



SCOTTISH CHARITY NO. 013502

CONSTITUTION of LINLITHGOW LINK VOLUNTARY GROUP

revised August 2026

Name

1. The name of the Association is Linlithgow Link Voluntary Group (hereafter referred to as 'Linlithgow Link').

Purpose

2. The Association's purposes are:

(a) The primary aim and purpose of Linlithgow Link, with the assistance of volunteers will be to work with the community and where necessary the voluntary and statutory caring bodies in West Lothian, and in particular within Linlithgow, to provide a voluntary caring service in whatever manner it may be deemed possible; examples of the services provided but not limited to might include a befriending service, providing transport to and from hospital and general appointments, a regular meeting space for those with dementia and their carers and a regular meeting space for the elderly or infirm to come together for a chat and a cup of tea and occasional activities.

Powers

3. In order to achieve or fulfil the purposes, examples of which are highlighted in clause 2, the Trustees of the Association shall have the following powers:-

- (a) To carry out any other activities which further enhance the above purposes;
- (b) To purchase, to lease, hire, or otherwise acquire, any property or rights which are suitable for the Association's activities;
- (c) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Association;
- (d) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association;

- (e) To employ such staff as are considered appropriate for the conduct of the Association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff;
- (f) To engage such consultants and advisers as are considered appropriate from time to time;
- (g) To effect insurance of all kinds (which may include officers' liability insurance);
- (h) To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- (i) To liaise with other voluntary sector bodies, local authorities, UK or Scottish Government departments and agencies, and other bodies, all with a view to furthering the Association's purposes;
- (j) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Association's purposes;
- (k) To form any company which is a charity with similar purposes to those of the Association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Association's assets and undertaking;
- (l) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities;
- (m) To accept grants, donations, and legacies of all kinds (and to accept any reasonable conditions if appropriate that may be attached to them);
- (n) To do anything which may be incidental or conducive to the furtherance of any of the Association's purposes.

General structure

4. The structure of the Association shall consist of:-

- (a) the MEMBERS (which include the volunteers and the service users) - have the right to attend the Annual General Meeting (and any special general meeting) and have important powers under the constitution; for example, the Members may elect other members to serve on the Management Committee (subject to clause 25 & 27) to take decisions in relation to changes to the constitution itself.
- (b) the MANAGEMENT COMMITTEE - (which consists of the Trustees of the Association) hold regular meetings during the period between Annual General Meetings (AGMs), and agree and supervise all the activities of the Association; in particular, the Management Committee is responsible for agreeing and planning any outings and activities

associated with the services provided and monitoring the financial position of the Association.

Qualifications for membership

5. Membership of Linlithgow Link will be open to any individual who is interested in promoting and supporting the objectives of Linlithgow Link and making use of the Association's services

6. Employees of the Association are not eligible for membership; a person who becomes an employee of the Association after admission to membership shall automatically cease to be a member and subject to clause 21 will cease to have any voting right.

Application for membership

7. Any person who wishes to become a member, whether that be a volunteer or a services user, must apply for membership (in writing or by email); the application will then be considered by the Management Committee at its next Management Committee meeting.

8. The Management Committee may, at its discretion, refuse to admit any person to the membership.

9. The Management Committee shall, within a reasonable time after the next committee meeting, notify the applicant of its decision on the application.

Membership subscription

10. No membership subscription shall be payable.

Register of members

11. The Management Committee shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

12. Any person who wishes to withdraw from membership shall sign, and lodge with the Association, a notice of withdrawal (either in writing or by email); on receipt of the notice by the Association, they shall cease to be a member.

Expulsion from membership

13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), 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) the member concerned shall be entitled to speak to the resolution at the general meeting at which the resolution is proposed.

DECISION MAKING BY THE MEMBERS

Annual General Meetings and general meetings (meetings of members)

- 14. The Management Committee must arrange a meeting of members, an AGM, in each year. The gap between one AGM and the next must not be longer than 15 months.
- 15. The business of each AGM shall include:-
 - (a) a report by the Chair on the activity of the Association;
 - (b) consideration of the annual accounts of the Association;
 - (c) the election/re-election of members of the Management Committee, whose 3-year office has expired or who has retired as a member as referred to in clause 27;
- 16. The Management Committee may arrange a special general meeting at any time.

