

To All Members

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**Voluntary
Action
Scotland**



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VOLUNTARY ACTION SCOTLAND

ELECTORAL COLLEGE Guide to voting

national voice local impact

Registered office: Unit 6, Callendar Business Park, Callendar Road, Falkirk FK1 1XR. Company Limited by Guarantee in Scotland, No. SC361901

INTRODUCTION

At its extraordinary general meeting in September 2011, Voluntary Action Scotland agreed to institute voting by a college of thirteen college areas.

- **Highland**
- **Aberdeen, Aberdeenshire and Moray**
- **Angus, Dundee, Perth and Kinross**
- **Clackmannanshire, Stirling and Falkirk**
- **Fife**
- **Edinburgh**
- **East Lothian, Midlothian and West Lothian**
- **Dumfries and Galloway, Scottish Borders**
- **East Ayrshire, South Ayrshire, North Ayrshire, Argyll and Bute**
- **North Lanarkshire, South Lanarkshire**
- **Renfrewshire, East Renfrewshire, Inverclyde, West Dunbartonshire and East Dunbartonshire**
- **Glasgow**
- **Eilean Siar, Orkney, Shetland**

The interface members of the company have the right each to cast one vote in the college area to which they are allocated by the company.

It is the college area which votes in the decisions of the company.

This guide is supplied to interfaces and college areas to support the use of voting rights and the function of decision making in the company.

Decision making occurs in two processes.

- Process 1. The casting of votes by interfaces in their college area.**
- Process 2. The casting of votes by the college area in the company.**

This guide will take interfaces through the stages by which these processes may be most easily supported to the benefit of the interface members of the company and the company itself.

The company will issue forms and papers designed to support the processes herein described. Example sample forms are attached to this guide for illustrative purposes.

VAS welcomes any query on these processes and stages at any time.

PROCESS 1: THE CASTING OF VOTES BY INTERFACES IN THEIR COLLEGE AREA

STAGE ONE

Interfaces within a College Area will agree a Voting Protocol determining whether majority voting rules will apply to College Votes, i.e. all the votes of the College Area will be cast to reflect the majority opinion of the interfaces in the Area, or whether an apportionment of College Area votes to reflect the balance of views of Interfaces within a College Area will occur. This is a matter for the interfaces to determine and not for VAS.

STAGE TWO

Interfaces within a College Area should agree who on their behalf will notify the company of the votes of the College Area which they constitute. This guide will refer to this person as the College Area Representative or CAR. For ease of continuity and contact it would be helpful if the CAR could take that responsibility for a period of a year. When the CAR will not be available there is provision to appoint a proxy.

STAGE THREE

The company will distribute in advance of any meeting or decisive process voting forms to interfaces which will allow the interfaces to notify the CAR of their voting preferences. The company will distribute voting forms to CARs by which the votes of the College Area may be cast.

STAGE FOUR

Each interface will transmit as appropriate electronically and/or in signed hard copy a completed voting form to its CAR.

If motions are notified in advance this may occur in advance; if motions arise at a meeting of the company this will occur at the meeting.

PROCESS 2: THE CASTING OF COLLEGE AREA VOTES IN THE COMPANY

STAGE ONE

The CAR will sum the votes of the interfaces as given to the CAR and apply the agreed College Area Voting Protocol so that the three votes of the College Area are cast as the College Area agrees.

Please note that in an election of Directors the motions to appoint are summed so that if there are for example 5 directors to be appointed there will be 15 votes to be applied to candidates by the College Area, there being 3 votes available for each motion.

Interfaces within a College Area may wish to develop a separate Voting Protocol to cover elections, choosing either to cast a maximum of three votes for up to five candidates, or spreading votes more widely in smaller amounts.

The company's only requirement is that no more than the correct total of votes is cast.

STAGE TWO

The CAR will submit the College Area votes on the form supplied to the CAR by the company to the scrutineers appointed by the company to receive them.

STAGE THREE

The company will count the votes and announce the decision of the company.

NOTES.

1. The company shall maintain a register of nominated College Area Representatives. It is the responsibility of each College Area to advise the company using the COLLEGE AREA REPRESENTATIVE FORM of its representative.
2. Where a CAR is unable to attend a meeting that calls for a vote then a FORM OF PROXY will be supplied to authorise the appointment of either the chair of that meeting or other named person to act / speak on behalf of the College Area.
3. Where an emergency absence arises the company shall support interfaces present at a general meeting from the appropriate College Area to appoint an emergency proxy so that the votes from every College Area may be put.

Appendix I

Sample Forms

The following forms are examples of the type of returns to be used by Interfaces and College Areas. Actual forms to be used will be issued by VAS as required and complete with the details of the business to be voted upon and where relevant date / location of meeting and any return date. Please do not use these sample forms.

