

**Proposal for
QUAKERS IN SCOTLAND**

**The Religious Society of Friends (Quakers)
in Scotland**

**DRAFT
GOVERNING DOCUMENT
FOR
CONSULTATION**

January 2024

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Religious Society of Friends (Quakers) in Scotland
Quakers in Scotland
January 1st 2024

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GENERAL

Type of organisation

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO)

Scottish principal office

- 2 The registered office is:
Quaker Meeting House, 7 Victoria Terrace, Edinburgh, EH1 2JL

Name

- 3 The name of the organisation is Religious Society of Friends (Quakers) in Scotland. Also known as Quakers in Scotland

Purposes

- 4 The organisation's purpose is the furtherance of the general religious and charitable purposes of the Religious Society of Friends (Quakers) in Britain, in Scotland and beyond as laid down in the Book of Discipline. The objects of the organisation are:
 - 4.1 strengthening the life and witness of Quakers in Scotland;
 - 4.2 spreading the message of Quakers and interpreting and developing the spiritual life, thought and practice of the Religious Society;
 - 4.3 undertaking Quaker service for the relief of suffering at home and abroad;
 - 4.4 funding the concerns that Quaker meetings in Scotland adopt or agree to support;
 - 4.5 providing for the pastoral care of individual members and attenders including assistance to those in need and for education;
 - 4.6 maintaining and developing Quaker meeting houses as places for public worship and from which to carry our witness into the world;
 - 4.7 administering and maintaining the organisation of Quakers in Scotland and contributing to the support of Britain Yearly Meeting;
 - 4.8 facilitating contact between Quakers of all ages and providing opportunities for training and mutual support for those with special responsibilities, in conjunction with constituent meetings and other Quaker bodies;
 - 4.9 working with other churches and ecumenical and interfaith groups in Scotland;
 - 4.10 representing the views of the Religious Society of Friends to the Scottish Parliament and the wider community, and other public and voluntary organisations in Scotland and beyond, especially those concerned with social witness, peace, care for the earth, and interfaith relations;
 - 4.11 representing Scotland within Britain Yearly Meeting and liaising with its committees and departments where appropriate.

Powers

- 5 The organisation has power to do anything lawful which is considered to further its purposes or is conducive or incidental to doing so, including, but without limitation:

- 5.1 to open and operate bank accounts, and to authorise any local meetings to open bank accounts and appoint signatories;
 - 5.2 to raise funds from contributions, legacies, grants, investments and other sources;
 - 5.3 to buy, lease, license or acquire property, and to sell, grant a lease, or license or dispose of property in accordance with the needs of the organisation;
 - 5.4 to borrow money and to give security for loans;
 - 5.5 to hold reserves and investments;
 - 5.6 to lend money, and take appropriate security for such loans;
 - 5.7 to employ and/or engage paid or voluntary staff, consultants and/or advisors, as are considered necessary for the proper conduct of the administration and/or activities of the organisation, and to provide appropriate remuneration and/or pension or other benefits to such staff, consultants or advisors;
 - 5.8 to enter into any contracts and to sign or otherwise authorise any deeds or documents required.
- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to members, either in the course of the organisation's existence or on dissolution, except where this is done in the furtherance of the organisation's charitable purposes.
- 7 Clause 6 does not prevent the organisation making any payment which is permitted under clauses 69 to 74 (remuneration and expenses).

Liability of members and of trustees

- 8 Members of the organisation have no liability to pay any sums to help meet the debts or other liabilities of the organisation if it is wound up. Accordingly, if the organisation is unable to meet its debts, members (including trustees) will not be held responsible.
- 9 Members and trustees have certain legal duties under the Scottish Charities Act, and clause 8 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.

General structure

- 10 The structure of the Quakers in Scotland consists of:
- 10.1 Members: who have the right to attend all meetings for worship for church affairs, have important powers under the governing document—in particular members appoint the charity trustees, clerks, treasurers and other roles—and agree changes to the governing document; and
 - 10.2 trustees: who, as the charity trustees, hold regular meetings and have legal responsibilities and responsibility under the governing document for monitoring and ensuring the financial position of the organisation.