Notice of AGM or general meetings

- 17. At least 21 days' notice must be given (in accordance with clauses 57 & 58) of any AGM or special general meeting; the notice must specify in general terms what business is to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration(s).

Procedure at AGM or general meetings

- 18. No business shall be dealt with at any AGM or general meeting and the meeting adjourned unless a quorum is present within fifteen minutes of the notified start time. The quorum for an AGM or general meeting shall be four members, present in person, two of which should be members of the Management Committee.
- 19. The Chair of the Association should act as chairperson for each AGM or general meeting but if not present within 15 minutes of the start of the meeting, members of the Management Committee who are present can elect the person who will act as chairperson for that meeting.
- 20. The Chairperson of an AGM or general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may determine.

Voting at AGM or general meetings

21. Every member shall have one vote, which must be given personally (whether on a show of hands or on a secret ballot), except for employees as referred to in clause 6 who are not eligible to vote.

22. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

23. A resolution put to the vote at an AGM or general meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chairperson (or by at least two members present in person at the meeting). A secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

24. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of Management Committee members

25. The maximum number of members of the Management Committee shall be 10.

Eligibility

26. A person shall not be eligible for election/appointment to the Management Committee:-

(a) unless they are a member of the Association;

(b) if they are disqualified from being a charity trustee under the Scottish Charities Act (even if the Association is not a charity at the time); or

(c) they are an employee of the Association.

Election, retiral, re-election

27. At each AGM, the members may (subject to clause 26) elect any member to be a member of the Management Committee. The structure of the Management Committee will be:

Chair

Vice Chair

Secretary

Treasurer

And up to 6 ordinary members

28. The Management Committee may at any time appoint any member to be a member of the Management Committee (subject to clause 26). The Management Committee can fill any casual vacancy on the Management Committee, but the member so appointed shall retire at the next AGM but shall be eligible for re-election.

29. Members of the Management Committee shall hold office for three years - but shall then be eligible for re-election. These members can also be appointed to represent the statutory services.

Termination of office

30. A member of the Management Committee shall automatically vacate office if:-

- (a) they become debarred under any statutory provision from being a charity trustee;
- (b) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
- (c) they cease to be a member of the Association;
- (d) they become an employee of the Association;
- (e) they resign office by notice to the Association (either in writing or by email);
- (f) they are absent (without permission of the Management Committee) from more than three consecutive meetings of the Management Committee, and the Management Committee resolve to remove them from office.

Register of Management Committee members

31. The Management Committee shall maintain a register of Management Committee members, setting out the full name and address of each member of the Management Committee, the date on which each such person became a Management Committee member, and the date on which any person ceased to hold office as a Management Committee member.

Office-bearers

32. All the office bearers shall cease to hold office at the conclusion of each AGM but shall automatically be re-elected if during their 3-year term.

33. A person elected to any office shall cease to hold that office if they cease to be a member of the Management Committee or if they resign from that office (either in writing or by email).

Powers of the Management Committee

34. Except as otherwise provided in this Constitution, the Association and its assets and undertaking shall be managed by the Management Committee, who may exercise all the powers of the Association.

35. A meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the Management Committee.

Personal interests

36. A member of the Management Committee who has a personal interest in any transaction or other arrangement which the Association is proposing to enter into, must declare that interest at a meeting of the Management Committee. They will be debarred (in terms of clause 47) from voting on the question of whether or not the Association should enter into that arrangement.

37. For the purposes of clause 36, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director, has a personal interest in that arrangement.

38. Provided that:

(a) they have declared their interest;

(b) they have not voted on the question of whether or not the Association should enter into the relevant arrangement and;

(c) the requirements of clause 40 are complied with, a member of the Management Committee will not be debarred from entering into an arrangement with the Association in which they have a personal interest (or is deemed to have a personal interest under clause 37) and may retain any personal benefit which they gain from their participation in that arrangement.

39. No member of the Management Committee may serve as an employee (full time or part time) of the Association, and no member of the Management Committee may be given any remuneration by the Association for carrying out their duties as a member of the Management Committee.

40. Where a Management Committee member provides services to the Association or might benefit from any remuneration paid to a connected party for such services, then:

(a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

(b) the Management Committee members must be satisfied that it would be in the interests of the Association to enter into the arrangement (taking account of that maximum amount);

(c) less than half of the Management Committee members must be receiving remuneration from the Association (or benefit from remuneration of that nature);

41. The members of the Management Committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Management Committee, AGMs, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties.

