

**CONSTITUTION FOR
NAIRN BAPTIST CHURCH SCIO**

Registered Scottish Charity Number SC051157

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CONSTITUTION
of
NAIRN BAPTIST CHURCH SCIO

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Note: In this Constitution, reference is made to defined terms, normally identified by use of initial capital letters, such as "the Church", "the Union", "the Charity Trustees" etc. The full definitions of such defined terms are contained in Clause 123 of the Constitution and it is necessary to read the definitions to understand the meanings of the defined terms in their context.

GENERAL

Type of organisation

- 1 The Church will, upon registration with OSCR, be a SCIO.

Scottish principal office

- 2 The principal office of the Church will be in Scotland.

Name

- 3 The name of the Church is NAIRN BAPTIST CHURCH SCIO

Purposes

- 4 The Purposes are the advancement of religion, specifically the Christian faith, primarily in Nairn and also throughout Scotland and the rest of the World by all means consistent with:

- 4.1 The Christian Bible; and
- 4.2 The Declaration of Principle; and
- 4.3 The Statement of Foundation Values;

including (without prejudice to the foregoing generality) worship, ministry, mission, witness, prayer, fellowship, networking, education, community service and the provision of activities and facilities for the community, and the relief of poverty and other social needs, including the support of individuals and other charitable organisations and agencies involved in any or all of these.

Powers

- 5 The Church has power to do anything which is calculated to further the Purposes or is conducive or incidental to doing so, including without prejudice to the foregoing generality:
 - 5.1 To open and operate on Bank Accounts
 - 5.2 To purchase, sell, lease or licence and take on lease or licence, or otherwise invest in, heritable properties
 - 5.3 To lend money and, if considered appropriate, to take security for such loans, including security over heritable properties
 - 5.4 To borrow money and to grant security over the heritable property of the Church

- 5.5 To employ and/or engage such staff members, whether paid or voluntary, as are considered appropriate for the proper conduct of the Church's activities; and
- 5.6 To enter into any contracts and to sign any deeds or documents required to give effect to all or any of the above.
- 6 No part of the income or property of the Church may be paid or transferred (directly or indirectly) to the Members, either in the course of the Church's existence or on dissolution, except where this is done in direct furtherance of the Purposes.

Liability of the Members and of the Charity Trustees

- 7 The Members have no liability to pay any sums to help to meet the debts or other liabilities of the Church, if the Church is wound up. Accordingly, if the Church is unable to meet its debts, the Members will not be held responsible.
- 8 The Members and the Charity Trustees have certain legal duties under the Act. Clause 7 does not exclude or limit any personal liabilities the Members and/or the Charity Trustees 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 and affiliation

- 9 The structure of the Church consists of:
 - 9.1 the Members, who have the right to attend Members Meetings (including any AGM) and have important powers under the Constitution. In particular, the Members appoint Charity Trustees to serve as the Leadership Team and may give directions to the Leadership Team and take decisions on changes to the Constitution; and
 - 9.2 the Leadership Team, who, as the Charity Trustees, hold regular meetings and generally lead and guide the activities of the Church, including responsibility for ensuring that the Church acts in accordance with and in fulfilment of the Purposes, and for monitoring and controlling the financial position of the Church.
- 10 The Church will be a member church of the Union.

Baptism and the Lord's Supper

- 11 The mode of baptism practised by the Church shall be that of immersion, on the understanding that in particular individual circumstances a Members Meeting may agree to make an exception.
- 12 The Church will regularly observe the Lord's Supper.

MEMBERS

Qualifications for membership

- 13 Membership of the Church is open to any person who professes faith in Jesus Christ as Saviour and Lord as a Christian believer and disciple, and agrees with, and is personally committed to, the Purposes, including the Declaration of Principle and the Statement of Foundation Values.

Application for membership

- 14 Any person who wishes to become a Member must give notice to the Leadership Team, who will arrange for the application for membership to be considered at the next available Leadership Team Meeting. The Leadership Team will appoint 2 or more Members to interview the applicant and will bring to the next available Members Meeting a recommendation as to whether or not the applicant should be accepted as a Member.
- 15 The decision on any such application shall be made by the Members Meeting which may, at its discretion, refuse to admit any person to membership, although such refusal should be only on the ground that the Members Meeting is not reasonably satisfied that the applicant fulfils the qualifications for membership specified in Clause 13 and/or will be able to fulfil the obligations of membership specified in Clause 22.
- 16 The decision of the Members Meeting as to whether or not to admit the applicant to membership shall be final, and the Leadership Team must give prompt notice of this decision to the applicant.
- 17 Notwithstanding the terms of Clauses 13 to 16 inclusive, and that without any requirement to apply for membership of the Church:
 - 17.1 all persons in membership of the Association as at the Transfer Date will be deemed to have become Members as from the Transfer Date; and
 - 17.2 a Minister shall be deemed to be a Member for the duration of his/her appointment as Minister.
- 18 The Leadership Team will provide every Member with the Constitution in hard copy or digital form.

