

UNITARIANS IN EDINBURGH: Special General Meeting

Minutes of the Special General Meeting held on Sunday 7th March 2021 at 12.10 pm on Zoom.

Attendance: 33 members, our minister and 17 friends were present. The meeting was quorate.

Apologies for Absence: None

Welcome: Mary McKenna (Convener) welcomed everyone to the Special General Meeting.

Purpose: Ann Sinclair explained the purpose of the meeting which was to approve some additions to St Mark's constitution. OSCR the Office of the Charity Regulator in Scotland had during lockdown approved the holding of AGM's, SGM's and other general meetings on Zoom or other virtual means by Charities, even where their Constitution did not allow for this. From 31 March 2021 this concession would no longer be available, and we needed to add in clauses to our SCIO Constitution to allow us to hold such meetings on Zoom thereafter. Ann had drafted the clauses based on the templates suggested by OSCR/SCVO. These had been circulated before this meeting to all members. These changes had to be passed by a 2/3rds majority at a quorate meeting held for the purpose.

Result: The changes to the St Mark's Constitution were passed by more than a 2/3rds majority (29 out of 33 members). A copy of the new Constitution is given below.

Margery MacKay
Church Secretary
12 March 2021

St Mark's Unitarian Church, Castle Terrace, Edinburgh, EH1 2DP SCIO No: SC014167

UNITARIANS in EDINBURGH

(affiliated to the General Assembly of Unitarian and Free Christian Churches and to the Scottish Unitarian Association)

1. NAME

The name of this religious Society is St. Mark's Unitarian Church, Edinburgh (also known as Unitarians in Edinburgh). It is a Scottish Charitable Incorporated Organisation (SCIO).

2. BASIS AND CHARITABLE PURPOSES

2.1 [religious principles]

2.1.1 We support the principles of freedom, progress and tolerance in religion.

2.1.2 We acknowledge the respect of self and love for others as taught and practised by Jesus together with the insights of other faiths and what is good and true in human experience.

2.1.3 We cherish the whole creation and respect the interdependence of the earth's community.

2.1.4 We seek to make religion relevant to life through public worship, inquiry and service to the community.

2.1.5 We encourage individuals in their personal and spiritual growth and respect their freedom to believe according to reason and conscience.

2.1.6 We ask Members of our Society to share these principles.

2.2 [premises] We seek to maintain, preserve and enhance the church premises, which are provided for the use of our Members and the general public.

3. POWERS & GENERAL STRUCTURE

3.1 The Society has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. The Society, as a SCIO, has the right to hold property in its own name.

3.2 No part of the income or property of the Society may be paid or transferred (directly or indirectly) to the Members - either in the

course of the Society's existence or on dissolution - except where this is done in direct furtherance of the Society's charitable purposes.

3.3 The Society comprises:

3.3.1 its Members who have the right to attend general meetings of the Society and have important powers under the constitution; in particular, to appoint Members to serve on the Council and to take decisions on changes to the constitution itself;

3.3.2 the Council which holds regular meetings. It is entrusted with general charge of overseeing the policy of the Society in accordance with its Basis and charitable purposes, the property of the Society and the conduct of all its financial affairs and the control of its administration. The Members serving on the Council are the Trustees of the Society.

3.4 The Members of the Society have no liability to pay any sums to help to meet the debts (or other liabilities) of the Society if it is wound up; accordingly, if the Society is unable to meet its debts, the Members will not be held responsible.

3.5 The Members and Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; they could incur personal liabilities if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

4. MEMBERS

4.1 Any person who is a Member of the Society at the time this Constitution is adopted shall continue to be a Member.

4.2.1 Any person who meets the following criteria may apply in writing to the Council for admission as a Member. They must:

- be in sympathy with the Basis and charitable purposes of the Society;
- be aged sixteen years or over; and

- have participated in, and contributed to, the work and worship of the Society for at least six months.

