

**RENFREWSHIRE YOUTH VOICE**

**THE CONSTITUTION**

**OSCR SUBMISSION UNHIGHLIGHTED**

**DATE: 30/06/2021**

**2021 AGM**



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# GENERAL

## 1. General

### 1.1. Type of Organisation

1.1.1. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO)

### 1.2. Scottish Principal Office

1.2.1. The principal office of the organisation will be in Renfrewshire, Scotland.

### 1.3. Title

1.3.1. The title of the charity shall be “Renfrewshire Youth Voice” (RYV).

### 1.4. Powers

1.4.1. The organisation will be able to do anything within Scottish law (or where it is superseded, UK law) and within regulation set by the OSCR to further its charitable purposes, for the benefit of the charity.

# CHARITABLE AIMS & OBJECTIVES

## 2. Aims and Objectives

- 2.1. To facilitate and organise activities for young people aged 12-25, who either live or regularly use services in Renfrewshire.
- 2.2. To provide young people with a safe and friendly environment where they can participate in youth voice activities to ensure they have a say in decisions within the local area.
- 2.3. To equip young people with soft-skills such as teamwork, organisational skills and improving their self-esteem and confidence.
- 2.4. To alleviate the effects of poverty amongst young people, by promoting a culture of inclusion and tackling any forms of discrimination.
- 2.5. To work with local organisations, business and the local authority in the best interests of young people.



# ORGANISATIONAL STRUCTURE

## 3. Organisational Structure

3.1. The organisation shall have a two-tier structure.

### 3.1.1. Members

3.1.1.1. Members have the right to attend member's meetings, annual general meetings, extraordinary general meetings and have powers outlined in Section 5.

### 3.1.2. The Board

3.1.2.1. The board will hold at least four annual meetings and oversee the general operation of the charity.

3.1.2.2. The board will consist of an elected Chairperson, Vice-Chairperson, Treasurer, representatives of affiliate organisations - if appropriate, and as laid out in respective affiliate agreements - and all Trustees of the charity and any elected roles which are specified later in this document.

3.1.2.2.1. If the membership chooses to elect two co-chairs at an AGM, then two co-chairs will replace the chairperson and vice-chairperson in the board.

3.2. People holding positions on the board can also be charity trustees, although it is not a necessity for all board members to be trustees.

3.3. Should any role specified in this document be unfilled, the responsibilities of the position are transferred to the board.

3.3.1. Board responsibilities can then be delegated by the board in part or in whole to (1) another member of the board, or (2) to a sub-committee set up by the board which contains at least one board member, or (3) a staff member of the charity or Renfrewshire Council Youth Services.

3.3.1.1. When delegating powers, the board must set out appropriate conditions and the powers delegated may be altered or revoked at any time by the board.

3.3.1.2. The board may also determine the rules of procedure and provisions relevant to the membership of any sub-committee.

3.4. The board is responsible for updating social media platforms and the official website with information relevant to the current work being undertaken by the organisation.

- 3.5. Board members may only be appointed at an AGM, unless an EGM is called, although they can be elected to the board if the board deems that an election should be called regarding the position.
- 3.5.1. After an AGM there should be a period not exceeding three months where the incoming board is given the opportunity to shadow the outgoing board in executing their offices.
- 3.5.1.1. It is the responsibility of outgoing board members to help the incoming board as much as possible in regards to gaining relevant knowledge and experience about their respective positions.
- 3.5.1.2. The incoming board will not have any of the powers of their office until this period has come to an end.
- 3.5.1.3. The incoming board should however be privy to all information which would be shown to the outgoing board - where it is reasonable to do so.
- 3.5.1.4. The outgoing board members, may, on an individual basis or as a board end this period at any time before the three month period.
- 3.6. Board members - excluding trustees - may only be appointed if they qualify for charity membership.

## **BOARD POSITIONS**

- 3.7. All board members have the following duties and expectations: (Added whole board responsibilities for clarity)
- 3.7.1. To ensure the organisation follows its aims and objectives (as set out in Section 2).
- 3.7.2. To act in an exemplary fashion, especially in regards to Trustee / Member's conduct as appropriate.
- 3.7.3. To communicate progress and difficulties experienced in the course of undertaking their office.
- 3.7.4. To execute their office in line with this document and relevant policies as approved by the organisation. This includes, but is not limited to, reporting potential misconduct and data breaches robustly.
- 3.8. Board members have specific duties, expectations:
- 3.8.1. The responsibilities of the Chairperson (board member) are:
- 3.8.1.1. To inform members and the board of how the organisation is progressing in achieving its objectives.



