

CONSTITUTION

of

KINCARDINE AND MEARN'S YOUTH CLUBS (SCIO)

1st Aug 2022
version 2.1

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GENERAL

Type of Organisation

- 1 The Organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

- 2 The principal office of the Organisation will be in Scotland (and must remain in Scotland).

Name

- 3 The name of the Organisation is “KINCARDINE AND MEARN’S YOUTH CLUBS (SCIO)” (hereafter referred to as KMYC)

Community

- 4 The Organisation has been formed to benefit the community of young people aged 10-25 years old in the Kincardine and Mearns area of Aberdeenshire (hereafter referred to as “young people”).
 - i The age restriction 10 - 25 years old is a proportionate means of achieving the aims and purposes of the Organisation as defined in Items 5.3 i-ix and 6 i-v.

Purposes

- 5 The Organisation’s Charitable purposes are:
 - 5.1 The advancement of citizenship and community development
 - 5.2 The provision of recreational facilities or organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended.
 - 5.3 The promotion of equality and diversity

In furtherance of this we shall:

- i Aim to establish local Youth Clubs in the Kincardine and Mearns area of Aberdeenshire, which will support and create opportunities for local young people to thrive; to ensure they have somewhere to turn to and someone to talk to, wherever and whenever, they are in need.
- ii Support and create opportunities for young people to thrive in Kincardine and Mearns.

- iii Support local sub-committees to set up and run drop-in youth clubs to provide welcoming, inclusive and safe places for local young people that are free at point of delivery
- iv Encourage a positive contribution by young people to the local community
- v Empowerment of young people to make good life choices and to make the most of their learning and experiences building resilience and responsibility
- vi Facilitation and support of local sub groups to promote best quality youth work and opportunities for young people in Kincardine and Mearns
- vii The offer of education, training and governance support to build capacity of staff and volunteers
- viii Promotion of learning as a lifelong activity
- ix Be the local voice of youth work and young people

Values:

- 6 The values of the Organisation shall be to respect:
- i The dignity and worth of every young person regardless of age, gender, race, religion or sexual orientation
 - ii Each individual's differences
 - iii The growing autonomy of every young person
 - iv Every young person's right to be a voluntary participant in any helping process
 - v The potential of every young person

Powers

- 7 The Organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 8 No part of the income or property of the Organisation may be paid or transferred (directly or indirectly) to the Members - either in the course of the Organisation's existence or on dissolution - except where this is done in direct furtherance of the Organisation's charitable purposes.

Liability of Members

- 9 The Members of the Organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the Organisation if it is wound up; accordingly, if the Organisation is unable to meet its debts, the Members will not be held responsible.

- 10 The Members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and Item 8 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

- 11 The structure of the Organisation consists of:-
 - a **CLUB MEMBERS** - local Youth Group bodies which are run according to KMYC guidelines
 - b **INDIVIDUAL MEMBERS** - young people and volunteers who have the right to attend Members' meetings (including any annual Members meeting) and have important powers under the Constitution; in particular, the Members appoint people to serve on the Board and take decisions on changes to the Constitution itself;
- 12 the **BOARD** - who hold regular meetings, and generally control the activities of the Organisation; for example, the Board is responsible for monitoring and controlling the financial position of the Organisation.
- 13 The people serving on the Board are referred to in this Constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for memberships

- 14 **Club Membership** is open to any Youth Club within the Kincardine and Mearns area that fulfils the Purposes and Values of the Charity as per Item 5 - 5.3 (i-ix) and Item 6 (i-v)

Application for Club Membership

- 15 Any Youth Club that wishes to become a Member must sign a written application for membership; the application will then be considered by the board at its next Board meeting.
- 16 The Board may, at its discretion, refuse to admit any youth club to membership.
- 17 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

- 18 **Individual Membership** is open to all attendees and volunteers of the Youth Clubs as defined in Item 11b

Application for Individual Membership

- 20 Any Individual that wishes to become a Member must complete a Registration and Consent form.

21 Employees of the Organisation are not eligible for membership.

Membership subscriptions

- 22 Club Membership subscription fees shall be £25 per calendar year, payable on the anniversary of joining
- a Cost of Club Membership Subscription Fees shall be reviewed and voted on annually at the AGM
- 23 No Individual Membership subscription will be payable.

