

**Scottish Association for Sleep Apnoea**  
**AGM & Conference – 10<sup>th</sup> October 2011**  
**Edinburgh Conference Centre,**  
**Heriot Watt University**

Attendance Register – A total of 27 members were registered as being present.

Apologies – Mark Lincoln, Dee Scott, John Cooper, John Elliot, George Manson, Martin Murray, Nora Murray, Kathleen McKellar, Archie McKellar, David Orrock, Richard Skeldon, Isobel Skeldon, Daniel Sproul, Ronald Stewart, William Sutherland, Robert Walker.

**Minutes of AGM held at Grampian Hotel, Perth 2<sup>nd</sup> October 2010**

Minutes accepted – Proposed Alex Munro Wallace – Seconded David France

**Matters arising** – Lack of contact with Professor Sir Neil Douglas. This was pointed out to Dr Tom Mackay.

**Secretary's Report –**

Secretary raised the awareness of SASA involvement with the Scottish Sleep Forum which had been highlighted in Dr Tom Mackay's address to Conference. Providing early notification is given it is possible that up to four members of SASA could be accommodated. Last year Alex Munro Wallace and Ray Walker had attended the two Sleep Forums but it does not mean attendance is restricted to SASA Management Committee members.

**Treasurer's Report –**

All members had access to copies of the Annual Report and Accounts. They are now presented in a form that complies with Charities Legislation with the Management Committee as the Charity Trustees.

Responsibility for the Annual Report and Accounts now lies with the Trustees. This was done on 28<sup>th</sup> June 2011 and signed by the Chairman.

The Report and Annual Return was submitted to OSCR and checked by them on 7<sup>th</sup> July as being in order.

OSCR website allows members to view the report and return. Members would then be asked to receive the report.

Treasurer highlighted the section in the accounts referring to membership subscriptions and the numbers which were unpaid. Membership Secretary will talk about this in his report.

Gift Aid – Tax claims now up to date – the £1,330 represents the claims for the past 4 years.

Treasurer expressed his thanks to members who give donations in addition to their annual subscriptions and also to those who gift aid their subscriptions.

Website costs cover previous years expenditure.

Membership of SCVO and ‘Who’s Who’ is being continued.

There was a surplus on Unrestricted Funds of £1,821.

Treasurer put forward the Independent Examiner John Campbell for special thanks on behalf of the membership as he does the work on a voluntary basis.

There being no questions the Treasurer presented the Annual Report for receipt by members.

Chair expressed her gratitude to the Treasurer on behalf of the membership for a job well done.

### **Membership Secretary’s Report –**

Members were given access to the table identifying membership levels.

Membership has reduced by 9 over the past year.

There continues to be a large number (26 in 2010 – 30 in 2011) of members who either through moving or other causes are no longer contactable. Of these 15 still continue to pay subscriptions by standing order. The others will be removed from the membership list as they are no longer active members. Members who have not paid subscriptions will be removed on 30<sup>th</sup> March each year so that SASA can submit more realistic figures to OSCR.

Over the past 6 months, from the 1<sup>st</sup> April, the Membership Secretary has received notification of 2 members who have left Scotland, 6 members who are sadly deceased, 2 members who have asked to be removed from SASA mailing list, 10 letters of invitation to Conference which were returned to sender.

We have had 3 new members this year but considering the numbers of new patients as identified by Dr Tom Mackay this is a poor figure.

Membership Secretary thanked members who replied to requests for email addresses as this enabled SASA to maintain contact even if members move. Thanks to those who responded to request for updates on members who were still able to claim gift aid.

## **Changes to the Constitution**

Changes to the Constitution have been considered over the past 2 years, however SASA legal advisers suggested delaying making changes as there were changes being made to Charity Laws.

Due to the high fees required by legal professionals the SASA Management Committee decided to make relevant changes themselves and present the new document to the lawyers for comment.

The document presented today is for discussion only and not for approval so that members can put forward any changes they feel are relevant.

To ensure SASA meets required notification dates it is proposed that the new constitution be presented for formal acceptance at next years AGM.

Proposed changes –

Paragraph 2 - The Objects section a) has been changed to make it more readable.

As was mentioned at the morning conference – should SASA associate with other organisations that support sufferers with linked medical conditions.

Paragraph 3 – Funds and their Application’ – on advice from Todds Murray this section may need to be expanded to meet OSCR requirements on a non-remuneration policy for Trustees.