- 3.8.1.2. To propose to members, any changes that will directly benefit the organisation especially with regards to achieving its aims and objectives.
  - 3.8.1.3. To represent the organisation in any discussions out-with a board or member's meeting.
  - 3.8.1.4. To chair meetings of the board and member's meetings respectively.
  - 3.8.1.5. To remove any member from a meeting who is displaying improper conduct (as outlined in Sections 4 and 5).
  - 3.8.1.6. To ensure members adhere to rules set out in Sections 4 and 5 and relevant policies.
  - 3.8.1.7. To uphold any motion passed by a majority of members / board members provided a quorum was obtained for the relevant vote. With the exception of circumstances specified within this document, relevant policies, or as directed by OSCR. (Clarifying)
- 3.8.2. The responsibilities of the Vice-Chairperson (board member) are:
- 3.8.2.1. To chair meetings of the organisation when the chairperson is unable to do so.
  - 3.8.2.2. To represent the organisation in any discussions out-with a member's or board meeting.
  - 3.8.2.3. To assist the chairperson in ensuring members adhere to rules set out in Sections 4 and 5.
  - 3.8.2.4. To deputise the chairperson in their responsibilities as specified in the chairperson section. (Deputise if the chair is unable to doesn't make sense)
- 3.8.3. The responsibilities of the Treasurer are:
- 3.8.3.1. To ensure all financial accounts are kept up to date.
  - 3.8.3.2. To authorise any payments on behalf of the organisation.
  - 3.8.3.3. To authorise any withdrawals from the organisation's bank account on behalf of the organisation.
  - 3.8.3.4. To inform the board of any discrepancies in the accounts and take appropriate action if any are discovered.
  - 3.8.3.5. To ensure no payment/withdrawal is made that would accrue debt on the organisation's bank account.



- 3.8.3.6. To advise if any decision would affect the account balance. For example, if a decision is made to purchase items using the organisation's account.
  - 3.8.3.7. To report to the board with a financial update at quarterly board meetings, including recent account activity (current bank balance and any projected costs).
- 3.8.4. The responsibilities of the Secretary (board member) are:
- 3.8.4.1. To record minutes of each board and member's meeting.
  - 3.8.4.2. To maintain records relating to the membership of the organisation.
  - 3.8.4.3. To assist the chairperson in ensuring members adhere to rules set out in Sections 4 and 5.
  - 3.8.4.4. To execute their office in line with any data protection policies enacted by the organisation. (Technically implied above, but explicit here due to role)
- 3.8.5. The responsibilities of the Project Directors (board members) are:
- 3.8.5.1. To manage their brief effectively and remain accountable for their project.
  - 3.8.5.2. To work with the other board members to further the organisations charitable aims and purposes through their project.
- 3.8.6. The responsibilities of the Trustees are:
- 3.8.6.1. To ensure the elected board members are carrying out their duties for the benefit of the organisation, to further its charitable purposes.
  - 3.8.6.2. To 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.
  - 3.8.6.3. To carry out duties as laid out in Section 66 of the Charities and Trustee Investment (Scotland) Act 2005.
  - 3.8.6.4. To follow conduct as set out in Section 4 – Trustee Conduct.
  - 3.8.6.5. To inform the meeting of any decision or proposal at a meeting which contradicts any item stated in the constitution, or relevant policies.
  - 3.8.6.6. To encourage and support members and board members in participating at meeting and fulfilling their offices.
  - 3.8.6.7. To publicise and educate the membership on the roles of office bearers, and make themselves and relevant resources available to members interested in pursuing positions within the organisation.



- 3.8.6.8. To revert any decision made by the board or membership which contradicts any item stated in the constitution or relevant policies adopted by the organisation.
- 3.8.6.9. To support the board / membership in making decisions regarding the organisation.

