

CONSTITUTION OF TOMINTOUL AND GLENLIVET YOUTH CLUB

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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 “Tomintoul and Glenlivet Youth Club (SCIO)”

Purposes

- 4 The organisation’s purposes are:
 - 4.1 To advance citizenship and community development through,
 - 4.1.1 establishing a Youth Club in Tomintoul and Glenlivet to offer a wide range of projects and physical activities primarily for the benefit of young people living within the Tomintoul and Glenlivet area;
 - 4.1.2 The promotion of a code of behaviour for all attendees of the Youth Club;
 - 4.1.3 Establishing a Youth Committee that makes strategic decisions regarding the vision and activities of Tomintoul and Glenlivet Youth Club;
 - 4.1.4 To provide all aspects of personal development for all young people who are members of Tomintoul and Glenlivet Youth Club; through one-on-one support with trained Youth Workers, and providing learning experiences through team-based activities, social enterprise, and volunteering for other local groups.
 - 4.2 To provide a safe and inclusive place where young people primarily living within Tomintoul and Glenlivet area can meet and socialise away from the pressures of drugs, alcohol, and gambling, and to provide personal and social development opportunities for all young people.
 - 4.3 To advance public participation in sport and physical activity through organised activities.
 - 4.4 Provide recreational facilities and the organisation of recreational activities outside of the Youth Club with the object of improving the conditions of life for the youth of Tomintoul and Glenlivet.

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Powers

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 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

- 7 The members of the organisation have no liability to pay any sums to meet the organisation's debts (or other liabilities) if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 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

- 9 The structure of the organisation consists of:-
 - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general 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;
 - 9.2 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.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

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MEMBERS

Qualifications for membership

- 11 The organisation shall have two classes of membership:
 - 11.1 Full member: Open to any person aged 16 or over who is interested in the furtherance of the purposes of Tomintoul and Glenlivet Youth Club.
 - 11.2 Junior Member: Open to any person under the age of 16 who is interested in the furtherance of the purposes of Tomintoul and Glenlivet Youth Club.
- 12 Either full or junior membership shall be open to any person, dependent on age, who is interested in the furtherance of the purpose of Tomintoul and Glenlivet Youth Club.
- 13 Employees of the organisation are not eligible for membership of either class.

Application for membership

- 14 Any person who 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.
- 15 Applications for Junior Membership must be countersigned by a parent or guardian, acknowledging the terms of membership.
- 16 The board may, at its discretion, refuse to admit any person to membership. Membership may not be restricted or withheld, and members may not be expelled on the basis of gender, age, ethnic background, disability, caring responsibilities, sexual orientation, religious belief, or marital status.
- 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.

Membership Subscription

- 18 No membership subscription will be payable.

Register of members and voting rights

- 19 The board shall keep a register of members setting out the full name and address of each member, their class of membership (Full or Junior), the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.
- 20 Only Full Members shall have the right to vote at members' meetings (as set out in Clause 47) or to sign written resolutions of the members (as set out in Clause 53).
- 21 The majority of the full members of the organisation must be resident in the defined geographic area.

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- 22 A representative of the youth membership (who may be a Junior or Full Member) will be invited to attend and speak at Trustee meetings, subject to appropriate safeguarding protocols and at the discretion of the board.

Withdrawal from membership

- 23 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

- 24 Membership of the organisation may not be transferred by a member.

Re-registration of members

- 25 The board may, at any time, issue notices to the 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.
- 26 If a 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 clause 25, the board may expel them from membership.
- 27 A notice under clause 25 will not be valid unless it refers specifically to the consequences (under clause 26) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 28 Any person 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:
- 28.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - 28.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination

- 29 Membership of the organisation will terminate on death.

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Members' meetings

- 30 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 31 The gap between one AGM and the next must not be longer than 15 months.
- 32 Notwithstanding clause 30, 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.
- 33 The business of each AGM must include:
 - 33.1 a report by the chair on the activities of the organisation;
 - 33.2 consideration of the annual accounts of the organisation;
 - 33.3 the election/re-election of charity trustees, as referred to in clauses 62 to 0.

