SAMH Annual General Meeting: 7 October 2016

Special Resolution to Amend the Articles of Association of the Scottish Association for Mental Health at the 2016 Annual General Meeting.

Amendment 1:

Article 34 currently reads: “The minimum number of Trustees shall be nine and the maximum number shall be twelve.”

The proposal is to Amend Article 34 to read: “The minimum number of Trustees shall be nine and the maximum number shall be 14.”

Amendment 2:

Article 38 currently reads: “In addition to the Trustees so appointed, the Board of Trustees may co-opt up to four further Trustees of the Company for such period as the Trustees shall agree, subject always to a maximum period of two years. Upon expiry of their period of co-option, Co-opted Trustees shall be entitled to be appointed as Trustees of the Company in accordance with the terms of Article 37 above, subject always to the proviso that any period of co-option shall be counted in the calculation of the maximum period of six consecutive years in office.”

The proposal is to Amend Article 38 to read: “In addition to the Trustees so appointed, the Board of Trustees may co-opt up to 2 further Trustees of the Company for such period as the Trustees shall agree, always to a maximum period of two years. Upon expiry of their period of co-option, Co-opted Trustees shall be eligible to apply to continue as an elected Trustee of the Company in accordance with the terms of Article 36 and 37 above, and subject always to the proviso that any period of co-option shall be counted in the calculation of the maximum period of six consecutive years in office.”

Rationale: an increase to the number of serving Trustees (from 12 to 14) creates additional capacity and strengthens Trustee Board. The benefit of retaining 2 co-options ensures scope to address a specific skills gap which may arise; provides the organisation with the ability to prepare for succession planning and continuity.