



Tain & North Highland YMCA SCIO

Agreed by the Board on the 15th June 2021 and accepted by OSCR
on the 15th December 2021

CONSTITUTION

of

Tain & North Highland YMCA SCIO (the “Charity”)

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GENERAL

Type of organisation

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

Scottish principal office

2. The principal office of the Charity will be in Tain, Scotland (and must remain in Scotland).

Name

3. The name of the Charity is Tain & North Highland YMCA SCIO.

Basis and Purposes

4. The organisation has been formed to benefit the community of Tain and North Highland areas.

5. The organisation will operate as a local Association, separately constituted, but also as a member of the National and International YMCA, towards the achievement of local, national and World YMCA goals, meeting the conditions of Membership of YMCA Scotland as detailed in Appendix A.

6. The YMCA is a world-wide Christian, ecumenical, voluntary movement for women and men with special emphasis on the genuine involvement and personal development of young people, and seeks to share the Christian ideal of building a human community of justice with love, peace and reconciliation for the fulness of life for all creation.

7. The foundation of the organisation is based on the World YMCA Paris Basis, the Kampala Principles and Challenge 21 (Appendix B)

8. The Charitable purposes of the organisation are:

a. The advancement of the Christian faith and religious/racial harmony; reflecting the Christian ethos of the YMCA through programme and actions and promoting understanding of other faiths and religions.

b. To advance educational opportunities for the community, particularly children, young people and families, through a programme of activities and discussion, promoting the development of citizenship and health.

c. The advancement of citizenship or community development (including rural and urban regeneration): involving members in care and work of the organisation and community and to provide support and guidance to children, young people and families.

d. The provision of recreational facilities, and the organisation of recreational activities and sports with the object of improving the conditions of life for the person for whom the facilities or activities are primarily intended – helping them to reach their fullest potential in body, mind and spirit.

e. The relief of those in need by reason of age, ill health, disability, financial, hardship or other disadvantage including the provision of food and other basic needs that contribute to the prevention and relief of poverty.

9. In furtherance of the above charitable purposes the organisation will work in partnership with other YMCAs and agencies locally, nationally and internationally to develop opportunities for members and service users; and promote events by which the Associations aims & purposes may be furthered.

Powers

10. The Charity has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

11. No part of the income or property of the Charity may be paid or transferred (directly or indirectly) to the members - either in the course of the Charity's existence or on dissolution - except where this is done in direct furtherance of the Charity's charitable purposes.

Liability of members

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

13. The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and article 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.

General structure

14. The structure of the Charity consists of:-

a. 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;

b. the BOARD - who hold regular meetings, and generally control the activities of the Charity; for example, the board is responsible for monitoring and controlling the financial position of the Charity.

15. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

16. The organisation is composed of:

a. Full Members— Annual Membership Fee £5

Full membership of the YMCA is a fellowship of persons who are committed to the Christian way of life, and who seek to associate themselves with others in Christian service through the Association.

To the Full Members is entrusted the task of maintaining the Christian purpose of the Association, and of seeking to make the purpose effective. Theirs is the responsibility of undertaking the direction of the Association's policy and the control of its affairs; and from them its governing Committees are constituted.

Full Membership of the YMCA is the task force of the Association in the training of young people for Christian service. It is open to any person who is willing to take part in the Christian fellowship and service which the Association exists to promote.

An individual seeking Full Membership of the Young Men's Christian Association is asked to make this affirmation:-

"BELIEVING, ACCORDING TO THE HOLY SCRIPTURES, THAT IN JESUS CHRIST IS TO BE FOUND THE REVELATION OF WHAT GOD IS AND WHAT MAN THROUGH HIM AS LORD AND SAVIOUR MAY BECOME, I AFFIRM MY DESIRE AND DETERMINATION TO FOLLOW HIM. I WILL TRY BY HIS HELP TO BE LOYAL TO HIS EXAMPLE AND OBEDIENT TO HIS COMMANDS: TO EXPRESS HIS SPIRIT IN WORK AND RECREATION, AND IN EVERY RELATIONSHIP OF LIFE; AND THUS JOIN WITH FELLOW MEMBERS THROUGHOUT THE WORLD IN THE EXTENSION OF HIS KINGDOM."

b. Associate Members An Associate Member is one who, while not accepting the responsibility of Full Membership, may avail himself of the privileges which the Association offers, and at the same time link himself / herself in service with the Full Members of the Association.

