

National Council Steering Group

Options for the Formation of a National Body

Final Report
November 2008

Contents

| | | |
|------------------------|--------------------------------------|---------|
| Letter from NCSG Chair | | Page 3 |
| Section 1 | Background | Page 5 |
| Section 2 | Introduction | Page 5 |
| Section 3 | Summary | Page 7 |
| Section 4 | Detail for Wider Partnership Body | Page 10 |
| Section 5 | Memorandum & Articles of Association | Page 14 |

Appendices

| | | |
|-------------|--|---------|
| Appendix 1. | Survey Monkey Results with NCSG Comments | Page 34 |
| Appendix 2. | Election Process | Page 43 |

National Council Steering Group

C/o Voluntary Action Lochaber, An Drochaid, Claggan Road, Fort William PH336PH

Email: national.council@valochaber.org

27th November 2008

Dear Chairs/Chief Officers

I have great pleasure in presenting to you and your Boards our final report on the formation of a National Body to represent CsVS.

Since we were tasked with this job at the October 2007 CVS Conference, the landscape has begun to change and therefore what we present to you is modified to take account of ongoing developments.

We have worked hard to be inclusive and transparent in our approach.

This final report follows on from the interim report presented to all CsVS and discussed at the November 2008 National Conference and is now firmly based on **your collective** views. We would ask that you use this report along with the interim report to make your decision.

We now require a vote from your organisation by the 16th January 2009. Dependant upon the result of your deliberations there may be further work: (a) to cease our activities, or (b) to set up a viable and purposeful organisation.

The process will include:

1. A national vote to take place by 16th January 2009 on whether a new body is to be set up. (Voting Papers shall be sent out in the New Year with SCVO counting the Vote)
2. A vote in favour of the establishment of the National Body shall require the support of no less than 70% of the total votes cast and declared valid.

If a successful Vote to move to a National Body:

3. A request to external funders to support the new body will be required.

Election Process to Form the National Body: (only if a successful Vote)

4. **Invite nominations from candidates** for the new national body, commencing Monday the 19th January 2009– Nominations will close on Friday the 6th February 2009
5. The Nominations shall be two part, 4 regional candidates and 7 from the CsVS network.
6. A “Hustings” event to be held in Perth on the 19th February 2009 to allow nominated candidates to present their case to the electorate.
7. Voting opens 20th February and an election to be concluded by the 16th March 2009. (SCVO shall count the vote)
8. A new body in place and ready to go by 1st April 2009.

More detail on the Election Process is laid out in Appendix 2.

These are exciting and challenging times for us all. The forth-coming changes to our regional areas and our National Network can also seem a little scary but if we all continue to work together in partnership I am sure our communities will see the benefit.

I would like to take this opportunity to thank the rest of my colleagues on the Steering Group for the hard work they have put in over the last 14 months and a special thanks to Glasgow CVS for their work in preparing, distributing and analysing the Survey Monkey. I also need to thank Jennie from VAL for persevering with the tedious job of chasing up all the slow responders to the Survey. However, most importantly, I thank all CsVS for participating with us over the last 14 months. We do realise that we are only one of many demands on your daily work.

I hope you enjoy reading the report and have a constructive Board meeting to help shape the future for our Network. I look forward to seeing the results of your decisions at the end of January 2009.

Kind Regards

Harry Whiteside
Chair
National Council Steering Group

Section 1 Background

There are 57 Independent councils of voluntary service that make up the CsVS network. Currently the Scottish Council of Voluntary Organisations provides agency support and facilitates the network. In October 2007, CsVS chairs indicated they wanted progression of a network that would function better with structure, identity and role clearly defined and able to develop and endorse strategic policy, which CsVS could adhere to. Scottish Government, through statements made at the October 2007 National Conference encouraged the development of a National Body and subsequently committed financial support to the Steering Group.

A steering group was elected by ballot in March 2008 and produced an Interim Report in September 2008 that was widely disseminated and discussed at Annual Conference. Support for a National CVS body has grown from less than 40% in October 2007 to around 80% in October 2008.

The Interim Report was well received and it was the view of Conference 2008 that the report should “beef up” detail regarding a National CVS Body – Option 2 in the Interim Report and further consider a phased approach and “fit” with Option 3 - A Wider Network Body.

The Interim Report also contained an extensive desktop survey of other National Bodies in Scotland, England and Wales, an S.W.O.T analysis and a PESTLE analysis. Readers should refer to the Interim Report for that detail.

To quote from that Interim Report “The landscape and the funding environment that was known and anticipated at the time of the November 2007 Conference, is, likely to be substantially different from that which may be in place post 2011. The degree of uncertainty over how that landscape will be populated does make the determination of the final shape and scope of a National Body for CVS type organizations more problematic and we acknowledge that to some extent a degree of flexibility will be required in our thinking to allow for adaption to change. We cannot however wait for “certainty”, we can only acknowledge the present threats and opportunities, anticipate to the best of our ability likely changes and seek to place ourselves in the best position, structurally and organizationally to further the cause of the Network and the services we offer to our members, communities and stakeholders.....”

Section 2 Introduction

This Section highlights the backdrop to a “beefed up” National CVS Body and clarifies the detail of the set up. The recent Survey Monkey that was carried out by the NCSG with the assistance of GCVS in October 2008 informs that detail. The NCSG considered the results at a two-day meeting in Perth on the 10th and 11th of November 2008.

The section covers the information gathered regarding the set up of a National Body and forms the basis for the suggested draft Articles and Memoranda attached as Section 5. We have attached the Survey Monkey as appendix 1. There is a short summary of the findings and the questions will all have a box highlighting the actual answers and some text giving the NCSG analysis of the answers,

Firstly, judging by the response to the survey and the results from the questions asked, the NCSG take the view that Option 1 – “Retain the Status Quo” is not a viable option and is rejected by the majority of CVS in keeping with the mood of the October 2008 Conference. As noted in the background, Option1 is **NOT** an option.

Secondly, the NCSG decided there was sufficient evidence to suggest that Option 2 “Develop a National Body for CVS” was viable and a draft memo & arts has been carefully devised to create a democratic and functional CVS Body.

Thirdly, the NCSG believe there is an growing appetite for Option 2, a National CVS Body to be seen as a stepping stone towards Option 3 “A Wider Partnership Model” and have carefully crafted the suggested draft Memo & Arts to allow such a development in the future at a manageable pace. More detail on this is available in Section 4

The backdrop

What do we expect to get from a (CVS) National Body?

The Aim or Outcome would be: To create *stronger and better local communities (and better connected services)*

The Objectives for a (CVS) National Body (in no ranked order of importance):

1. Uniformity - establish and enhance “core” functions of CsVS and determine activities for and on behalf of a network
2. Create an empowered and dynamic network
3. Form a collaborative body that can negotiate and make decisions for/with and on behalf of the network
4. Be a single point of contact with other networks and the SCVO
5. Strengthen links, communication and collaboration with CVS and other networks
6. Influence decision makers leading to better informed national policies in line with local/community needs
7. Providing feedback via better and improved communications i.e. “completing the circle”
8. Promotion of Quality Standards and continuous improvement
9. Sharing of best practice
10. Recognise the primacy of local delivery at network member level

Vision; Values & Ethos

- CsVS contribute much to Improving Quality of Life and Building Better Communities.
- CsVS do not restrict their activities to following Local Authority and Scottish Government programmes. They provide added value to wider partnership agendas.