Power to request the board to arrange a special members' meeting

- 34 The board may arrange an extraordinary general meeting at any time.
- 35 The board must arrange a special members' meeting 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 members) by members who amount to 10% or more of the total membership of the organisation at the time, providing:
 - 35.1 the notice states the purposes for which the meeting is to be held; and
 - 35.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 36 If the board receive a notice under clause 35, 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

- 37 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 38 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
 - 38.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 38.2 in the case of any other resolution falling within clause 0 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 39 The reference to "clear days" in clause 37 shall be taken to mean that, in calculating the period of notice,
 - 39.1 the day after the notices are posted (or sent by e-mail) and the day of the meeting should be excluded.

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- 40 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.
- 41 Any notice which requires to be given to a member under this constitution must be: -
- 41.1 sent by post to the member, at the address last notified by them to the organisation; or
 - 41.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

- 42 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 43 The quorum for a members' meeting is 5 members, present in person or via an online platform such as Teams or Zoom where meeting in person is not appropriate.
- 44 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. Fresh notices of the meeting will need to be sent out to deal with the business (or remaining business) which was intended to be conducted.
- 45 The chair of the organisation should act as chairperson of each members' meeting.
- 46 If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (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

- 47 Every Full member has one vote, which must be given personally. **Junior Members are not entitled to vote.**
- 48 All decisions at members' meetings will be made by majority vote with the exception of the types of resolution listed in clause 0.

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- 49 The following resolutions will be valid only if passed by more than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 53):
- 49.1 a resolution amending the constitution;
 - 49.2 a resolution expelling a person from membership under clause 0;
 - 49.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - 49.4 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);
 - 49.5 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);
 - 49.6 a resolution for the winding up or dissolution of the organisation.
- 50 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.
- 51 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.
- 52 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Written resolutions by members

- 53 A resolution agreed to in writing (or by e-mail) by all the **full** 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 full member agreed to it.
- 54 **For the avoidance of doubt, Junior Members are not required to, and are not entitled to, sign written resolutions of the members.**

Minutes

- 55 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 56 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. Where a meeting has been conducted via an online platform, this should be recorded and saved for future reference.
- 57 The board shall make available copies of the minutes referred to in clause 55 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 104.

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BOARD

Number of charity trustees

- 58 The maximum number of charity trustees is 10 and the minimum being 3. The majority of Trustees will be individuals who are members of the local community and who are elected by that community. A minority of the group may be nominated, appointed, or co-opted. No more than one third of the management group should be nominated or appointed by statutory agencies.

Eligibility

59 Only full members are eligible for election or appointment to the board.

- 60 A person will not be eligible for election or appointment to the board if they are:
- 60.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 60.2 an employee of the organisation.
 - 60.3 A regular check shall be carried out via OSCR 'Public Record of Removed Trustees' to ensure trustees and persons in senior managerial positions meet the eligibility criteria.

Initial charity trustees

- 61 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

- 62 At each AGM, the members may elect any member (unless they are debarred from membership under clause 59) to be a charity trustee.
- 63 The board may at any time appoint any member (unless they are debarred from membership under clause 59) to be a charity trustee.
- 64 At each AGM, all of the charity trustees elected/appointed under clauses 62 and 63 (and, in the case of the first AGM, those deemed to have been appointed under clause 61) shall retire from office – but shall then be eligible for re-election under clause 62.

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- 65 A charity trustee retiring at an AGM will be deemed to have been reelected unless: -
- 65.1 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
 - 65.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
 - 65.3 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

- 66 In addition to their powers under clause 63, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 57, and providing they are not debarred from membership under clause 59) 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.
- 67 At each AGM, all of the charity trustees appointed under clause 66 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

- 68 A charity trustee will automatically cease to hold office if: -
- 68.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 68.2 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;
 - 68.3 (in the case of a charity trustee elected/appointed under clauses 61 to 0) they cease to be a member of the organisation;
 - 68.4 they become an employee of the organisation;
 - 68.5 they give the organisation a notice of resignation, signed by them;
 - 68.6 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;
 - 68.7 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 clause 87);
 - 68.8 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 64(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

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- 68.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 69 A resolution under paragraph 68.7, 68.8 or 68.9 shall be valid only if: -
 - 69.1 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;
 - 69.2 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
 - 69.3 (in the case of a resolution under paragraph 68.7 or 68.8) 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