In this way Associate Members may find in the various agencies of the Association spheres of service, whether in the clubs, societies and classes which constitute its main activities or in the wider field of the community. By this means Associate Members may be led to assume the obligations of Full Membership.

c. Junior Members ANNUAL MEMBERSHIP FEE – To be set by the new Board at their first meeting.

Many young people under 16 years of age are attracted to the Association through its activities and for these Junior Membership is available.

d. Honorary Members This will be at the discretion of the Board

Application for membership

17. Any person who wishes to become a member must sign a written application for membership, along with remittance to meet the annual membership subscription; the application will then be considered by the Board of Trustees at the next meeting of the Board of Trustees.

18. Applicants for all categories of membership shall be admitted by the Board of Trustees on being satisfied as to their suitability. The Board of Trustees may, at its discretion, refuse to admit any person to membership.

19. Employees of the Association are not eligible for membership.

20. 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. If the decision was to refuse admission, the board shall return to the applicant the remittance lodged by them under clause 13.

Membership subscription

21. Members shall require to pay annual subscription.
22. The annual membership subscriptions shall be payable on or before 31st October in each year.
23. Any member that has not paid their annual subscription as at the date of any meeting of the members including the AGM, shall not be entitled to vote at said meeting.

Register of members

24. The Board must keep a register of members, setting out for each current member:
 - a. Their full name;
 - b. e-mail address;
 - c. Their home address; and
 - d. The date on which they registered as a member of the organisation.

25. Where any member is not an individual, the register must also contain:

- a) Any other name by which the member is known;
- b) The principal contact for the member;
- c) Any number assigned to it in the Scottish Charity Register, if it is a charity;
- d) Any number with which it is registered as a company , if it is a company.

26. For each former member - for at least six years from the date on which they ceased to be a member: their name; and the date on which they ceased to be a member.

27. The board must ensure that the register of members is updated within 28 days of any change which arises from a resolution of the board or a resolution passed by the members of the Charity; or which is notified to the Charity.

28. If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable. If the request is made by a member (rather than a Charity Trustee), the Board may provide a copy which has the addresses blanked out.

Withdrawal from membership

29. Any member that wants to withdraw from membership must give a written notice of withdrawal to the Charity; they will cease to be a member as from the time when the notice is received by the Charity.

Transfer of membership

30. Membership of the Charity may not be transferred by a member.

Re-registration of members

31. The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Charity, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.

32. If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the Charity before the expiry of the 28-day period referred to in article 22, the board may expel them from membership.

33. A notice under article 22 will not be valid unless it refers specifically to the consequences (under article 23) of failing to provide confirmation within the 28-day period.

Expulsion from membership

34. Any member may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-

- a) 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;
- b) a representative of the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

35. The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

36. The gap between one AGM and the next must not be longer than 15 months.

37. Notwithstanding article 26, an AGM does not need to be held during the calendar year in which the Charity is formed; but the first AGM must still be held within 15 months of the date on which the Charity is formed.

38. The business of each AGM must include:-

- a) a report by the chair on the activities of the Charity;
- b) consideration of the annual accounts of the Charity;
- c) the election/re-election of charity trustees, as referred to in articles 65 to 67.

39. The board may arrange a special members' meeting at any time.

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

40. 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 20% or more of the total membership of the Charity at the time, providing:

- a) the notice states the purposes for which the meeting is to be held;
- b) those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

41. If the board receive a notice under article 31, 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

42. At least 14 clear days' notice must be given of any AGM or any special members' meeting.

43. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

- a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- b) in the case of any other resolution falling within article 52 (requirement for two-thirds majority) must set out the exact terms of the resolution.

44. The reference to "clear days" in article 33 shall be taken to mean that, in calculating the period of notice,

- a) the day after the notices are posted (or sent by e-mail) should be excluded;
- b) the day of the meeting itself should also be excluded.