4.2.2 The Council will admit such a person as a Member, unless good cause can be shown not to do so. The Council will inform the person of its decision in writing or by email. Any person refused admission as a Member has an automatic right of appeal to a general meeting of Members; they should inform the Secretary if they wish to pursue that option.

4.3 There is no subscription payable to become or to remain a Member. However Members are urged to support the Society as generously as they are able within their means and circumstances.

4.4.1 The Council will maintain a register of Members which lists, for every current Member, their name and full address, and the date on which they were accepted as a Member of the Society; also for each former Member, for at least six years from the date on which they ceased to be a Member, their name and the date on which they ceased to be a Member.

4.4.2 The Council must ensure that the register of Members is updated within 28 days of any change which arises from a resolution of the Council or from a resolution passed by the Members of the Society or which is notified to the Society.

4.4.3 If a Member or Trustee of the Society requests a copy of the register of Members, the Council must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a Member (rather than a Trustee), the Council may provide a copy which has the addresses blanked out.

4.5 Membership of the Society will terminate in the following circumstances:

- on the date of receipt by the Society of the written request of the Member to cease membership;
- upon the death of the Member;
- as the outcome of a review of the membership by the Council;
- as a result of expulsion.

4.6.1 The Council can review the membership at any time by issuing notices to Members, either in writing or by email, asking them to confirm that they wish to remain as Members of the Society and allowing them a period of 28 days, running from the date of issue of the notice, to provide that confirmation to the Council. To be valid, the notices must make it clear that if the Member fails to provide confirmation within the 28-day period without reasonable cause, the Council may remove them from membership.

4.6.2 If a Member fails without reasonable cause to provide confirmation to the Council, in writing or by email, that they wish to remain as a Member before the expiry of the 28-day period, the Council may remove them from membership.

4.7 The Council can expel a Member from the Society by way of a resolution. The Secretary of the Council must give the Member concerned at least 21-days' notice of the intention to propose the resolution, must specify the grounds for the proposed expulsion and must advise the Member concerned that they are entitled to be heard on the resolution at the Council meeting at which the resolution is proposed.

4.8 With reference to clause 4.7, the Member must be informed that they have the right of appeal to a general meeting of Members, if they do not accept the decision of Council. The general meeting must be called by Council, giving Members at least 14 days' notice of the intention to propose the resolution and specifying the grounds for the proposed expulsion. The Member concerned must be informed that they are entitled to be heard on the resolution at the general meeting at which the resolution is proposed. The Member can be expelled if the resolution is passed by not less than two thirds of those present and voting.

4.9 Membership of the Society may not be transferred by a Member.

5. GENERAL MEETINGS

5.1 Final authority in the Society is vested in the Members acting in a general meeting at which only Members may vote. Each Member has one vote.

5.2 A general meeting of the Members may be called either (1) by the Council; or (2) at the request in writing by at least five or more of the Members to the Convener of the Council, who shall arrange for such a meeting to be held within six weeks of receiving the request.

5.3 The time, place and business of any general meeting of Members, including the text of any motions duly proposed and seconded by Members, shall be sent to all Members not less than fourteen days before such a meeting in writing either by email or by post using the last address notified to the Society by the Member. The Council may make arrangements, in advance of any Members' meeting, to allow Members to participate in the Members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment - so long as all those participating in the meeting can hear each other; a Member participating in a Members' meeting in this manner shall be deemed to be present in person at the meeting.

5.3.1 Twenty Members or twenty per cent of the Members (whichever is the less) present in person shall constitute a quorum. Every member has one vote, which must be given personally; for the avoidance of doubt, a vote given by a member participating in the meeting through any of the methods referred to in clause 5.3 will be taken to be given personally for the purposes of this clause.

5.3.2 The Convener of the Council will normally preside at any Members' meeting; alternatively the Council members present at the meeting will elect from among themselves the Trustee who will preside over the meeting.

5.3.3 Ideally, decisions will be reached by consensus; alternatively they will be made by majority vote (except in circumstances listed in 5.3.5). If the votes for and against a decision or resolution are equal, the presiding Trustee of the meeting will be entitled to a second (casting) vote.