Register of the Members

- 19 The Leadership Team must keep a register of the Members, setting out:
 - 19.1 for each current Member:

- 19.1.1 his/her full name and address; and
- 19.1.2 the date on which he/she was registered as a Member; and
- 19.2 for each former Member, for at least 6 years from the date on he/she ceased to be a Member:
 - 19.2.1 his/her name; and
 - 19.2.2 the date on which he/she ceased to be a Member.
- 20 The Leadership Team must ensure that the register of the Members is updated within 28 days of any change:
 - 20.1 which arises from a resolution of the Leadership Team or a resolution passed by the Members; or
 - 20.2 which arises from the appointment of, or the termination of the appointment of, a Minister; or
 - 20.3 which is otherwise notified to the Leadership Team or to the Church.
- 21 If a Member requests a copy of the register of the Members, the Leadership Team must ensure that a copy is supplied to him/her within 28 days, provided that the request is reasonable. If the request is made by a Member who is not a Charity Trustee, the Leadership Team may provide a copy of the register of the Members which has the addresses of any or all of the Members blanked out.

Obligations of Membership

- 22 By joining the Church, Members will voluntarily submit themselves to the following obligations:
 - 22.1 to attend regularly at the public worship of the Church, including the Lord's Supper;
 - 22.2 to contribute systematically to the Church's finances;
 - 22.3 to use their gifts and abilities in the service of the Lord Jesus Christ and of the Church;
 - 22.4 to maintain the spirit of Christian love and unity within the Church;
 - 22.5 to show evidence of their Christian character in every aspect of their lives;
 - 22.6 to share in the fulfilment of the Lord Jesus Christ's Commission to go and make disciples;
 - 22.7 to treat all matters private to the Church, including discussions and considerations at Members Meetings, as confidential;

- 22.8 to participate in personal prayer, bible study and attend Members Meetings; and
- 22.9 to resolve any disputes with other Members in a private manner, by endeavouring initially to resolve the issue direct with the Member(s) concerned. Only after such initial approach has failed should the Member bring the matter to the Leadership Team to request its assistance in facilitating resolution. The Member should, in so far as reasonably practicable, not disclose the matter at issue to, or discuss it with, any other person, whether or not a Member.

Withdrawal from membership

- 23 A Member may give notice to the Church of his/her withdrawal from membership, and he/she will cease to be a Member as from the date on which when the Church receives the notice.

Transfer and termination of membership

- 24 Membership of the Church is not transferable and terminates on the death of the Member.

Exclusion from membership

- 25 If the Leadership Team becomes or is made aware of any significant failure by a Member to fulfil the obligations of membership as specified in Clause 22, the Leadership Team may appoint 2 or more Members to meet with the Member concerned to review his/her membership. If the Leadership Team is not satisfied that such failure has been or can be satisfactorily resolved, the Leadership Team may bring to the next available Members Meeting a recommendation that the person concerned should be excluded from membership.
- 26 Any person may be excluded from membership by way of a resolution passed at a Members Meeting in compliance with Clause 45, providing the following procedures have been observed:
- 26.1 at least 14 days' notice of the intention to propose the resolution is given to the Member concerned, specifying the grounds for the proposed exclusion; and
- 26.2 the Member concerned is given a reasonable opportunity to address the Members Meeting at which the resolution is proposed, prior to the resolution being put to the vote.

The decision of the Members Meeting as to whether or not to exclude the person from membership shall be final and the Leadership Team must give prompt notice of this decision to the person concerned.

DECISION-MAKING BY THE MEMBERS

Members Meetings

- 27 The Leadership Team must arrange an AGM in each calendar year.
- 28 The gap between one AGM and the next must not be longer than 15 months.
- 29 Notwithstanding the terms of Clause 27, an AGM does not need to be held during the calendar year in which the Church is formed, but the first AGM must still be held within 15 months of the date on which the Church is formed.
- 30 The business of each AGM must include:
- 30.1 a report by the Leadership Team on the activities of the Church;
- 30.2 consideration of the annual accounts of the Church; and
- 30.3 the election and/or re-election of Charity Trustees, as referred to in Clauses 60, 62 and 63.
- 31 The Leadership Team must arrange general Members Meetings, in addition to the AGM, not less than 2 in any calendar year (after the calendar year in which the Church is formed) and may arrange a special Members Meeting at any time.

Requiring the Leadership Team to arrange a special Members Meeting

- 32 The Leadership Team must arrange a special Members Meeting if they are requested to do so by a notice (which may take the form of 2 or more notices in the same terms, each given by one or more Members) by Members who amount to not less than 25% of the total membership of the Church at the time, providing:
- 32.1 the notice states the reasons for which the meeting is to be held; and
- 32.2 those reasons are not inconsistent with the Purposes or with the terms of the Act or any other statutory or legislative provision.
- 33 If the Leadership Team receives a notice under Clause 32, the date for the meeting that is arranged in accordance with the notice must not be later than 28 days from the date on which the Leadership Team receives the notice.

Notice of Members Meetings

- 34 At least 14 days' notice must be given of all Members Meetings.
- 35 The notice calling a Members Meeting must specify in general terms what business is to be dealt with at the meeting; and

- 35.1 in the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s); or
- 35.2 in the case of any other resolution falling within Clause 45, must set out the exact terms of the resolution.
- 36 Notice of every Members Meeting must be given to all the Members, including all the Charity Trustees, but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.