45. Notice of every members' meeting must be given to all the members of the Charity, 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.

46. Any notice which requires to be given to a member under this constitution must be: -

- a) sent by post to the member, at the address last notified by them to the Charity; or
- b) sent by e-mail to the member, at the e-mail address last notified by them to the Charity.

Procedure at members' meetings

47. No valid decisions can be taken at any members' meeting unless a quorum is present.

48. The quorum for a members' meeting shall be eight persons entitled to vote, each being a representative of a member or a proxy on behalf of a member.

49. The board may make arrangements, in advance of any members' meeting, to allow members' representatives or proxies to participate in members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment –

so long as all those participating in the meeting can hear each other; a member participating in a members' meeting in this manner shall be deemed to be present in person at the meeting.

50. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.

51. The chair of the Charity should act as chairperson of each members' meeting.

52. If the chair of the Charity 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

53. Every member has one vote, which must be given by the nominated representative(s) of the member or by proxy. For the avoidance of doubt, a vote given by the nominated representative of the member or a proxy participating in the meeting through any of the methods referred to in article 48 will be taken to be given personally for the purposes of this article.

54. A member that wishes to appoint a proxy to vote on their behalf at any members' meeting:-

a. Must give to the Charity a proxy form (in such terms as the board requires), signed by them; or

b. Must send by electronic means to the Charity as notified to the members for that purpose, a proxy form (in such form as the board requires) providing (in either case) the proxy form is received by the Charity at the relevant address not less than 48 hours before the time for holding the members' meeting.

55. An instrument of proxy which does not comply with the provisions of article 44, or which is lodged or given in accordance with such provisions, shall be invalid.

56. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

57. Subject to article 56, in relation to each resolution proposed at a members' meeting, an individual shall not be entitled to cast more than one vote as proxy (in addition to any

vote to which they are entitled personally, if they are a representative of a member of the Charity.

58. Where members have appointed the chair of the members' meeting to vote as their proxy – and have directed the chair (through wording in the proxy form) on whether they should vote on their behalf in favour of, or against, each resolution – the provisions of article 48 shall not apply in relation to the chair, in acting as proxy for those members.

59. A proxy appointed to attend and vote at any members' meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting.

60. All decisions at members' meetings will be made by majority vote.

61. The following resolutions will be valid only if passed by the majority of those voting at the meeting.

- a) a resolution amending the constitution;
- b) a resolution expelling an individual from membership under article 25;
- c) a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- d) a resolution approving the amalgamation of the Charity with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- e) a resolution to the effect that all of the Charity's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
- f) a resolution for the winding up or dissolution of the Charity.

62. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

63. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two persons present at the meeting and entitled to vote, whether as the nominated representative of a member or as proxies for the member) ask for a secret ballot.

64. 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

65. A resolution agreed to in writing (or by electronic means) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

66. The board must ensure that proper minutes are kept in relation to all members' meetings.

67. 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.

68. The board shall make available copies of the minutes referred to in article 65 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under article 111.

BOARD

Number of charity trustees

69. The maximum number of charity trustees is 12.

70. The minimum number of charity trustees is 3.

Eligibility

71. The board shall be composed of the following:-

a) Up to 8 individual persons elected as Charity Trustees by the Members in accordance with clause 68 ("the Elected Charity Trustees"), who must themselves be Full Members and have signed the Full Members Declaration statement accepting the Christian Basis of the YMCA and being committed the YMCA ethos and purposes (Appendix C);

b) Up to 2 young people (aged between 16-25 years) who are involved in the YMCA programme.

c) Up to 2 individual persons co-opted in accordance with clause 72 ("the Co-opted Charity Trustees"), so as to ensure a spread of skills and experience within the Board.

d) Up to one representative of YMCA Scotland, appointed by YMCA Scotland, not having a vote.

72. A person will not be eligible for election or appointment to the board if they are:

- a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- b) an employee of the Charity

Initial charity trustees

73. The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Charity shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the Charity.

