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**CONSTITUTION
OF
NEW LIFE SHETLAND 2019**

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INTERPRETATION

1. References in this constitution to the Act include: -
 - 1.1. any statutory provision which adds to, modifies or replaces that Act; and
 - 1.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 1.1 above.
2. In this constitution: -

- 2.1. “the Act” means the Charities and Trustee Investment (Scotland) Act 2005 as amended, consolidated and re-enacted from time to time.
- 2.2. “Basis of Faith” has the meaning given in Article 8.
- 2.3. “Chairman” means the Leader so appointed under either paragraph 27 or paragraph 28.
- 2.4. “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 2006, providing (in either case) that its objects are limited to charitable purposes.
- 2.5. “charity law” means the Act and any other rule of law applying to the formation, governance and operation of Scottish charities.
- 2.6. “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.
- 2.7. “Fellowship Handbook” means the manual from time to time published, supplemented or amended by the Leaders under paragraph 74.
- 2.8. “Heritable Property Commitment” means the incurring of any obligation to acquire, dispose of, charge or encumber any interest in land.
- 2.9. “Leaders” means the persons appointed as such under paragraph 18 and holding that office from time to time and “Leader” means one of them.
- 2.10. “Members” means the persons admitted as such under paragraph 64.
- 2.11. “Members’ Meeting” means a meeting convened under either of paragraphs 68 and 69.
- 2.12. “OSCR” means the Office of the Scottish Charity Regulator.
- 2.13. “Senior Pastor” means the Leader designated as such under paragraph 21.
- 2.14. “Special Resolution” means (a) a resolution of not less than 75% of the Leaders in office from time to time being passed at a meeting of which full notice of the proposed alteration has been given or (b) a written resolution to that effect signed by not less than 75% of the Leaders in office from time to time, provided that, for the purposes of paragraphs 21 and 28, the Senior Pastor will not be counted in the number of Leaders on which the 75% is based.

GENERAL

Type of organisation

- 3. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation.

Scottish principal office

- 4. The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

5. The name of the organisation is “New Life Shetland 2019” and it is referred to throughout this constitution as “the Fellowship”.

Purposes

6. The purpose for which the Fellowship is formed is to be the new legal form of the Scottish Charity currently operating and known as New Life Shetland (AOG) which exists to advance the Christian faith through the continuance of a body of believers founded on the practice of biblical principle which maintains that the Scriptures of the Old and New Testament are the supreme authority and rule in matters of belief and life and which is engaged in serving God through worship, spiritual growth, pastoral care and outreach including the relief of sickness and hardship, the provision of counselling and support and the advancement of education.
7. The charitable purpose of the Fellowship for the purposes of the Act is the advancement of the Christian religion for the public benefit.
8. The Basis of Faith of the Fellowship is that the Scriptures of the Old and New Testaments are the supreme authority and rule in matters of faith and life. The Leaders may publish Ethos Statements from time to time to clarify the Fellowship's understanding of the teaching of the Scriptures on matters of life and doctrine.

Powers

1. The Fellowship has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so including, without limitation, taking over the property and activities of New Life Shetland (AOG).
2. No part of the income or property of the Fellowship may be paid or transferred (directly or indirectly) to the members and charity trustees - either in the course of the Fellowship's existence or on dissolution - except where this is done in direct furtherance of the Fellowship's charitable purposes and in accordance with the rules of charity law.
3. The income and property of the Fellowship shall be applied
 1. solely towards promoting the Fellowship's objects;
 2. shall not, except as provided in paragraph 34, be paid or transferred to any Leader;
 3. shall, in the event of any surplus arising on winding up, be paid over to one or more bodies established for exclusively charitable purposes with objects similar to those of the Fellowship.

Liability of charity trustees

12. The charity trustees of the Fellowship have no liability to pay any sums to help to meet the debts (or other liabilities) of the Fellowship if it is wound up. Accordingly, if the Fellowship is unable to meet its debts, and subject to the remaining provisions of this constitution and the law of Scotland, the charity trustees will not be held responsible.

13. The charity trustees have certain legal duties under the Act. Paragraph 12 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Indemnity

14. Subject to the applicable provisions of charity law but without prejudice to any indemnity to which a Leader may otherwise be entitled, each Leader shall be indemnified out of the assets of the Fellowship against any loss or liability which that Leader may sustain or incur in connection with the execution of that Leader's duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings, whether civil or criminal, in which judgement is given in favour of that Leader or in which that Leader is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Fellowship.