## **TRUSTEES**

### 3.9. Trustees

- 3.9.1. Trustees must be aged 16 or over (in accordance with UK law).
  - 3.9.2. A minimum of three trustees must always be maintained.
  - 3.9.3. At least two trustees must be young people aged between 16 and 25.
  - 3.9.4. Trustees are appointed shortly after an AGM / EGM, from a closed election within the board.
    - 3.9.4.1. Following their election, the charity membership must hold a simple majority vote of investiture within 4 weeks.
      - 3.9.4.1.1. Before the vote occurs charity trustees are entitled to execute their office fully.
      - 3.9.4.1.2. Should the vote of investiture fail the board should set up a working group to the attempt to resolve any issues highlighted by the membership. A second vote should take place 4 weeks after the first, and the trustee will be removed from office should this vote also fail.
  - 3.9.5. A trustee may hold their position for a 3 year term following their election. They may at any time resign the position, or may have it removed from them through the procedures specified within this document or by the OSCR, or relevant court rulings.
  - 3.9.6. Trustee positions are restricted to the permanent trustee, young people aged 16-25 and people who have experience and expertise relevant to the charity.
    - 3.9.6.1. A person may be appointed to be a trustee only if they meet the requirements set out under OSCR regulations.
- 3.10. Trustees should assume the roles of chairperson / treasurer in the instance they would be unfilled.
- 3.10.1. Trustees who gain offices through this clause should seek to replace themselves as soon as possible, an EGM should be called to facilitate this when another individual expresses their desire to execute the office.

- 3.10.2. Trustees may refuse to assume these positions in the instance that they would be unable to fulfil the requirements of the role.
- 3.11. An employee from Renfrewshire Council Youth Services will hold a permanent trusteeship, in an ex-officio position.
- 3.11.1. Renfrewshire Council Youth Services management must inform the board what member of staff has been appointed to the role.
- 3.11.2. Other staff of Renfrewshire Council Youth Services may attend and contribute to any charity meeting, at the boards discretion, but they are not entitled to vote.

# TRUSTEE CONDUCT

## 4. Trustee Conduct

- 4.1. Trustees must fill out the required documentation set by the Office of the Scottish Charity Registrar (OSCR)
- 4.2. A register of trustees must be kept up to date in accordance with rules set out by the OSCR.
- 4.3. Trustees must inform the board and the lead trustee of any intention to resign from the group at the earliest possible opportunity.
- 4.4. If trustee membership changes, or any required information regarding a trustee changes, the OSCR must be informed immediately.
- 4.5. Trustees will be required to attend every board meeting called unless prior notice has been given to the board.
- 4.6. Trustees must declare any conflicts of interest to other board members and only carry out tasks that are for the benefit of the organisation. (See Interpretation)
- 4.7. Trustees must only act or carry out tasks for the benefit of the organisation
- 4.8. Trustees must leave charity meetings if directed to do so by the chairperson if they are viewed as displaying inappropriate behaviour, being violent or threatening to any member, using persistent bad language or are in any way viewed as not acting for the benefit of the organisation.
- 4.9. Trustees are bound by the Disciplinary Policy and are thus subject to conduct requirements laid out therein, breaches of these should be handled using the guidance laid out within that document.
  - 4.9.1. Complete membership of the organisation can be withdrawn if an investigation - conducted in accordance with the Disciplinary Policy - finds that person's behaviour to violate the constitution or policies of the organisation.
- 4.10. If a trustee of the organisation requests a copy of the register of members, the executive 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 trustee), the executive may provide a copy which has the addresses or other sensitive information blanked out.



- 4.11. A charity trustee must not vote at any charity meeting on any vote which relates to a matter in which they have a personal or financial interest or a 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. (See Interpretation)
- 4.11.1. A charity trustee will be deemed to have a personal interest in relation to a particular matter if an external body in relation to which they are an employee, member, officer or elected representative has an interest in that matter.

# MEMBER'S CONDUCT

## 5. Member's Conduct

### 5.1. Qualification for membership

5.1.1. Membership is open to anyone aged 12-25 who either lives, works, attends education within, or regularly uses services in Renfrewshire.

5.2. Anyone who wishes become a member of the organisation must sign an application form which can be approved by any board member.

5.3. The board has the right to refuse membership to any applicant.

5.4. The board (collectively) must notify an applicant promptly by preferred method of contact on its decision whether to allow membership.

5.5. No membership subscription will be payable.

5.6. A register of members must be kept up to date.

5.6.1. The register should include: full name, address, date which they became a member.

5.7. A register of former members must be kept up to date, and hold a former member's details for two years (six years for a trustee) from the date they ceased to be a member.

5.7.1. The register should include: full name, date which they ceased to be a member.

5.8. Members must inform the board of any intention to resign from the group at the earliest possible opportunity.

5.9. Members are required to attend every meeting called, unless prior notice is given.

5.9.1. If a member does not attend three consecutive meetings and does not submit apologies for them, their membership may be revoked following a vote by the board, personal circumstances can be accepted by the board to justify extended absences, it is at the board's discretion whether to accept these.

