

Proposed Changes to the YFGM Constitution

YFGM adopted a new constitution last October, with a minute that specifically invited more dialogue and suggestions from everyone. This YFGM, we'll be looking at five proposed amendments to the Constitution, focusing mostly on the relationships between the Trustees, the General Meeting, and Planning Weekends, and clearing up gaps, oversights, and areas with the potential for overreach.

Proposal 1: addition of a new section

In brief:

The proposal would add another section to the constitution, clarifying what is and isn't a statement of what the general meeting believes. It mostly just lays down explicitly what we already do in practice.

In detail:

Proposal to add section 16A: Statements on behalf of Young Friends General Meeting

1. In accordance with the practice of the Religious Society of Friends in Britain, if a formal statement is required on behalf of Young Friends General Meeting, this is best and most appropriately prepared as a discerned minute of the General Meeting, recorded by the clerks. Such minutes can be referenced as the view of the General Meeting.
2. In the absence of a minute of the General Meeting the clerks have responsibility to manage requests for statements on behalf of the General Meeting. In doing so they should exercise judgement as to who should be properly consulted in response to any such need or request, and consider whether the matter can wait until a General Meeting can be convened, or if previous discerned minutes are relevant in responding to the query at hand.
3. It is understood that general factual statements about the operations of YFGM, how it operates, where and when it will meet, its objectives, material for fundraising, outreach, policies, and so on may be prepared by the role holders of YFGM in line with the scope of their responsibilities, and do not constitute statements of the General Meeting itself.
4. The views expressed in The Young Quaker and other media related to and/or funded by YFGM are (unless stated otherwise by clerks) understood to be the views of those individuals and not the view of the General Meeting.

If this proposal is adopted, then the following change will also be made to fit with it:

Clause 6.7 currently reads:

“Membership shall not grant the authority to make statements on behalf of Young Friends General Meeting”

Clause 6.7 will be changed to:

“Membership shall not grant the authority to make statements on behalf of Young Friends General Meeting (see section 16A).”

Proposal 2: addition of a fourth clause to section 19, 'Powers of Trustees'

In brief:

Section 19 deals with what Trustees can do and lays out their powers to manage the interests of the charity. The proposal would add a new clause to the section, clarifying the relationship between the Trustees and the general meeting, mostly by making it clear that the Trustees have to act in accordance with what the meeting has discerned.

In detail:

The new clause would read:

4. Use of powers in service of general meeting:

- a) Trustees should ensure that the charity shall be managed and administered in accordance with the discerned decisions of the charity in general meeting (as outlined in section 12.1 above).
- b) In many cases trustees will exercise these powers in line with implicit or explicit strategic direction that arises out of the discerned minutes of the general meeting and the objects of the charity. It is not necessary for the general meeting to agree minor or trivial decisions where this is clearly aligned with a broader goal previously agreed by the general meeting or where it is clearly aligned with the legal interests of the charity as an association.
- c) If a matter arises which substantively affects the future of the charity or its financial viability, has significant expenditure or legal consequences, or seriously impacts the charity's ability to fulfil its objectives (see section 3), and the matter is the subject of controversy amongst members and/or no strategic direction has previously been provided by the General Meeting, then the trustees should seek a discerned direction from the wider membership, whether at a scheduled general meeting, or if necessary by calling a special general meeting. If the exigencies of the situation require the Trustees to take a substantive decision or action concerning such an issue swiftly, between general meetings, in order to preserve and protect the charity or its members, they should try to favour reversible decisions, or limit their actions to what is reasonably required to stabilise a situation until such a time as a general meeting can be convened, wherever this is possible and appropriate to the situation; though Trustees should never feel obliged by this or any other clause to deny themselves such resources (for example, legal advice) as are needed for them to meet the demands of the situation appropriately.

Proposal 3: change to the 'policies' section

In brief:

The policies section of the constitution deals with how we create and amend all the documents detailing how YFGM does things: the finance policy, travel policy, safeguarding policy, and so on and so on. The proposed changes would mean that:

- If someone proposes changes to a policy, for example by emailing their proposals to the clerks, the proposals have to come to the next planning weekend (i.e., they can't be 'intercepted' and squashed by Trustees if we don't like them).
- At present, all necessary changes to policies, whether big and important or tiny and procedural, become business items at our general meetings. Under the proposed change, all policy changes go in the first place to planning weekends, and planning weekend can discern what to do with them, like it already does with everything else that might or might not end up on a general meeting's agenda. This means that planning weekend can determine that a change is so minor or procedural that it does not warrant taking up time at a general meeting (the Trustees will still have to report that the change has been made, so you'll hear about it, and if you hate it you can suggest your own amendments and they'll go to the next PW).

In detail:

16. Policies – currently reads:

1. The trustees may from time to time make policies for the conduct of the business of the charity.
2. Policies may regulate the following matters but are not restricted to them:
 - a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
3. A policy may be adopted, altered or added to by minute of trustees and the new or amended policy shall come into immediate effect on a provisional basis, but shall lapse at the end of the next general meeting unless adopted by the general meeting.