General structure

15. The management and administration of the Fellowship will, subject to this constitution, be delegated to the Leaders.
16. For the purposes of the Act the Leaders are the charity trustees.

LEADERS

Appointment of Leaders

17. To be appointed as a Leader a person must (a) be aged 18 or over, (b) must not be disqualified from being a charity trustee under the Act (c) must confirm personal acceptance of the Basis of Faith to the satisfaction of the Leaders and (d) must be admitted as a Member.
18. Appointment as a Leader will be solely by Special Resolution of the Leaders which is affirmed by the Members at a Members' Meeting.
19. There is no maximum number of Leaders.
20. The minimum number of Leaders is three.
21. The Leaders may, by Special Resolution, (A) designate one of the Leaders as the Senior Pastor for the purposes set out in the Fellowship Handbook (B) revoke such designation (always without prejudice to the rights of such Trustee under any appointment, contract or arrangement then in force between the Fellowship and such Leader).

Initial charity trustees

22. The persons who signed the charity trustee declaration forms which accompanied the application for incorporation of the Fellowship were deemed to have been appointed as Leaders with effect from the date of incorporation of the Fellowship.

Termination of office

23. A Leader will cease to hold office on the earliest to occur of the following:

- 23.1. without any resolution of the Leaders if that Leader becomes disqualified from being a charity trustee under the Act;
- 23.2. upon delivery by that Leader to the Fellowship of a signed notice of resignation;
- 23.3. by Special Resolution of the Leaders, which is affirmed by the Members at a Members' Meeting, where (A) that Leader has been absent from more than three consecutive meetings of the Leaders without giving any reason which satisfies the Leaders or (B) that Leader has committed a material breach of the code of conduct for charity trustees (as referred to in paragraph 35) or of charity law or is under church discipline pursuant to the Fellowship Handbook.

Roll of Leaders

- 24. The Fellowship will keep a roll or register of Leaders, setting out
 - 24.1. for each Leader in office, the Leader's full name and residential address, the date on which the Leader was appointed as a Leader and any office held by the Leader in the Fellowship;
 - 24.2. for each former Leader - for at least six years from the date on which the Leader ceased to be a Leader – the name of the Leader, any office formerly held by the Leader in the Fellowship and the date on which the Leader ceased to be a Leader.
- 25. The Fellowship will update the roll of Leaders within 14 days of any change:
 - 25.1. which arises from a resolution of the Leaders; or
 - 25.2. which is notified to the Fellowship.
- 26. The Fellowship will provide a copy of the roll of Leaders to any person (who is not a Leader) within 28 days of such person making such a request but only where individual addresses are redacted.

Chairman

- 27. Subject to paragraph 28, the designation of a Leader as the Senior Pastor under paragraph 21 will have the effect of appointing such Trustee as chairman of the Leaders for the duration of such designation.
- 28. During any period when (A) no Leader has been designated as the Senior Pastor under paragraph 21 or (B) the Senior Pastor is absent or unable to perform the Senior Pastor's duties, the Leaders may, by Special Resolution, appoint, and may remove, one of the other Leaders to act as Chairman.
- 29. In the circumstances of case (B) in paragraph 28, the Leader so appointed will hold office as Chairman until the earlier of
 - (a) the date when the Senior Pastor is able to resume the Senior Pastor's duties to the satisfaction of the Leaders and
 - (b) the expiry of six months from the date of the Leader's appointment but in this case the Leader will be eligible for re-appointment if the circumstances requiring the Leader's appointment have not changed.

30. A person elected as Chairman will automatically cease to hold that office upon ceasing to be a Leader for any reason.