Election, retiral, re-election

74. At the first AGM of the Organisation, the Members shall elect up to 8 individual Senior Members as Elected Charity Trustees.

75. Elected Charity Trustees must be nominated in writing by at least two Members. Such nominations must contain confirmation from the nominee that they are willing to act as an Elected Charity Trustee and must be delivered to the registered office or email of the Organisation at least seven days before the GM

76. Each Member has one vote for each vacancy in the Elected Charity Trustees on the Board.

77. Provided the first GM is not also the first AGM, there shall be no changes in the Charity Trustees at the first AGM (except to fill any vacancies left following the first GM or caused by retirements since the first GM).

78. At the second and subsequent AGMs, one-third of the Elected Charity Trustees (rounding upwards if this is not a whole number) shall retire from office at the close or adjournment of that meeting.

79. A retiring Charity Trustee shall be eligible for re-election after one term of office. A retiring Charity Trustee shall not be eligible for re-election after two consecutive terms of office until a period of one year in which they have not been a Charity Trustee has passed. Unless otherwise agreed by the Board of Management.

80. The Elected Charity Trustee(s) to retire at an AGM shall be those who have been longest in office since their election/re-election (unless other Elected Charity Trustee(s) have

agreed to retire at that AGM). As between Individuals who were appointed as Elected Charity Trustees on the same date, the Elected Charity Trustee(s) to retire shall be agreed between the Individuals appointed on the same date or determined by lot.

Appointment/re-appointment of co-opted charity trustees

81. Subject to clause 60, the Charity Trustees may appoint Individuals as Charity Trustees to ensure a spread of skills and experience within the Board ("Co-opted Charity Trustees") and may remove a Co-opted Charity Trustee at any time.

82. At the next AGM following appointment under article 72, the said charity trustees shall retire from office – but shall then be eligible for re-appointment under that article.

Vacancies

83. The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Charity Trustee from or after the date of such retiral or deemed retiral until the next AGM.

Termination of office

84. A charity trustee will automatically cease to hold office if: -

- a) they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- b) they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
- c) (in the case of a charity trustee elected/appointed under article 71 they cease to be a member of the Charity;
- d) they become an employee of the Charity;
- e) they give the Charity a notice of resignation, signed by them;
- f) they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
- g) they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in Clause 93);
- h) they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- i) they are removed from office by a resolution of the members passed at a members' meeting.

85. A resolution under article 75.7, 75.8 or 75.9 shall be valid only if: -

- a) the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
- b) the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- c) (in the case of a resolution under article 75.7 or 75.8) 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

86. The board must keep a register of charity trustees, setting out

- a) for each current charity trustee:
- b) their full name and address;
- c) the date on which they were appointed as a charity trustee; and
- d) any office held by them in the Charity;
- e) for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
- f) the name of the charity trustee;
- g) any office held by them in the Charity; and
- h) the date on which they ceased to be a charity trustee.

87. The board must ensure that the register of charity trustees is updated within 28 days of any change:

- a) which arises from a resolution of the board or a resolution passed by the members of the Charity; or
- b) which is notified to the Charity.

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

Office-bearers

89. The charity trustees must elect a chair, vice chair, a treasurer and a secretary.
90. The chair, vice chair, treasurer and secretary of which a minimum of 3 out of 4 must be Full members of the Charity.
91. In addition to the office-bearers required under article 80, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
92. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under article 80 or 82.
93. A person elected to any office will automatically cease to hold that office: -
- a) if they cease to be a charity trustee; or
 - b) if they give to the Charity a notice of resignation from that office, signed by them.

Powers of board

94. Except where this constitution states otherwise, the Charity (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the Charity.
95. A meeting of the board at which a quorum of three Full members is present may exercise all powers exercisable by the board.
96. The members may, by way of a resolution passed in compliance with article 52 (requirement of a majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

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

- e) where any other duty prevents them from doing so, disclose the conflicting interest to the Charity and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
- f) ensure that the Charity complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

98. In addition to the duties outlined in article 88, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

- a) that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- b) that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

99. Provided they have declared their interest - and have not voted on the question of whether or not the Charity should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the Charity in which they have a personal interest; and (subject to article 88 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.