The potential voluntary sector client group is largely known. CVS (as infrastructure support agencies/anchor organizations) enable the Scottish community and voluntary sector to:

- Play a clear role in developing thriving communities
- Connect to policy and decision-making, and
- Grow our own social economy

It is critical to work in an open, honest, respectful, transparent, equal and inclusive way.

Section 3 Summary detail

It is envisaged that a (CVS) National Body is created by 31st March 2009 at the latest. From the Survey Monkey there is sufficient support for that body to move to a wider membership option model quite quickly but not in the first instance.

The body will be a legal entity, a recognised Charity and Company Limited by Guarantee. The body will be for CVS, and associate membership will be available to other networks. Clearly there is support for a wider option National Body which would include Volunteer Centre activity however there is little agreement to other networks or organisations that might be included at this stage. That is a task for the new National Body to carry forward.

The proposed new body will be made up of 11 members, open to a combination of Board Members and Chief Officers to be elected using two key processes (Appendix 2)

1. 7 members elected from the network on a first past the post basis
2. 4 members elected on a regional basis (1 member to be elected by each region)

It is recognised that the body needs to be:

- Strong
- Have sufficient movement of membership to be refreshed regularly
- A length of service that is appropriate and not permanent!
- Co-options would be possible.
- The group elected would determine Office Bearers.

There is an expectation that key issues are agreed with the membership organisations and decisions through votes adhered to and supported. The style of working was seen as very important and would be transparent, participative and inclusive.

Membership fees would be levied at rates related to “core” activity not overall turnover.

There was strong support for a wide range of the activities detailed however recognition that how, services grew and support services were delivered could be re-negotiated, flexible, supplied in various forms and required some changes from the status quo.

The detail that the NCSG identified as important and relevant to option two is just as important for option three. There was certainly an attempt to create a new body with an ability to widen out participation fairly quickly and for it to take account of the likely outcome of local and national changes over the next couple of years.

We have collated two budgets, the first to take into account a National Body that operates with only the elected members and the second to operate with two staff initially, however we see the second to be the budget for serious consideration of Option 3, the Wider Partnership Model.

Budget 1.

**Based on 8 meetings per annum for
2009/2010**

| <u>Expenditure</u> | <u>11 members</u> |
|---------------------------------|--------------------------|
| Meeting Costs | 3080 |
| Secretariat | 1800 |
| Administration | 800 |
| Postage & Photocopying | 650 |
| Marketing & Stationery | 800 |
| Travel & Accom Expenses | 14650 |
| Miscellaneous | 500 |
| Contingency | <u>3500</u> |
| Total Expenditure | 25780 |
| | |
| Council Members Backfill * | 11000 |
| Council Members Additional Work | <u>11000</u> |
| Total Expenditure | <u>47780</u> |

* All Members receiving £125 per meeting for
Backfill

Budget 2.**National Body wider partnership model requiring two staff minimum**

| | | 2010/11 | 2011/12 | Note |
|-----------------------------|-------------------|---------------|---------------|------|
| EXPENDITURE | | | | |
| National Co-Coordinator | Salary | 29232 | 30109 | 1a |
| | NIC | 3742 | 3854 | |
| | Pension | 1169 | 1204 | 2 |
| | T & S | 3500 | 3700 | |
| | Recruitment | 1000 | 0 | |
| Officer | Salary | 23436 | 24139 | 1b |
| | NIC | 3000 | 3090 | |
| | Pension | 937 | 966 | 2 |
| | T & S | 2700 | 2700 | |
| | Recruitment | 500 | 0 | |
| Office Rental | 1 | 8000 | 8000 | 3 |
| | | 0 | 0 | |
| Office Equipment | 1 | 2500 | 0 | |
| | | 0 | 0 | |
| Admin Support | | 3500 | 3800 | 5 |
| Miscellaneous | | 500 | 600 | |
| Total Staff Costs | | 83716 | 82162 | |
| Elected Members Cost | Meetings Backfill | 11000 | 13200 | 6 |
| | Representation | 3000 | 3750 | |
| | Travel & Acc | 14650 | 15150 | |
| | Other | 3500 | 3750 | |
| | Meeting Costs | 3080 | 3180 | |
| | Line Manage Staff | 6500 | 6500 | |
| Total Elect Mem work | | 41730 | 45530 | |
| Exceptional Cost | Launch | 2500 | | |
| Total Cost | | 125446 | 127692 | |

NOTES

- 1a PO Scale Points 35 to 38 (NJC)
- 1b AP IV Scale points 27 to 30
- 2 Employers Contribution 4%
- 3 Office rental all inclusive package
- 4 Computers
- 5 Provided by CsVS; bookkeeping and inc payroll / secretariat
- 6 8 meetings per annum

Section 4 The Next Phase

Further Development of a Wider Partnership Network

The feedback from CsVS has clearly indicated an appetite to develop a Network, which will in due course embrace a wider range of infrastructure support organisations. Specifically this could include VCs, LSEP's, and LEN's.

There was a feeling, albeit from a minority that we should work immediately towards such a position.

The National Council Steering Group is of the view that to do so at this stage faced substantial difficulties. Principally, these were:

- We had no mandate to do so, nor were there at this time an overwhelming support from CsVS to make that leap.
- The degree of discussion with other potential members and their existing networks was in its' infancy, with little more than "sounding out in principle" with VC's and no dialogue with other potential members.
- It was felt that the priority was to establish, subject to the will of CsVS, by the start of the next financial year, a body which could at least act on behalf of CsVS with authority, and engage in that wider engagement discussion from a more informed and credible position.

It is the view of the National Council Steering Group that we seek to agree and establish what is essentially a CsVS National Body by early next year but to do so in the recognition that during the first year of its life the Directors will progress the work necessary to ensure the development of a wider Network.

Scottish Government have through the voice of Geoff Pearson clearly indicated that they are not interested in funding Networks per se, though has equally indicated that if the existence of a Network can clearly evidence its ability to act as a *binding force* and help organisations drive forward in meeting the challenges of developing effective interfaces that can deliver on outcomes then we see the prospect of a body that is "tantalisingly useful" (to quote Geoff Pearson). Scottish Government has also clearly indicated that it is not attracted to financially supporting a spectrum of Networks whose functions are spread across those infrastructure organisations who might most useful contribute to the development of the interface between C.P.P. and the Third Sector.

Diagrams 1 and 2 reflect to a degree the picture that was being developed by Geoff Pearson at a meeting held with the National Council Steering Group on the 11th November 2008. Whilst there are some apparent contradictions between the two diagrams, and this may be more due to the fact that the diagram was being developed as we spoke, it does clearly indicate some clear lines of thinking from Scottish Government and of their aspirations. This has been further reinforced by the recent encouragement from Geoff Pearson that the VC's, CsVS and other organisations that might form part of the "Pot" should consider a joint Annual Conference of the respective Networks in 2009. Diagram 2 shows the potential relationship between a Network Body and the "Infrastructure" at local level and C.O.S.L.A. It further recognised the requirement for that infrastructure to receive support services, whether that be through separate body or through the National Council.