5.10. Members must declare any conflicts of interest to the board members at the earliest possible opportunity. (See Interpretation)

5.11. A member must not vote at any charity meeting on any vote which relates to a matter in which they have a personal or financial interest, or a 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. (See Interpretation)

- 5.12. Members must act for the benefit of the organisation and only carry out tasks that are for the benefit of the organisation.
- 5.13. Members must ~~will be asked to~~ leave charity meetings if directed to do so by the chairperson if they are viewed as displaying inappropriate behaviour, being violent or threatening to any member, using persistent bad language or are in any way viewed as not acting for the benefit of the organisation. (Brought in line with trustee conduct)
- 5.14. Members are bound by the Disciplinary Policy and are thus subject to conduct requirements laid out therein, breaches of these should be handled using the guidance laid out within that document.

## **VOTES OF NO CONFIDENCE**

- 5.15. Members may recommend to the trustees a vote of no confidence of any member of the board if they deem them unfit for their position and there is no scheduled annual general meeting within 4 weeks.
  - 5.15.1. For the request to be considered it must be signed by at least four members of the charity and delivered in writing to the board of trustees.
    - 5.15.1.1. Names of the signatories should be considered highly sensitive personal information, and trustees must take all reasonable action to protect the identities of those individuals and ensure no retributory action is taken against them by any member of the board.
  - 5.15.2. The recommendation must be voted upon by the trustees (if the vote was initiated against a board member ), or by the board (if the vote was initiated against a trustee) to decide if the vote proceeds. At this level this vote requires 50% of members (of either the trustees or board, whichever is appropriate) to vote in favour of the vote of no confidence.
  - 5.15.3. Following a successful vote at the appropriate level the individual is no longer entitled to execute their office until the vote of the membership finds in their favour, or they are permanently removed from the position through a successful vote.
  - 5.15.4. If the vote proceeds the membership are entitled to 21 days of notice of any vote of no confidence and have the ability to submit a proxy vote. The vote requires a two thirds majority ( $\geq 66\%$ ) in order to pass.



- 5.15.5. The individual who is being voted against is entitled to one opportunity to address the membership on the day of the vote. However, is not entitled to a vote.
- 5.15.6. If the vote passes, the trustee / board member is stripped of their position within the board but remains a member of the charity.
- 5.15.7. The responsibilities of the vacant position become the responsibility of the board and the position must be filled within 3 months at an EGM or AGM, whichever occurs first. This date must be set on the day of which the vote passes. Unless the chair has been removed, in which case the responsibilities are transferred to the vice chair until the date.
- 5.15.8. If the vote fails - at any level - no vote regarding the same member can take place for 4 months.

## **REREGISTRATION**

### 5.16. Re-registration of members

- 5.16.1. The board has the right, at any time, to issue notices to members requiring them to re-register their membership, confirming they wish to remain as members.
  - 5.16.2. If a member fails to confirm to the board that they wish to remain a member, the board can revoke membership from that person.
  - 5.16.3. 21 days of notice will be issued to members if re-registering is deemed necessary. In which they must inform the board of their interest in remaining a member.
- 5.17. Membership of the organisation will terminate when a member reaches the age of 26.
- 5.18. Members (including board members) must not use the organisations name or branding for any purpose other than to further its charitable purposes.

## **MEDIA COMMUNICATION**

- 5.18.1. Members are not entitled to speak to any media outlet under the organisation's brand without prior consent from the board.
- 5.18.2. Board members are allowed to respond to media outlets in areas that fall under their role's remit.
- 5.18.3. Board members should seek permission before initiating relations with any media outlet.



- 5.18.3.1. This permission can be granted retroactively by the board in the instance that the board member deems the opportunity to be time sensitive.
- 5.18.4. Trustees may speak to media outlets exclusively in regards to decisions made by the board of trustees.
  - 5.18.4.1. Trustees should refer any questions under the remit of another individual to that individual.
  - 5.18.4.2. Trustees should never communicate their disapproval of any decision made by the board of trustees to a media outlet.



