

RENFREWSHIRE YOUTH VOICE

THE CONSTITUTION

SUBMISSION VERSION

AGM 19/06/2019



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 The organisation will be able to do anything within Scottish law (or where it is superseded, UK law) and within regulation set by the OSCR to further its charitable purposes, for the benefit of the charity.

1.5. Policies

1.5.1. The charity will maintain a list of policies, these policies detail specifically how the charity, its members and its staff should deal with specific circumstances.

1.5.1.1. Only policies upon this list will be considered official policies of the charity.

1.5.1.2. Each policy should have a title, specify to whom it applies and when it was last updated.

1.5.2. To amend an existing policy, or to introduce a new policy. Two separate votes must succeed. (1) A two thirds majority of charity trustees (2) A simple majority of the board (excluding trustees). A week of notice must be given before both votes.

1.5.3. If at any point a policy is deemed to contradict the constitution, a unanimous vote within the board of trustees can remove the policy as an official policy of the charity.



AIMS AND 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 meeting and have powers outlined in Section 5.

THE BOARD

3.1.2. The Board

- 3.1.2.1. The board will hold regular meetings and over-see the general operation of the organisation.

The board will hold regular meetings and oversee the general operation of the charity. At the very least, the board will hold four annual meetings, the following must be included on the agenda of those meetings: The finances of the charity, current funding applications, discussion of successes / difficulties



in the last quarter. At least one of these meetings must also discuss the annual report and the appointment of new trustees

- 3.1.2.2. The board will consist of an elected Chairperson, Vice-Chairperson, Treasurer, representatives of affiliate organisations , and all Trustees of the charity and any elected roles which are specified later in this document.
- 3.1.2.3. An employee from Renfrewshire Council Youth Services will have a permanent seat on the board in an ex-officio position, as an advisory role to the organisation's members.
 - 3.1.2.3.1. This employee will be appointed to the organisation by Renfrewshire Council Youth Services management.
 - 3.1.2.3.2. It is the responsibility of Renfrewshire Council Youth Services management to ensure that an employee is always appointed to the organisation and that they undertake advisory duties in their ex-officio position.
- 3.1.2.4. Other organisations may choose to become affiliate members with Renfrewshire Youth Voice, the terms are laid out in the affiliate membership agreement. These organisations are entitled to one non-voting board member on RYV's board, additionally their members are entitled to attend and participate in member's meetings, although they are subject to the same conduct rules as RYV members
- 3.2. A Secretary for the organisation may be appointed.
- 3.3. People holding positions on the board can also be charity trustees, although it is not a necessity for all board members to be trustees.
- 3.4. In order to stand for election as chairperson, the individual must have already sat on the board of the charity. Unless, nobody matching these criteria stands for election.
- 3.5. Should any role specified in this document be unfilled the responsibilities of the position are transferred to the board.
- 3.6. To update social media platforms and the official website information about the organisation and activities the group are undertaking or participating in.
- 3.7. The board is responsible for updating social media platforms and the official website information about the organisation and activities the group are undertaking or participating in" (It was added into the subsection regarding the board).



RESPONSIBILITIES OF POSITIONS

3.8. Board members and office holders have specific duties and expectations.

3.8.1. The responsibilities of the Chairperson (board member) are:

- 3.8.1.1. To ensure the organisation follows its aims and objectives (as set out in Section 2)
- 3.8.1.2. To inform members and the board of how the organisation is progressing in achieving its objectives.
- 3.8.1.3. To propose any changes that will directly benefit the organisation and how it achieves its objectives, to members.
- 3.8.1.4. To represent the organisation in any discussions out-with a board or member's meeting.
- 3.8.1.5. To chair meetings of the board and member's meetings respectively.
- 3.8.1.6. To remove any member from a meeting who is displaying improper conduct (as outlined in Sections 4 and 5).
- 3.8.1.7. To investigate any claims of unsuitable behaviour against a member in accordance with Sections 4 and 5.
- 3.8.1.8. To ensure members adhere to rules set out in Sections 4 and 5.
- 3.8.1.9. To uphold any motion passed by an overall majority of members or board members (where executive powers allow), except in extraordinary circumstances where by a unanimous vote is required.
- 3.8.1.10. To carry out tasks requested by the board.

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 any other responsibility set out in clause 3.6.1 if the chairperson is unable to do so.
 - 3.8.2.5. To carry out tasks requested by the board.
- 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 (as per Sections 4 and 5).
 - 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 group members regularly with a financial report for recent account activity (including the 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 log any contact the organisation has had with out-side organisations, businesses or the local authority.



3.8.4.4. To inform the chairperson of any decision taken at a member's meeting that contradicts any item stated in the constitution.