MEMBERS

Requirements for membership

- 11 Membership is open to anyone who supports, and is committed to furthering, the purposes of the Religious Society of Friends, who lives in Scotland or worships with Quakers in Scotland.

Application for membership

- 12 Any person can apply to become a member by:
 - 12.1 making an application (in writing or by email) to the clerk of Quakers in Scotland, or
 - 12.2 being nominated for application by 2 members.
- 13 The application will be considered by members at the next meeting for worship for church affairs or may be delegated by them.
- 14 The outcome of the application for membership will be recorded in the minutes of a meeting for worship for church affairs.
- 15 A member will be appointed to notify the applicant promptly of the outcome.
- 16 An employee can be a member, provided employees will comprise no more than 5% of the membership.

Register of members

- 17 The organisation will maintain a register of members, setting out:
 - 17.1 for each current member:
 - 17.1.1 the member's full name address and other contact details, and
 - 17.1.2 the date on which they were registered as a member;
 - 17.2 for each former member, for at least 6 years after the date on which such person ceased to be a member:
 - 17.2.1 the former member's full name, and
 - 17.2.2 the date on which such person ceased to be a member.
- 18 The organisation must ensure that the register of members is updated within 28 days of any changes recorded by minute at a meeting for worship for church affairs.
- 19 If a member or trustee of the organisation requests a copy of the register of members, this must be supplied within 28 days, providing the request is reasonable; if the request is made by a member who is not a trustee, the copy provided may have the address and other contact information of any or all of the members blanked out.
- 20 The organisation may produce a book of members and attenders for use within the organisation only. Subject to data protection, it may include contact details of those members and attenders who wish to have their information included.

Withdrawal from membership

- 21 If a member wants to withdraw from membership, they must inform the clerk of Quakers in Scotland (in writing or by email); they will cease to be a member when their withdrawal is recorded in the minutes of the next meeting for worship for church affairs.

Transfer of membership

- 22 Membership is not transferable to another person and terminates on the death of the member.
- 23 If a member moves to another part of Britain, and wishes to transfer their membership to another Quaker body, their membership of Quakers in Scotland will cease when the acceptance of transfer has been received and recorded in the minutes of a meeting for worship for church affairs.

- 24 If a member moves from Scotland their membership will continue until they transfer their membership, resign, or have their membership terminated under clause 25.

Termination of membership

- 25 If a member has not been involved in the life of Quakers in Scotland for a prolonged period, it may be appropriate to ask them to confirm that they wish to remain as a member of the organisation and allow them a period of 28 days (running from the date of issue of notice) to provide confirmation.
- 26 If a member fails to provide confirmation that they do wish to remain a member (either in writing or by email or by attending meeting for worship), their membership can be terminated at the next meeting for worship for church affairs and recorded in the minutes.
- 27 If a member's conduct or publicly expressed opinions are so much at variance with the principles of the Religious Society of Friends (Quakers) in Britain that the spiritual bond has been broken, their membership can be terminated at the next meeting for worship for church affairs and recorded in the minutes of the meeting.
- 28 If a member is dissatisfied with a decision about their membership, they can appeal in writing against the decision to Religious Society of Friends (Quakers) in Britain.

Attenders

- 29 There are Quakers who are involved in the life of Quakers in Scotland who are not and do not want to be in formal membership. These Quakers are known as attenders.
- 30 Attenders can ask for their details to be included in the *Book of Members and Attenders*. If they cease to attend their details will be removed.

DECISION-MAKING BY MEMBERS

Meeting for worship for church affairs

- 31 The organisation will arrange meetings for worship for church affairs as frequently as required for efficient administration, and usually not less than four per year.
- 32 All meetings for worship for church affairs are open for all members to attend. Attenders may be present with the permission of the clerk.
- 33 The church affairs of meeting for worship for church affairs will include:
- 33.1 matters necessary to carry out the purposes listed in clause 4,
 - 33.2 membership,
 - 33.3 appointment of role holders and trustees.
- 34 Annually a meeting for worship for church affairs will also include:
- 34.1 receiving the trustees' annual report,
 - 34.2 receiving the annual statement of accounts.
- 35 The first such annual meeting for worship for church affairs shall be held within 15 months of the date the organisation was formed.
- 35 Further such annual meetings will be held with a gap no longer than 15 months.

