

1. Name and Status

- 1.1** The name of the organisation shall be the North East of Scotland Touch Association.
- 1.2** For ease of reference and communication, the Association may also be referred to as "NESTA" or "North East Touch". These are abbreviated or informal references to the same organisation and do not replace its formal name.
- 1.3** The Association shall exist as a members' association.
- 1.4** The Association shall be affiliated to the Scottish Touch Association (STA) and shall comply with the requirements of that affiliation.

2. Objectives

- 2.1** NESTA shall be the regional association for Touch in the North East of Scotland, representing and supporting its members while promoting and developing the sport throughout the region.
- 2.2** The objectives of NESTA shall be to:
- provide a structure and framework for the running, development and promotion of Touch in the North East of Scotland;
 - represent and support constituted clubs, non-constituted teams, players and other members and participants;
 - promote, develop and, where appropriate, deliver opportunities for participation in Touch;
 - increase and widen participation, including appropriate opportunities for children and young people to begin, develop and continue in Touch, alongside adult participation; support appropriate player, coach, referee and volunteer development and participation pathways;
 - encourage safe, inclusive, accessible, respectful and enjoyable participation;
 - raise, secure and apply funds and resources in furtherance of these objectives; and
 - work with the Scottish Touch Association and appropriate partner organisations to support the development and growth of Touch.
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3. Affiliation, Policies and Governance Framework

- 3.1** NESTA shall operate in accordance with applicable law, the requirements of its affiliation to the Scottish Touch Association (STA), and the current applicable STA policies, procedures, codes and frameworks. The relationship between NESTA-owned documents and STA requirements shall be set out in the NESTA Governance & Policy Framework.
- 3.2** NESTA may adopt its own policies, procedures and operating arrangements where required for regional activity, provided they are consistent with this Constitution, applicable law and binding STA requirements.
- 3.3** Where an STA disciplinary, safeguarding or other formal process has precedence or jurisdiction, NESTA shall follow or refer the matter through that process as appropriate.
- 3.4** NESTA may adopt regional youth operating arrangements to support the safe and effective delivery of youth activity, provided that those arrangements remain consistent with applicable law and current STA safeguarding, safer-recruitment, PVG, welfare and participation requirements.

4. Membership

- 4.1** Membership of NESTA may be granted to any eligible organisation or individual within, connected with or supporting Touch in the North East of Scotland, subject to this Constitution and any applicable membership procedure.
- 4.2** The categories of membership and participation shall be:
- Constituted Clubs - established clubs with their own recognised governance arrangements;
 - Non-Constituted Teams - teams participating within the region which do not meet the definition of a Constituted Club;
 - Individual Players;
 - Individual Members - including, for example, referees, coaches, parents, volunteers and supporters; and
 - Youth Participants - persons under 18 participating in NESTA activities.
- 4.3** Youth Participants do not acquire a General Meeting vote solely by virtue of that status, but NESTA shall provide appropriate opportunities for them to express views and contribute to regional activity.
- 4.4** Applications for membership may be accompanied, where appropriate, by an annual membership or affiliation fee determined by the Management Committee and payable on the date specified.

5. Membership Register

- 5.1 The Secretary shall be responsible for maintaining the official membership and voting register of NESTA.
- 5.2 The register may be maintained using an approved electronic membership or administration system.
- 5.3 The Secretary shall remain responsible for confirming the register used for constitutional purposes, including eligibility to vote and calculation of quorum.

6. Membership Conduct, Suspension and Termination

- 6.1 Membership may be refused, suspended, not renewed or terminated for good and sufficient reason. Any such action shall be fair, proportionate and consistent with applicable STA policies and procedures.
- 6.2 A person or organisation affected shall normally be informed of the concern, given a reasonable opportunity to respond, and notified of the decision and any applicable review or appeal route. NESTA may take proportionate interim action where reasonably necessary for safeguarding or the safe operation of an activity
- 6.3 Safeguarding and disciplinary matters shall be handled under the applicable STA framework and the NESTA Governance & Policy Framework, including referral where required.
- 6.5 Where membership is terminated, the individual or organisation may apply for reinstatement at a subsequent Annual General Meeting unless an applicable STA decision, legal restriction or safeguarding requirement prevents this.