100. No charity trustee may serve as an employee (full time or part time) of the Charity; and no charity trustee may be given any remuneration by the Charity for carrying out their duties as a charity trustee.

101. 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

102. 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.

103. The code of conduct referred to in article 93 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

104. Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.

105. 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

106. 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, 1 of which must be an office bearer.

107. A charity trustee may participate in a meeting of the board by means of a conference call, video conferencing facility or similar communications equipment – so long as all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.

108. If at any time the number of charity trustees in office falls below the number stated as the quorum in article 97, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.

109. The chair of the Charity should act as chairperson of each board meeting.

110. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

111. Every charity trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee participating in the meeting through any of the methods referred to in article 98 will be taken to be given personally for the purposes of this article.

112. All decisions at board meetings will be made by majority vote.

113. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

114. The board may, 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.

115. 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 Charity; they must withdraw from the meeting while an item of that nature is being dealt with.

116. For the purposes of article 106: -

a) an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;

b) a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

117. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

118. The minutes to be kept under article 108 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

119. The board shall (subject to article 111) make available copies of the minutes referred to in article 107 to any member of the public requesting them.

120. The board may exclude from any copy minutes made available to a member of the public under article 110 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 Charity or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

121. 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.

122. The board may also delegate to the chair of the Charity (or the holder of any other post) such of their powers as they may consider appropriate.

123. When delegating powers under article 112 or 113, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

124. Any delegation of powers under article 112 or 113 may be revoked or altered by the board at any time.

125. 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

126. Subject to article 118, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Charity; at least one out of the two signatures must be the signature of a charity trustee.

127. Where the Charity 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 article 117.

Accounting records and annual accounts

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

129. 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.

MISCELLANEOUS

Winding-up

130. If the Charity 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.

131. Any surplus assets available to the Charity immediately preceding its winding up or dissolution must, with the consent of the Office of the Scottish Charity Regulator be passed to the Scottish National Council of YMCAs and used for purposes which are the same as - or which closely resemble - the purposes of the Charity as set out in this constitution.

Alterations to the constitution

132. This constitution may (subject to article 124) be altered by resolution of the members passed at a members' meeting (subject to achieving a majority referred to in article 53) or by way of a written resolution of the members.

133. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

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

- a) any statutory provision which adds to, modifies or replaces that Act; and
- b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under article 125.1 above.

135. In this constitution: -

- a) "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;
- b) "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.

Appendix A

CONDITIONS OF MEMBERSHIP OF THE SCOTTISH NATIONAL COUNCIL

An Association in membership of The Scottish National Council must also accept these conditions of membership :-

- (1) To use the name "Young Men's Christian Association"

Note :- Permission may be given by The National Council for the use of the name in conjunction with other names

- (2) To submit its Constitution for approval on application for admission, and not to change any items of this document affecting the objects of that Association, the conditions of membership, the representative nature of its controlling body, or provisions for the management or disposal of the assets of that Association, without the prior permission of The National Council

- (3) To reserve all controlling powers to the Full Members of that Association, except that:- An Association which operates a single category of membership shall either :-

- (a) consist of Full Members or
- (b) ensure that its Constitution conforms to that of The National Council, especially of this Appendix, and also have approved by The National Council its statement on conditions of membership accepted personally by those joining that Association

- (4) To conduct a programme which has as its basis the extension of Christ's Kingdom, recognising that Christian discipleship and service involve the development of the whole being - body, mind and spirit - and that religious, social, educational and physical activities should be sponsored

- (5) To provide The National Council with a copy of the Annual Report on activities and Financial Statement

- (6) To contribute, on an agreed basis, to the funds of The National Council for the support of the national and international work of The National Council

- (7) Not to suspend or discontinue the work of the Association, or withdraw from The National Council, without giving prior intimation of such intentions to a meeting

of The National Council

(8) To place the assets of the Association in the hands of the Trustees for the purposes of that Association. The National Council shall have the right to appoint two of the Trustees for this purpose

(9) An Association's membership of The National Council may be terminated on a resolution of The National Council should that Association's activities be inconsistent with this Constitution. Such a resolution must have the approval of three fourths of those entitled to vote and voting

(10) If an Association ceases to be a member of The National Council and ceases in the view of The National Council to abide by YMCA principles and objectives in terms of a Constitution approved by The National Council, the assets, funds and records of that Association shall be handed over to The National Council.