Office bearers appointed by members

Clerks

- 36.1 Members will appoint:
- 36.1.1 a member to serve as clerk to Quakers in Scotland, who may not serve as a trustee;
 - 36.1.2 members to serve as assistant clerks to Quakers in Scotland, one of whom will serve as trustee ex-officio;
 - 36.1.3 a trustee to serve as clerk to trustees.

Treasurers

- 36.2 Members will appoint:
- 36.2.1 a member to serve as treasurer for Quakers in Scotland, who will be a trustee ex-officio;
 - 36.2.2 members to serve as assistant treasurers to Quakers in Scotland.

Members calling a meeting for worship for church affairs

- 37 Trustees must, within 28 days, call a meeting for worship for church affairs of members if:
- 37.1 they receive a minuted request supported by three or more of the constituent meetings or worshipping groups; and
 - 37.2 the request states the general nature of the church affairs to be dealt with at the meeting; and
 - 37.3 the request is lawful and not defamatory, frivolous or vexatious; and
 - 37.4 the request is consistent with the terms of this governing document.
- 38 Any meeting for worship for church affairs called following a minuted request must be held within 28 days from the date on which the request is received by the clerk of Quakers in Scotland.

Notice of a meeting for worship for church affairs

- 39 At least 14 clear days' notice must be given for any meeting for worship for church affairs.
- 40 In so far as reasonably practicable, notice of every meeting for worship for church affairs should be given to all of members. The accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 41 The notice calling a meeting for worship for church affairs must specify in general terms:
- 41.1 what business is to be dealt with at the meeting; and
 - 41.2 in the case of a proposal to alter the governing document, must set out the exact terms of the proposed amendment(s).
- 42 The reference to 'clear days' in clause 39 shall be taken to mean that, in calculating the period of notice:
- 42.1 the day after the notices are posted (or sent by email) should be excluded;
 - 42.2 the day of the meeting itself should also be excluded.
- 43 Any notice which requires to be given to a member under this governing document must be:

- 43.1 sent by post to the member, at the address last notified by them to the organisation; or
 - 43.2 sent by email to the member, at the email address last notified by them to the organisation; or
 - 43.3 circulated to them via their local meeting or worshipping group.
- 44 To enable members and trustees to participate in meetings by audio and/or audio-visual link(s), the notice, or notes accompanying the notice must include:
- 44.1 details of how to connect and participate via that link or links;
 - 44.2 for the benefit of those members who may have difficulties using a computer or other electronic communication device for this purpose, details of how to access by phone, using dial-in details.

Procedure at a meeting for worship for church affairs

- 45 The clerk must ensure, so far as reasonably possible, that those members and trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to the discussions at the meeting, as compared with those members and trustees who are attending in the room, and vice versa.
- 46 The quorum for a meeting for worship for church affairs is the presence of 30 members or 5% of those in formal membership, whichever is the fewer.
- 47 An individual participating in a meeting for worship for church affairs via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present.
- 48 If a quorum is not present within 15 minutes after the time at which a meeting for worship for church affairs was due to start, or if a quorum ceases to be present during the meeting, the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the church affairs (or remaining church affairs) which were intended to be conducted.
- 49 The clerk or an assistant clerk of Quakers in Scotland will act as clerk for each meeting for worship for church affairs.
- 50 If a clerk or assistant clerk is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as clerk), then the members present should agree who will act as clerk for that meeting.