# MEETING PROCEDURE

## 6. Meeting procedure

- 6.1. Meetings will be held regularly and will be convened by the chairperson.
- 6.2. Meetings will be recorded as having happened through a pre-written agenda.
- 6.3. Members will be given 7 days of notice before any meeting is held.
- 6.4. No valid decisions can be taken at any meeting unless a quorum of at least 2 unrelated board members, and 3 unreleased members are present.
- 6.5. Any conflict of interest would be identified at the start of the meeting and noted on the agenda. (See Interpretation)
  - 6.5.1. Members with a conflict of interest are not permitted to input to discussion or vote on that matter. (See Interpretation)
- 6.6. Any resolution proposed needs a majority (over 50%) of the vote to pass from members attending that meeting.

## ANNUAL GENERAL MEETING

- 6.7. An annual general meeting will be held within the month of June each year.
  - 6.7.1. All members will be notified of an annual general meeting at least 21 days in advance.
  - 6.7.2. Any members is able to propose electing two co-chairs as opposed to electing a chairperson and vice-chairperson. If this is proposed, a vote will take place at the start of the AGM to determine which offices will be elected.
    - 6.7.2.1. If co-chairs elected they should both separately be treated as holding the chair of the organisation, although should use the title co-chair. They will both be bound by the requirements set out in this document and relevant policies for the offices of both chairperson and vice-chairperson.
  - 6.7.3. At the annual general meeting the following business shall be discussed:
    - 6.7.3.1. Annual budgetary report proposed by the Chair and Vice-Chair.
    - 6.7.3.2. Election of the board
      - 6.7.3.2.1. The election of the board should be conducted by secret ballot.



6.7.3.2.2. If there are more than two candidates, the election will be conducted using the Single Transferable Vote system.

6.7.3.2.3. In the event of a draw, if there were more than 2 candidates initially, the candidate with the highest number of first preference votes will be elected.

6.7.3.3. Amendments to the constitution

6.7.3.4. A review of the charity's progress to date and future plans, delivered by the chairperson.

6.7.3.5. Any other relevant business.

6.7.4. A responsible independent person will conduct the election of the board.

6.7.4.1. The identity of and contact information of this individual should be made available to the membership no more less than 2 weeks before the AGM.

6.7.4.2. Members may choose to register proxy votes with this individual who will report them at the AGM if they are unable to attend.

6.7.4.3. This individual will hold the deciding vote in the case of a draw during any election, provided first preference votes are also drawn.

6.8. All members have one equal weighted vote.

6.9. All members have the right to vote unless that privilege has been revoked in accordance with this document and relevant policies.

## **BOARD MEETINGS**

6.10. Board Meeting

6.10.1. Notice of board meetings

6.10.1.1. Any board member may call a meeting of the board.

6.10.1.2. At least 7 days of 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.

6.10.2. Procedure at board meetings.

6.10.3. The following must be discussed at any board meeting: the finances of the charity, current funding applications, discussion of successes / difficulties in last quarter.



- 6.10.4. At least one board meeting annually must discuss the annual report and the appointment of new trustees.
- 6.10.5. No valid decisions can be taken at a board meeting unless a quorum of at least 50% of board members or 3 unrelated board members are present, whichever is greatest.
- 6.10.6. Each board member has one equal vote.
- 6.10.7. All decisions at board meetings will be made by majority vote.
- 6.10.8. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to the casting vote.
- 6.10.9. The board may, at its discretion, allow a non-board member to attend and speak at a board meeting, however they are not entitled to vote.
- 6.10.10. A board member must not vote at any charity meeting on any vote which relates to a matter in which they have a personal or financial interest or a 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. (See Interpretation)



# REMUNERATION PROCEDURE

## 7. Remuneration Procedure

- 7.1. Trustees and members are not permitted to receive expenses, unless considerable travel expenditure has been made by a member carrying out work on behalf of the charity.
- 7.2. Remuneration is only acceptable for travel and other incurred costs if purchases were made on the charity's behalf.
- 7.3. Decisions to award remuneration to any member is the reserve of the board only and should be carried out by the treasurer.
- 7.4. No payment is to be made to any persons other than the member themselves.
- 7.5. No award will be made if the member fails to provide sufficient receipts documenting expenditure.

# FUNDING PROCEDURE

## 8. Funding Procedure

- 8.1. The charity shall raise funding through grants, donations and funds from outside sources such as through fundraising activities.
- 8.2. The charity will use a bank account under the name 'Renfrewshire Youth Voice'
- 8.3. Any cheques paid out of the account should be signed off by the two members of the executive or by appointed responsible persons from Renfrewshire Council Youth Services.
- 8.4. The chairperson, vice-chairperson and treasurer have the overall responsibility for the financial affairs of the charity.
- 8.5. Any funds raised will be used to further the aims of the charity and will not be used to increase monies received by board members, trustees or members. These individuals may, however, be entitled to remuneration as detailed in the 7. Remuneration Procedure.