The Articles and Memoranda of the proposed "**Local Infrastructure National Council Scotland**" have been written in such a way as to embrace a membership that is wider than just what we currently understand as CsVS and has Objects which should prove compatible with the potential wider membership. To some extent we have to step back from the nomenclature of CsVS, VCs etc. and focus more clearly on functions. Names may change, but the requirement to

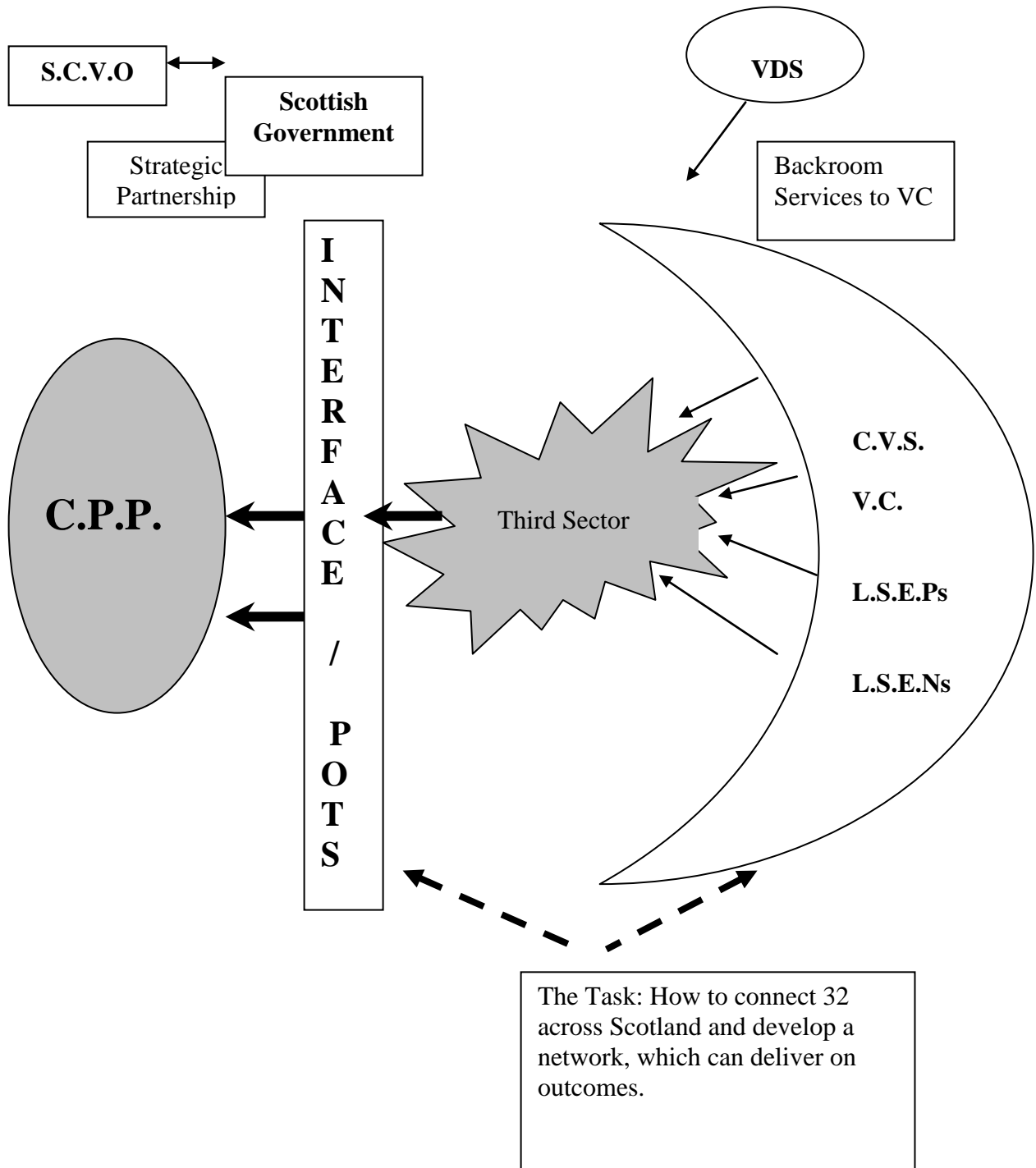
deliver on particular functions, which support, develop and advocate on behalf of the Third Sector and build the capacity of our communities remain.

Where necessary refinements to the Articles and Memoranda may be identified as a result of more detailed discussions with that wider potential membership, then there are sufficient powers within the Articles to permit that change.

The process is one of change, but one where we seek to manage that change within the timescales and resources available to our potential partners and us. It will however only take place where the benefits of such change are clearly identified and widely accepted, where our new positioning brings advantage and strength and where the outcomes of such a change are not just “tantalisingly useful”, but “blindingly and overwhelmingly irresistible”

Diagram 1.

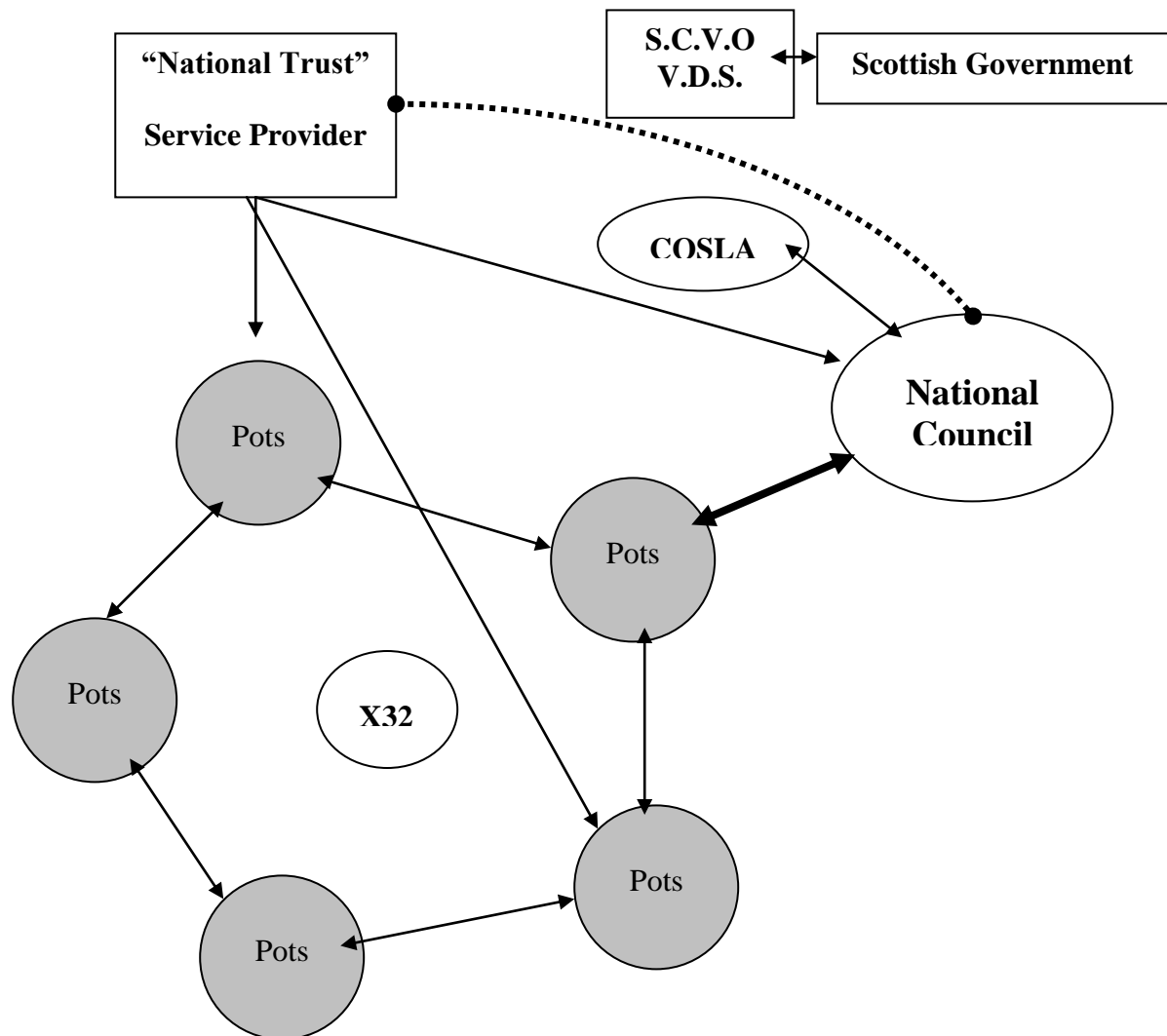
Network Vision



(Taken from Geoff Pearson meeting with National Council Steering Group. 11th November 2008.)