It shall be competent to grant a temporary membership of The National Council for a period of one year to a society which cannot immediately fulfil all the conditions of membership

Appendix B: Paris Basis

THE YOUNG MEN'S CHRISTIAN ASSOCIATIONS SEEK TO UNITE THOSE YOUNG MEN WHO, REGARDING JESUS CHRIST AS THEIR GOD AND SAVIOUR, ACCORDING TO THE HOLY SCRIPTURES, DESIRE TO BE HIS DISCIPLES IN THEIR FAITH AND IN THEIR LIFE, AND TO ASSOCIATE THEIR EFFORTS FOR THE EXTENSION OF HIS KINGDOM AMONGST YOUNG MEN'.

'ANY DIFFERENCES OF OPINION ON OTHER SUBJECTS, HOWEVER IMPORTANT IN THEMSELVES, SHALL NOT INTERFERE WITH THE HARMONIOUS RELATIONS OF THE CONSTITUENT MEMBERS AND ASSOCIATES OF THE WORLD ALLIANCE'.

Kampala Principles

The 6th World Council meeting in Kampala, Uganda, in July 1973, adopted at the same time the following declaration of principles:

The Paris Basis expresses that Christ is the centre of the Movement, which is conceived as a world-wide fellowship uniting Christians of all confessions. It is consistent with an open membership policy, involving people irrespective of faith as well as age, sex, race and social condition. The Basis is not designed to serve as a condition of individual YMCA membership, which is deliberately left to the discretion of constituent movements of the World Alliance. The Basis makes clear that the constituent movements of the Alliance have full freedom to express their purpose in other terms designed to correspond more directly to the needs and aspirations of those whom they are seeking to serve, provided these are regarded by the World Alliance as being consistent with the Paris Basis. Recognising the character of the YMCAs in the world today, this act of acknowledging the Paris Basis places upon the various associations and their members as fellow workers with God such imperatives as:

1. To work for equal opportunity and justice for all.
2. To work for and maintain an environment in which relationships among people are characterised by love and understanding.
3. To work for and maintain conditions, within the YMCA and in society, its organisations and institutions, which allow for honesty, depth and creativity.
4. To develop and maintain leadership and programme patterns which exemplify the varieties and depth of Christian experience.

5. To work for the development of the whole person.

Challenge 21

Affirming the Paris Basis adopted in 1855, as the ongoing foundation statement of the mission of the YMCA, at the threshold of the third millennium, we declare that the YMCA is a worldwide Christian, ecumenical, voluntary movement for women and men with special emphasis on and the genuine involvement of young people, and that it seeks to share the Christian ideal of building a human community of justice with love, peace and reconciliation for the fullness of life for all creation.

Each member YMCA is therefore called to focus on certain challenges which will be prioritized according to its own context. These challenges which are an evolution of the Kampala Principles adopted in 1973, include:

- Sharing the good news of Jesus Christ and striving for spiritual, intellectual and physical well-being of individuals and wholeness of communities.
- Empowering all, especially young people and women to take increased responsibilities and assume leadership at all levels and working towards an equitable society.
- Advocating for and promoting the rights of women and upholding the rights of children.
- Fostering dialogue and partnership between people of different faiths and ideologies and recognizing the cultural identities of people and promoting cultural renewal.
- Committing to work in solidarity with the poor, dispossessed, uprooted people and oppressed racial, religious and ethnic minorities.
- Seeking to be mediators and reconcilers in situations of conflict and working for meaningful participation and advancement of people for their own self-determination.
- Defending God's creation against all that would destroy it and preserving and protecting the earth's resources for coming generations.

To face these challenges, the YMCA will develop patterns of co-operation at all levels that enable self-sustenance and self-determination.