3.8.4.5. To assist the chairperson in ensuring members adhere to rules set out in Sections 4 and 5.

3.8.4.6.

3.8.5. The responsibilities of the Project Directors (board members) are:

3.8.5.1. To ensure the organisation follows its aims and objectives (as set out in Section 2)

3.8.5.2. To manage their brief effectively and remain accountable for their project.

3.8.5.3. To work with the other board members to further the organisations charitable aims and purposes through their project.

3.8.5.4. To carry out any tasks requested by the board.

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.

3.9. Board members may only be appointed at an annual general meeting, unless an EGM is called, although they can be co-opted onto the board if the board deems that an election should be called regarding the position

3.9.1. Board members may only be appointed if they either live, study or work in Renfrewshire or use local services regularly.

- 3.10. The board may delegate any of their powers to sub-committees; a sub-committee must include at least one board member.
- 3.11. The board may also delegate to the chair of the organisation (or the holder of any other post) their powers as they may consider appropriate.
- 3.12. When delegating powers under clauses 3.10 and 3.11, the board must set out appropriate conditions.
- 3.13. Any delegation of powers under clause 3.10 or 3.11 may be revoked or altered by the board at any time.
- 3.14. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

TRUSTEES

3.15. Trustees

- 3.15.1. Trustees must be aged 16 or over (in accordance with UK law).
- 3.15.2. A minimum of three trustees must always be maintained.
- 3.15.3. One of these trustee positions will be held by Renfrewshire Council Youth Services in a permanent, ex-officio position.
- 3.15.4. At least two trustees must be young people aged between 16 and 25.
- 3.15.5. Trustees are appointed shortly after an AGM, from a closed election within the executive board.
- 3.15.6. A trustee may hold their position until they no longer wish to be a trustee or they have had the position revoked from them by using procedures specified in this document or OSCR“
- 3.15.7. Trustee positions are restricted to the permanent trustee, young people aged 16-25 and people who have experience and expertise relevant to the charity.
 - 3.15.7.1. A person may be appointed to be a trustee only if they meet the requirements set out under OSCR regulations.

- 3.16. Renfrewshire Council Youth Services can temporarily assume any position within the organisation if a vacant position is left unfilled.
- 3.16.1. This can only occur if the board votes by two thirds in favour of it and no other individual has stood for the position.
- 3.16.2. In the eventuality Renfrewshire Council Youth Services gains any temporary position or power through clause 3.16, the board must actively seek to replace them, with support from Renfrewshire Council Youth Services.
- 3.16.3. Renfrewshire Council Youth Services are expected to issue a monthly report to the board regarding their progress in finding a new candidate.
- 3.16.4. In line with clause 3.16, if Renfrewshire Council Youth Services were to temporarily fill a vacant board position, they will not have any voting rights associated with that position. They will only carry out duties expected of the position.

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 of any intention to resign from the group at the earliest possible opportunity.

Trustees must inform the board of any intention to resign from the group at the earliest possible opportunity. An email or written letter of resignation should be tendered to the current lead trustee.

- 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.
- 4.7. Trustees must act for the benefit of the organisation and only carry out tasks that are for the benefit of the organisation.
- 4.8. Trustees will be asked to leave meetings by the chairperson if they are 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.
 - 4.8.1. Any decision to remove a trustee from a meeting is at the chairperson's discretion. The chairperson has the right to remove any member in accordance with clause 4.8.
 - 4.8.2. Trustees may be suspended from the organisation if their actions are considered serious enough to warrant temporary suspension. The chairperson may lift suspensions pending investigation.



- 4.8.3. Complete membership of the organisation can be withdrawn if an investigation - conducted in accordance with guidelines produced by the board - finds that person's behaviour to violate the constitution of the organisation. The decision to start an investigation into a trustee requires unanimous backing from the membership (excluding the trustee involved) and then the decision to revoke membership is made by the board"
- 4.8.4. 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.
- 4.9. 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.
- 4.10. A charity trustee (who is also a board member) 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 he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 4.10.1. An interest is held by an individual who is "connected" with the charity trustee under Section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005.
- 4.10.2. 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.
- 4.11. Trustees must not contact or respond to media outlets under any circumstances without advising the board before-hand.
- 4.12. Trustees cannot vote at board meetings unless they are also board members.

EMPLOYMENT

5. Employment

5.1. The charity may enter into contracts of employment with individuals if the following conditions have been met as detailed in all subsections of this clause.

5.1.1. A meeting of the board should first conclude that there is a need to employ an individual and that the work cannot be completed adequately by voluntary members of the charity.