Register of Club Members

- 24 The Board must keep a register of Club Members and Individual Members, setting out:-
- a for each current Club Member:
 - i their full name and address; and
 - ii the date on which they were registered as a Member of the Organisation;
 - b for each former Member - for at least six years from the date on which they ceased to be a Member:
 - i their name; and
 - ii the date on which they ceased to be a Member.
- 25 The Board must ensure that the register of Members is updated within 28 days of any change:
- a which arises from a resolution of the board or a resolution passed by the Members of the Organisation; or
 - b which is notified to the Organisation.
- 26 If a Member or Charity Trustee of the Organisation requests a copy of the register of Members, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a Member (rather than a Charity Trustee), the Board may provide a copy which has the addresses blanked out.

Withdrawal from Membership

- 27 Any Youth Club that wants to withdraw from membership must give a written notice of withdrawal to the Organisation (in writing or via email), signed by 2 registered office bearers of their sub-committee / management team; they will cease to be a Member as from the time when the notice is received by the Organisation.

- 28 Any Individual that wants to withdraw from membership must give a written notice of withdrawal to the Organisation (in writing or via email), they will cease to be a Member as from the time when the notice is received by the Organisation.

Transfer of Membership

- 29 Club Membership of the Organisation may not be transferred by a Member.
- 30 Individual Membership of the Organisation may not be transferred by a Member.

Re-registration of Members

- 31 The Board may, at any time, issue notices to the Club and Individual Members requiring them to confirm that they wish to remain as Members of the Organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Board.
- 32 If a Club or Individual Member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a Member of the Organisation before the expiry of the 28-day period referred to in Item 31, the Board may expel them from membership.
- 33 A notice under Item 31 will not be valid unless it refers specifically to the consequences (under Item 32) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 34 Any Individual Member may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a Members' meeting, providing the following procedures have been observed:-
- 35 at least 21 days notice of the intention to propose the resolution must be given to the Individual concerned, specifying the grounds for the proposed expulsion;
- 36 the Individual concerned will be entitled to be heard on the resolution at the Members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 37 The Board will hold a meeting to which Members are invited at least once every quarter.
- 38 The Board must arrange an annual general meeting of Members ("AGM") in each calendar year.

- 39 The gap between one AGM and the next must not be longer than 15 months.
- 40 Notwithstanding Item 38, an AGM does not need to be held during the calendar year in which the Organisation is formed; but the first AGM must still be held within 15 months of the date on which the Organisation is formed.
- 41 The business of each AGM must include:-
- a a report by the Chair on the activities of the Organisation;
 - b consideration of the annual accounts of the Organisation;
 - c the election/re-election of Charity Trustees, as referred to in Items 73 to 76.
- 42 The Board may arrange a Special Members' Meeting (SGM) at any time.

Power to request the board to arrange a Special Members' Meeting ("SGM")

- 43 The board must arrange a SGM if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more Youth Club office bearers) by Members who amount to 5% or more of the total membership of the Organisation at the time, providing:
- a the notice states the purposes for which the meeting is to be held; and
 - b those purposes are not inconsistent with the terms of this Constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 44 If the Board receive a notice under Item 43, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of Members' meetings

- 45 At least 14 clear days notice must be given of any Members' meeting, any AGM or any SGM.
- 46 The notice calling a Members meeting must specify in general terms what business is to be dealt with at the meeting; and
- a in the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s); or
 - b in the case of any other resolution falling within Item 61 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 47 The reference to "clear days" in Item 45 shall be taken to mean that, in calculating the period of notice,
- a the day after the notices are posted (or sent by e-mail) should be excluded; and

- b the day of the meeting itself should also be excluded.
- 48 Notice of every Members meeting must be given to all the Members of the Organisation, and to all the Charity Trustees; but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.
- 49 Any notice which requires to be given to a Member under this Constitution must be: -
- a sent by post to the Member, at the address last notified by them to the Organisation; *OR*
 - b sent by e-mail to the Member, at the e-mail address last notified by them to the Organisation.
- 50 If Members and Charity Trustees are to be permitted to participate in a Members meeting by way of audio and/or audio-visual link(s) the notice (or notes accompanying the notice) must:
- a set out details of how to connect and participate via that link or links; and
 - b (particularly for the benefit of those Members who may have difficulties in using a computer or laptop for this purpose) draw Members' attention to the following options:
 - i participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - ii appointing the Chairperson of the meeting as proxy, and directing the Chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
 - iii where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
 - iv submitting questions and/or comments in advance of the meeting
 - v Where a Members' meeting is to involve participation *solely* via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include a statement inviting Members to submit questions and/or comments in advance of the meeting, which the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.
 - c Where Item 50 (v) applies, the Chairperson of a Members meeting will not require to read out or address any questions or comments submitted by Members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