Procedure at Members Meetings

- 37 No valid decisions can be taken at any Members Meeting unless a quorum is present.
- 38 The quorum for a Members Meeting shall be the greater of the following, present in person:
 - 38.1 10 Members; or
 - 38.2 33% of the total membership of the Church at the time.
- 39 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 meeting, the meeting cannot proceed. Fresh notices of meeting will require to be sent out to deal with the business (or remaining business) which was intended to be conducted.
- 40 The Designated Chairperson should normally act as chairperson of each Members Meeting.
- 41 If the Designated Chairperson is not present within 15 minutes after the time at which the Members Meeting was due to start (or is not willing to act as chairperson), the Charity Trustees present at the meeting will appoint (normally from among themselves) the Member who will act as chairperson of that meeting.

Decision-making and voting at Members Meetings

- 42 The preferred method of decision-making at Members Meetings is by consensus among all Members present, as a consequence of Communal Discernment. The Chair shall be entitled to remind the Members present of this preference and to encourage prayerful reflection on the matters under consideration with a view to such a consensus emerging. Where voting is required, this shall be conducted in terms of Clauses 43 to 50 inclusive.
- 43 Every Member has one vote, which (whether on a show of hands or on a secret ballot) must be given in person.

- 44 Subject to the exceptions detailed in Clause 45, all decisions at Members Meetings for which a vote is required, will be made by a simple majority vote.
- 45 The following resolutions will be valid only if passed by not less than two-thirds of those voting on the resolution at a Members Meeting:
- 45.1 a resolution amending the Constitution under Clause 118;
 - 45.2 a resolution excluding a person from membership under Clause 26;
 - 45.3 a resolution removing a Charity Trustee from office under Clause 71.5;
 - 45.4 a resolution calling a Minister to the Church;
 - 45.5 a resolution directing the Leadership Team to take any particular step (or directing the Leadership Team not to take any particular step) under Clause 81;
 - 45.6 a resolution approving the amalgamation of the Church with another SCIO, or approving the constitution of the new SCIO to be constituted as the successor to the Church pursuant to such amalgamation;
 - 45.7 a resolution to the effect that all of the Church's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer to the Church from another SCIO of all of its property, rights and liabilities);
 - 45.8 a resolution for the winding up or dissolution of the Church; and
 - 45.9 a resolution which is a contrary resolution in relation to the disposal of the assets of the Church in the event of the winding up or dissolution of the Church for the purposes of Clause 117.
- 46 If there is an equal number of votes for and against any resolution, the resolution will be considered not to have been carried and the matter will be remitted to the Leadership Team for review and consideration as to whether, when and in what manner this matter should be brought back to a future Members Meeting.
- 47 With the exception of resolutions relating to the election, appointment, suspension or removal of Charity Trustees, or the exclusion of a person from membership under Clause 26, which will be conducted by such appropriate form of secret ballot as the Chair shall decide, a resolution put to the vote at a Members Meeting will be decided on a show of hands.
- 48 The Chair will declare the result of the vote or ballot at the meeting.

- 49 A Member must not vote at a Members Meeting on any resolution that relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Church. The Member concerned must withdraw from the Members Meeting while an item of this nature is being considered.
- 50 Provided that he/she has declared his/her interest and has not voted on the question of whether or not the Church should enter into the arrangement, a Member will not be debarred from entering into an arrangement with the Church in which he/she has a personal interest and he/she may retain any reasonable remuneration or other reasonable benefit which arises from that arrangement. If the Member concerned is also a Charity Trustee and/or a Connected Person, then in matters of potential and/or actual conflict of interest, he/she will be subject to the additional requirements specified in Clauses 83.3, 85 and 101.

Minutes of Members Meetings

- 51 The Leadership Team must ensure that proper minutes are kept in relation to all Members Meetings.
- 52 Minutes of Members Meetings must include the names of those present and should be signed by the Chair.

Gathered, Remote and Hybrid Members Meetings

- 53 Members Meetings will normally be held face to face, with all those attending being physically gathered in the Church's premises or in some other appropriate local venue.

In exceptional circumstances, and if after due consideration the Leadership Team determines that it is appropriate and necessary to do so, the Leadership Team may specify in the notice calling a Members Meeting that it is to be either a remote meeting, held wholly by means of a video conferencing facility and/or other form of technological facilitation, or a hybrid meeting, with some Members being physically gathered, and other Members participating remotely by means of a video conferencing facility and/or other form of technological facilitation.

- 53.1 In the case of a Remote Meeting;

53.1.1 the Leadership Team should prior to the meeting take all reasonably practicable steps to communicate with, and ascertain the views and/or concerns in relation to the matters to be considered at the meeting of, the Members unable to participate in the meeting due to lack of technical ability or facility, so that such views and/or concerns can be taken account of in the Communal Discernment at the meeting; and

- 53.1.2 all Members participating in the meeting shall be deemed to be present in person at the meeting.
- 53.2 In the case of a Hybrid Meeting, all Members participating in the meeting, whether physically gathered or remotely, shall be deemed to be present in person at the meeting.
- 53.3 In the case of either a Remote Meeting or a Hybrid Meeting, the meeting may proceed only if, in the opinion of the Chair, all Members participating, whether physically gathered or remotely, are able to hear each other adequately.

LEADERSHIP TEAM (CHARITY TRUSTEES)

Number of Charity Trustees

- 54 The maximum number of Charity Trustees is 12, of whom no more than 2 shall be Charity Trustees who were co-opted under the provisions of Clause 61, and no more than 2 shall be Non-qualifying Trustees. The minimum number of Charity Trustees is 3
- 55 Clause 54 shall be subject to the over-riding requirement that the Non-qualifying Trustees shall always be in the minority on the Leadership Team. The number of Qualifying Trustees must always exceed the number of Non-qualifying Trustees.