7. General Meetings

- 7.1 NESTA shall hold an Annual General Meeting (AGM) each year at a time and place, or by electronic or hybrid means, determined by the Management Committee, normally at approximately twelve-month intervals.
- 7.2 A minimum of 21 days' notice of an AGM shall be given to members.
- 7.3 The business of the AGM shall include:
- receiving and confirming the minutes of the previous AGM;
 - receiving the President's report;
 - receiving the annual financial accounts or statement and a report on the Association's financial position;
 - electing the officers and other elected members of the Management Committee;
 - considering properly submitted constitutional amendments, motions and other business; and
 - considering any other business deemed relevant by the person chairing the meeting, where doing so is consistent with this Constitution.
- 7.4 An Extraordinary General Meeting (EGM) may be called following a written request from any of the following:
- 33% of the membership entitled to vote;
 - the President; or
 - a two-thirds majority of the Management Committee.
- 7.5 A minimum of 14 days' notice of an EGM shall be given, together with the business to be discussed. An EGM shall consider only the business for which it was called, except for procedural matters necessary to conduct the meeting.
- 7.6 General Meetings may be held in person, electronically or in hybrid form, provided that eligible participants have a reasonable means of taking part.

8. Voting and Quorum at General Meetings

- 8.1** Constituted Clubs shall be entitled to two votes at General Meetings, exercised through their appointed Club Representative or another duly authorised representative. These are the same two votes attached to the Club Representative position and are not additional votes.
- 8.2** Non-Constituted Teams shall be entitled to one vote each at General Meetings.
- 8.3** Each person who is a voting member of the Management Committee immediately before the commencement of a General Meeting shall be entitled to exercise the vote attached to that committee position for the duration of that meeting. A person elected or appointed to the Management Committee during an AGM shall not acquire the vote attached to that position until the conclusion of that AGM.
- 8.4** Individual Players, Individual Members and Youth Participants shall have a voice within NESTA but shall not acquire a General Meeting vote solely by virtue of those membership categories unless a separate voting entitlement is expressly provided by this Constitution.
- 8.5** All votes shall be determined by a simple majority unless this Constitution expressly requires a different threshold. The Chair may cast their ordinary vote where entitled to do so. In the event of an equality of votes, the Chair shall additionally have a casting vote.
- 8.6** Proxy voting on published business is permitted where the person or organisation entitled to vote notifies the Secretary of its proxy not less than 48 hours before the advertised start time of the General Meeting. A valid proxy may exercise the relevant vote or votes at their own discretion.
- For example, where a General Meeting is scheduled to commence at 8.00 pm on 31 August, the proxy nomination must be received no later than 8.00 pm on 29 August. A nomination received after that deadline shall not be valid for that meeting
- 8.7** The quorum for a General Meeting shall be 25% of those entitled to vote, calculated from the official voting register confirmed by the Secretary. A member, club or team represented by a validly appointed proxy shall count as present for the purpose of establishing quorum.
- 8.8** The Secretary shall keep minutes of General Meetings and record decisions and resolutions.

9. Election of the Management Committee

- 9.1** Candidates for elected positions shall be elected at the AGM and shall hold office from the conclusion of that AGM until the conclusion of the following AGM, unless they resign, are removed or otherwise cease to hold office.
- 9.2** A nomination shall:
- have the consent of the nominee, or made by the nominee if self-nominating;
 - be made in writing, including electronically;
 - be seconded by another eligible member; and
 - be received by the Secretary not less than 72 hours before the advertised start time of the AGM.
 - For example, where the AGM is scheduled to commence at 8.00pm on 31 August, the nomination must be received no later than 8.00pm on 28 August.
- 9.3** The Secretary shall make the list of valid nominations available to members not less than 48 hours before the advertised start time of the AGM.
- For example, where the AGM is scheduled to commence at 8.00pm on 31 August, the list must be made available no later than 8.00pm on 29 August.
- 9.4** Where only one valid nomination has been received for a position by the nomination deadline, the position shall be deemed uncontested. The nominee shall be declared elected unopposed at the AGM and no vote shall be required.
- 9.5** Where more than one valid nomination has been received for a position by the nomination deadline, an election shall be held at the AGM. The candidate receiving the greatest number of valid votes cast shall be elected. In the event of an equality of votes between the candidates receiving the highest number of votes, the Chair shall exercise the casting vote provided for under clause 8.5.
- 9.6** Nominations shall not be accepted after the deadline specified in clause 9.2 or from the floor at the AGM. Where no valid nomination has been received for a non-essential position, that position shall remain vacant at the conclusion of the AGM and may subsequently be filled in accordance with clause 10.4. Where no valid nomination has been received for an essential position, clause 10.5 shall apply.

10. Management Committee

10.1 The Management Committee shall consist of the following positions:

- President - essential;
- Secretary - essential;
- Treasurer - essential;
- Referee Coordinator - non-essential;
- Coaching Coordinator - non-essential;
- Development Officer - non-essential;
- Youth Officer - non-essential;
- One Representative from each Constituted Club - non-essential;
- One Representative from each Non-Constituted Team - non-essential; and
- Ordinary Member(s) - non-essential.

10.2 No individual may hold more than one of the positions listed in clause 10.1 at the same time, except for a temporary acting arrangement made under the vacancy provisions of this Constitution.