Decision-making at a meeting for worship for church affairs

- 51 All meetings for worship for church affairs will be held in accordance with the Quaker business method as set out below:
- 51.1 Meetings for worship for church affairs, in which the Religious Society of Friends (Quakers) conducts its business, are meetings for worship based on silence, carrying the expectation that God's guidance can be discerned if members are truly listening together and to each other.
 - 51.2 The unity that is sought depends on the willingness of all to seek the truth in each other's utterances.
 - 51.3 There is no voting in the meetings because the Religious Society of Friends (Quakers) believes that this would emphasise the divisions between differing views and inhibit the process of seeking to know the right way forward: the will of God as expressed in the sense of the meeting.

- 51.4 The clerk of the meeting bears the final responsibility for preparing the business, conducting the meeting and drafting the minutes of the meeting.
- 51.5 Minutes are drafted by the clerk during the course of the meeting, but the final decision about whether the minute represents the sense of the meeting is the responsibility of the meeting itself, not of the clerk.
- 51.6 This way of conducting meetings and coming to decision is known (and referred to herein) as the Quaker business method.
- 51.7 There is no place in the Quaker business method for the use of proxies.
- 51.8 In the event that a meeting is unable to find unity, the matter should be carried over to a future meeting. *Quaker faith & practice* has guidance on this.
- 51.9 Matters brought to a meeting for worship for church affairs will be decided by agreeing a minute as described in clause 51.5.
- 52 Any decision to alter the name of the SCIO, or to amend its purposes or this governing document, must be taken at a specially convened meeting for worship for church affairs, and decided in accordance with the Quaker business method.
- 53 If a dispute arises between members or trustees about the validity or propriety of anything done by members under this governing document, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation arranged by the organisation, then in consultation with the Recording Clerk of the Religious Society of Friends (Quakers) in Britain, before resorting to litigation.

TRUSTEES

Number of trustees

- 54 The number of trustees, including the treasurer, will be not fewer than 7 and not more than 15.

Eligibility of trustees

- 55 Only a member will be eligible for appointment as a trustee.
- 56 A person will not be eligible for appointment as a trustee if they are:
- 56.1 disqualified from being a trustee under the Scottish Charity Act, or
 - 56.2 an employee of the organisation, or
 - 56.3 the clerk of Quakers in Scotland.

Initial trustees

- 57 The individuals who signed the trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as trustees with effect from the date of incorporation of the organisation.

Appointment and release of trustees

- 58 Appointments will be made following the Quaker practice as detailed below:
- 58.1 Nominations committee brings forward nominations for appointments to a meeting for worship for church affairs.

- 58.2 Members appoint the trustees, and other role holders at a meeting for worship for church affairs.
- 58.3 Trustees are appointed for up to a 3-year term of service and can be re-appointed for a further term, to give a 6-year period of continuous service. They cannot, in normal circumstances, be re-appointed until 2 years have lapsed after the end of their service.
- 59 If a trustee is unexpectedly released from service for any reason, trustees shall have the power to ask nominations committee to find names to fill the vacancies and trustees can invite the nominee to attend until they are appointed at the next meeting for worship for church affairs.
- 60 A trustee will automatically cease to hold office if:
- 60.1 they become disqualified from being a trustee under the Scottish Charities Act;
- 60.2 they become incapable for medical reasons of carrying out their duties as a trustee, but only if that has continued (or is expected to continue) for a period of more than six months;
- 60.3 they cease to be a member of the organisation;
- 60.4 they become an employee of the organisation;
- 60.5 they are appointed as clerk of Quakers in Scotland;
- 60.6 they give notice to the organisation that they wish to resign (either in writing or by email);
- 60.7 they are absent, without good reason, from more than 3 consecutive trustee meetings;
- 60.8 they are released from office by a minute of the trustees on the grounds that they are considered to have committed a serious breach of the code of conduct for charity trustees, as referred to in clause 75;
- 60.9 they are removed from office by a minute of the trustees on the grounds that they are considered to have been in serious or persistent breach of their duties under the relevant sections of the Scottish Charities Act;
- 60.10 they are removed from office by a minute of the members agreed at a meeting for worship for church affairs.
- 61 A release under clause 60.8, 60.9 and 60.10 shall be valid only if:
- 61.1 the trustee concerned is given reasonable prior notice (in writing or by email) of the grounds upon which their release is to be proposed; and
- 61.2 the trustee concerned is given the opportunity to address the meeting at which the matter is raised, prior to the minute being agreed.

