**Proposed updating of the Articles of Association of Scottish Mentoring Network for AGM on 6th November 2018**

**Introduction**

The Articles were last reviewed in 2006 and the Board is aware that, although the core objectives of Scottish Mentoring Network remain largely unchanged, some of the structural arrangements around membership and governance are no longer relevant. As indicated at the 2017 AGM the Board would be seeking legal advice on updating the Articles and, to that effect, the services of Burness Paull have been employed.

**Summary of the issues**

* We currently have 5 categories of members. The categories do not fully reflect the mentoring infrastructure as it was envisaged in 2005/6. For example it was thought that each local and thematic network would have its own formal structure, bank account etc. and would be financially independent of SMN.
* The different categories of members (all except Associate members) have rights to elect directors. This results in 4 different categories of directors.
* Currently, the articles are set up such that the Board (max of 12) must be made up of a max of 3 directors elected under each category.
* This is no longer relevant as members do not join under the above categories
* As a result, this limits recruitment to the board.

The proposal therefore is to alter the categories of membership to something simpler which will reflect actual practice in Scotland and also facilitate recruitment to the board.

**Summary of proposal**

* Move to two categories of member:
  + **General member** (any organisation that delivers mentoring/supports mentoring etc.)
  + **Associate member** – anyone else who supports the objectives of the organisation but is not a mentoring organisation or a support organisation. THESE MEMBERS DO NOT HAVE VOTING RIGHTS – so ownership and control stays with the mentoring organisations.
* This would result in only 2 categories of director:
  + **Member director.** 
    - These directors are elected by the members.
    - Increase length of office to 3 years (currently one)
    - Remove power to appoint alternate director (this was important only where directors were representing different categories of membership and has never been used)
  + **Co-opted director.** These directors are co-opted by the board to bring skills/expertise to the board

The Board proposal is to retain a maximum of **12** directors with **seven** directors appointed from the general membership and up to **five** directors co-opted on the basis of specific skills/knowledge required by the Board. This would ensure that member directors are always in the majority.

On the advice of our legal advisers the Board has taken the opportunity of merging the provisions of the memorandum of association to be incorporated into the articles to give us one document which is now much more common practice.

Iain Forbes—Company Secretary, 10th October 2018