5.1.2. Interviews should then be conducted with multiple candidates and some effort should be made to advertise the post internally and within the local area.

5.1.2.1. Interviews panels should consist of at least one trustee and the current chairperson of the charity.

5.1.3. A contract of employment should then be created. This process should be overseen by the board of trustees and all contracts of employments must include the following as detailed below.

- Name of the employee.
- Date of employment beginning.
- Amount the individual is to be paid and when.
- Hours expected, place of work and online working arrangements if applicable.
- Holiday entitlements
- Notice period
- What happens in the case the employee can't work
- Job title and description
- Anything else the charity deems relevant to this individuals employment



5.1.3.1. At this point a majority of the board (excluding trustees) and a two thirds majority of the board of trustees must vote on the specific decision to appoint a named individual to a post as specified in the terms of the drafted contract of employment.

5.1.3.1.1. If the vote is successful, the individual may officially be offered the post and the contract can be signed by them and a trustee on behalf of the organisation.

MEMBER'S CONDUCT

6. Member's Conduct

6.1. Qualification for membership

6.1.1. Membership is open to anyone aged 12-25 who either lives, or regularly uses services in Renfrewshire.

6.1.2. An employee from Renfrewshire Council Youth Services will have a permanent membership, in an ex-officio position.

6.2. Anyone who wishes to become a member of the organisation must sign a written application form which can then be considered at the next board meeting.

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

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

6.5. No membership subscription will be payable.

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

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

6.7. 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.

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

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

- 6.9. Members will be required to attend every meeting called, unless prior notice to the secretary has been given.
- 6.9.1. 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."
- 6.9.2. Members are required to attend at least one meeting out of three. Failure to do so will result in membership being revoked unless personal circumstances are accepted by the board.
- 6.9.3. It is at the board's discretion whether to accept personal circumstances in line with clause 5.9.2
- 6.10. Members must declare any conflicts of interest to the board members at the earliest possible opportunity.
- 6.11. Members must act for the benefit of the organisation and only carry out tasks that are for the benefit of the organisation.
- 6.12. Members will be removed from meetings by the chair if they are acting in a fashion which is disruptive or detrimental to the meeting. This includes but is not limited to: being discriminatory toward any member of the charity, refusing to respect the chair on repeated occasions, repeated inflammatory language etc.
- 6.13. Any decision to remove a member from a meeting is at the chairperson's discretion. The chairperson has the right to remove any member in accordance with clause 5.12.
- 6.14. Membership may be suspended if a member's actions are considered serious enough to warrant temporary suspension. The chairperson may lift suspensions pending investigation.
- 6.15. Complete membership of the organisation will be withdrawn if an investigation into a member's behaviour finds against that person. The decision to start an investigation is reserved for board members.

VOTES OF NO CONFIDENCE

- 6.16. Members may recommend to the trustees a vote of no confidence of any member of the board if they are deemed unfit for his/her position and there is no scheduled annual general meeting within 4 weeks. Members may also recommend a vote of no confidence to the board, a vote of no confidence in any trustee



- 6.16.1. 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.
 - 6.16.2. 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.
 - 6.16.3. 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.
 - 6.16.4. 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.
 - 6.16.5. If the vote passes, the trustee / board member is stripped of their position within the board but remains a member of the charity.
 - 6.16.6. The responsibilities of the vacant position become the responsibility of the board and the position must be filled within 3 months at an EGM. The date of the EGM 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 of the EGM.
 - 6.16.7. If the vote fails - at any level - no vote regarding the same member can take place for 4 months.
- 6.17. Re-registration of members
- 6.17.1. 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.
 - 6.17.2. If a member fails to confirm to the board that they wish to remain a member, the board can revoke membership from that person.
 - 6.17.3. 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.

6.17.4. Failing to provide confirmation as outlined in clause 5.17.3, the board will follow guidance in clause 5.17.2

6.18. Membership of the organisation will terminate when a member reaches the age of 25 (excluding the permanent members).

6.19. Members (including board members) must not use the organisations name or branding for any purpose other than to further its charitable purposes.

6.19.1. No member (including board members) is permitted to speak to any media outlet under the organisation's name or brand without prior consent from the board.

6.19.2. Board members hold positions of responsibility that may be known publicly. They are required to seek approval from the board before speaking to media outlets.