Procedure at Members meetings

- 51 The Board may if they consider appropriate (and must, if this is required under Item 50) make arrangements for Members and Charity Trustees to participate in Members meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- a the means by which Members and Charity Trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
 - b the notice calling the meeting (or notes accompanying the notice) contains the information required under Item 50; and
 - c the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Members and Charity Trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those Members and Charity Trustees (if any) who are attending in person (and vice versa).
- 52 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed Members' meeting would not be possible or advisable for all or a significant proportion of the membership, the Board must make arrangements for Members and Charity Trustees to participate in that Members' meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of Item 50 will apply.
- 53 A Members' meeting may involve two or more Members or Charity Trustees participating via attendance in person while other members and/or Charity Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 54 The quorum for a members' meeting is **11** members, present in person.
- 55 An individual participating in a Members' meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a Member [or the authorised representative of a Member which is a corporate body]), will be deemed to be in attendance) at the meeting.
- 56 If a quorum is not present within 15 minutes after the time at which a Members' meeting was due to start - or if a quorum ceases to be present during a Members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 57 The Chair of the Organisation should act as Chairperson of each Members' meeting.

- 58 If the Chair of the Organisation is not present within 15 minutes after the time at which the meeting was due to start (unless prior notice has been received), or is not willing to act as Chairperson, the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

Voting at Members' meetings

- 59 Every Member has one vote, which must be given personally (subject to Item 64).
- 60 All decisions at Members' meetings will be made by majority vote - with the exception of the types of resolution listed in Item 61.
- 61 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a Members' meeting (or if passed by way of a written resolution under Item 68):
- a a resolution amending the Constitution;
 - b a resolution expelling a person from membership under Item 34;
 - c a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - d a resolution approving the amalgamation of the Organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - e a resolution to the effect that all of the Organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - f a resolution for the winding up or dissolution of the Organisation.
- 62 If there is an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a second (casting) vote.
- 63 A resolution put to the vote at a Members' meeting will be decided on a show of hands - unless the Chairperson (or at least two other Members present at the meeting) ask for a secret ballot.
- 64 Where Members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the Board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
- 65 The Chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

- 66 Where Members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those Members to cast their votes on the secret ballot via any or all of the methods referred to in Item 63, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
- 67 The principles set out in Items 64 and 66 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a Member or as the authorised representative of a Member which is a corporate body.

Technical objections to remote participation in Members' meetings

- 68 This Constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at Members' meetings; providing the arrangements made by the Board in relation to a given Members' meeting (and the manner in which the meeting is conducted) are consistent with those requirements:
- a a Member cannot insist on participating in the Members' meeting, or voting at the Members' meeting, by any particular means;
 - b the Members' meeting need not be held in any particular place;
 - c the Members' meeting may be held without any particular number of those participating in the Meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
 - d the Members' meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
 - e a Member will be able to exercise the right to vote at the Members' meeting (including where a secret ballot is to be held) by such means as is determined by the Chairperson of the meeting (consistent with the arrangements made by the Board) and which permits that Member's vote to be taken into account in determining whether or not a resolution is passed.

Written resolutions by Members

- 69 A resolution agreed to in writing (or by e-mail) by all the Members will be as valid as if it had been passed at a Members' meeting; the date of the resolution will be taken to be the date on which the last Member agreed to it.

Minutes

- 70 The Board must ensure that proper minutes are kept in relation to all Members' meetings.
- 71 Minutes of Members' meetings must include the names of those present; and (so far as possible) should be signed by the Chairperson of the meeting.
- 72 The Board shall make available copies of the minutes referred to in Item 70 to any member of the public requesting them; but on the basis that the Board may exclude confidential material to the extent permitted under Item 128.

BOARD

- 73 The maximum number of Charity Trustees is **12**; out of that:
 - a no more than 12 shall be Charity Trustees who were elected/appointed under Items 78 and 79 (or deemed to have been appointed under Item 77); and
 - b no more than 3 shall be Charity Trustees who were co-opted under the provisions of Items 75 and 76.
 - c no more than 6 shall be from the Youth section of the Organisation, aged between 16-25 years.
- 74 The minimum number of Charity Trustees is 4

Eligibility

- 75 A person shall not be eligible for election/appointment to the Board under Items 77 to 80 unless they are a Member of the Organisation; a person appointed to the Board under Item 77 need not, however, be a Member of the Organisation.
- 76 A person will not be eligible for election or appointment to the Board if they are: -
 - a disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - b an employee of the Organisation;
 - c under 16 years of age

Initial Charity Trustees

- 77 The individuals who signed the Charity Trustee declaration forms which accompanied the application for incorporation of the Organisation shall be deemed to have been appointed by the Members as Charity Trustees with effect from the date of incorporation of the Organisation.