4. The charity in general meeting has the power to adopt, alter, add to or repeal any policy; and may if it sees fit choose to direct the trustees to or not to adopt or amend any given policy until the next general meeting.
5. A list of all policies so adopted by the General Meeting will be appended to this constitution as Appendix 2.
6. The trustees must adopt such means as they think sufficient to bring the policies to the notice of members of the charity.
7. The policies shall be binding on all members of the charity. No policy shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Clause 1 would be changed to read as follows:

1. The charity as a general meeting may from time to time make policies for the conduct of the business of the charity.

Clause 3 would be replaced with clauses 3 and 4, reading:

3. When a new policy is prepared by Trustees, or if it is proposed that a policy is amended (whether the proposal comes from Trustees or other members), this will be introduced for threshing at the next planning weekend. A new policy or amendment will not usually come into effect until and unless it has been adopted by the general meeting.
4. Where change to a policy has to be made swiftly (due to, for example, legislative developments in charity law or data protection law; to correct an identified error; or other justifiable imperatives), a policy may be adopted, altered or added to by minute of trustees. In such cases:
 - a) the new or amended policy shall come into immediate effect on a provisional basis, and will be brought to threshing at the next planning weekend. Planning weekend may send it to the general meeting for consideration; leave the item for a future general meeting, in which case it remains provisionally in effect in the meantime; or determine not to send it to the general meeting, for example because it is too minor or procedural to warrant a business session, in which case the change becomes lasting. In this last case, the change and its rationale must be reported to the next general meeting as part of the Trustees' report.
 - b) If a policy change is considered by the general meeting in a business session but not adopted, it lapses at the end of that general meeting.
 - c) Trustees should minute the reason for the requirement that they implement the policy prior to seeking the agreement of the General Meeting.

d) if a policy needs to be changed as part of the Trustees' response to some urgent matter which has a substantial effect on the charity or its future, Trustees should follow the guidance laid out in clause 19.4.c concerning urgent and emergency situations.*

The following clauses, old 4 through 7, would be bumped up by a number, becoming clauses 5 through 8.

* if proposal 2 above is not passed, this clause will be omitted, as the clause it refers to won't exist.

Proposal 4: limits to Trustee revocation powers

In brief:

Charity law tends to run on the assumption that Trustees do everything all the time, so that the roles everyone does are, in some legal sense or other, delegated from the Trustees to the role-holders. At the moment the constitution says that trustees can revoke or alter delegations, which is to say roles and responsibilities within YFGM. This power needs to be there: for example, Trustees need to be able to suspend someone from a role if there's evidence that they're fiddling their expenses. At the moment, however, the constitution theoretically allows the Trustees to do this basically at will – though Trustees are still subject to the discerned wishes of the general meeting in a broad way, the current delegation clause puts in no specific oversight on Trustee power to fire people from roles, or to edit their responsibilities. This proposal fixes that.

In detail:

Clauses 23.2 and 23.3 currently read:

2. The trustees may delegate any of their powers or functions to individuals appointed by the General Meeting or to a committee of two or more individuals appointed by the General Meeting, in accordance with terms of reference or role descriptions which have been approved by the General Meeting.
3. The trustees may revoke or alter a delegation.

23.3 is proposed to read:

3. The trustees may revoke or alter a delegation where there is an exceptional reason to do so (such as, but not limited to, concerns about the conduct of a role holder, or the misuse of the powers in question), though delegation will ordinarily align with the roles agreed by General Meeting. If such revocation is to be more than temporary and impacts the ability of a role holder or Committee to deliver a role or function, an interim measure should be agreed, and the Trustees must minute the revocation and the reasoning behind it. Trustees must report the revocation to the General Meeting, and bring the matter to threshing at the next possible planning weekend, so that if the planning weekend sees a need for the general meeting to discern on the issue, it will be brought before the general meeting. If the revocation comes between a planning weekend and its general meeting, the General Meeting should have the opportunity to discern on the issue at the time it is reported.

Proposal 5: amendments to Clause 4

In brief:

Adds the requirement that a rough idea of the content of any change to the constitution is circulated two weeks in advance of the meeting where it will be considered.

In detail:

Clause 4 sets out the rules for changing the constitution. Right now, the rules are extremely fluid – if there is an item about constitutional amendments on the agenda, any type of amendment could be brought forward for the meeting to consider, even if it had big implications in terms of the law or how YFGM works, and even if nobody but the proposer had had time and notice to consider it before the start of the meeting. We try to circulate proposals with Docs in Advance, but as things are currently written this isn't a requirement; and as with the amendments we are considering at this YFGM, which will be circulated less than a week before the business sessions where they'll be looked at, this doesn't necessarily give much time for people to consider them. In the old constitution, there was a strict requirement that the exact wording of an amendment had to be circulated three weeks in advance; this was horribly impractical and restrictive, and didn't suit the way we do business, in which the meeting might want to make changes to a proposal. Today's proposal adds the requirement that a statement as to at least the rough nature of an amendment has to be circulated two weeks in advance of the meeting where it will be considered, so that some amount of earlier consideration and feedback can be organised.

The other amendments which are set out in this document will all come into effect straight away if they are passed. Clause 4, however, requires the permission of the Charity Commission to amend. For this reason, if this proposal receives the assent of the meeting, it won't come into effect at once. Instead, the minute will ask the Trustees to ask the Charity Commission about it, and say that the amendment will come into effect if and when consent from the Charity Commission has been received.

Clause 4 currently reads:

4. Amendment of Constitution

1. The charity may amend any provision of this constitution provided that any such amendment is made by a minute of the General Meeting in accordance with the principles and practices of the Religious Society of Friends (Quakers) in Britain, and:
 - a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
 - b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
 - c) no amendment may be made to clause 3 (Objects), 17 (Application of income and property), clause 18 (Benefits and payments to charity trustees and connected persons), clause 5 (Dissolution) or this clause without the prior consent in writing of the Charity Commission for England and Wales ('the Commission');
2. A copy of any minute amending this constitution shall be sent to the Commission within twenty one days of it being passed.

The proposal:

is to add a subclause, 1.d, which reads:

- d) a statement of the general nature of the amendment and, if at all possible, a draft text of the proposed change, has been included with the notice of the general meeting or circulated to members fourteen clear days before the General Meeting.