6.19.3. (Trustee media guidance is laid out in clause 4.11)

6.19.4. Failure to comply with clause 5.19 will result in immediate suspension, pending investigation.

MEETING PROCEDURE

7. Meeting procedure

- 7.1. Meetings will be held regularly and will be convened by the chairperson.
- 7.2. Meetings will be recorded as having happened through a pre-written agenda.
- 7.3. Members will be given 7 days of notice before any meeting is held.
- 7.4. The quorum of any meeting will be 2 members of the board plus at least two members.
- 7.5. Any conflict of interest would be identified at the start of the meeting and noted on the agenda.
 - 7.5.1. Members with a conflict of interest are not permitted to input to discussion or vote on that matter.
- 7.6. Any resolution proposed needs a majority (over 50%) of the vote to pass from members attending that meeting.
- 7.7. 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.
 - 7.7.1. If a vote to change or amend the constitution requires 14 days of notice to be given to the membership, in which time they can register a proxy vote with the secretary.
 - 7.7.2. If, after 14 days, a response from a member has not been received, that member's vote is void.

ANNUAL GENERAL MEETING

- 7.8. An annual general meeting will be held within the month of June each year.
 - 7.8.1. All members will be notified of an annual general meeting at least 21 days in advance.
 - 7.8.2. At the annual general meeting the following business shall be discussed:
 - 7.8.2.1. Annual budgetary report proposed by the Chair and Vice-Chair.



7.8.2.2. Election of the board

7.8.2.3. Amendments to the constitution

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

7.8.2.5. Any other relevant business.

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

7.9. All members and board members have one equal weighted vote.

7.10. All members have the right to vote unless that privilege has been revoked in accordance with clauses 4.8.2, 4.8.3, 5.14 or 5.15

7.11. A secret ballot may be called by the chairperson if it is deemed necessary.

7.12. In the event of a draw, a second ballot shall be called.

7.12.1. If a second ballot is also a draw, the chairperson has the deciding vote.

7.13. Notice of board meetings

7.13.1. Any board member may call a meeting of the board or ask the secretary to call a meeting of the board.

7.13.2. 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.

BOARD MEETINGS

7.14. Procedure at board meetings.

7.14.1. No valid decisions can be taken at a board meeting unless a quorum of at least 50% of board members are present.

7.14.2. If at any time the number of board members in office falls below the number stated in the constitution, the remaining board members will have power to fill the vacancies until the chairperson calls either the AGM or an extraordinary general meeting (whichever is sooner).



- 7.14.3. The chair of the organisation will act as chairperson of each board meeting.
- 7.14.4. If the chair is not present, the vice-chair should chair the board meeting.
- 7.14.5. Each board member has one equal vote.
- 7.14.6. All decisions at board meetings will be made by majority vote.
- 7.14.7. 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.
- 7.14.8. The board may, at its discretion, allow a non-board member to attend and speak at a board meeting - but on the basis, that he/she must not participate in decision-making.
- 7.14.9. Board members who are also trustees have voting restrictions as outlined in clause 4.10.
- 7.14.10. A board member must not vote at a board meeting on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.



REMUNERATION PROCEDURE

8. Remuneration Procedure

- 8.1. 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.
- 8.2. Remuneration is only acceptable for travel and other incurred costs if purchases were made on the charity's behalf.
- 8.3. Decisions to award remuneration to any member is the reserve of the board only and will be carried out by the chairperson.
- 8.4. No payment is to be made to any persons other than the member themselves.
- 8.5. No award will be made if the member fails to provide sufficient receipts documenting expenditure.

FUNDING PROCEDURE

9. Funding Procedure

- 9.1. The charity shall raise funding through grants, donations and funds from outside sources such as through fundraising activities.
- 9.2. **Anyone income accrued by the charity will be used to further the aims of the charity as set out in section 2.**
- 9.3. The charity will use a bank account under the name 'Renfrewshire Youth Voice'
- 9.4. 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.
- 9.5. The Chair and Vice-Chair have the overall responsibility for the financial affairs of the charity.

DISSOLUTION

10. Dissolution

- 10.1. 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.
 - 10.2. In the case of a court order requiring dissolution of the charity, the executive must work to respect the details of that order.
 - 10.3. 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.
 - 10.3.1. Clause 9.3 applies only if legal duties or responsibilities have been carried out in accordance with the law.
 - 10.3.2. If the organisation is unable to meet its debts, the members and trustees will not be held personally responsible.
 - 10.4. Members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005.
 - 10.4.1. 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.
- Clause 9.3 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.
- 10.5. 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.
 - 10.6. 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.



THE CONSTITUTION

11. Alterations to the Constitution

- 11.1. This constitution may be altered by resolution of the members passed at a members' meeting (see clause 6.7)
- 11.2. 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).

INTERPRETATION

12. Interpretation

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

- 12.1.1. Any statutory provision which adds to, modifies or replaces that Act.
- 12.1.2. Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 11.1.1 above.

- 12.2. In this constitution:

- 12.2.1. "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.
- 12.2.2. "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.

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