Eligibility of Charity Trustees

- 56 A person will not be eligible for election or appointment to the Leadership Team unless he/she is a Member and has been baptised as a Christian believer and disciple.
- 57 A person will not be eligible for election or appointment to the Leadership Team if he/she is disqualified from being a trustee of a Charity under the Act.
- 58 Subject to compliance with Clauses 54 to 57 inclusive and 83.3, 85 and 101, a Charity Trustee or a Connected Person may be an employee of the Church.

Initial and automatically appointed Charity Trustees

- 59 Subject to Clauses 54 to 57 inclusive:
- 59.1 the individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Church shall be deemed to have been appointed as Charity Trustees with effect from the date of incorporation of the Church; and
- 59.2 any Minister (up to a maximum of 2) shall be deemed to have been appointed as a Charity Trustee with effect from the date of his/her appointment as a Minister.

Election, co-option, retirement and re-election of Charity Trustees

- 60 Subject to Clauses 54 to 57 inclusive, at any AGM, the Members may elect any Member (including a Minister who has not already been deemed to have been appointed as a Charity Trustee in terms of Clause 59.2) to become part of the Leadership Team, and thus a Charity Trustee. The initial term of office of such Charity Trustee will be 3 years, and such Charity Trustee will retire from office at the end of the third AGM following the AGM at which he/she was elected.
- 61 Subject to Clauses 54 to 57 inclusive, the Leadership Team may, if it is considered to be reasonably necessary for the good governance of the Church, at any time appoint by co-option any Member (including a Minister who has not already been deemed to have been appointed as a Charity Trustee in terms of Clause 59.2) to become part of the Leadership Team, and thus a Charity Trustee.
- 62 Any Charity Trustees appointed by co-option under Clause 61 (and, in the case of the first AGM, those initial signatories of the charity trustee declaration forms deemed to have been appointed under Clause 59.1) shall retire from office as Charity Trustees with effect from the end of the next AGM after their appointment, but at that AGM will be eligible for election as a Charity Trustee in terms of Clause 60.
- 63 A Charity Trustee retiring with effect from the end of an AGM in terms of Clause 60, will at that AGM be eligible for re-election as a Charity Trustee for a further period of 3 years, and will continue to be eligible for re-election as a Charity Trustee for an additional period of 3 years on the conclusion of each successive 3-year term of service.
- 64 For the purposes of Clauses 60 and 63, the period between one AGM and the next shall be deemed to be a period of one year.

Suspension from office of Charity Trustees

- 65 The Leadership Team may suspend a Charity Trustee from office as a Charity Trustee by a resolution of the Leadership Team for any of the reasons specified in Clause 66.
- 66 The reasons for which a Charity Trustee may be suspended from office in terms of Clause 65 are as follows:
- 66.1 such Charity Trustee becomes incapable for medical reasons of carrying out his/her duties as a Charity Trustee, but only if that has continued (or is reasonably expected to continue) for a period of more than 6 months; or
- 66.2 such Charity Trustee is absent (without good reason, in the reasonable opinion of the Leadership Team) from 3 or more consecutive Leadership Team Meetings; or

- 66.3 such Charity Trustee is considered to have been in serious or persistent breach of his/her duties under Sections 66(1) and/or 66(2) of the Act; or
- 66.4 such Charity Trustee is considered to have committed a material breach of any code of conduct referred to in Clause 87.
- 67 A resolution of the Leadership Team under Clause 65 shall be valid only if:
- 67.1 at least 14 days' notice of the intention to propose the resolution has been given to the Charity Trustee concerned, specifying the grounds for the proposed suspension from office;
- 67.2 the Charity Trustee concerned is given a reasonable opportunity to address the Leadership Team Meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 67.3 at least two-thirds of the other Charity Trustees then in office vote in favour of the resolution.
- 68 A Charity Trustee who has been suspended from office shall for the duration of his/her suspension not be entitled to intromit with the funds of the Church or to attend Leadership Team Meetings or to receive any papers or other communications circulated or intended to be circulated to the Leadership Team relating to their duties as Charity Trustees, and may not act as, or hold himself/herself out to be, a Charity Trustee.
- 69 In the event of the Leadership Team suspending a Charity Trustee from office in terms of Clauses 65 to 67 inclusive, the Leadership Team will bring to the next available Members Meeting a recommendation as to whether or not the Charity Trustee concerned should be removed from office as a Charity Trustee.
- 70 The final decision on the suspension and/or removal from office of a Charity Trustee shall be made by the Members Meeting, which may decide:
- 70.1 to revoke the suspension and restore the Charity Trustee concerned to office; or
- 70.2 to continue the suspension until the next Members Meeting to allow time for further consideration and/or investigation; or
- 70.3 to remove the Charity Trustee concerned from office, by a resolution passed in compliance with Clauses 45 and 72.

In the event that no resolution in terms of Clauses 70.1, 70.2 or 70.3 is passed by the Members Meeting, the suspension will remain in effect and the matter will be reconsidered by the next Members Meeting.

