

Constitution of Carrubbers Christian Centre

1 Interpretation

In this Constitution:

1.1 The following expressions have the following meanings:

'the Chairman' means the person appointed by the Elders to preside at their meetings.

'charitable purpose' means a charitable purposes 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.

'charity trustees' has the meaning prescribed by section 97(1) of the Charities and Trustee Investment (Scotland) Act 2005 (The Act).

'the Church' means the congregation established for the purposes set out in Clause 2 whose members are admitted pursuant to Clause 5 together with the property of that church both heritable and moveable.

'the Regulator' means the Office of the Scottish Charity Regulator (OSCR).

'the Objects' means the charitable objects of the Church set out in clause 2.

'the Elders' means the body of persons recognised by the Church as having responsibility and authority within the Church for its spiritual leadership. These shall be the Trustees of the Church property both heritable and moveable.

'An elder' means a member of the governing body of the Church.

'A deacon' means ...a person who assists the Elders with the administration and ministry of the church

'Statement of Beliefs' means the statement of beliefs which appears in the schedule to this Deed.

'written' or 'in writing' refers to a legible document including a fax message and electronic means of communication capable of being printed.

'year' means the church financial year.

2 Names and Objects

2.1 The name of the Church is Carrubbers Christian Centre.

2.2 The Objects of the Church are for the benefit of the public by the furtherance of Evangelistic and other Christian work in the City of Edinburgh and throughout the world.

2.3 The church is a charitable trust. The Trustees must use the income and may use the capital of the Church in promoting the Objects.

3 Powers

The Elders have the following powers, which may be exercised only in promoting the Objects:

- 3.1 to arrange or join in arranging and providing for the holding of worship services, meetings, seminars, conferences, and training courses;
- 3.2 to establish and run educational institutions;
- 3.3 to promote or carry out research;
- 3.4 to provide advice;
- 3.5 to publish or distribute information;
- 3.6 to co-operate with other bodies;
- 3.7 to support, administer or set up other charities;
- 3.8 to raise funds;
- 3.9 to borrow money and give security for loans but only in accordance with the restrictions imposed by all current legislation;
- 3.10 to acquire or hire property of any kind;
- 3.11 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by The Act);
- 3.12 to make grants or loans of money and to give guarantees;
- 3.13 to set aside funds for special purposes or as reserves against future expenditure;
- 3.14 to deposit or invest funds in any lawful manner;
- 3.15 to delegate the management of investments in accordance with the provisions of all current legislation;
- 3.16 to insure the property of the Church against any foreseeable risk and take out other insurance policies to protect the Church when required;
- 3.17 to insure the Trustees against the costs of a defence to a criminal prosecution or civil actions brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty;
- 3.19 subject to clause 9, to employ or otherwise engage the services of agents, staff or advisers and dismiss those agents, staff or advisers;
- 3.20 to enter into contracts to provide services to or on behalf of other bodies;
- 3.21 to pay the costs of forming the Church; and
- 3.22 to do anything else within the law which promotes or helps to promote the Objects.

4 The Elders, Deacons and Pastors

- 4.x The elders will be mature and trusted men of God who are able to work closely together.
- 4.x The qualifications for eldership are found in 1 Timothy 3:1-7 and Titus 1:6-9.
- 4.1 The Elders are responsible for the management and administration of the Church's property and funds in accordance with this constitution.

- 4.2 The minimum number of Elders is five individuals but there is no maximum. All Elders must be members of the church and subscribe and adhere to, in belief and lifestyle, the Statement of Beliefs (See Appendix 1).
- 4.x The first board of elders shall be the board of directors of Carrubbers Christian Centre (or names?)
- 4.3 Elders must be recommended for appointment by all the existing Elders prior to being offered for the approval of members in accordance with clauses 6.2 and 6.10.
- 4.x The term of office for an elder is three years and elders may be reappointed after three years in accordance with Clause 4.3.
- 4.4 Future Elders must sign a declaration of willingness to act as a Trustee of the Church before they are eligible to vote at any meeting of the Elders.
- 4.5 Elders cease to be Elders and Trustees if they;
- 4.5.1 are or become disqualified under current legislation from acting as charity trustees or trustees for a charity;
 - 4.5.2 are incapable, whether mentally or physically, of managing their own affairs;
 - 4.5.3 are absent from three consecutive meetings of the Elders without good cause and a two-thirds majority of the Elders resolve that they be removed;
 - 4.5.4 resigns by written notice to the Elders (but only if at least two Elders will remain in office); or
 - 4.5.5 are removed for good and sufficient reason by a resolution passed by two-thirds of the other Elders after inviting the views of the Elder concerned and considering the matter in the light of any such views including (without limitation) if they cease in the reasonable opinion of the other Elders to subscribe and adhere to, in belief or lifestyle, the Statement of Beliefs.
- 4.6 Retiring Elders are entitled to an indemnity from the continuing Elders at the expense of the Church in respect of any liabilities properly incurred during his trusteeship.
- 4.7 A technical defect in the appointment of Elders of which the Elders are unaware at the time does not invalidate decisions taken by the Elders.
- 4.8.1. Deacons shall be men and women of proven character and Christian maturity.
- 4.8.2. The qualifications for deacons are found in 1 Timothy 3:8-13 and Acts 6:1-6
- 4.8.3 Deacons shall serve under the direction of the elders, and the elders shall lead with the assistance of the deacons.
- 4.8.4Deacons will be selected on their suitability for particular tasks as well as on the Scriptural criteria.
- 4.8.5Deacons must be recommended for appointment by the Elders prior to being offered for the approval of members in terms of clauses 6.2 and 6.10.
- 4.8.6 The term of office for a Deacon is three years and Deacons may be reappointed after three years in accordance with Clause 4.6.2.5.
- 4.9 Deacons cease to be Deacons if they ;
- 4.9.1are incapable, whether mentally or physically, of managing their own affairs; or