Election, retiral, re-election

- 78 At each AGM, the Members may elect any person to be a Charity Trustee.
- 79 The Board may at any time appoint any person to be a Co-opted Charity Trustee.
- 80 At each AGM, all of the Charity Trustees elected/appointed under Item 78 and 79 (and, in the case of the first AGM, those deemed to have been appointed under Item 77) shall retire from office – but shall then be eligible for re-election under Item 78.
- 81 A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless: -
- a they advise the Board prior to the conclusion of the AGM that they do not wish to be re-appointed as a Charity Trustee; or
 - b an election process was held at the AGM and they were not among those elected/re-elected through that process; or
 - c a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.

Appointment/re-appointment of Co-opted Charity Trustees

- 82 In addition to their powers under Item 79, the Board may at any time appoint any Non-Member of the Organisation to be a Charity Trustee (providing they are not debarred from membership under Item 75) either on the basis that they have been nominated by *a body with which the organisation has close contact in the course of its activities* or on the basis that they have specialist experience and/or skills which could be of assistance to the board.
- 83 At each AGM, all of the Charity Trustees appointed under Item 78 shall retire from office – but shall then be eligible for re-appointment under that Item.

Termination of office

- 84 A Charity Trustee will automatically cease to hold office if: -
- a they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - b they become incapable for medical reasons of carrying out their duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - c (in the case of a Charity Trustee elected/appointed under Items 78 to 79) they cease to be a Member of the Organisation;
 - d they become an employee of the Organisation;
 - e they give the Organisation a notice of resignation, signed by them;

- f they are absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board - but only if the Board resolves to remove them from office;
 - g they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the Code of Conduct for Charity Trustees (as referred to in Item 101);
 - h they are removed from office by resolution of the Board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - i they are removed from office by a resolution of the Members passed at a Members' meeting.
- 85 A resolution under Item 84 (g), (h) or (i) shall be valid only if: -
- a the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
 - b the Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - c (in the case of a resolution under paragraph (g) or (h)) at least two thirds (to the nearest round number) of the Charity Trustees then in office vote in favour of the resolution.

Register of Charity Trustees

- 86 The Board must keep a register of Charity Trustees, setting out:-
- a for each current Charity Trustee:
 - i their full name and address;
 - ii the date on which they were appointed as a Charity Trustee; and
 - iii any office held by them in the Organisation;
 - b for each former Charity Trustee - for at least 6 years from the date on which they ceased to be a Charity Trustee:
 - i the name of the Charity Trustee;
 - ii any office held by them in the Organisation; and
 - iii the date on which they ceased to be a Charity Trustee.
- 87 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:-
- a which arises from a resolution of the Board or a resolution passed by the Members of the Organisation; or
 - b which is notified to the Organisation.

- 88 If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a Charity Trustee of the Organisation, the Board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 89 The Charity Trustees must elect (from among themselves) a Chair, a Treasurer and a Secretary.
- 90 In addition to the office-bearers required under Item 89, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 91 All of the office-bearers will cease to hold office at the commencement of each AGM, but may then be re-elected under Items 89 or 90.
- 92 A person elected to any office will automatically cease to hold that office: -
- a if they cease to be a Charity Trustee; *OR*
 - b if they give to the Organisation a notice of resignation from that office, signed by them.

Powers of board

- 93 Except where this Constitution states otherwise, the Organisation (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the Organisation.
- 94 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 95 The Members may, by way of a resolution passed in compliance with Item 61 (requirement for two-thirds majority), direct the Board to take any particular step or direct the Board not to take any particular step; and the Board shall give effect to any such direction accordingly.