Diagram 2

Where the National Council fits.



Notes:

1. 32 "Pots" across Scotland.
2. Scottish Government retains a relationship with SCVO and VDS over their strategic partnerships.
3. "Pots" develop strong linkages through support of National Council.
4. National Council develops key role with COSLA
5. A body that Geoff Pearson called the "National Trust" could act as a Service Provider to the "Pots", though that function could be undertaken by National Council.

(Taken from Geoff Pearson meeting with National Council Steering Group, 11th November 2008.)

Section 5 Suggested Draft Memoranda and Articles of Association

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

Of

LOCAL INFRASTRUCTURE NATIONAL COUNCIL SCOTLAND

- 1 The company's name is "Local Infrastructure National Council Scotland".
- 2 The company's registered office is to be situated in Scotland.
- 3 The company's objects are
 - 1) To advance community development including (i) rural or urban regeneration, and (ii) the promotion of civic responsibility, volunteering, the voluntary sector and the effectiveness or efficiency of charities.
 - 2) To advance such other purposes as are charitable in the law of Scotland for the time being in force as the company from time to time determines.
 - 3) To co-operate with any other society or organisation for the furtherance of the above objects and to bring together statutory, voluntary and business organisations in joint effort to further or promote the above objects.

In furtherance of those objects (but not otherwise), the company shall have the following powers: -

- (a) To provide all or any communication, promotion, information, networking and support services as are required by local infrastructure organisations and consortia supporting the voluntary, community and social economy sectors as well as bringing such together in common effort and by co-delivering services with them as they require.
- (b) To prepare, print, publish, issue and/or circulate (gratuitously or otherwise) reports, periodicals, books, pamphlets, leaflets, posters or other printed matter, videotapes and other material.
- (c) To advise in relation to, organize and/or conduct seminars, training courses, exhibitions, meetings, conferences and lectures.

- (d) To promote, support and/or undertake research and experimental work and disseminate the results of such research and experimental work.
- (e) To provide evidence for central or local government or other enquiries.
- (f) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (g) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights, which may be advantageous for the purposes of the activities of the company.
- (h) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (i) To sell, feu, let, hire, licence, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (j) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (k) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (l) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (m) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/widower, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (n) To promote any private Act of Parliament or other authority to enable the company or carry on its activities, alter its constitution or achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests.
- (o) To enter into any arrangement with any organization, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organization, government or authority any charter, right, privilege or concession.

- (p) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (q) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (r) To effect insurance against risks of all kinds.
- (s) To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (t) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorized to carry on.
- (u) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- (v) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorized to amalgamate and to acquire and take over the whole of any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorized to amalgamate.
- (w) To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorized to amalgamate.
- (x) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations and grants for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- (y) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (z) To take such steps (by way of personal or written appeals, public meeting or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.

- (aa) To set charges for services provided and negotiate contracts for the delivery of services to other bodies or persons and earn income there from.
- (bb) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (cc) To do anything lawful which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that

- i in this clause where the context so admits "property" means any property, heritable or moveable, real or personal, wherever situated
- ii in this clause, and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it by the law of Scotland for the time being in force.

4.1 Subject to clause 4.2

- (a) the income and property of the company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of association
- (b) no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the company.
- (c) no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable and
- (d) no benefit in money or money's worth shall be given by the company to any director except repayment of out-of-pocket expenses.

4.2 The company shall, notwithstanding the provisions of clause 4.1, be entitled

- (a) to pay reasonable and proper remuneration to any director or member of the company in return for particular services (not being of a management nature) actually rendered for the company and to make onward payment to members of such sums, grants or contractual payments as are received or raised by the company for such onward distribution to members or otherwise to make payments to members which are charities, all in furtherance of the above objects.
- (b) to pay interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company
- (c) to pay rent at a rate not exceeding the open market rent for premises let to the company by any director or member of the company and
- (d) to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.

- 5 The liability of the members is limited.
- 6 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to any extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object of objects.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

- 1. Signature Full Name
- Designation
- Address
-
-
- 2. Signature Full Name
- Designation
- Address
-

.....
3. Signature Full Name

Designation

Address

.....

.....

Dated:

Witness to the above signatures:

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

LOCAL INFRASTRUCTURE NATIONAL COUNCIL SCOTLAND

Definitions and interpretation

1 In these articles

"the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be deemed to include any statutory modification or re-enactment of that provision for the time being in force.

"the Operating Area" means Scotland or any successor area or areas.

- “local infrastructure consortium” means that functional interface however legally structured but having a legal structure which provides the voluntary and community sector development support function, volunteer development support function and social economy development support function within a unitary authority area.
- 2 Any reference in these articles to "clear days" in relation to a period of notice indicates that in calculating such period the day when the notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded.
 - 3 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force at the date of incorporation of the company.
 - 4 The Interpretation Act 1978 shall apply to these articles as it applies to any Act of Parliament.

Membership : eligibility

- 5 The subscribers to the memorandum of association and any local infrastructure consortium whether unincorporated or incorporated or pending the development of such consortium any local infrastructure organisation whether unincorporated or incorporated providing a voluntary and community sector development support function (that is an organisation which is generally known as a council for voluntary service) and which supports the objects of the company and is admitted to membership by the directors shall be the members of the company subject to the terms of these articles. Any such organisation shall cease to be a member upon admission to membership of the company of a local infrastructure consortium for the unitary authority area within which such organisation operates. For clarification, any unincorporated body, which is admitted as a member, shall do so and achieve its rights as a member through a nominated individual who shall from time to time be notified to the company and be entered into the register of members on behalf of that body. Any corporate body shall be entered as a member directly as a legal person and shall achieve its rights as a member through a nominated representative who shall from time to time be notified to the company. The subscribers shall cease to be members at the start of the first general meeting of the company.
- 6 An individual who is an employee of the company shall not be eligible for representation of a member.

Admission of members

- 7 Any consortium / organisation wishing to be a member of the company and who meets the requirements of article 5 shall apply in writing to the company.
- 8 The directors shall be entitled to refuse to admit any individual or body to membership if in their opinion, acting reasonably,
- (a) the admission of that individual or body to membership would be likely to prejudice the reputation and good standing of the company within the Operating Area or would be likely to lead to disruption to the efficient conduct of general meetings or of the activities of the company.
- 9 If the directors exercise their entitlement under article 8 to refuse admission of any individual or body, they shall notify the applicant in writing accordingly within a period of 60 days after the date on which the application was received by the company.
- 10 Each application for membership shall be considered by the directors at the first meeting of the directors, which is held after receipt by the company of the written application.
- 11 Any resolution by the directors to the effect that an applicant is to be admitted to membership shall be deemed to be conditional upon payment by the applicant of the full amount of the annual membership subscription (whatever the period between the date of such resolution and the date on which the membership subscription next falls due); no applicant shall be entered in the register of members unless or until such subscription as referred to above has been received by the company.
- 12 The company in general meeting may fix a membership subscription.