4.9.2 are removed for good and sufficient reason by a resolution passed by two-thirds of the Elders after inviting the views of the Deacon concerned and considering the matter in the light of any such views including (without limitation) if they cease in the reasonable opinion of the other Elders to subscribe and adhere to, in belief or lifestyle, the Statement of Beliefs.

4.10 Pastors shall be those who prepare the church's congregation for works of service to build them up as the body of Christ.

4.11 Pastors will be appointed by the Elders and are accountable to the Elders. They may be remunerated in accordance with clause 9.1.4. Although pastors will function as Elders of the church, they will have no power to vote on, or to make, financial and other similar decisions. Pastors are not Charitable Trustees in terms of section 97(1) of the Act.

5 Membership

5.1 'Full Membership' is open to any individual interested in promoting the Objects who:-

5.1.1 subscribes and adheres to, in belief and lifestyle, the Statement of Beliefs, as set out in the appendix;

5.1.2 applies to the Church in the form required by the Elders and Trustees. 5.1.3 is approved by the Elders and Trustees.

5.2 Full members are eligible to attend and vote at Annual General Meetings (AGM) or Extraordinary General Meetings (EGMs)

5.3 Full members shall have one vote save that full members under the age of 18 years shall not be entitled to vote.

5.4 'Associate Membership' is available for those temporarily residing in Edinburgh with church membership elsewhere who wish to participate in the life of the Church, and be allocated to Home Groups. They may attend but are not eligible to vote at AGMs or EGMs.

5.5 'Friendship of Carrubbers' is available to those no longer able to attend Carrubbers on a regular basis, who wish to maintain their links and receive copies of annual reports and requests for support. They may attend but are not eligible to participate in or vote at AGMs or EGMs.

5.6 The Elders must keep a register of the names and addresses of Members and Friends which must be made available to any Member upon request.

5.7 Any membership shall be terminated immediately if the member concerned:-

5.7.1 gives written notice of resignation to the Church;

5.7.2 dies;

5.7.3 is removed from membership by a resolution of the Elders, passed by at least a two-thirds majority of those present and voting. A resolution to remove a Member from membership may only be passed if:-

5.7.3.1 the Member has been given at least 14 days' notice in writing of the meeting of the Elders at which the resolution will be proposed and the reasons why it is to be proposed; and

5.7.3.2 the Member is advised of his or her entitlement to put forward any written representations for consideration by the Elders to be received by them at least 3 clear days before the meeting at which the resolution is to be proposed.

5.7.4 ceases, in the reasonable opinion of the Elders, to subscribe or adhere to, in belief or lifestyle, the Statement of Beliefs and the Elders resolve by at least a two-thirds majority of those present and voting that he/she should be removed from membership provided that the process set out in clause 5.6.3 is followed in every case.

5.7 Membership of the church is personal and not transferable.

6 General Meetings

6.1 An Annual General Meetings (AGM) must be held in every year save that the first AGM may be held at any time within 18 months after the adoption of the Constitution.