Termination of office of Charity Trustees

- 71 A Charity Trustee will automatically cease to hold office if:
- 71.1 he/she becomes disqualified from being a trustee of a Charity under the Act; or
 - 71.2 he/she ceases to be a Member; or
 - 71.3 in the case of a Minister on the cessation of his/her appointment as a Minister; or
 - 71.4 he/she gives the Church a notice of his/her resignation as a Charity Trustee; or
 - 71.5 he/she is removed from office by a resolution passed at a Members Meeting in compliance with Clauses 45 and 72.
- 72 A resolution under Clause 71.5 shall be valid only if:
- 72.1 at least 14 days' notice of the intention to propose the resolution has been given to the Charity Trustee concerned, specifying the grounds for the proposed removal from office; and
 - 72.2 the Charity Trustee concerned is given a reasonable opportunity to address the Members Meeting at which the resolution is proposed, prior to the resolution being put to the vote.

Register of the Charity Trustees

- 73 The Leadership Team must keep a register of the Charity Trustees, setting out:
- 73.1 for each current Charity Trustee:
 - 73.1.1 his/her full name and address;
 - 73.1.2 the date on which he/she was appointed as a Charity Trustee; and
 - 73.1.3 any office held by him/her in the Church; and
 - 73.2 for each former Charity Trustee, for at least 6 years from the date on which he/she ceased to be a Charity Trustee:
 - 73.2.1 the name of the Charity Trustee;
 - 73.2.2 any office held by him/her in the Church; and
 - 73.2.3 the date on which he/she ceased to be a Charity Trustee.
- 74 The Leadership Team must ensure that the register of the Charity Trustees is updated within 28 days of any change:

- 74.1 which arises from a resolution of the Leadership Team or a resolution passed by the Members; or
 - 74.2 which arises from the appointment, or the termination of appointment, of a Minister; or
 - 74.3 which is otherwise notified to the Leadership Team or to the Church.
- 75 If any person requests a copy of the register of the Charity Trustees, the Leadership Team must ensure that a copy is supplied to him/her within 28 days, provided that the request is reasonable. If the request is made by a person who is not a Charity Trustee, the Leadership Team may provide a copy which has the addresses of any or all of the Charity Trustees blanked out. Furthermore, such copy may have any or all of the names of the Charity Trustees blanked out if the Leadership Team is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 76 The Charity Trustees must appoint from among themselves from time to time a Treasurer, a Secretary and a Designated Chairperson. The Designated Chairperson may be a Minister. The Treasurer must be a Qualifying Trustee. All such appointments will be subject to approval at the next Members Meeting.
- 77 The Treasurer, the Secretary and the Designated Chairperson shall be the office-bearers of the Church. The same person cannot simultaneously hold more than one of the 3 offices of Treasurer, Secretary and Designated Chairperson.
- 78 An Office-bearer will cease to hold office as such if:
- 78.1 he/she is removed from that office by a resolution of the Leadership Team; or
 - 78.2 he/she gives to the Leadership Team a notice of his/her resignation from that office; or
 - 78.3 he/she ceases to be a Member; or
 - 78.4 he/she ceases to be a Charity Trustee; or
 - 78.5 in the case of the Treasurer, he or she ceases to be a Qualifying Trustee.

Powers of the Leadership Team and of the Members

- 79 Except where the Constitution states otherwise, the Church (and its assets and operations) will be managed by the Leadership Team, and the Leadership Team may exercise all the powers of the Church.

- 80 A Leadership Team Meeting at which a quorum is present may exercise all powers exercisable by the Leadership Team.
- 81 The Members may, by way of a resolution passed in compliance with Clause 45, direct the Leadership Team to take any particular step or direct the Leadership Team not to take any particular step, and provided that such direction is not inconsistent with the Purposes or with the Act or any other statutory or legislative provision, the Leadership Team shall give effect to any such direction accordingly.
- 82 Notwithstanding the terms of Clause 81, even in the absence of a formal direction under Clause 81, and subject to their other duties in terms of the Act and the Constitution, the Charity Trustees in exercising their functions will in so far as reasonably practicable, reflect and give effect to the values, preferences and wishes of the Members as expressed through the decisions and considerations of the Members Meetings.

General duties of the Charity Trustees

- 83 Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Church and, in particular, must:
- 83.1 seek, in good faith, to ensure that the Church acts in a manner which is in accordance with the Purposes;
- 83.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 83.3 in circumstances giving rise to the possibility of a conflict of interest between the Church and any other party:
- 83.3.1 put the interests of the Church before that of the other party; or
- 83.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Leadership Team and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question; and
- 83.4 ensure that the Church complies with any direction, requirement, notice or duty imposed under or by virtue of the Act.
- 84 In addition to the duties outlined in Clause 83, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 84.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned, and not repeated;

- 84.2 that any Charity Trustee who has been in serious and persistent breach of those duties is suspended as a Charity Trustee, and a recommendation for his/her removal as a Charity Trustee is brought to a Members Meeting in terms of Clauses 65 to 67 inclusive and 69; and
- 84.3 that, in so far as reasonably practicable, any dispute between or among Members (including such disputes as may be referred to the Leadership Team for resolution under Clause 22.9) and any disputes between or among Members and Charity Trustees and any disputes between or among Charity Trustees, shall be resolved privately and amicably. In the event that any such dispute is or becomes serious, sensitive or complex, the Leadership Team should consider seeking the assistance of the Union, and availing itself of the services of the Union, to facilitate the resolution of the dispute.
- 85 Subject to compliance with Sections 67 and 68 of the Act and Clauses 83.3 and 101, provided that he/she has declared his/her interest, and has not voted on the question of whether or not the Church should enter into, or continue with, the arrangement, a Charity Trustee (or a Connected Person) will not be debarred from entering into an arrangement with the Church (or continuing with an arrangement with the Church which was in place before he/she became a Charity Trustee (or a Connected Person)) in which he/she has a personal interest and/or as a result of which he/she receives reasonable remuneration and/or other reasonable benefit for services provided to the Church (whether as a Minister and/or employee of the Church or otherwise), and he/she may retain any such remuneration and/or benefit which arises from that arrangement.
- 86 The Charity Trustees may be reimbursed all travelling and other expenses reasonably incurred by them in connection with carrying out their duties.