Annual re-registration

- 13 Each of the members shall require to re-register annually as a member of the company in accordance with articles 14 and 15.
- 14 The directors shall, accompanying the notice of each annual general meeting, notify the members in writing of the requirement to re-register; each such notification shall be accompanied by a re-registration form (in such terms as the directors may reasonably require).
- 15 If a member fails to return his/her/its re-registration form within six months of the notification under article 14, the directors may, by resolution, expel him/her/it from membership.

Membership : cessation/withdrawal

- 16 Membership shall not be transferable and shall cease on death or dissolution.

- 17 An individual/body who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors may reasonably require), signed by him/her/it; he/she/it shall cease to be a member with effect from the time at which the notice is received by the company.

Expulsion from membership

- 18 Subject to articles 19 and 20, the company may, by special resolution, expel any individual / body from membership.
- 19 Any member who wishes to propose at any meeting a resolution for the expulsion of any individual /body from membership shall lodge with the company written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 20 The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned, and the member concerned shall be entitled to be heard on the resolution at the meeting.
- 21 The directors may for good and sufficient reason by resolution expel an individual / body from membership and in that event the directors shall not be required to give any reason or reasons for such decision.
- 22 An individual / body expelled from membership under articles 18 to 21 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General meetings

- 23 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 24 An extraordinary general meeting shall be convened by the directors on requisition by members (under section 368 of the Act [section 303 of the Companies Act 2006]) or on requisition by a resigning auditor (under section 392A(2) of the Act [section 518(2) of the Companies Act 2006]).
- 25 Subject to the preceding article and to the requirements under section 366 of the Act [and to any requirements in sections 307-333 of the Companies Act 2006] as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.
- 26 The business of an annual general meeting shall include the presentation, and discussion, of a full report on the activities of the company during the period since the date of the last annual general meeting.

Notice of general meetings

- 27 An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty one clear days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice. Notices of motion intended for discussion at any annual general meeting must be delivered to the company secretary two weeks before the period of notice required for that meeting.
- 28 A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
- 29 A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
- 30 Notice of every general meeting shall be sent or delivered to all the members and directors and to the auditors.
- 31 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Special resolutions and ordinary resolutions

- 32 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 27 to 30; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions.
- 33 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
 - (b) to alter its memorandum of association with respect to the company's objects
 - (c) to alter any provision of these articles or adopt new articles of association.
- 34 For the purposes of these articles, an "ordinary resolution" means a resolution passed by simple majority vote (taking account only of those votes cast in favour as compared with those cast against) at an annual general meeting or extraordinary general meeting,

providing proper notice of the meeting has been given in accordance with articles 27 to 30.

Proceedings at general meetings

- 35 The directors shall be entitled, at their discretion, to allow any individual who is not a member or representative of a member of the company to remain in attendance at the annual general meeting following the commencement of the formal business; for the avoidance of doubt, no such individual shall be entitled to vote at the annual general meeting.
- 36 No business shall be transacted at any general meeting unless a quorum is present; the quorum may be fixed by the members in general meeting and, unless so fixed at any other number, shall be 20 members, present in person.
- 37 If the quorum required under article 36 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the directors.
- 38 The Chair (or, in his/her absence, the Vice Chair) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the Chair nor the Vice Chair is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson or, if there is only one director present and willing to act, he/she shall be chairperson.
- 39 If no director is willing to act as chairperson within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.
- 40 The chairperson may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 41 No business shall be transacted at any adjourned meeting other than business, which could properly have been transacted at the meeting, which was adjourned if the adjournment had not taken place.
- 42 Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.

- 43 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairperson or by any member present at the meeting.
- 44 Unless a poll is demanded in accordance with the preceding article, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 45 The demand for a poll may, before the poll is taken be withdrawn but only with the consent of the chairperson; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made or the result of a show of hands declared after the demand is so withdrawn.
- 46 If a poll is demanded in accordance with article 43, it shall be taken at once by means of a secret ballot of all the members present at the meeting; the result of such poll shall be declared at the meeting at which the poll was demanded.

Votes of members

- 47 Every member shall have one vote.
- 48 In the case of an equality of votes on an ordinary resolution it shall be deemed not carried.
- 49 No objection may be raised as to the validity of any vote cast at a general meeting except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

Number of directors

- 50 The minimum number of directors shall be 7 and the maximum number of directors shall be 13. 7 directors appointed by the members of the company at annual general meeting and 4 directors who may be appointed from regional groupings of the members of the company; and up to 2 additional directors who may be co-opted by the board of directors. The first directors shall be appointed by the subscribers on nominations agreed by the local infrastructure organisations which are generally held to be councils for voluntary services in Scotland and regional groupings as above.

Appointment, re-appointment, retiral of directors

- 51 The first directors of the company shall be appointed by the subscribers to hold office.
- Of the directors nominated / appointed by the membership, at the first annual general meeting four directors selected by lot or by volunteering shall demit office but shall be eligible for re-appointment; and at the next annual general meeting three directors selected by length of service shall demit office and at each subsequent annual general meeting on an alternating basis of four then three directors (as shall be prescribed by that number four and that number three as shall have been appointed two years previously) shall demit office selected by length of service but shall all be eligible for re-appointment subject to a maximum period of office as below.
 - The directors of the company who shall be appointed by the members of the company to hold office from the first annual general meeting onwards shall be appointed in numbers of four and three alternately to hold office till the end of the second annual general meeting following their appointment.
 - Of the directors appointed by regional groupings those appointed by Area A regional groupings (or appointed as first directors by the subscribers on nomination by the said regional groupings) shall demit office at the first, third and every successive odd number of annual general meeting but shall be eligible for re-appointment and those appointed by Area B regional groupings (or appointed as first directors by the subscribers on nomination by the said regional groupings) shall demit office at the second, fourth and every successive even number of annual general meeting but shall be eligible for re-appointment. (The membership of Regional Grouping areas A and B shall be determined by the Company and may be amended from time to time as considered appropriate to the requirements of the Company. On establishment of the Company Area A is North & East Regions and Area B is West & South Regions)
 - Those directors who were appointed by the subscribers and who demitted office at the first annual general meeting shall have a maximum continuous period in office of 5 years (that is of one year followed by a maximum of two two-year periods of office) and all other directors shall have a maximum continuous period in office of 6 years (that is of three two-year periods of office). At the end of a maximum continuous period in office a director shall not be eligible for re-election till the annual general meeting next following.
 - Additional directors appointed by co-option by the board of directors shall hold office till the end of the annual general meeting next following.

- All directors at appointment and throughout their period of office must be a board member or paid, employee of a member body save for those additional directors appointed by co-option as above.