A member raised the use of the word ‘etcetera’ with regard to contributions such as donations and legacies.

It was proposed that the wording be altered so that the voluntary contributions be moved to the end of the paragraph and the words ‘any other contributions’ inserted.

Paragraph 4 - Membership – Two classes of membership have been specified – Ordinary Membership and Honorary Membership. Election to membership is the responsibility of the Management Committee. Should anyone be refused membership then the committee must advise them of why their application was refused. The Management Committee may suspend membership of any member – this section has again been altered to clarify the regulation.

Paragraph 5 - Local Groups – legal advisers have proposed that ‘Local support groups shall be established’ should altered to read ‘Local support groups may be established’. Also ‘Local groups should appoint...’ to be changed to ‘Local groups shall appoint’.

It has been suggested that for simplification (reducing the need to appoint office bearers such as treasurer and independent examiner) that local group funds be held in central funding with the facility for local groups to have access to small amounts to cover expenses. Their accounts would still be recorded separately but would make the management of these accounts simpler. The Management Committee has not fully discussed this issue therefore there are no proposals at present.

Paragraph 6 – Officers - Previous Constitution omitted a number of office bearers such as Membership Secretary, Website Consultant and Newsletter Editor. This has now been amended.

A member raised the issue that the committee has been unable to make contact with the president of SASA and what action should be taken if this continues. It was proposed that the office of President(s)/ Vice President(s) be moved to being honorary members.

This would place less importance on their ability to attend meetings.

The constitution uses the terms ‘management committee’ and ‘committee’ – where a defined term is used the full term should be repeated to avoid any ambiguity. Similarly references to voting rights and meetings should be fully specified to be clear that they are voting rights and meetings of the management committee and not of the members.

Paragraph 8 - Trustees – The three original Trustees have been removed. They were initially put in place should the association ever become holders of title deeds or enter into contracts with third parties. This requirement has never been utilised since 1995. The management committee are now the trustees.

Paragraph 11 - General Meetings – a change of the numbers required to form a quorum has been reduced from 30 to 15. This is to reflect the reduction in membership.

Paragraph 12 - Dissolution – some grammatical errors to be corrected. Legal advisers have asked to include a clause which states that recipient organisations have an asset blocking mechanism to prevent assets being distributed to its members.

Paragraph 13 Amendments – To be added – ‘No amendment should be made which would cause the association to cease being a recognised charity’.

Following the 2005 Act it is now standard practice to include ‘conflict of interest’ provision for Trustees

Once again the Chairman expressed her gratitude on behalf of the members for all the work Scott had done on behalf of SASA.

### **Election of Office Bearers.**

Vice Chairman Alex Munro Wallace has worked with the committee and in various other capacities on behalf of the association for many, many years but sadly has been advised on health grounds to step down from this post.

Mike Wilson (Newsletter Editor) offered to fill the vacant post until the AGM today. Mike’s nomination was recommended by the management committee however this has to be ratified by the membership should there be other nominations.

There being no other nominations – Mike Wilson was declared as the new Vice Chairman.

Present Treasurer – Scott Elliot has completed 3 years in office therefore the position is also opened for nominations. Scott has declared he is available for re-election. There being no other nominations – Scott was welcomed back on the management committee.

### **Appointment of Independent Examiner**

In our Draft ‘new’ Constitution it states that at our AGM we should appoint an Independent Examiner.

John Campbell has acted in this position for the past 2 years and has not indicated that he would not consider continuing to act on our behalf. Members were asked if they would be happy with his reappointment. There were no objections so appointment was carried.

### **AOCB –**

No matters arising.

### **Date and Venue of next AGM –**

Chair requested that the membership leave the date with the management committee until such time as a venue is sourced.

Chairman then put to the membership if they had a preference as to where the AGM was held. Over recent years the committee have endeavoured to move the venue around the country in the hope of attracting bigger attendances. This does not appear to have the desired effect. Should we continue to move around the country or pick a venue within the central belt.

One comment was received – and that was that we should continue to move around the country.

One member raised the issue of early notification particularly of date and venue.

Another suggestion was that through the Newsletter a poll should be conducted to ascertain what time of year the Conference and AGM should be held.

A further suggestion to improve attendance figures was that the Conference should be opened to the wider public and not just to members.

A straw poll was taken by the members present – and the majority voted for a continuation in the 3<sup>rd</sup> quarter of the year.

It was agreed that the management committee decide date and venue of the next AGM.