Register of trustees

- 62 Trustees must keep a register of trustees, setting out:
- 62.1 for each current trustee:
- 62.1.1 the trustee's full name and address,
- 62.1.2 the date on which the trustee was appointed as a trustee, and
- 62.1.3 any office held by the trustee in the organisation; and
- 62.2 for each former trustee, for at least 6 years from the date on which such person ceased to be a trustee:
- 62.2.1 the name of the former trustee,

62.2.2 any office held by the former trustee in the organisation, and

62.2.3 the date on which such person ceased to be a trustee.

63 Trustees must ensure that the register of trustees is updated within 28 days of any change being minuted at a trustees' meeting or a meeting for worship for church affairs.

64 If any person requests a copy of the register of trustees, the organisation 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, the organisation may provide a copy where the names and addresses are blanked out where the organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Trustee—general duties

65 Each trustee has a duty, in exercising functions as a trustee, to act in the interests of the organisation, and, in particular, must:

65.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;

65.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

65.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:

65.3.1 put the interests of the organisation before that of the other party; or

65.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other trustees with regard to the matter in question;

65.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act.

66 In addition to the duties outlined in clause 65, all trustees must take such steps as are reasonably practicable for the purpose of ensuring:

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

66.2 that any trustee who has been in serious or persistent breach of those duties is removed as a trustee.

Conflict of interest involving trustees—general

67 Trustees must use every effort to ensure that conflicts of interest involving trustees (including those which relate to connected individuals or bodies) are identified at the earliest opportunity and appropriately managed; the following clauses are of particular relevance:

67.1 Clause 68 and 71 require trustees to declare any personal (or connected) interest which they may have in any transaction or other arrangement with the organisation;

67.2 Clause 89 prohibits a trustee with a personal or connected interest in a proposed arrangement from participating in the decision on whether the organisation should enter into that arrangement;

- 67.3 Clause 70 which reflects similar provisions to those contained in the Scottish Charities Act, sets out restrictions and conditions for any arrangement under which remuneration would be paid to a trustee (or where a trustee might benefit from remuneration paid to a connected party).
- 68 In addition to complying with the provisions referred to in clause 67:
- 68.1 trustees must maintain a register of trustees' interests;
- 68.2 the clerk of each trustee meeting must invite declarations of interest, shortly after the start of the meeting;
- 68.3 the minutes of each trustee meeting must record any conflicts of interest which have been declared at the meeting and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

- 69 No trustee may serve as an employee (full time or part time) of the organisation; and no trustee may be given any remuneration by the organisation for carrying out their duties as a trustee.
- 70 Where a trustee provides services to the organisation or might benefit from any remuneration paid to a connected party for such services:
- 70.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
- 70.2 trustees must be satisfied that it would be in the interests of the organisation to enter into the arrangement (taking account of that maximum amount); and
- 70.3 fewer than half of the trustees must be receiving remuneration from the organisation (or benefit from remuneration of that nature).
- 71 Provided they have declared their interest and have not participated in the consideration of whether or not the organisation 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 where that is not prohibited under clause 69 or 70 and (subject to clause 76 and to the provisions relating to remuneration for services contained in the Scottish Charities Act), they may retain any personal benefit which arises from that arrangement.
- 72 The organisation may also enter into an arrangement with a member who is not a trustee (or with a person or body connected with a member who is not a trustee) under which that member (or the connected person or body) receives payment for goods or services provided by them to the organisation, but only if:
- 72.1 the terms and conditions (including the amount of the payment(s)) are at least as good (from the organisation's point of view) as those which would be expected if the goods or services had been sourced on the open market; and
- 72.2 trustees are satisfied, after careful consideration, that the arrangement is in the best interests of the organisation; and
- 72.3 the same principles will apply in relation to any arrangement under which a member (or a person or body connected with a member) lets premises to the organisation or makes a loan to the organisation.
- 73 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.