- 70 The board must keep a register of charity trustees, setting out
 - 70.1 for each current charity trustee:
 - 70.1.1 their full name and address;
 - 70.1.2 Email address
 - 70.1.3 Telephone Number
 - 70.1.4 Date of Birth
 - 70.1.5 the date on which they were appointed as a charity trustee; and
 - 70.1.6 any office held by them in the organisation;
 - 70.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - 70.2.1 the name of the charity trustee;
 - 70.2.2 any office held by them in the organisation; and
 - 70.2.3 the date on which they ceased to be a charity trustee.
- 71 The board must ensure that the register of charity trustees is updated within 28 days of any change:
 - 71.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 71.2 which is notified to the organisation.
- 72 The board must notify the Office of the Scottish Charity Regulator (OSCR) of any change to the details of the charity trustees (including appointments, retirements, and changes to personal details) as recorded in OSCR's register. This notification must be made within 28 days of the change occurring, in accordance with the requirements of the Charities (Regulation and Administration) (Scotland) Act 2023.

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- 73 The public register maintained by OSCR will only publish the trustees first and last names.
- 74 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

- 75 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 76 In addition to the office-bearers required under clause 75, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 77 All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under clause 75 or 76.
- 78 A person elected to any office will automatically cease to hold that office: -
- 78.1 if they cease to be a charity trustee; or
 - 78.2 if they give to the organisation a notice of resignation from that office, signed by them.

Powers of board

- 79 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.
- 80 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 81 The members may, by way of a resolution passed in compliance with clause 48 (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.

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Charity trustees – general duties

- 82 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:-
- 82.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 82.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 82.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 82.3.1 put the interests of the organisation before that of the other party;
 - 82.3.2 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;
 - 82.4 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.
- 83 In addition to the duties outlined in clause 82, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 83.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 83.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 84 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 clause 85 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.
- 85 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.
- 86 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

- 87 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.

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- 88 The code of conduct referred to in clause 87 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

- 89 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 90 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.

Procedure at board meetings

- 91 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 charity trustees, present in person or via an online platform such as Teams, Skype or Zoom where meeting in person is not appropriate.
- 92 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 91, 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.
- 93 The chair of the organisation should act as chairperson of each board meeting.
- 94 If the chair is not present within 15 minutes after the time at which the meeting was due to start (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.
- 95 Every charity trustee has one vote, which must be given personally.
- 96 All decisions at board meetings will be made by majority vote.
- 97 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.
- 98 The board may, at its discretion, allow any person to attend 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.
- 99 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.

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100 For the purposes of clause 99: -

- 100.1 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;
- 100.2 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.

Minutes

- 101 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 102 The minutes to be kept under clause 101 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting. Where a meeting has been conducted via an online platform, this should be recorded and saved for future reference.
- 103 The board shall (subject to clause 104) make available copies of the minutes referred to in clause 101 to any member of the public requesting them.
- 104 The board may exclude from any copy minutes made available to a member of the public under clause 103 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

Child Protection Policy

- 105 The Board shall adopt, implement, and regularly review a Child Protection Policy that complies with all relevant Scottish legislation and best practice.

Delegation to sub-committees

- 106 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.
- 107 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.
- 108 When delegating powers under clause 106 or 107, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

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109 Any delegation of powers under clause 106 or 107 may be revoked or altered by the board at any time.

110 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

111 Subject to clause 112, 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/or building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.

112 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 clause 111.

Accounting records and annual accounts

113 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

114 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.

Winding-up

115 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.

116 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.

Alterations to the constitution

117 This constitution may (subject to clause 118) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 48) or by way of a written resolution of the members.

118 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).

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Interpretation

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

119.1 any statutory provision which adds to, modifies or replaces that Act; and

119.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 119.1 above.

120 In this constitution: -

120.1 “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;

120.2 “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.

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TABLE OF ALTERATIONS

Clause	Details of Alteration	Updated by...	Date
General	References to clauses and paragraphs updated to use word cross-references.	S Hanmer	03/02/2026
72	Insert clause to specify that OSCR must be updated within 28 days when any changes to the register of trustees occurs.	S Hanmer	03/02/2026
11,13,15-19,22,47,53-54,59	Add new class of junior membership. Clarify voting rights	S Hanmer	03/02/2026
105	Add reference to child protection policy	S Hanmer	03/02/2026