Powers and duties of Leaders

31. Except where this constitution states otherwise, the Fellowship (and its assets and activities) will be managed by the Leaders who may exercise all the powers of the Fellowship in relation to its property and assets.
32. Each of the Leaders has a duty, in exercising functions as a Leader, to act in the interests of the Fellowship and, in particular, must:
- 32.1. seek, in good faith, to ensure that the Fellowship acts in a manner which is in accordance with its purposes;
 - 32.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 32.3. in circumstances giving rise to the possibility of a conflict of interest between the Fellowship and any other party:
 - 32.3.1. put the interests of the Fellowship before that of the other party;
 - 32.3.2. where any other duty prevents the Leader from doing so, disclose the conflicting interest to the Fellowship and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - 32.4. ensure that the Fellowship complies with any direction, requirement, notice or duty imposed under the Act.
33. In addition to the duties outlined in paragraph 32, all of the Leaders must take such steps as are reasonably practicable for the purpose of ensuring:
- 33.1. that any breach of any of those duties by a Leader is corrected by that Leader and not repeated; and
 - 33.2. that any Leader who has been in serious and persistent breach of those duties is removed as a Leader.
34. Provided that a Leader has declared an interest, that the Leader has not voted on the question of whether or not the Fellowship should enter into the arrangement, and subject to the provisions of charity law, the Fellowship will be entitled
- 34.1. to pay reasonable and proper remuneration to that Leader in return for professional, commercial, trade or other services actually rendered to the Fellowship in a capacity other than that of Leader;
 - 34.2. to pay interest at a rate not exceeding two per cent over Bank of England base rate from time to time on money advanced as a loan to the Fellowship by that Leader;
 - 34.3. to pay rent at a rate not exceeding the open market rent for premises let to the Fellowship by that Leader;

- 34.4. to purchase assets from that Leader providing that the consideration for such purchase is not more than market value;
- 34.5. to sell assets to that Leader providing that the consideration for such sale is not less than market value;
- 34.6. to make payment to that Leader in reimbursement of travelling and other out of pocket expenses incurred by that Leader in providing services for the Fellowship; and
- 34.7. to pay remuneration to that Leader, including the provision of living accommodation, under a bona fide contract in a form approved by the Leaders.

Code of conduct for Leaders

- 35. Each of the Leaders shall comply with (A) the Fellowship Handbook and (B) any code of conduct prescribed by the Leaders from time to time.
- 36. Any code of conduct referred to in paragraph 35 shall be supplemental and subordinate to the provisions relating to the conduct of Leaders contained in this constitution and the duties imposed on charity trustees under charity law.

DECISION-MAKING BY THE LEADERS

Notice of meetings

- 37. Any Leader may call a meeting of the Leaders but in any event the Leaders must meet at least once in each calendar year to approve the report and accounts described in paragraph 57.
- 38. At least seven days' notice must be given of each meeting of the Leaders, unless, not later than the start of the meeting, shorter notice has been approved by Special Resolution of the Leaders.

Procedure at meetings

- 39. No valid decisions can be taken at a meeting unless a quorum is present. The quorum for meetings is three Leaders present in person one of whom must, except for the limited purpose of considering and passing a resolution for the appointment or removal of a chairman pursuant to paragraph 28, be the Chairman.
- 40. If at any time the number of Leaders in office falls below the minimum number stated in paragraph 20, the Leaders will have power to make appointments to achieve that number but will not be able to take any other valid decisions.
- 41. The Chairman will act as chairman of each meeting of the Leaders.

Voting

- 42. Each Leader has one vote, which must be given personally.
- 43. No Heritable Property Commitment can be made by the Fellowship unless the terms are approved by Special Resolution of the Leaders.
- 44. Except where provided otherwise in this constitution, all decisions at meetings will be made by simple majority vote of those Leaders present.

45. If there is an equal number of votes cast for and against any resolution presented to a meeting of the Leaders, the Moderator will be entitled to exercise a second (casting) vote.
46. The Leaders may, in their absolute discretion, (A) admit persons having an interest in the business to be discussed to attend all or part of their meetings as observers and in addition (B) allow any person to speak at a meeting notwithstanding that such person is not a Leader but on the basis that such person will not participate in decision-making.
47. A Leader must not vote at a meeting (or at a meeting of a committee) on any resolution which relates to a matter in which that Leader has a personal interest or duty which conflicts (or may conflict) with the interests of the Fellowship and that Leader must withdraw from the meeting while that matter is being discussed.
48. For the purposes of paragraph 47: -
 - 48.1. an interest held by an individual who is “connected” with the Leader under section 68(2) of the Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Leader;
 - 48.2. a Leader will be deemed to have a personal interest in relation to a particular matter if a body in relation to which that Leader is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.
49. Except as otherwise provided in this constitution, any matter which may be determined by the vote of the Leaders at a validly convened meeting may also be determined by written resolution signed by a majority of the Leaders in office from time to time.