Code of conduct for Charity Trustees

- 87 Each of the Charity Trustees shall comply with any code of conduct prescribed by the Leadership Team from time to time.
- 88 Any code of conduct referred to in Clause 87 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in the Constitution and the duties imposed on trustees of a Charity under the Act, and all relevant provisions of the Constitution shall be interpreted and applied in accordance with the provisions of any code of conduct in force from time to time.

DECISION-MAKING BY THE LEADERSHIP TEAM (CHARITY TRUSTEES)

Leadership Team Meetings and notice provisions

- 89 The Charity Trustees shall hold regular Leadership Team Meetings (normally monthly and in any event not less than 6 times in any calendar year after the calendar year in which the Church is formed), and such meetings will be convened by the Secretary.
- 90 At least 14 days' notice must be given of each Leadership Team Meeting unless, in the reasonable opinion of the Secretary there is a degree of urgency which means that a shorter period of notice is appropriate.

Procedure at Leadership Team Meetings

- 91 No valid decisions can be taken at a Leadership Team Meeting unless a quorum is present. The quorum for Leadership Team Meetings is 2 Charity Trustees, present in person or by video link. The number of Qualifying Trustees present at and participating in a Leadership Team Meeting must always exceed the number of Non-qualifying Trustees present at and participating in the meeting.
- 92 Any or all Charity Trustees may participate remotely in a Leadership Team Meeting by means of a conference telephone, video conferencing facility or similar communications equipment, or any other form of technological facilitation, so long as all the Charity Trustees participating in the Leadership Team Meeting can hear each other. Any Charity Trustee participating in a Leadership Team Meeting in this manner shall be deemed to be present in person at the meeting.
- 93 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in Clause 91, and/or the number of Non-qualifying Trustees equals or exceeds the number of Qualifying Trustees, the remaining Charity Trustees will have power to fill the vacancies to restore the quorum and/or the majority of Qualifying Trustees, by co-option in terms of Clauses 61 and/or to call a Members Meeting, but will not be able to take any other valid decisions.
- 94 The Designated Chairperson should act as chairperson of each Leadership Team Meeting.
- 95 If the Designated Chairperson is not present within 15 minutes after the time at which the Leadership Team 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.

- 96 The preferred method of decision making at Leadership Team Meetings is by consensus among all Charity Trustees present, as a consequence of Communal Discernment. The Chair shall be entitled to remind the Charity Trustees present of this preference and to encourage prayerful reflection on the matters under consideration with a view to such a consensus emerging. Where a vote is required, this shall be conducted in terms of Clauses 97 to 99 inclusive.
- 97 Every Charity Trustee has one vote, which must be given in person. A vote given by a Charity Trustee participating in a Leadership Team Meeting through any of the methods referred to in Clause 92 will be deemed to have been given in person.
- 98 All decisions at Leadership Team Meetings for which a vote is required will be made by a simple majority vote.
- 99 If there is an equal number of votes for and against any resolution, the Chair will be entitled to a second (casting) vote.
- 100 The Leadership Team Meeting may, at its discretion, allow any person to attend and speak at a Leadership Team Meeting notwithstanding that he/she is not a Charity Trustee, but on the basis that he/she must not participate in decision-making.
- 101 A Charity Trustee must not vote at a Members Meeting or Leadership Team Meeting (or at a Committee Meeting) on any resolution that relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Church. Such Charity Trustee must withdraw from the meeting while an item of that nature is being considered. In particular a Remunerated Trustee, or a person who is connected with a Remunerated Trustee, as “connected” is defined in Section 68(2) of the Act, shall not be entitled to vote in relation to any matter relating to the remuneration of that Remunerated Trustee or other terms and conditions of his/her employment or engagement.
- 102 For the purposes of Clauses 83.3, 85 and 101:
- 102.1 an interest held by a person who is “connected” with the Charity Trustee under Section 68(2) of the Act shall be deemed to be held by that Charity Trustee; and
- 102.2 a Charity Trustee will be deemed to have a personal interest in respect of a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes of Leadership Team Meetings

- 103 The Leadership Team must ensure that proper minutes are kept in relation to all Leadership Team Meetings.

- 104 The minutes of Leadership Team Meetings must include the names of those present, and should be signed or otherwise signified as approved by the Chair.