Charity trustees - general duties

- 96 Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Organisation; and, in particular, must:-
- a seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;
 - b act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - c in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:

- i put the interests of the Organisation before that of the other party; or
 - ii where any other duty prevents them from doing so, disclose the conflicting interest to the Organisation and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question;
 - d ensure that the Organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 97 In addition to the duties outlined in Item 96, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- a that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
 - b that any Charity Trustee who has been in serious or persistent breach of those duties is removed as a Trustee.
- 98 Provided they have declared their interest - and have not voted on the question of whether or not the Organisation should enter into the arrangement - a Charity Trustee will not be debarred from entering into an arrangement with the Organisation in which they have a personal interest; and (subject to Item 99 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
- 99 No Charity Trustee may serve as an employee (full time or part time) of the Organisation; and no Charity Trustee may be given any remuneration by the Organisation for carrying out their duties as a Charity Trustee.
- 100 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for Charity Trustees

- 101 Each of the Charity Trustees shall comply with the Code of Conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
- 102 The Code of Conduct referred to in Item 101 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this Constitution and the duties imposed on Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of Board meetings

- 103 Any Charity Trustee may call a meeting of the Board *OR* ask the Secretary to call a meeting of the Board.
- 104 At least 7 days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
- 105 If Charity Trustees are to be permitted to participate in a Board meeting by way of audio and/or audio-visual link(s), the Charity Trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those Charity Trustees who may have difficulties in using a computer or laptop for this purpose) the Charity Trustees' attention should be drawn to the following options:
- a participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - b (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

Procedure at Board meetings

- 106 The quorum for Board meetings shall be not less than 50% (6) of all the Trustees, a majority of whom are Elected Charity Trustees. No business shall be dealt with at a Board meeting unless such a quorum is present.
- a A Charity Trustee shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, they are not entitled to vote.
- 107 An individual participating in a Board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a Charity Trustee, will be deemed to be in attendance) at the meeting.
- 108 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in Item 106, the remaining Charity Trustee(s) will have power to fill the vacancies or call a Members' meeting - but will not be able to take any other valid decisions.
- 109 The Chair of the Organisation should act as Chairperson of each Board meeting.
- 110 If the Chair is not present within 15 minutes after the time at which the meeting was due to start (unless prior notice has been received), or is not willing to act as Chairperson, the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

- 111 Every Charity Trustee has one vote, which must be given personally (subject to Item 117).
- 112 All decisions at Board meetings will be made by majority vote.
- 113 If there is an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a second (casting) vote.
- 114 The Board may if they consider appropriate (and must, if this is required under Item 115), allow Charity Trustees to participate in Board meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:
- a the means by which Charity Trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the Charity Trustees - a barrier to participation; and
 - b the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Charity Trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those Charity Trustees (if any) who are attending in person (and vice versa).
- 115 If restrictions arising from public health legislation, directions or guidance are likely to mean that attendance in person at a proposed Board meeting would not be possible or advisable for one or more of the Charity Trustees, the Board must make arrangements for Charity Trustees to participate in that Board meeting by way of audio and/or audio-visual link(s); and on the basis that:
- a the requirements set out in paragraphs (a) and (b) of Item 114 will apply; and
 - b the Board must use all reasonable endeavours to ensure that all Charity Trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 116 A Board meeting may involve two or more Charity Trustees participating via attendance in person while other Charity Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 117 Where a Charity Trustee or Charity Trustees are participating in a Board meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 118 The Board may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Board meeting notwithstanding that they are not a Charity Trustee - but on the basis that they must not participate in decision-making.

- 119 A Charity Trustee must not vote at a Board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 120 For the purposes of Item 119: -
- a an interest held by an individual who is “connected” with the Charity Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Charity Trustee;
 - b a Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.
- 121 The principles set out in Item 68 (Technical Objections to Remote Participation) shall apply in relation to remote participation and voting at Board meetings, as if each reference in that Item to a Member were a reference to a Charity Trustee and each reference in that Item to a Members’ meeting were a reference to a Board meeting.
- 122 A resolution agreed to in writing (or by e-mail) by a majority of the Charity Trustees then in Office shall (subject to Items 123 and 124) be as valid as if duly passed at a Board meeting.
- 123 A resolution under Item 122 shall not be valid unless a copy of the resolution was circulated to all of the Charity Trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under Item 124).
- 124 If a resolution is circulated to the Charity Trustees under Item 123, any one or more Charity Trustees may, following receipt of a copy of the resolution, notify the Secretary that they consider that a Board Meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the Secretary prior to the cut-off time:
- a the Secretary must convene a Board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
 - b the resolution cannot be treated as valid under Item 122 unless and until that Board meeting has taken place;
 - c the Board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the Charity Trustees then in office.