5.3.4 Voting normally will be by show of hands, unless the presiding Trustee, or at least two other Members present at the meeting, requests a secret ballot. The presiding Trustee will decide how any secret ballot is to be conducted and will declare the result of the ballot to the meeting.

5.3.5 Resolutions dealing with the following matters will require the consent of at least two thirds of those Members present in order to be valid: (1) amendment of the constitution, (2) a direction to Council that it undertakes, or does not undertake, a particular step, (3) dissolution of the Society.

5.4 Annual General Meeting (AGM)

5.4 An annual general meeting of Members shall be held once every year, with not more than 15 months between any two consecutive AGMs, for the following purposes:

5.4.1 to consider the Council's (Trustees') report and certified accounts for the previous financial year;

5.4.2 to elect from among the Members the members of Council (the Trustees) for the coming year.

5.5 Appointment of Minister or Spiritual Leader

5.5.1 A recommendation to appoint a Minister or Spiritual Leader of the Society shall be made by Council. The recommended Minister or Spiritual Leader must be in sympathy with the religious principles of the Basis of the Society. Unless they are to be offered only a short-term temporary appointment, or there are other special circumstances, the recommended Minister or Spiritual Leader must be on the Roll of Ministers and Lay Pastors maintained by the General Assembly of Unitarian and Free Christian Churches or eligible to be on it.

5.5.2 A Minister or Spiritual Leader shall be appointed by a general meeting called in accordance with clause 5.3.

5.5.3 A resolution to appoint a Minister or Spiritual Leader must be approved by at least eighty per cent of those present at the general meeting at which at least thirty per cent of the Members are present in person.

5.5.4 The terms of appointment of a Minister or Spiritual Leader shall be set out in a written contract which takes into account the current advice of the General Assembly of Unitarian and Free Christian Churches.

5.5.5 The Minister or Spiritual Leader is free to choose whether or not to become a Member of the Society, but may not be a Trustee.

6 COUNCIL:THE TRUSTEES

6.1 Number and eligibility of Trustees

6.1.1 The maximum number of Trustees is nine and the minimum number is seven.

6.1.2 In order to be eligible for election or appointment to the Council, a person must be a Member of the Society

6.1.3 A Member is ineligible for election if they are either an employee of the Society or are disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

6.2 Initial Trustees

6.2 The persons who signed the charity trustee declaration forms which accompanied the application for incorporation of the Society shall be deemed to have been appointed by the Members as Trustees with effect from the date of incorporation of the Society as a SCIO.

6.3 Election, retiral, re-election

6.3.1 At each AGM, the Members may elect any eligible Member (see 6.1.2 and 6.1.3) to be a Trustee.

6.3.2 The Council may at any time appoint any willing and eligible Member (see 6.1.2 and 6.1.3) to be a Trustee.

6.3.3 At each AGM, all of the Trustees must retire from office - but they may then be re-elected under clause 6.3.1.

6.3.4 A Trustee retiring at an AGM will be deemed to have been re-elected unless either:

- they advise the Council prior to the conclusion of the AGM that they do not wish to be re-appointed as a Trustee; or,
- an election process was held at the AGM and they were not among those elected/re-elected through that process; or,
- a resolution for the re-election of that Trustee was put to the AGM and was not carried.

6.3.5 A Trustee will automatically cease to hold office if they:

a) become disqualified from being a Trustee under the Charities and Trustee Investment (Scotland) Act 2005;

b) become incapable for medical reasons of carrying out their duties as a charity trustee - but only if the medical condition in question has continued (or is expected to continue) for a period of more than six months;

c) cease to be a Member of the Society;

d) become an employee of the Society;

e) give the Society a notice of resignation, signed by the Trustee;

f) are absent (without good reason, in the opinion of the Council) from more than three consecutive meetings of the Council, but only if the Council resolves to remove them from office;

g) are removed from office by resolution of the Council on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 6.8);

h) are removed from office by resolution of the Council on the grounds that they are considered to have been in serious or persistent breach of their duties as a Trustee under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005 (see clauses 6.7.1 to 6.7.3 below); or

i) are removed from office by a resolution of the Members passed at a Members' meeting.