ADMINISTRATION

Delegation to Committees

- 105 The Leadership Team may delegate any of its powers to a Committee or Committees.
- 106 A Committee must include at least one Qualifying Trustee, but other members of a Committee need not be Charity Trustees.
- 107 The Leadership Team may also delegate to any or all of the Office-bearers such of their powers as they may consider appropriate.
- 108 When delegating powers under Clauses 105 or 107, the Leadership Team must set out appropriate conditions, which must include an obligation to report regularly to the Leadership Team.
- 109 Any delegation of powers under Clauses 105 or 107 may be revoked or altered by the Leadership Team at any time.
- 110 The Leadership Team must ensure that minutes or other appropriate records are kept in relation to all Committee Meetings.
- 111 The rules of procedure for each Committee, and the provisions relating to membership of each Committee, shall be set by the Leadership Team.

Operation of Bank Accounts

- 112 The Leadership Team will authorise appropriate individuals, including, and under the supervision of, the Treasurer, to operate on Bank Accounts on behalf of the Church within a framework of financial control which shall be implemented for the purpose of ensuring independent review of the financial transactions (including electronic and/or online transactions) processed on behalf of the Church.

Accounting records and annual accounts

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

- 114 The Leadership Team must prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions (or if the Leadership Team considers that an audit would be appropriate for some other reason), the Leadership Team must ensure that an audit of the accounts is carried out by a qualified auditor. If an audit is not required or considered appropriate, the Leadership Team must ensure that the accounts are examined by an independent examiner with the appropriate experience and expertise.

MISCELLANEOUS

Winding-up

- 115 If the Church is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out in the Act.
- 116 Any surplus assets available to the Church immediately preceding its winding up or dissolution must be used for Charitable Purposes which are the same as or which closely resemble the Purposes as set out in the Constitution.
- 117 Subject to the terms of Clauses 115 and 116, and subject to satisfactory provision for the liabilities of the Church, in the absence of a contrary resolution of the Members passed at a Members Meeting in compliance with Clause 45, it would be the intention of the Church that in so far as reasonably practicable in the event of the winding up or dissolution of the Church, the surplus assets of the Church would be made over and transferred to the Union, but only if the Union consents to receiving such surplus assets.

Alterations to the Constitution

- 118 The Constitution may (subject to Clause 119) be altered by resolution of the Members passed at a Members Meeting in compliance with Clause 45.
- 119 In terms of the Act, the taking of certain steps in relation to the Church and/or the Constitution (including changing the Church's name or altering the Purposes, or the amalgamation or winding-up of the Church), will require consent from OSCR.

Notices

- 120 Any notice to be given in terms of the Constitution by a Member or Members or by an applicant for membership, or by a Charity Trustee, to the Leadership Team or to the Church, as the case may be, must be in writing (either hand delivered or posted first class) or sent by email to the Secretary. Such notice shall be deemed to have been received by the Secretary:

- 120.1 if hand delivered, on the Working Day after it was personally delivered to the Secretary.
- 120.2 if posted, 2 Working Days after the envelope containing the notice addressed to the Secretary, at the address which has been made known to the Members for that purpose, was committed to the postal system; and
- 120.3 if emailed, on the Working Day after the notice was sent by email to the email address for the Secretary which has been made known to the Members for that purpose.
- 121 Any notice which requires to be given in terms of the Constitution by the Church to a Member (which for this purpose shall be deemed to include an applicant for membership or a Charity Trustee) must be in writing and either:
- 121.1 hand delivered to the Member, in which case it will be deemed to have been received by the Member on the Working Day after it was personally delivered; or
- 121.2 posted first class to the Member, in which case it will be deemed to have been received by the Member 2 Working Days after the envelope containing the notice addressed to the Member at the postal address last notified by the Member to the Church, was committed to the postal system; or
- 121.3 emailed to the Member, in which case it will be deemed to have been received by the Member on the Working Day after the notice was sent by email to the email address last notified by the Member to the Church.

Interpretation

- 122 In interpreting the Constitution, any reference to a Clause is a reference to the relevant clause of the Constitution.

Definitions

- 123 In the Constitution:
- 123.1 “the Act” means the Charities and Trustee Investment (Scotland) Act 2005, and includes any statutory provision which adds to, modifies or replaces that Act and any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision which adds to, modifies or replaces that Act;
- 123.2 “AGM” means an Annual General Meeting of the Members in terms of Clause 27;
- 123.3 “the Appendix” means the appendix to the Constitution;

- 123.4 “the Association” means the unincorporated voluntary association known as “Nairn Baptist Church”, being Registered Scottish Charity Number SC021084, first established in or around the year 1989;
- 123.5 “Bank Account” means an account with a bank, building society or other appropriate investment institution;
- 123.6 “the Chair” means the person who actually chairs a Members Meeting or a Leadership Team Meeting as the case may be, whether or not that person is the Designated Chairperson
- 123.7 “Charitable Purpose” means a charitable purpose under Section 7 of the Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- 123.8 “Charity” means a body which is either a “Scottish Charity” within the meaning of Section 13 of the Act or a “charity” within the meaning of Section 1 of the Charities Act 2011, provided that, in either case, its objects are limited to Charitable Purposes;
- 123.9 “the Charity Trustees” means the individual members of the Leadership Team from time to time;
- 123.10 “the Church” means the organisation established and governed in terms of the Constitution, which is in direct succession to the Association , and which continued right up to the time of the establishment of the Church as its successor body and the ethos of which is continued and is intended to be continued through the Purposes and the activities of the Church;
- 123.11 “Committee” means any committee to which the Leadership Team delegates any of its functions in terms of Clause 105;
- 123.12 “Committee Meeting” means any meeting of a Committee;
- 123.13 “Communal Discernment” means the ecclesial practice of attentive listening, deliberating and agreeing together in seeking after God’s perceived will, with regard to an appropriate action or response to be undertaken;
- 123.14 “Connected Person” means a person connected with a Charity Trustee under Section 68(2) of the Act;
- 123.15 “the Constitution” means this Constitution, including the Appendix;
- 123.16 “the Declaration of Principle” means the declaration of principle of the Union as set forth in Part 1 of the Appendix;
- 123.17 “the Designated Chairperson” means the designated chairperson of the Church from time to time as appointed in terms of Clause 76;