Minutes

- 125 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees, which will be kept both electronically and on paper in perpetuity.

- 126 The minutes to be kept under Item 125 must include the names of those present; and (so far as possible) should be signed by the Chairperson of the meeting.
- 127 The Board shall (subject to Item 128) make available copies of the minutes referred to in Item 125 to any member of the public requesting them.
- 128 The Board may exclude from any copy minutes made available to a member of the public under Item 127 any material which the Board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the Organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

- 129 The Board may delegate any of their powers to sub-committees; a sub-committee must include at least one Charity Trustee, but other Members of a sub-committee need not be Charity Trustees.
- 130 The Board may also delegate to the Chair of the Organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 131 When delegating powers under Items 129 or 130, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 132 Any delegation of powers under Items 129 or 130 may be revoked or altered by the Board at any time.
- 133 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board.

Organisation Management

- 134 The affairs, property and funds of the Organisation shall be directed and managed by the Charity Trustees. The Board shall:
 - a set the strategy and policy of the Organisation
 - b where no employees and managers are appointed, be responsible for the day-to-day management of the Organisation
 - c hold regular meetings between each AGM, meeting as often as necessary to despatch all business of the Organisation
 - d monitor the financial position of the Organisation
 - e direct and manage the affairs and Property of the Organisation
 - f generally control and supervise the activities of the Organisation;

- g may, on behalf of the Organisation, do all acts which may be performed by the Organisation (other than those required to be performed by the Members at a GM);
- h may exercise the powers of the Organisation; and
- i may not also be paid employees of the Organisation.

Operation of accounts

- 135 Subject to Item 136, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Organisation; at least one out of the two signatures must be the signature of a Charity Trustee.
- 136 Where the Organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in Item 135

Accounting records and annual accounts

- 137 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 138 The Board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor. The Organisation's financial year shall run from 1st April to 31st March.

Constraints on Payments/Benefits to Members and Charity Trustees

- 139 The income and property of the Organisation shall be applied solely towards promoting the Purposes and do not belong to the Members. Any surplus income or assets of the Organisation are to be applied for the benefit of the Community.
- 140 No part of the income or property of the Organisation shall be paid or transferred (directly or indirectly) to the Members of the Organisation, or to any other individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in Item 141.
- 141 No benefit (whether in money or in kind) shall be given by the Organisation to any Member or Charity Trustee except the possibility of:
 - a repayment of out-of-pocket expenses (subject to prior agreement by the Board);

- b reasonable remuneration in return for specific services actually rendered to the Organisation (in the case of a Charity Trustee such services must not be of a management nature normally carried out by a Trustee of an Organisation);
- c payment of interest at a rate not exceeding the commercial rate on money lent to the Organisation;
- d payment of rent at a rate not exceeding the open market rent for property let to the Organisation;
- e the purchase of property from any Member or Charity Trustee provided that such purchase is at or below market value;
- f the sale of property to any Member or Charity Trustee provided that such sale is at or above market value, or
- g payment by way of any indemnity

MISCELLANEOUS

Complaints Procedure

- 142 Anyone can make a complaint either verbally or in writing, including face-to-face, by phone, letter or email. The Charity will try to resolve complaints to the satisfaction of the complainer wherever this is possible. Where this isn't possible, we will give the customer a clear response to each of their points of complaint. We will always try to respond as quickly as we can (and on the spot where possible).
- 143 Should the complaint not be resolved to the satisfaction of the complainer the charity will enforce it's complaints procedure as detailed in the separate document, "Kincardine and Mearns Youth Clubs Complaints Procedure"

Alterations to the Constitution

- 144 This Constitution may (subject to Item 147) be altered by resolution of the Members passed at a Members' meeting (subject to achieving the two thirds majority referred to in Item 61) or by way of a written resolution of the Members.
- 145 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).
- a Any changes to the purposes set out in Item 5 are subject to written consent being obtained from OSCR (and its successors) in terms of section 16 of the Charities and Trustee Investment (Scotland) Act 2005
 - b The Board must notify OSCR (and its successors) of any changes to the constitution not relating to the purposes, in terms of section 17 of The Charities and Trustee Investment (Scotland) Act 2005

Winding-up

- 146 If the Organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 147 Any surplus assets available to the Organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Organisation as set out in this Constitution.

Interpretation

- 148 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- a any statutory provision which adds to, modifies or replaces that Act; and
 - b any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.
- 149 In this Constitution “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes
- a “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.