



# Motions for 2016 AGM

## Motions by the Board of Directors of Transform Scotland Limited to be presented for adoption by the membership at the 2016 AGM

### **Motion 1: Restructuring of the Board of Directors of Transform Scotland Limited**

This AGM **notes** the views of the Board of Directors of Transform Scotland Limited that revisions should be made to the Board's structure, and seeks the support of the Transform Scotland membership to enact the necessary revisions to the Articles of Association.

#### ***Proposals for revisions to Board structure:***

The Members to elect a six-member Board, from within which up to two would come from the private sector, up to two from the public sector and up to two from the third sector. Board members (including Officebearers) would serve a maximum of two consecutive three-year terms. Board members would be able to be re-elected to the Board after one year's absence from the Board.

The Board to be able to appoint a maximum of four co-optees, to bring the Board to a maximum size of ten. The co-optees would be appointed to address perceived deficits in: (i) gender balance, (ii) geographical representation, (iii) skill set, (iv) ability to act as officebearers. It is expected that a board size of eight would be normal, but that the board size might rise to ten as and when required.

The primary remit of the Board will be unchanged: that is, to provide governance for the organisation.

The Board is likely to meet six times per year, and will meet not less than four occasions per year. The Director will continue to provide secretariat to the Board for these meetings.

The Executive Committee will be dissolved.

#### ***Proposal to create Policy Forum:***

The Board to appoint a 10-member Policy Forum, which will report to the Board.

The Policy Forum will provide advice to the Board on transport policy matters.

The membership would be chosen to represent factors such as: (i) modal interests (walk, cycle, bus, rail, ferry, car-share, rail freight), (ii) policy topics (environment, public health, equalities, land use planning), and (iii) geographical interests. A preference will be given to representatives of Member groups, but appointments will be made beyond this should this be required.

Attendance at Policy Forum meetings will be open to representatives of all Member groups and to Board members (elected or co-opted) in an observer capacity.

It is expected that the Policy Forum will meet at least twice a year.

The Policy Forum will appoint a chair and secretary. These two officebearers will be responsible for convening meetings and for reporting to the Board (although formal minutes would not be necessary). Reporting to the Board could be done in person, or by written report. Recommendations from the Policy Forum to the Board will be non-binding.

This AGM **agrees** the following revisions to the Articles of Association:

- Para. 5.2: Change “Unless otherwise determined by resolution approved at a general meeting, the number of Directors shall not be greater than 15 or less than 6.” to read “Unless otherwise determined by resolution approved at a general meeting, the number of Directors shall not be greater than 10 or less than 4. Six persons shall be elected by the membership (with provision made for up to two representatives from each of the private, public and third sectors) for three-years terms as Directors. In addition, up to four persons will be available for co-option as Directors to serve terms between one and three years, as agreed by the elected Directors. Co-opted Directors will have the same voting rights as elected Directors.”
- Para 5.4: Change “At each AGM, Directors who, as at the date of that AGM, have been in office for three years or more shall retire but may be eligible for re-election at that meeting.” to read “At each AGM, Directors who, as at the date of that AGM, have been in office for three years or more shall retire but may be eligible for re-election at that meeting subject to their serving a maximum of two consecutive three-year terms. Directors will be eligible for re-election after one year’s absence from the Board.”

This AGM **agrees** that a new election of Directors will take place by postal ballot following the AGM, with the new Board to be in place by the December 2016 Board meeting.

This AGM **agrees** that the newly-elected Board of Directors should take steps to create a Policy Forum which will provide advice to the Board on transport policy matters.

## **Motion 2: Amendment of name of company from ‘Transform Scotland Limited’ to ‘Transform Scotland’**

The process of amending the Articles of Association afforded by the above Motion also allows the opportunity to apply to Companies House to simplify the formal name of the company from ‘Transform Scotland Limited’ to ‘Transform Scotland’. The legal status of the company would however remain unchanged as a company limited by guarantee.

This AGM **notes** the views of the Transform Scotland Board of Directors that an application be made to Companies House to amend the name of the company from ‘Transform Scotland Limited’ to ‘Transform Scotland’.

This AGM **agrees** that, should Companies House consent to an application for exemption of “Limited” from the company name, the following amendments be made to the Articles of Association:

- Title: Change “TRANSFORM SCOTLAND LIMITED” to TRANSFORM SCOTLAND”.
- Section ‘1’: Delete “Limited: from “The Company’s name is “Transform Scotland Limited”.
- Section ‘Interpretation’: Delete “Limited” from the line “Company means Transform Scotland Limited, a private company incorporated in Scotland under the Companies Act 1985 and limited by guarantee (company number SC181648);”

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