- 123.18 “Hybrid Meeting” means a Members Meeting held with some Members physically gathered and other Members participating remotely in terms of Clause 53;
- 123.19 “the Leadership Team” means collectively such Charity Trustees as may be elected or appointed from time to time in terms of Clauses 59 to 63 inclusive;
- 123.20 “Leadership Team Meeting” means a meeting of the Leadership Team convened in terms of the Constitution, whether a regular or a special meeting;
- 123.21 “the Members” means the members of the Church from time to time;
- 123.22 “Members Meeting” means a meeting of the Members convened in terms of the Constitution, whether an AGM or other general or special meeting;
- 123.23 “Minister” means a person engaged and/or employed by the Church to serve primarily as a pastor or other specialist minister of the Church, whether acting solely in that capacity or as part of a team ministry, and that whether full time or part time and whether or not paid in that capacity;
- 123.24 “Non-qualifying Trustee” means a Charity Trustee who is:
- 123.24.1 a Remunerated Trustee; or
 - 123.24.2 a person who is connected with a Remunerated Trustee as “connected” is defined in Section 68(2) of the Act;
- 123.25 “Office-bearer” means an office-bearer of the Church in terms of Clause 77;
- 123.26 “OSCR” means the Office of the Scottish Charity Regulator;
- 123.27 “the Purposes” means the purposes of the Church as set forth in Clause 4;
- 123.28 “Qualifying Trustee” means a Charity Trustee who is not a Non-qualifying Trustee;
- 123.29 “Remote Meeting” means a Members Meeting held wholly by means of a video conferencing facility and/or other form of technological facilitation in terms of Clause 53;
- 123.30 “Remunerated Trustee” means a Charity Trustee (including a paid Minister) who receives remuneration or other benefit from the Church in circumstances permitted by Sections 67 and 68 of the Act and Clauses 83.3, 85 and 101;

- 123.31 “SCIO” means a Scottish Charitable Incorporated Organisation in terms of the Act;
- 123.32 “the Secretary” means the secretary of the Church from time to time as appointed in terms of Clause 76;
- 123.33 “the Statement of Foundation Values” means the statement of foundation values of the Church as set forth in Part 2 of the Appendix;
- 123.34 “the Transfer Date” means the date of transfer of the assets and liabilities of the Association to the SCIO;
- 123.35 “the Treasurer” means the treasurer of the Church from time to time as appointed in terms of Clause 76;
- 123.36 “the Union” means The Baptist Union of Scotland, being a charitable company limited by guarantee registered under Number SC620266 and Registered Scottish Charity Number SC049047, and shall where the context so requires or admits include any charitable company limited by guarantee or other charitable organisation or entity, whether or not having the same charity number, set up to succeed to the Union as currently constituted and to which the assets and liabilities of the Union have been transferred; and
- 123.37 “Working Day” means any day on which clearing banks in Scotland are open for business under exception of any local holidays in the area in which the principal office of the Church is located.

THE APPENDIX

This is the Appendix referred to in the attached Constitution of Nairn Baptist Church SCIO

PART 1

DECLARATION OF PRINCIPLE OF THE UNION

The basis of the Union is:

1. that the Lord Jesus Christ our God and Saviour is the sole and absolute authority in all matters pertaining to faith and practice, as revealed in the Holy Scriptures, and that each church has liberty, under the guidance of the Holy Spirit, to interpret and administer His laws;
2. that Christian baptism is the immersion in water into the name of the Father, the Son and the Holy Spirit, of those who have professed repentance towards God and faith in the Lord Jesus Christ, who died for our sins according to the Scriptures, was buried and rose again the third day; and
3. that it is the duty of every disciple to bear witness to the Gospel of Jesus Christ, and to take part in the evangelisation of the world.

PART 2

STATEMENT OF FOUNDATION VALUES OF THE CHURCH

1. **Loving:** Jesus commanded us to love God with all our heart, soul, strength and mind and to love our neighbours as ourselves.
2. **Growing:** We are committed to personal spiritual growth, learning and becoming more like Jesus and living a God-centred life.
3. **Biblical:** Jesus knew the Word of God; it is through its pages we encounter God and we put ourselves under God's authority as revealed through the truths of Scripture.
4. **Spirit-led:** Jesus promised his disciples would be filled with the Spirit; we will welcome the work of the Spirit and want to see his fruit in our lives.
5. **Prayerful:** Jesus spent time with God in prayer. We will be committed to spending time in prayer expectantly waiting for God to speak to us.

6. **Servant-hearted:** Following Jesus' example of servanthood, we will commit to discovering and using the gifts that God has given each of us for the work of His kingdom.
7. **Missional:** Jesus sent his disciples out into the world to make disciples as they shared their experience of Jesus with others. We will ensure our focus is outward and we will reach out to others with the love of God - locally, nationally and internationally.