6.2 At an AGM the Members will:

6.2.1 receive the accounts of the Church for the previous Financial Year;

6.2.2 receive the report of the Elders on the Church's activities since the previous AGM;

6.2.3 accept the retirement of those Elders who wish to retire or are retiring by rotation;

6.2.4 approve the appointment and re-appointment of Elders by a two-thirds majority of the votes cast at an AGM. The existing Elders will give at least one months notice to the membership of new Elders and those seeking re-appointment as Elders. Members will be invited to make representations if for any reason they consider the proposed person as unsuitable for this position. In the event that any member considers an Elder or proposed Elder to be unsuitable for either election or re-election the member shall in the first instance raise the matter with the Elder or proposed Elder. If the issue remains unresolved then the matter should be raised with the Elder or proposed Elder in the presence of two other Elders one of whom should be a Pastor. In the event that the issue still remains unresolved the member will be given appropriate opportunity to bring his concern to a full board meeting of the Elders. The decision of the Board of Elders will be final and if necessary will be decided by a two-thirds majority vote. Pastors will not be required to stand for re-appointment

6.2.5x approve the appointment and re-appointment of Deacons by a two-thirds majority of the votes cast at an AGM. The Elders will give at least one months notice to the membership of new Deacons and those seeking re-appointment as Deacons. Members will be invited to make representations if for any reason they consider the proposed person as unsuitable for this position. In the event that any member considers a deacon or proposed deacon to be unsuitable for either election or re-election, the member shall, in the first instance, raise the matter with the deacon or proposed deacon. If the issue remains unresolved, then the matter should be raised with the deacon or proposed deacon in the presence of two Elders, one of whom should be a Pastor. In the event that the issue still remains unresolved, the member will be given appropriate opportunity to bring his concern to a full board meeting of the Elders. The decision of the board of Elders will be final and, if necessary, will be decided by a two thirds majority vote.

6.2.6 deal with any other business put before them by the Elders and Trustees.

- 6.3 Members must attend General Meetings in person. General Meetings shall be called either by at least 14 Clear Days' written notice being given to the Members or by means of verbal notice being given at each service of public worship held on each of the two Sundays preceding the date set for the General Meeting. In both cases an indication of the business to be transacted at the General Meeting must be given.
- 6.4 There is a quorum at a general meeting if the number of Members personally present is at least 20. No business may be transacted unless a quorum is present.
- 6.5 The Chairman (or if the Chairman is unable or unwilling to do so) some other Member elected by those present presides at a General Meeting.
- 6.6 Except where otherwise provided by the Constitution, every issue at a General Meeting is determined by a simple majority of votes cast by the Members present in person.
- 6.7 Except for the chairman of the meeting, who in the case of an equality of votes has a second casting vote, every Member present in person is entitled to one vote on every issue.
- 6.8 Any general meeting which is not an AGM is an EGM.
- 6.9 An EGM may be called at any time by the Trustees and must be called within 21 Clear Days after a written request to the Trustees from at least 20 members.
- 6.10 It is competent for Elders or Deacons to have their appointment approved at an EGM if the process in 6.2.4 is followed.

8 Proceedings of Elders

- 8.1 The Elders as Trustees must hold at least three meetings each year.
- 8.2 A quorum at a meeting is five of the Elders for the time being.
- 8.3 A meeting may be held either in person or by suitable electronic means agreed by the Elders in which all participants may communicate with all the other participants.
- 8.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Elder chosen by them presides at each meeting.
- 8.5 Except where otherwise provided in this Deed, every issue may be determined by a simple majority of the votes cast at a meeting of the Elders. A resolution which is in writing and signed by all the Elders is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 8.6 Except for the chair of the meeting, who, in the case of an equality of votes, has a second or casting vote, every Elder has one vote on each issue.
- 8.7 The Elders have the following powers in the administration of the church:
- 8.7.1 to appoint a Chairman, Secretary, Pastors, Treasurer and other honorary officers;
 - 8.7.2 to delegate any of their functions to committees consisting of two or more persons appointed by them provided that all proceedings of committees must be reported promptly to the Elders;
 - 8.7.3 to make rules consistent with this Constitution to govern proceedings at their meetings and at meetings of committees;

8.7.4 to make regulations consistent with this Constitution to govern the use and application of the property and funds of the Church including regulations about the operation of bank accounts and the commitment of funds.

9 Application of Funds and Property

9.1 The Elders as Trustees may employ or engage under a contract for services such of their number or any person connected to an Elder (as defined in clause 9.6) as they may determine provided that:

9.1.1 the Elders in each case are satisfied that it is in the best interests of the Church to employ or engage under a contract for services the Elder or connected person concerned;

9.1.2 the Elders are in each case satisfied that the terms of employment or engagement are reasonable in respect of the employment or of the services provided and are subject to regular and objective review; and

9.1.3 the procedure set out in clause 9.6 is followed on each occasion.