Disqualification and removal of directors

- 52 A director shall vacate office if
- he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director.
 - she/he is sequestered
 - she/he becomes incapable for medical reasons of fulfilling the duties of her/his office and such incapacity is expected to continue for a period of more than six months
 - she/he becomes an employee of the company or ceases to qualify in terms of the qualification stated at the end of article 51 above
 - she/he resigns office by notice to the company
- or
- she/he is absent for a period of more than six months without permission of the directors from meetings held during that period and the directors resolve to remove him/her from office.
- 53 The appointment of any director to executive office i.e. Chair and Vice Chair, (and including the offices of Secretary and Treasurer should those not be appointed from out with the board of directors under article 84) shall be made by the directors at a meeting of directors to be held immediately after the conclusion of each annual general meeting and shall terminate if he/she ceases to be a director, or if he/she resigns from such executive office by notice to the company.
- 54 If the appointment of any director to executive office terminates under the preceding article, the directors, shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in his/her place. A director so appointed shall hold such executive office until the conclusion of the first annual general meeting, which follows such appointment. In the event of any director ceasing to be a director the directors shall, at a meeting of directors held as soon as reasonably practicable after such cessation, appoint another person to be a director in his/her place; a director so appointed shall hold office until the conclusion of the period of office of the director whom he/she replaced, at which annual general meeting he/she shall be eligible for re-appointment as a director. In the event of the cessation of office of a director appointed by a regional grouping that regional grouping shall appoint a

replacement who shall hold office till the end of the next annual general meeting at which that regional grouping would ordinarily appoint a director.

Directors' interests

55 Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any material interest of his/hers, a director notwithstanding her/his office

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested
and
- (c) shall not, by reason of her/his office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

56 For the purposes of the preceding article

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified
and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of hers/his.

Directors' remuneration and expenses and gratuities and pensions

57 Subject to article 58, no director shall be entitled to any remuneration, whether in respect of her/his office as director or as holder of any executive office under the company, all subject to clause 4 of the memorandum of association.

58 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings and meetings of committees of directors or otherwise in connection with the discharge of their duties.

Powers of directors

59 Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.

60 No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.

61 The powers conferred by article 59 shall not be limited by any special power conferred on the directors by these articles.

62 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

63 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his/her powers.

Proceedings of directors

64 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.

65 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

66 No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.

67 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.

68 The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number or proportion, shall be 4.

69 The directors may allow representatives of government, local authorities and other bodies with which the company has contact in the course of its operations to attend meetings of directors.

70 For the avoidance of doubt, an individual who is allowed to attend meetings of directors under article 69 shall not be entitled to vote at such meetings and shall not have any of the powers of a director.

- 71 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
- 72 Unless she/he is unwilling to do so the chairperson of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present.
- 73 If the chairperson of the board of directors is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice chairperson shall act as chairperson; if the vice chairperson is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
- 74 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 75 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
- 76 Except as otherwise provided by these articles, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company.
- 77 For the purposes of the preceding article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), connected with a director shall be treated as an interest of the director.
- 78 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which she/he is not entitled to vote.
- 79 The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
- 80 If a question arises at a meeting of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; her/his ruling in relation to any director other than herself/himself shall be final and conclusive.

Delegation to committee of directors and holders of executive office

- 81 The directors may delegate any of their powers to any committee consisting of one or more directors in addition to any number of other persons appointed in a form approved by the directors; they may also delegate to the chairperson of the board of directors or to any director holding any other executive office such of their powers as they consider desirable to be exercised by him/her. Four standing committees covering the areas of voluntary and community sector development support, volunteering development support, social economy development support and common services provision shall be established by the directors; each shall be chaired by a director appointed by the directors and shall be populated by between six and ten other committee members appointed annually by the members at the annual general meeting.
- 82 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 83 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee formed as prescribed in article 81 shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Secretary and Treasurer

- 84 Subject to the provisions of the Act, the secretary and the treasurer shall be appointed by the directors for such terms, at such remunerations and upon such conditions as they may think fit; and any secretary and any treasurer so appointed may be removed by them.

Minutes

- 85 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings of the company, of meetings of the directors and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present; and also that minutes are made in books kept for the purpose of all appointments of officers made by the directors.

Accounts

86 No member shall (in that capacity) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorized by the directors or by ordinary resolution of the company.

Notices

- 87 All notices to be given in pursuance of these articles shall be in writing.
- 88 The company may give any notice under these articles to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address.
- 89 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of providing that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 90 A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding-up

91 If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

92 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company and every employee or volunteer worker engaged in the activities of the Company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur through involvement in the affairs or activities of the company or in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

We, the subscribers to the articles of association wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

- 1. Signature Full Name

- Designation

Address
.....
.....

2. Signature Full Name

Designation
Address
.....
.....

3. Signature Full Name

Designation
Address
.....
.....

Dated:

Witness to the above signatures:

Appendix 1. Survey Monkey Analysis

We have included the Survey Monkey Analysis for your perusal with some added comments from the NCSG below the boxes.

Question 1

| Copy of National Council Steering Group Survey 2 | | | | | | |
|--|----------------|-------|-----------|----------|-------------------|----------------|
| Please indicate to what extent you agree or disagree with the following statement. | | | | | | |
| Answer Options | Strongly Agree | Agree | Undecided | Disagree | Strongly Disagree | Response Count |
| It is now time to move forward in this financial year and create an independent voice for the CVS Network. | 27 | 15 | 1 | 2 | 0 | 45 |
| Our CVS views the formation of some form of 'collective' National Council to act on behalf of the Network as positive. | 26 | 11 | 5 | 1 | 0 | 43 |
| Our CVS intends to join the proposed 'collective' and participate in its collective work. | 22 | 12 | 8 | 0 | 0 | 42 |
| <i>answered question</i> | | | | | | 45 |
| <i>skipped question</i> | | | | | | 2 |

The NCSG feels the strength of support from those that responded is sufficient to recommend the setting up of a National CVS body as per Option 2 in the interim report.

Question 2

| Copy of National Council Steering Group Survey 2 | | |
|---|------------------|----------------|
| In seeking to endorse the proposals to move towards some form of National Council, what do you consider to be the appropriate percentage of CVS backing required? | | |
| Answer Options | Response Percent | Response Count |
| Over 50% | 27.3% | 12 |
| Over 66% | 34.1% | 15 |
| Over 75% | 38.6% | 17 |
| Other (please specify) | | 2 |
| <i>answered question</i> | | 44 |
| <i>skipped question</i> | | 3 |

The NCSG deliberated on this matter for some time. The resulting recommendation is that 70% of those that respond and participate should be sufficient to make binding decisions. It was generally felt that 50% was too low and 75% too high to be entirely practical. 70% was one suggestion.

Question 3

| Copy of National Council Steering Group Survey 2 | |
|---|----------------|
| If you are not keen to participate in a National Body, please provide an outline in the space below as to why this is the case: | |
| Answer Options | Response Count |
| | 7 |
| <i>answered question</i> | 7 |
| <i>skipped question</i> | 40 |

The majority of comments in respect of this question are related to the purpose, extent and nature of the powers of a National Body or to the lack of information about a new body rather than entirely negative.

Comments include: “question the need and purpose of it”, “need info on the shape and form of proposals before could commit to it”, “needs to be representative of local entities...”

Question 4

| Copy of National Council Steering Group Survey 2 | | |
|--|--------------------------|----------------|
| If a National Council were to emerge, what organisational status would be most suitable? | | |
| Answer Options | Response Percent | Response Count |
| Unincorporated association | 4.7% | 2 |
| Partnership Agreement | 20.9% | 9 |
| Incorporated association | 0.0% | 0 |
| Company Limited by Guarantee | 9.3% | 4 |
| Company Limited by Guarantee with charitable status | 55.8% | 24 |
| Other | 9.3% | 4 |
| | Other (please specify) | 6 |
| | <i>answered question</i> | 43 |
| | <i>skipped question</i> | 4 |

The recommendation of the NCSG is to form a Company Limited by Guarantee with charitable status. Comments were limited and included: “favour a cooperative”, “begin with a partnership agreement with a view to progressing it”, “Too early to decide...”