10.3 Each Management Committee position carries one vote, except a Constituted Club Representative, who exercises the Club's two votes. Those are the Club's votes and are not additional votes. No individual may exercise more votes than are attached to the single committee position they hold, except when acting as a valid proxy.

Illustrative voting example (non-operative)

The following example is included for clarity only and does not alter the voting provisions above:

Example position / representation	Number of positions	Votes per position	Total votes
President	1	1	1
Secretary	1	1	1
Treasurer	1	1	1
Referee Coordinator	1	1	1
Coaching Coordinator	1	1	1
Development Officer	1	1	1
Youth Officer	1	1	1
Constituted Club Representatives (3 clubs)	3	2	6
Non-Constituted Representative / Team (1 team)	1	1	1
Ordinary Member	1	1	1
TOTAL	12	—	15

Example: 15 available votes. A majority decision requires more in favour than against from votes validly cast; a constitutional amendment under clause 18.4 requires at least two-thirds of votes validly cast. Abstentions are not votes cast. The exact number required for a constitutional amendment therefore depends on the number of valid votes actually cast, not merely the maximum 15 votes available.

10.4 After an AGM, the Management Committee may fill a vacant non-essential position after inviting nominations from eligible members and publicising the vacancy for at least seven days. An appointee holds office until the conclusion of the next AGM.

10.5 If an essential position is vacant, the existing holder may continue on an interim basis with their agreement. Otherwise, the Management Committee shall temporarily allocate the essential functions, advertise the vacancy for at least seven days, and may appoint an eligible person until the conclusion of the next AGM.

10.6 The Committee may allocate reasonable portfolios and responsibilities among its members, provided that doing so does not create an additional constitutional office without the appropriate constitutional approval.

10.7 The Youth Officer shall support and coordinate regional youth development and liaison with clubs, teams, partners and STA. Safeguarding responsibility shall be determined by the duties being undertaken and the applicable STA and NESTA safeguarding arrangements.

11. Management Committee Meetings

- 11.1** The President shall normally chair meetings of the Management Committee. In the President's absence, the Secretary shall chair or, in the Secretary's absence, another committee member selected by those present shall chair.
- 11.2** At least 14 days' notice of a Management Committee meeting should normally be given. Where the date was agreed at the preceding meeting, seven days' reminder notice shall be sufficient. In an emergency the President may call a meeting on four days' notice.
- 11.3** Management Committee meetings may be held in person, electronically or in hybrid form.
- 11.4** The quorum shall be three voting members of the Management Committee.
- 11.5** Decisions shall be by majority. In the event of a tie, the person chairing the meeting may exercise a casting vote.
- 11.6** Between meetings, the Management Committee may make a written or electronic decision where the matter is clearly stated to all voting committee members and each has a reasonable opportunity to respond. At least three voting members must participate and a simple majority of those participating is required. The Secretary shall record the decision, participants and outcome and report it in the minutes of the next meeting. This procedure may not be used where this Constitution requires a General Meeting.
- 11.7** The Chair may permit non-committee members, at their sole discretion, to attend and contribute to relevant business but they shall have no vote and may be required to withdraw for confidential or sensitive matters.
- 11.8** The Secretary shall ensure that minutes and decisions of committee meetings are appropriately recorded.

12. Conflicts of Interest

- 12.1** A Management Committee member must declare any actual, potential or perceived conflict of interest as soon as it becomes known.
- 12.2** The Committee shall determine proportionate action, which may include restricting the member's participation in discussion or decision-making. The declaration and action taken shall be recorded in the minutes.
- 12.3** The declaration and the action taken shall be recorded in the minutes.
- 12.4** For example, where NESTA is deciding whether to award funding, equipment, hosting rights or another benefit to a club with which a committee member is directly involved, that member must declare the connection. The member may provide factual information if requested but should normally take no part in the decision itself.
- 12.5** A declared conflict is not, by itself, wrongdoing. The purpose of this clause is to ensure that interests are transparent and decisions are made fairly.

13. Safeguarding, Regulated Roles and PVG

- 13.1** NESTA shall operate in accordance with applicable safeguarding legislation and the current STA safeguarding, safer-recruitment and PVG framework. Roles and activities shall be assessed according to the duties actually undertaken, and any legally required PVG membership, organisational duties, referrals and safer-recruitment requirements shall be followed.
- 13.2** Youth activity delivered on behalf of or as part of a NESTA regional programme shall follow applicable STA requirements and any consistent NESTA Youth Operating Arrangements.
- 13.3** A Youth Participant is a person under 18; detailed age bands, consent, supervision and delivery arrangements shall be set through the relevant current policy or operating guidance rather than this Constitution.

14. Equality, Inclusion and Participant Voice

- 14.1** NESTA shall promote safe, welcoming, inclusive and respectful participation, comply with applicable equality requirements, and provide appropriate ways for members and participants, including young people, to contribute views.