9.1.4 Pastors are entitled to remuneration to be fixed by the Elders

9.2 Provided no person is remunerated for services as a charity trustee or trustee for a charity, a Trustee or person connected to a Trustee who possesses specialist skills or knowledge and any firm or company of which such a Trustee or connected person is a member, consultant, partner, trustee, officer or employee, may charge and be paid reasonable fees for goods or services supplied to the Church on the instructions of the other Trustees but only if the Trustees are satisfied that the requirements set out in Clause 9.1 are met.

9.4 Subject to clause 9.3, a person may be appointed as an Elder and as such a Trustee notwithstanding that he is employed or otherwise engaged by the Church and receives remuneration in that capacity.

9.5 No Trustee nor any person connected with a Trustee may receive from the Church any payment of money or other material benefit (whether direct or indirect) except

9.5.1 under clauses 3.17 (indemnity insurance), 9.1 and 9.2 (employment or engagement and fees)

9.5.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Church or the propagation of its objects

9.5.3 interest at a reasonable rate on money lent to the Church

9.5.4 a reasonable rent or hiring fee for property let or hired to the Church

9.5.5 an indemnity in respect of any liabilities properly incurred in or about the administration of the Church (including the costs of a successful defence to criminal proceedings)

9.5.6 benefits received by the Trustee or a connected person as a member of the Church Congregation where such benefits are no different to those received by other members of the congregation

9.5.7 in exceptional cases, other payments or benefits

9.6 Whenever a Trustee or a person connected to a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or any committee, the Trustee or connected person must:

9.6.1 declare an interest before discussion on the matter begins

9.6.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information

9.6.3 not be counted in the quorum during that part of the meeting

9.6.4 withdraw during the vote and have no vote on the matter

For the purpose of this Clause 9 a person is connected with a Trustee if that person is:-

(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee; or

(b) a spouse of the Trustee or any person falling within paragraph (a) above.

9.7 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 3.14 until needed.

9.8 Investments and other property of the Church will be held in the name of the Elders as Trustees.ex officii

10 Records and Accounts

10.1 The Elders must comply with the requirements of all the relevant legislation relating to the keeping of financial records, the audit or independent examination of the accounts and the preparation and transmission to OSCR of:

10.1.1 annual reports

10.1.2 annual returns

10.1.3 annual statements of account

10.1.4 confirmation of changes to the Elders and of any details about the Church recorded with OSCR.

10.2 The Elders must maintain proper records of:

10.2.1 all proceedings at meetings of the Elders

10.2.2 all reports of committees

10.2.3 all professional advice obtained.

10.2.4 all proceedings of general meetings

10.3 Financial records, annual reports and statements of account relating to the Church for at least the previous six years must be available for inspection by any Elders.

10.4 A copy of the latest available annual statement of account must be supplied to any person who makes a written request and pays the Trustees' reasonable costs in accordance with the relevant legislation.

11 Amendments

11.1 This Constitution may be amended by supplemental deed on a resolution passed by at least three-quarters of the Elders present and voting at the meeting at which the amendment is considered and by at least three-quarters of the Full Members present and voting at an AGM or EGM.

11.2 No amendment is valid if it would destroy the charitable status of the Church or if it has not been confirmed by a resolution passed by a simple majority of the Spiritual Leadership.

11.3 No amendment may be made to clauses 2.1, 2.2, 9.1, 9.2, 9.3, 9.5, 9.6, 11, or 13 without the prior written consent of OSCR.

13 Dissolution

13.1 The Elders may at any time decide by resolution, passed by at least three-quarters of the Elders present and voting at the meeting at which the dissolution is considered, that the Church is to be dissolved. The Elders will then be responsible for the orderly winding up of the Church's affairs.

13.2 After making provision for all outstanding liabilities of the Church, the Elders must apply the remaining property and funds in one or more of the following ways:

13.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects and which holds to the Statement of Faith

13.3 A final report and statement of account relating to the Church must be sent to OSCR.

Appendix 1 – Statement of Belief

All Elders, Deacons, Members, Associate Members and Friends must profess their belief in:-

1. The Divine Inspiration, authority, sufficiency and total inerrancy of the Holy Scriptures;
2. the right and duty of private judgement in the interpretation of the Holy Scriptures;
3. the unity of the Godhead and the Trinity of Persons therein;
4. the total depravity of human nature in consequence of the Fall;
5. the Incarnation of the Son of God; His work of atonement for sinners of mankind and His mediatorial intercession and reign;
6. the justification of the sinner by faith alone;
7. regeneration and sanctification by the Holy Spirit;
8. the immortality of the soul, the resurrection of the body, the judgement of the world by our Lord Jesus Christ with the eternal blessedness of the righteous and the eternal punishment of the wicked.