6.3.6 A resolution under paragraph 6.3.5 g), h) or i) shall be valid only if:

(i) the Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;

(ii) the Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

(iii) in the case of a resolution under paragraph 6.3.5 g) or h), at least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.

6.4 Register of Trustees

6.4.1 The Council will maintain a register of Members which lists, for every current Trustee, their name and full address, and the date on which they were appointed as a Trustee and any office held by them in the Society; also for each former Trustee, for at least six years from the date on which they ceased to be a Trustee, their name, any office held by them in the Society and the date on which they ceased to be a Trustee.

6.4.2 The Council must ensure that the register of Trustees is updated within 28 days of any change which arises from a resolution of the Council or from a resolution passed by the Members of the Society, or which is notified to the Society.

6.4.3 If any person requests a copy of the register of Trustees, the Council must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a Trustee of the Society, the Council may provide a copy which has the addresses blanked out, if the Society is satisfied that the information is likely to jeopardise the safety or security of any person or premises.

6.5 Office-bearers

6.5.1 The Trustees shall elect (from among themselves) a convener (chairperson), a treasurer and a secretary. Further, in addition to these office-bearers, the Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

6.5.2 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 6.5.1.

6.5.3 A person elected to any office will automatically cease to hold that office if they cease to be a Trustee, or if they give to the Society a notice of resignation from that office, signed by them.

6.6 Powers of the Council

6.6.1 Except where this constitution states otherwise, the Society (and its assets and operations) will be managed by the Council; and the Council may exercise all the powers of the Society.

6.6.2 A meeting of the Council at which a quorum is present (as defined in clause 7.2.1) may exercise all powers exercisable by the Council.

6.6.3 The Members may, by way of a resolution passed in compliance with clause 5.3.5 (requirement for two-thirds majority), direct the Council to take any particular step or direct the Council **not** to take any particular step; and the Council shall give effect to any such direction accordingly.

6.7 Trustees - general duties

6.7.1 Each of the Trustees has a duty, in exercising their functions as a Trustee, to act in the interests of the Society; and, in particular, must:

- a) seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its purposes;
- b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- c) in circumstances giving rise to the possibility of a conflict of interest between the Society and any other party:
 - put the interests of the Society before that of the other party;
 - where any other duty prevents them from doing so, disclose the conflicting interest to the Society and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question;
- d) ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

6.7.2 In addition to the duties outlined in clause 6.7.1, all of the Trustees must take such steps as are reasonably practicable for the purposes of ensuring:

- that any breach of any of those duties by a Trustee is corrected by the Trustee concerned and not repeated; and

- that any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.

6.7.3 Provided they have declared their interest - and have not voted on the question of whether or not the Society should enter into the arrangement - a Trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 6.7.4 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

6.7.4 No Trustee may serve as an employee (full-time or part-time) of the Society; and no Trustee may be given any remuneration by the Society for carrying out their duties as a Trustee.

6.7.5 The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

6.8 Code of conduct for Trustees

6.8 Each of the Trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) which the Council may prescribe from time to time. Any such code of conduct shall be supplemental to the provisions relating to the conduct of Trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

7 DECISION-MAKING BY THE TRUSTEES

7.1 Notice of Council meetings

7.1.1 Any Trustee may call a meeting of the Council *or* ask the secretary to call a meeting of the Council.

7.1.2 At least 7 days' notice must be given of each Council meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

7.2 Procedure at Council meetings

7.2.1 No valid decisions can be taken at a Council meeting unless a quorum is present; the quorum for Council meetings is five Trustees, present in person. A Trustee may also participate in a meeting of the Council by means of a conference telephone, video conferencing facility or similar communications equipment - so long as all the Trustees participating in the meeting can hear each other; a Trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.