15. Data Protection and Records

- 15.1** NESTA shall handle personal information and records in accordance with applicable law and its approved privacy, safeguarding and records arrangements, collecting and retaining only what is reasonably required for legitimate Association purposes.

16. Finance

- 16.1** The income, property and assets of NESTA, however derived, shall be applied solely towards the objectives of the Association.
- 16.2** NESTA shall maintain appropriate financial controls through its approved Expenses & Financial Management Policy, including arrangements for banking, authorisation, budgeting, payments, expenses, records and reporting.
- 16.3** The Treasurer shall maintain proper accounting records, prepare annual accounts or a financial statement for the AGM, and report the Association's financial position to the Management Committee as reasonably required.
- 16.4** No member shall receive a distribution of NESTA's profits or assets. Legitimate expenses and authorised payments for goods or services may be made in accordance with the approved Expenses & Financial Management Policy.
- 16.5** The liability of a member to contribute towards the debts and liabilities of the Association, or the costs and expenses of winding it up, shall be limited to any amount properly due and unpaid by that member in respect of membership or other approved charges.

17. Resignation, Removal and Casual Vacancies

- 17.1** A Management Committee member may resign at any time by written notice, including electronically, to the Secretary or President. No reason is required.
- 17.2** A Management Committee member may be removed from office by a resolution passed by at least two-thirds of the votes validly cast at a properly convened General Meeting. Notice of the proposed removal must be included in the notice of the meeting, and the person concerned shall be given a reasonable opportunity to respond before the vote is taken. Any related safeguarding or disciplinary matter shall continue to be dealt with in accordance with applicable STA policies and procedures.
- 17.3** A casual vacancy may be filled by the Management Committee until the conclusion of the next AGM. For an essential office, the previous holder may continue temporarily with their agreement; otherwise, the Committee shall make reasonable temporary arrangements, advertise the vacancy for at least seven days, and may appoint an eligible person. Temporary arrangements do not alter the one-position rule in clause 10.2.

18. Amendments to the Constitution

- 18.1** This Constitution may be amended only by resolution at a properly convened AGM or EGM.
- 18.2** A proposed amendment must be submitted to the Secretary in writing, including electronically, in time for the full wording to be circulated with or sufficiently before the meeting papers to give eligible voters reasonable notice.
- 18.3** A constitutional amendment shall require the assent of at least two-thirds of the votes validly cast by those entitled to vote at the AGM or EGM, including valid proxy votes, unless a higher threshold is required by law, STA affiliation requirements or another provision of this Constitution.
- 18.4** The Secretary shall maintain the current approved version of the Constitution and record the date on which amendments were adopted.

19. Dissolution

- 19.1** NESTA may be dissolved only by a resolution at a General Meeting called for that purpose, with the proposal clearly stated in the meeting notice.
- 19.2** A resolution to dissolve NESTA shall require the assent of at least two-thirds of the votes validly cast by those entitled to vote at the General Meeting, including valid proxy votes.
- 19.3** After all debts and liabilities are satisfied, remaining assets shall not be distributed to members and shall be transferred, as determined by the General Meeting, to STA or another not-for-profit organisation supporting Touch or compatible sporting or community purposes.

20. Interpretation and Precedence

20.1 Where this Constitution is silent or genuinely ambiguous on an administrative matter, the Management Committee may make a reasonable interim determination consistent with the objectives and principles of this Constitution. Any significant or continuing issue should be clarified by the members at the next appropriate General Meeting.

21. Definitions

21.1 "Association" or "NESTA" means the North East of Scotland Touch Association.

21.2 "STA" means the Scottish Touch Association.

21.3 "AGM" means an Annual General Meeting of NESTA and "EGM" means an Extraordinary General Meeting. "General Meeting" means either an AGM or EGM.

21.4 "Management Committee" means the committee constituted under clause 10 and, where timing is relevant, means the committee members then in office.

21.5 "Constituted Club" means an established Touch club recognised by NESTA as having its own governance arrangements and continuing organisational existence.

21.6 "Non-Constituted Team" means a Touch team recognised by NESTA which does not meet the definition of a Constituted Club.

21.7 "Youth Participant" means a person under 18 participating in NESTA activity or registered with NESTA in that capacity.

21.8 "Official voting register" means the record confirmed by the Secretary under clause 5 for determining voting entitlement and quorum.

21.9 References to "writing", "written" or "in writing" include electronic communication where the identity of the sender and the content can reasonably be retained as a record.

22. Adoption

22.1 This Constitution shall take effect when adopted by the members of the North East of Scotland Touch Association in accordance with the constitutional amendment procedure then in force.

22.2 On adoption, this Constitution supersedes the previous constitution of the Association.

Date adopted:	8 th October 2026
Meeting:	EGM
President:	Iain MacKenzie (signed electronically)
Secretary:	Scott Griffiths (signed electronically)