concludes

Explanatory notes to the Extraordinary General Meeting

Powers and proceedings: VHS is a registered charity and company limited by guarantee. Articles 44 to 46 of VHS's existing Articles empower VHS to propose by special resolution the adoption of new Articles of Association. 75% or more of the votes cast for and against at the meeting must be in favour of the resolution for it to pass. A quorum of at least 20 Full Members must be present or represented by proxy. A Full Member is a voluntary health organisation that VHS has admitted to its membership, as defined under our existing Articles of Association. Each member organisation has a single vote.

Voting: Voting will be by a show of hands at the meeting. Proxy votes will be included, where completed proxy voting forms have been received by VHS by 26th February 2019.

Proposed new charitable purposes: We propose, in particular, revised charitable purposes (proposed Article 5) because the language of our existing objects no longer accurately reflects the world in which we operate as Scotland's national network and intermediary for voluntary health organisations. The Office of the Scottish Charity Regulator formally granted its consent to these proposed new purposes on 12th December 2018, as follows:

Article 5: In particular, the purposes of VHS shall be:

The advancement of health, the advancement of education, the advancement of citizenship and community development, and the relief of those in need, through:

5.1 The provision of an effective network for voluntary health organisations; Working for sustainable improvements in health and social care services, health improvement and public health;

5.2 Working to prevent, mitigate and reduce health inequalities, including through education and awareness-raising about the underlying causes of such inequalities, including poverty and discrimination;

5.3 Supporting voluntary health organisations to improve their knowledge, understanding and skills to engage with health related priorities, policy, systems, personnel and partnerships;

5.4 Promoting the voluntary health sector's role, expertise and evidence to a wide audience;

5.5 Working to make effective collaboration and partnerships on health related matters between the public and voluntary health sectors normal and valued.

Other proposed changes are all technical and are designed to make our constitution easier to understand and follow in future. The new Articles include an Index for the first time, correct references to relevant legislation, provide for clearer terms of office of board members and office bearers, and allow the appointment of four co-opted members to the Board rather than the current limit of three. Rather than attempt to amend the existing Articles incrementally, we have set aside the existing articles (last amended in 2009) and taken the model Articles provided by Edinburgh Council for Voluntary Organisations. In adapting these we have been guided and supported throughout by VHS Board Member Ian Brooke who is a staff member of EVOC, to ensure they are entirely fit for VHS's specific purposes.