# DISSOLUTION

## 9. Dissolution

- 9.1. Dissolution of the charity may only occur if members vote by a 75% majority in favour of dissolution. This can only occur if the charity is solvent at the time of the vote.
- 9.2. In the case of a court order requiring dissolution of the charity, the executive must work to respect the details of that order.
- 9.3. No member or trustee will have personal liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is dissolved.
  - 9.3.1. Clause 9.3 applies only if legal duties or responsibilities have been carried out in accordance with the law.
  - 9.3.2. If the organisation is unable to meet its debts, the members and trustees will not be held personally responsible.
- 9.4. Members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005.
  - 9.4.1. Clause 9.4 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.
- 9.5. 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.
- 9.6. 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 charitable purposes of the organisation as set out in Section 2 of this constitution.

# EXTERNAL RELATIONS

## 10. External Relations

10.1. The board may choose to allow other organisations, with aims coinciding with that of the charity, to become affiliate members. The terms of this membership should be laid out in an affiliate agreement.

10.1.1. Members of the affiliate organisation are entitled to attend and participate in member's meetings, they are subjected to the same conduct requirements and are afforded the same rights as members of the charity. They are not however automatically members of the charity.

10.1.2. The board may choose to offer affiliate organisations non-voting board positions.

10.1.3. The board must not enter into any affiliate agreement which cannot be unilaterally ended by the charity. Any agreement entered into which cannot be ended in this way, should be considered void.

# POLICIES

## 11. Policies

- 11.1. The board may choose to adopt policies which govern how the charity should deal with certain areas of operation. e.g. Disciplinary Policy, Data Protection Policy.
  - 11.1.1. Amendments can be made to any existing charity policy by a simple majority at board level. Should this occur, the date should be updated on the policy.
- 11.2. A list of current charity policies should be maintained by the board, each policy should include a title, who the policy applies to, and the date on which it was last updated.
- 11.3. The charity should maintain at least a Disciplinary Policy, Privacy Policy, Data Security Policy and Safeguarding.
- 11.4. All policies should be made available on request where it is appropriate to do so.
  - 11.4.1. Some policies may not be made available in the case their confidentiality is essential to their function.
    - 11.4.1.1. The board may choose to make these policies available but redact all information which they deem to be sensitive or necessary for that policy to fulfil its purpose.
    - 11.4.1.2. Board members should be provided with a full, unredacted copy of any charity policy on request.
- 11.5. Should any adopted policy be deemed by a majority of trustees to contradict any item in the constitution or in relevant legislation then it will cease to be considered an adopted policy of the charity.
- 11.6. Failure to follow a policy appropriately may be considered misconduct, and may be investigated in line with the disciplinary policy.
- 11.7. It is the responsibility of any member to be aware which policies apply to them and can seek advice from the board regarding this at any time.

# THE CONSTITUTION

## 12. Alterations to the Constitution

12.1. Members may propose changes to the constitution. Any changes to the constitution require a two thirds majority to pass but at least 14 days of notice must be given.

12.1.1. Proxy votes can be registered with the board, these should be registered with the chair, or in the case of an AGM, the individual conducting the election of the board. (Improving clarity)

12.1.1.1. Intentionally misreporting proxy votes should be considered gross misconduct and be promptly investigated under the disciplinary policy.

12.1.1.2. If, after 14 days, a response from a member has not been received, that member is considered disqualified from submitting a vote.

12.2. No changes which contravene the The Charities and Trustee Investment (Scotland) Act 2005 (eg: change of name, an alteration to the purposes, amalgamation, winding-up) will be taken without the consent of the Office of the Scottish Charity Regulator (OSCR).

# INTERPRETATION

## 13. Interpretation

13.1. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:

13.1.1. Any statutory provision which adds to, modifies or replaces that Act.

13.1.2. Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 11.1.1 above.

13.2. In this constitution:

13.2.1. “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.

13.2.2. “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.

13.2.3. “The charity” refers to Renfrewshire Youth Voice.

13.2.4. An interest is held by an individual who is “connected” under Section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005.

13.3. Issues relating to the interpretation of this document shall be decided upon by the trustees.