- Sample 1 FORM OF APPOINTMENT OF COLLEGE AREA REPRESENTATIVE**
To be used by each College Area to inform VAS of the individual they have appointed who will notify VAS of the votes cast by that College Area.
- Sample 2 FORM OF INTERFACE VOTE IN COLLEGE AREA**
To be used by each Interface to notify their College Area of the votes of their Interface on the matter under consideration.
- Sample 3 FORM OF COLLEGE AREA VOTE IN THE COMPANY**
To be used by each College Area to notify VAS of the votes of their College Area on the matter under consideration.
- Sample 4 FORM OF PROXY (For CAR)**
To be used by a College Area where it wishes to appoint a proxy to speak or act on its behalf. (In the Sample show the proxy is for voting on the business of an AGM. You will note that because the papers or information for some matters to be decided have not been circulated beforehand, then the proxy vote has been restricted to “Withheld” or “Discretionary”
- Sample 5 FORM OF COLLEGE AREA VOTE IN THE COMPANY**
Example of form to be used when the College Areas are returning their votes relating to the appointment of Directors to the company.

SAMPLE FORM 1 Appointment of College Area Representative
FORM OF APPOINTMENT OF COLLEGE AREA REPRESENTATIVE



Return to:
 Company Secretary
 Voluntary Action Scotland
 Unit 6, Callendar Business Park
 Callendar Road
 Falkirk, FK1 1XR or email vicky@voluntaryactionsotland.org.uk

We hereby appoint the following person
 (please insert name of individual in box below)

as College Area Representative for
 (please insert name of College Area in box below)

 College Area

being a voting College Area of Voluntary Action Scotland, to vote on behalf of that College Area in all decisive processes of the company until further notice.

Names of Interfaces within College Area	Name of Interface Representative

One Interface Representative named above to sign on behalf of all the above.
 (Authorisation: Please insert in box below the name of Director, Company Secretary or other authorised person of one of the interfaces named above.)

SIGNED **DATE**



FORM OF INTERFACE VOTE IN COLLEGE AREA

General Meeting - Resolution

I hereby declare to the College Area Representative for the following College Area
(please insert the name of the College Area in the box below)

	College Area
--	--------------

the votes of

	Interface
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being a member of Voluntary Action Scotland, to be applied in accordance with our Voting Protocol to votes on behalf of the above College Area at the general meeting to be held on XX at XX in XXXXX and at any adjourned meeting.

Special Resolution

1. To amend the Articles of Association of the company

For Against Vote Withheld

Name of Representative of the Interface named above.

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Signed

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Date

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SAMPLE FORM 3 College Area Voting Form to be supplied to VAS

FORM OF COLLEGE AREA VOTE IN THE COMPANY

General Meeting - Resolution

I hereby declare to the company the votes of
(please insert the name of the College Area in the box below)

	College Area
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at the general meeting to be held on XX at XX in XXXXXX and at any adjourned meeting.

Special Resolution

1. To amend the Articles of Association of the company

For Against Vote Withheld

Name of Representative of the College Area named above.

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Signed

Date



SAMPLE FORMS 4 Proxy Voting Form to be supplied to VAS

FORM OF PROXY

For use at Annual General Meeting.

Return no later than XXXXX , to:

Company Secretary

Voluntary Action Scotland

Unit 6, Callendar Business Park

Callendar Road

Falkirk, FK1 1XR or email vicky@voluntaryactionsotland.org.uk

I hereby appoint the Chair of the meeting, or the following person

(please insert name in box below)

as proxy for

(please insert name of College Area in box below)

College Area

being a voting College Area of Voluntary Action Scotland , to attend speak and vote on behalf of that College Area at the Annual General Meeting to be held on XX at XX in XXXXX and at any adjourned meeting.

RESOLUTION	NO. FOR	NO. AGAINST	NO. WITHHELD	DISCRETIONARY
To approve the Minutes of E.G.Ms. and last AGM				
To adopt Directors Report.	BLANK	BLANK		
To adopt Company Accounts.	BLANK	BLANK		
To appoint Directors. (Separate form supplied)	BLANK	BLANK	BLANK	BLANK
To appoint Independent Examiner.				

I wish my proxy to vote as indicated above.

(Authorisation: Please insert name of the College Area Representative or other authorised person of the College Area organisation named above.)

SIGNED

DATE

Note: Since the Directors Report and Accounts will not be available till the A.G.M. and therefore cannot be read beforehand, the proxy voting options are restricted to "Vote Withheld" or "Discretionary".

SAMPLE FORM 5 College Area Voting Form to be supplied to VAS



FORM OF COLLEGE AREA VOTE IN THE COMPANY

AGM Resolution - Appointment of Directors

I hereby declare to the company the votes of
(please insert name of College Area in box below)

College Area

at the Annual General Meeting to be held on XX at XX in XXXXX and at any adjourned meeting.

Ordinary Resolution to appoint 6 directors to the Board

(Please enter the number of votes up to a maximum of three that the College Area is casting for each candidate, so that the total of all votes cast is up to eighteen. The College Area may choose to vote for up to 6 candidates or spread their votes more widely as the interfaces in the College Area have determined.)

Name of candidate	Number of votes cast
Total Votes Cast	

Name of Representative of the College Area named above.

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SIGNED

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DATE

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