Question 5

| Copy of National Council Steering Group Survey 2 | | | |
|---|-------|----------|----------------|
| If the National Body was CVS specific (Option 2) it would only have CVS as full members with full voting rights, however we could allow other organisations to be associate members with no voting rights. If we had a wider partnership model (Option 3) all members invited into the partnership would be full members with full voting rights, it could still allow for other organisations to be associate members with no voting rights. Considering membership and voting rights within a National Council, please indicate whether you agree or disagree with the following statements? | | | |
| Answer Options | Agree | Disagree | Response Count |
| We need to set up a CVS-specific body only | 14 | 26 | 40 |
| We need to start as CVS-specific, but with the capacity to incorporate other networks at a later date | 33 | 10 | 43 |
| We need to involve VC's from the outset | 25 | 16 | 41 |
| VC's should be full members | 13 | 24 | 37 |
| VC's should be able to have some form of associate membership | 21 | 16 | 37 |
| We need to involve Local Social Economy Partnerships from the outset | 19 | 22 | 41 |
| LSEPs should be full members | 4 | 31 | 35 |
| LSEPs should be able to have some form of associate membership | 25 | 15 | 40 |
| We need to involve Local Social Enterprise Networks from the outset | 17 | 22 | 39 |
| LSENEs should be full members | 3 | 31 | 34 |
| LSENEs should be able to have some form of associate membership | 27 | 13 | 40 |
| <i>answered question</i> | | | 44 |

The NCSG spent some time discussing this question. They recommend setting up a new body that reflects CVS activity in the first instance however by carefully crafting the constitution that a wider body network can be achieved. There appears to be significant and growing recognition within the CVS organisations that VC activity is relevant. There is much more concern regarding social economy partnerships as there is a tendency for them to be dominated by the public sector

It was recognised there are currently only 16 social enterprise networks in Scotland.

Question 6

| Copy of National Council Steering Group Survey 2 | |
|--|----------------|
| There has been some discussion around other local infrastructure organisations being involved. Please give details of any additional organisations who you think should be involved and use the space below to outline how they should be involved. | |
| Answer Options | Response Count |
| | 15 |
| <i>answered question</i> | 15 |
| <i>skipped question</i> | 32 |

This question invited a range of suggestions: CVS only (8), CABx (4), potentially federated voluntary sector housing associations (2), rural partnerships (2), determine at local level (2),

- Also mentioned sports councils, development trusts, and local regeneration agencies.

Question 7

| Copy of National Council Steering Group Survey 2 | | |
|---|------------------|----------------|
| <p>There has been discussion about who should 'sit' on the Board. The current Steering Group comprises both Board members and CEOs and there is general agreement that this has worked well. It is recognised that a significant time commitment is required from those on the Board and this needs to be properly resourced.</p> <p>Taking this into account, please indicate your preferred option from the statements below.</p> | | |
| Answer Options | Response Percent | Response Count |
| Board Chairs only | 6.8% | 3 |
| Chief Executive Officers only | 0.0% | 0 |
| A combination of Board Chairs & CEOs | 22.7% | 10 |
| Anyone nominated by the CVS who is considered to have the necessary qualities and capabilities (e.g. Chair, Board Member, CEO, other staff members) | 65.9% | 29 |
| Other | 4.5% | 2 |
| Other (please specify) | | 4 |
| <i>answered question</i> | | 44 |
| <i>skipped question</i> | | 3 |

Clearly there were strong views obviously to keep the new body strong through appropriate and varied nomination processes.

Question 8

| Copy of National Council Steering Group Survey 2 | | |
|--|------------------|----------------|
| <p>In terms of how members of the National Board should be elected, which statement do you most agree with?</p> | | |
| Answer Options | Response Percent | Response Count |
| Elected on a 'first past the post' basis, on individual merit (all members) | 15.9% | 7 |
| Elected on a 'regional' basis (all members) | 29.5% | 13 |
| Elected (like MSPs) with a mix of both a first past the post element, and with a 'regional' element (e.g. 5 first past the post, plus 4 regional reps) | 54.5% | 24 |
| Other | 2.3% | 1 |
| Other (please specify) | | 3 |
| <i>answered question</i> | | 44 |
| <i>skipped question</i> | | 3 |

The NCSG recommends that a mixed election process be put in place with 7 of places filled by "first past the post places" and the other 4 regional places.

Question 9

| Copy of National Council Steering Group Survey 2 | | |
|--|------------------|----------------|
| <p>Currently the Steering Group has nine members not regionally represented and for the majority of meetings we have had 90% turnout. What we have found is that the South having no representation has made our job more difficult. If we had a larger group we think it would have been more difficult to fit meetings to suit everyone but it would have made the tasks that we have all had to carry out easier as there would have been more people to split them up with, however when it comes to decision making a larger group may find it harder to reach consensus.</p> <p>Taking this into consideration, please indicate what you think is the optimum number of people that should be on the National Board.</p> | | |
| Answer Options | Response Percent | Response Count |
| 9 | 20.0% | 8 |
| 11 | 35.0% | 14 |
| 13 | 17.5% | 7 |
| 15 | 20.0% | 8 |
| no limit | 7.5% | 3 |
| Other (please specify) | | 4 |
| <i>answered question</i> | | 40 |

The NCSG recommend 11 places on the new structure. The mixture would be four regional representatives and the final seven first past the post.

Question 10

| Copy of National Council Steering Group Survey 2 | | |
|---|------------------|----------------|
| <p>Considering this timetable, please indicate your preferred option for the term over which the National Board should be elected.</p> | | |
| Answer Options | Response Percent | Response Count |
| For 1 year: 2009/10 and annually thereafter | 30.2% | 13 |
| For 2 years: 2009/10 and 2010/11 | 34.9% | 15 |
| For 3 years: 2009/10, 2010/11, 2011/12 | 34.9% | 15 |
| <i>answered question</i> | | 43 |
| <i>skipped question</i> | | 4 |

The NCSG recommend a rotation of members and a maximum term to serve. This is detailed in the draft constitution.

Question 11

| Copy of National Council Steering Group Survey 2 | | |
|--|------------------|----------------|
| Following on from this, please indicate how the Office Bearers of the National Board should be selected. | | |
| Answer Options | Response Percent | Response Count |
| Directly elected by the whole membership who can vote | 23.8% | 10 |
| Elected by new National Council Group for the duration of the life of the Group | 31.0% | 13 |
| Appointed annually by the new National Council Group | 38.1% | 16 |
| Other | 7.1% | 3 |
| Other (please specify) | | 4 |
| <i>answered question</i> | | 42 |
| <i>skipped question</i> | | 5 |

The NCSG recommends that the new National Council Group appoint the Office Bearers.

Question 12

| Copy of National Council Steering Group Survey 2 | | |
|--|------------------|----------------|
| Would it be beneficial to allow the co-option of advisors to address skill/knowledge weaknesses or geographical disparity? | | |
| Answer Options | Response Percent | Response Count |
| Yes | 79.1% | 34 |
| No | 2.3% | 1 |
| Unsure | 18.6% | 8 |
| Please give further details | | 12 |
| <i>answered question</i> | | 43 |
| <i>skipped question</i> | | 4 |

The recommendation of the NCSG is that co-optees are potentially useful and comments were helpful: co-optees should have no voting rights, advisors must add value, avoid tokenism or voyeurism, also however - we don't need this.