Minutes

50. The Leaders will ensure that proper minutes are kept in relation to their own meetings and meetings of any committees formed under paragraph 53.1.
51. The minutes to be kept under paragraph 50 will include the names of those present and will be signed by the chairman of the meeting.
52. The Leaders will keep confidential all minutes except as required by law.

ADMINISTRATION

Delegation to sub-committees

53. Without derogating from their responsibilities as charity trustees, and subject to the other provisions of this Constitution, the Leaders may delegate any of their powers to
 - 53.1. committees which must comprise at least two Leaders (one of which must act as chairman of the committee’s meetings) and other persons who need not be Leaders or
 - 53.2. any one or more of their own numberin each case for such purpose and on such conditions as the Leaders may prescribe from time to time.

Operation of accounts

54. The Leaders will determine the basis on which operations are conducted on the bank and other accounts held by the Fellowship having due regard to security of funds.
55. Where the Fellowship uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the arrangements made by the Leaders under paragraph 54.

Accounting records and annual accounts

56. The Leaders will ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
57. The Leaders will prepare an annual report and statement of accounts, complying with all relevant statutory requirements including those relating to the correct format of the accounts and the appropriate external scrutiny required by either a registered auditor or an appropriately qualified independent examiner.

Winding-up

58. If the Fellowship is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Act.
59. The Leaders may resolve by Special Resolution, affirmed by the Members at a Members' Meeting, that the Fellowship be wound up under the Act.
60. Any surplus assets available to the Fellowship immediately preceding its winding up or dissolution must be used for purposes which are the same as, or which closely resemble, the purposes of the Fellowship as set out in this constitution.

Alterations to the constitution

61. This constitution may (subject to paragraph 62) be altered by Special Resolution of the Leaders which is affirmed by the Members at a Members' Meeting.
62. The Act prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of OSCR.

MEMBERS

Membership

63. The Fellowship will have not less than 20 Members and, in the event that the number of Members falls below 20 at any time, the Leaders shall use their best endeavours to restore that number as soon as practicable.
64. The Leaders admit as a Member of the Fellowship a person who (a) is 16 years or older, (b) makes a credible profession of faith, (c) expresses a desire to worship and serve God as a member of the Fellowship, (d) has been baptized as a believer by immersion (unless the Leaders are satisfied on the basis of a medical certificate that this is not appropriate) and (e) is not continuing as a member of any other church.
65. A person will cease to be a Member on the first to occur of (a) his/her death, (b) intimation by that person to the Leaders of his/her resignation as a Member and (c) a decision of the Leaders, acting in their sole discretion to terminate that person's membership which may be, without limitation, for failure to meet acceptable standards of Christian conduct, living unrepentantly in disobedience to the Lord, acting in a

manner which causes disunity within the Fellowship or persistent non-attendance at the Fellowship services of worship and prayer.

66. The Leaders may, in their sole discretion in the exercise of Scriptural discipline, and without terminating a person's membership, to suspend a Member from the exercise of specific ministries for such period as the Leaders consider appropriate.
67. The Leaders will maintain a register of Members and Members will be entitled to inspect this register to verify the personal data held in relation to them only.

Members' Meetings

68. The Leaders will, within six months of the end of each accounting period of the Fellowship, hold a meeting to which all Members will be invited to receive a report from the Leaders on the work of the Fellowship and its financial activities during the previous accounting period.
69. The Leaders will also convene Members' Meetings for other purposes as required from time to time.
70. Members' Meetings will be convened on not less than eight days' notice which will be given by oral notice at services on two successive Sundays.
71. The quorum for each Members' Meeting will be a number of Members which is not less than 25% of the total number of Members at the date of calling the Members' Meeting, and if a quorum is not present the Members' Meeting will automatically be re-convened for the same time and place one week later.
72. Each Members' Meeting will be chaired by the Senior Pastor (or in the absence of the Senior Pastor by another of the Leaders nominated by the Senior Pastor, whom failing by the chairman of the Leaders).
73. Votes and affirmation by Members will be conducted in such manner as the Leaders determine appropriate in their sole discretion according to the circumstances of the meeting and the subject matter to be considered, This may involve secret ballot and/or proxy voting. Abstentions will be ignored in determining whether a simple majority has been achieved.

FELLOWSHIP HANDBOOK

74. The Leaders will have power from time to time by Special Resolution to adopt initially, and from time to time to supplement and amend, a manual describing how the Fellowship will operate within the terms of this constitution.