Procedure at Management Committee meetings

42. Any member of the Management Committee may call a meeting of the Management Committee or request the Secretary to call a meeting of the Management Committee.

43. Questions arising at a meeting of the Management Committee shall be decided by a majority of votes. If an equality of votes arises, the Chairperson of the meeting shall have a casting vote.

44. No business shall be dealt with at a meeting of the Management Committee unless a quorum is present; the quorum for meetings of the Management Committee shall be 4.

45. If at any time the number of Management Committee members in office falls below the number fixed as the quorum, the remaining Management Committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

46. The Management Committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Management Committee; for the avoidance of doubt, any such person who is invited to attend a Management Committee meeting shall not be entitled to vote.

47. A Management Committee member shall not vote at a Management Committee meeting on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Association. They must withdraw from the meeting while an item of that nature is being dealt with.

48. For the purposes of clause 47, an interest held by an individual who is “connected” with the Management Committee member under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister) shall be deemed to be held by that Management Committee member (even if the association is not a charity at the time).

Conduct of members of the Management Committee

49. Each of the members of the Management Committee shall, in exercising their functions as a member of the Management Committee of the Association, act in the interests of the Association; and in particular, must:-

- (a) seek, in good faith, to ensure that the Association acts in a manner which is in accordance with its purposes (as set out in this Constitution);
- (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) advise of any circumstances giving rise to the possibility of a conflict of interest of interest between the Association and any other party;
- (d) put the interests of the Association before that of the other party, in taking decisions as a member of the Management Committee;
- (e) where any other duty prevents them from doing so, disclose the conflicting interest to the Association and refrain from participating in any discussions or decisions involving the other members of the Management Committee with regard to the matter in question;
- (f) ensure that the Association complies with any direction, requirement, notice, or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

50. The Management Committee may delegate any of their powers to any sub-committee consisting of one or more Management Committee members and such other persons (if any) as the Management Committee may determine.

51. Any delegation of powers under clause 50 may be made subject to such conditions as the Management Committee may impose and may be revoked or altered at any time.

52. The rules of procedure for any sub-committee shall be as prescribed by the Management Committee.

Operation of accounts and holding of property

53. The signatures of two out of three signatories appointed by the Management Committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Association. At least one out of the two signatures must be the signature of a member of the Management Committee.

Minutes

54. The Management Committee shall ensure that minutes are made of all proceedings at AGMs, general meetings, Management Committee meetings and meetings of committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the Chairperson of the meeting.

Accounting records and annual accounts

55. The Management Committee shall ensure that proper accounting records are maintained and prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

56. Annual accounts will be prepared using Receipts and Payments format that summarises all monies received and paid via the bank and in cash by Linlithgow Link during its financial year along with Statement of balances.

Notices

57. Any notice which requires to be given to a member under this Constitution shall be in writing or email. Such a notice may either be given personally to the member, emailed or sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the Association.

Dissolution

58. If the Management Committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members giving not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

59. If a proposal by the Management Committee to dissolve the Association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 58, the Management Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after satisfaction of the debts and liabilities of the Association shall be transferred to another charity or charities having purposes similar to those of the Association. The identity of the body or bodies to which such assets are transferred shall be determined by the members of the Association at, or prior to, the time of dissolution.

60. For the avoidance of doubt, no part of the income or property of the Association shall (otherwise than in pursuance of the Association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the Association's existence or on dissolution.

Alterations to the Constitution

61. Subject to clause 62, the Constitution may be altered by a resolution passed by not less than two thirds of those present and voting at an AGM or general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clause 17.

62. No amendment to clauses 3, 39, 59 or 60 of the Constitution may be made if the effect would be that the Association would cease to be a charity.

Interpretation

63. For the purposes of this Constitution:

(a) the expression “charity” shall mean 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 96 of the Charities Act 1993;

(b) the expression “charitable purpose” shall mean 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.

64. Any reference in this Constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

End of Document

Office Bearers at time of adoption:

Position	Name	Signature
Chair	Alison Bell	
Secretary	Fiona McClay	
Treasurer	Ian McDowell	