-

Question 13

| Copy of National Council Steering Group Survey 2 | | | | | | |
|---|----------------|-------|-----------|-----------|-------------------|----------------|
| In relation to future engagement, please indicate the extent to which you agree or disagree with the following statements. | | | | | | |
| Answer Options | Strongly agree | Agree | Undecided | Dis agree | Strongly disagree | Response Count |
| We are happy to elect them and let them get on with identifying and prioritising their key tasks and outcomes at regular intervals. | 9 | 8 | 4 | 18 | 2 | 41 |
| As a CVS, we want an individual say in identifying and prioritising at the outset what their key tasks and outcomes should be. | 13 | 12 | 9 | 7 | 1 | 42 |
| We expect to be consulted throughout the year, and be given the opportunity to 'vote' on key issues. | 21 | 16 | 4 | 1 | 1 | 43 |
| The regional networks should be the main conduit. | 8 | 10 | 14 | 4 | 5 | 41 |
| Others | 0 | 2 | 4 | 1 | 0 | 7 |
| Other (please specify) | | | | | | 5 |
| <i>answered question</i> | | | | | | 43 |
| <i>skipped question</i> | | | | | | 4 |

The NCSG recommend a mixed group however also not that the approach adopted should be open, transparent and consultative. Some suggestions included: an annual conference to agree key tasks and outcomes, regional networks not considered useful

Question14

| Copy of National Council Steering Group Survey 2 | | |
|---|------------------|----------------|
| What kind of 'membership' fee should the National Council have? | | |
| Answer Options | Response Percent | Response Count |
| Set fee | 31.0% | 13 |
| Variable fee | 69.0% | 29 |
| <i>answered question</i> | | 42 |
| <i>skipped question</i> | | 5 |

Question 15

| Copy of National Council Steering Group Survey 2 | | |
|---|------------------|----------------|
| If a variable 'membership' fee was applied, please indicate which of the following factors you think it should be based on: | | |
| Answer Options | Response Percent | Response Count |
| Turnover | 61.8% | 21 |
| Staffing | 17.6% | 6 |
| Population | 20.6% | 7 |
| Other factors | 14.7% | 5 |
| Other (please specify) | | 10 |
| <i>answered question</i> | | 34 |
| <i>skipped question</i> | | 13 |

It is recommended that fees vary according to levels of “core” income for CVS activity.

Further information in relation to fees revealed 4 respondents indicating there should be no fee, 3 stating that the fee should be a percentage of core grant whilst 1 indicated anything other than a set fee is too complicated, one comment stated the options do not reflect the ability to pay and fuller discussion required.

Question 16

| Copy of National Council Steering Group Survey 2 | | | |
|---|-------|----------|----------------|
| In terms of the the strategic work the National Council Board could potentially take on, please indicate which of the following statements you agree with: | | | |
| Answer Options | Agree | Disagree | Response Count |
| Seek NC representation on key national strategic groups, e.g. Localism Task Group, DINC Forum, to ensure the distinct local voice is heard | 41 | 2 | 43 |
| Undertake direct liaison / negotiations with VC PMG and other sectoral infrastructure groups to facilitate improved delivery for the sector at local level | 36 | 8 | 44 |
| Co-ordinate and facilitate strengthened links between national third sector agencies and the local infrastructure | 35 | 7 | 42 |
| Have direct dialogue with the SG Third Sector Team, other key government departments (e.g. Health, Procurement) and other key quangos and initiatives, to improve the profile and resourcing of local initiatives | 39 | 5 | 44 |
| Provide a formal voice on the Network / seek to profile the Network and comment nationally on the impact of key national initiatives on the local sector (e.g. Commonwealth Games Legacy) | 36 | 6 | 42 |
| Other | 3 | 2 | 5 |
| Other | | | 6 |
| <i>answered question</i> | | | 44 |
| <i>skipped question</i> | | | 3 |

There seems to be a strong support for all the potential activities and some of the comments were helpful in themselves: provide support to ailing CVSs, incremental development, establishing links with colleagues south of the border, a staged approach, there's scope to be more than a voice, informs others of CVS position, seek input on legislation impacting on local organisations, anything else required

Question 17

| Copy of National Council Steering Group Survey 2 | | | |
|--|-------|--------------------------|----------------|
| In terms of the the operational work the National Council Board could potentially take on, please indicate which of the following statements you agree with: | | | |
| Answer Options | Agree | Disagree | Response Count |
| Continue to actively progress the development of improved, well-functioning working relationships with SCVO | 38 | 4 | 42 |
| Influence, inform and oversee the SCVO's Networks Team's delivery programme on behalf of the Network | 34 | 7 | 41 |
| Influence, inform and oversee the SCVO's Networks Team's delivery of SVA | 33 | 8 | 41 |
| Support the CVS / LIO quality brand activity and the quality management processes | 36 | 5 | 41 |
| Support the ongoing development of the Thrive and Connect agenda and the delivery of the Business Plan | 41 | 0 | 41 |
| Commence future planning and negotiations towards subsequent / future framework and settlement | 40 | 4 | 44 |
| raise profile of CVS and work closely with SCVO and other national organisations research and development | 38 | 2 | 40 |
| | | Other (please specify) | 7 |
| | | <i>answered question</i> | 44 |
| | | <i>skipped question</i> | 3 |

Whilst there was some interesting comments the NCSG again see strong support for a range of activities. Comments included: a strategic emphasis is required, the word “oversee” was questioned (4) respondents, replace support with promote was suggested, SVA activity – if the current process isn’t working then challenge this, not change it, but also have a strategic input to this, avoid getting involved in the detail, focus away from SCVO relationship to relationship with VC network, LSEPs etc, try to work more harmoniously with SCVO given their relationship with SG (2), negotiate government funding, questions impossible to answer given the existing contract between SG & SCVO (re Thrive & Connect) and BIG & SCVO (re SVA).

Appendix 2.

National Council Election Process

National Council board members will be elected with a mix of both first past the post element and a regional element.

Anyone nominated by each CVS who is considered to have the necessary qualities and capabilities can stand for election (e.g. Chair, board member, CEO, other staff member).

The election process will be in 2 phases:

- (i) 7 candidates will be elected through a national vote
- (ii) 4 candidates will be elected through a regional vote

Establishing Rotation of Elected Members

In the first year 4 of the 7 elected members will require to serve one year then stand down, 3 of the elected members will require to serve two years then stand down.

In the first year 2 of the elected regional members will require to serve one year then stand down, 2 of the elected regional members will require to serve two years then stand down.

Thereafter:

Elected members will serve for a 2-year term. (nb. The Memorandum and Articles of Association will give detail of terms of office etc.)

The newly formed National Council at the inaugural meeting will elect office Bearers after the election. Thereafter, the National Council will elect office bearers on an annual basis.

Advisors can subsequently be appointed to the Board of the National Council. (e.g. stakeholders, partners, potential future board members from partner networks).

Timescale:

| | |
|--------------------------------|--|
| 19 th January 2009 | Nomination papers will be sent to all CVS |
| 6 th February 2009 | Close of nominations |
| 19 th February 2009 | Hustings event for all candidates at The Gateway, Perth |
| 20 th February 2009 | Voting opens |
| 16 th March 2009 | Voting closes |
| 18 th March 2009 | Election results announced |
| 1 st April 2009 | New National Body (name to be decided) begins (ie with an emphasis on option 2, tasked with moving to option 3, a wider partnership model, as a matter of priority). |