7.2.2 If at any time the number of Trustees in office falls below the number stated as the quorum in clause 7.2.1, the remaining Trustee(s) will have power to fill the vacancies or call a Members' meeting - but will not be able to take any other valid decisions.

7.2.3 The convener of the Society should act as chairperson of each Council meeting.

7.2.4. If the convener is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

7.2.5 Every Trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a Trustee participating in the meeting through any of the methods referred to in clause 7.2.1 will be taken to be given personally for the purposes of this clause.

7.2.6 Ideally decisions will be made by consensus; otherwise decisions at Council meetings will be made by majority vote.

7.2.7 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

7.2.8 a) The Council may, at its discretion, allow any person to attend and speak at a Council meeting notwithstanding that they are not a Trustee - but on the basis that they must not participate in decision-making.

b) In particular, the Minister or Spiritual Leader appointed to serve the congregation shall have the right to attend and speak at Council meetings - but on the basis that they must not participate in decision-making.

c) Any person, who is not a Trustee, who attends all or part of a Council meeting, must declare any personal interest or duty which conflicts (or may conflict) with the interests of the Society in relation to any matter or matters which are to be discussed by the Council while they are present. They may be asked to withdraw from the meeting while an item of that nature is being dealt with.

7.2.9 A Trustee must not vote at a Council meeting (or at a meeting of a standing committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Society; they must also withdraw from the meeting while an item of that nature is being dealt with.

For the purposes of clause 7.2.9:

- an interest held by an individual who is “connected” with the Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Trustee;
- a Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

7.3 Minutes

7.3.1 The Council must ensure that proper minutes are kept in relation to all Council meetings and meetings of standing committees.

7.3.2 The minutes to be kept under clause 7.3.1 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

8 ADMINISTRATION

8.1 Delegation and standing committees

8.1.1 The Council may delegate any of their powers to standing committees; a standing committee must include at least one Trustee, but other members of a standing committee need not be Trustees.

8.1.2 The Council may also delegate to the convener of the Society (or the holder of any other post) such of their powers as they may consider appropriate.

8.1.3 When delegating powers under clause 8.1.1 or 8.1.2, the Council must set out appropriate conditions, which must include an obligation to report regularly to the Council.

8.1.4. Any delegation of powers under clause 8.1.1 or 8.1.2 may be revoked or altered by the Council at any time.

8.1.5 The rules of procedure for each standing committee, and the provisions relating to membership of each sub-committee, shall be set by the Council.

8.2 Operation of accounts

8.2.1 The signatories for all operations, other than the lodging of funds, on the bank and building society accounts held by the Society will be appointed by the Council.

8.2.2 Subject to clause 8.2.3, cheques drawn on the bank and building society accounts held by the Society are authorised by a single signature, unless the amount is above a stated figure, determined by the Council as requiring two signatories, one of whom must be a Trustee.

8.2.3 Where the Society 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 approach reflected in clause 8.2.2.

8.3 Accounting records and annual accounts

8.3.1 The Council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

8.3.2 The Council must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Council consider that an audit would be appropriate for some other reason), the Council should ensure that an audit of the accounts is carried out by a qualified auditor.

9 MISCELLANEOUS

9.1 Winding-up

9.1.1 If the organisation 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 Charities and Trustee Investment (Scotland) Act 2005.

9.1.2 Any surplus assets available to the Society immediately preceding its winding up or dissolution must be transferred to the British and Foreign Unitarian Association or its successors for Unitarian purposes in Scotland, or otherwise used for purposes which are the same as - or which closely resemble - the purposes of the Society as set out in this constitution.

9.2 Alterations to the constitution

9.2.1 This constitution may (subject to clause 9.2.2) be altered by resolution of the Members passed at a Members' meeting (subject to achieving the two thirds majority referred to in clause 5.3.5) or by way of a written resolution of the Members.

9.2.2 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

9.3 Interpretation

9.3.1 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:

- a) any statutory provision which adds to, modifies or replaces that Act; and
- b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 9.3.1 a) above.

9.3.2 In this constitution:

- “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
- “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

Revised 7 March 2021