- 74 Trustees may accept and receive benefit from the organisation in line with those received by any other member.

Code of conduct for trustees

- 75 Each trustee shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by trustees from time to time.
- 76 The code of conduct referred to in clause 75 shall be supplemental to the provisions relating to the conduct of trustees contained in this governing document and the duties imposed on trustees under the Scottish Charities Act; and all relevant provisions of this governing document shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY TRUSTEES

Notice of trustee meetings

- 77 Any trustee may ask the clerk to call a meeting of trustees. If the clerk is unable or unwilling to call a meeting, any 2 trustees may call a meeting of trustees.
- 78 At least 7 days' notice must be given of each trustee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
- 79 If trustees are to be permitted to participate in a trustee meeting by way of audio and/or audio-visual link(s), trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those trustees who may have difficulties in using a computer or other electronic communication device for this purpose) trustees' attention should be drawn to the following options:
- 79.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- 79.2 the ability to attend the meeting at the venue if the meeting is blended.

Procedure at trustee meetings

- 80 No valid decisions can be taken at a trustee meeting unless a quorum is present; the quorum for a trustee meeting is 5 of the current trustees.
- 81 An individual participating in a trustee meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present (or, if they are not a trustee, will be deemed to be in attendance) at the meeting.
- 82 If at any time the number of trustees in office falls below the number stated as the quorum in clause 80, the remaining trustee(s) will have power to ask nominations committee to find names to fill the vacancies and call a members' meeting to make the appointments, but will not be able to take any other valid decisions in the intervening period.
- 83 The clerk of trustees shall act as clerk of each trustee meeting.
- 83.1 If the clerk is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as clerk), the trustees present at the meeting should agree (from among themselves) the person who will act as clerk of that meeting.

- 84 Any decision must be taken using the Quaker business method as described in clause 51.
- 85 Trustees must allow trustees to participate in meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:
- 85.1 the means by which trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent a barrier to participation for either all or a significant proportion of trustees; and
- 85.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those trustees (if any) who are attending at the venue (and vice versa).
- 86 If restrictions arising from public health legislation or guidance are likely to mean that attendance in the room at a proposed trustee meeting would not be possible or advisable for one or more trustees, trustees must make arrangements for trustees to participate in that trustee meeting by way of audio and/or audio-visual link(s); and on the basis that:
- 86.1 the requirements set out in clause 85 will apply; and
- 86.2 trustees must use all reasonable endeavours to ensure that all trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 87 A trustee meeting may involve either two or more trustees attending in the room and others attending by way of an audio or audio-visual link, or it may involve participation solely via audio and/or audio-visual links.
- 88 Trustees may allow any person to attend (by attendance in the room or by way of an audio or audio-visual link) and speak at a trustee meeting notwithstanding that they are not a trustee, but on the basis that they have no formal part in the decision-making.
- 89 A trustee must withdraw from the meeting (or at a meeting of a sub-committee) while any matters which relates to a matter in which they (or a connected person) have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation.
- 90 For the purposes of clause 89:
- 90.1 an interest held by an individual who is "connected" with the trustee under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister etc.) shall be deemed to be held by that trustee;
- 90.2 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 (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.

Minutes of trustee meetings

- 91 Trustees must ensure that proper minutes are kept in relation to all trustees' meetings and meetings of sub-committees; and that a proper record is kept of all minutes (in writing or by email) by trustees under clause 51.
- 92 The minutes to be kept under clause 91 must include the names of those present and should be signed by the clerk of the meeting.

ADMINISTRATION

Delegation to sub-committees

- 93 Trustees may delegate any of their powers to sub-committees; a sub-committee must include at least one trustee, but other members of a sub-committee need not be trustees.
- 94 Trustees may also delegate to the clerk of the Quakers in Scotland (or the holder of any other post) such of their powers as they may consider appropriate.
- 95 When delegating powers under clause 93 or 94, trustees must set out appropriate terms of reference, which must include an obligation to report regularly to trustees.
- 96 Any delegation of powers under clause 93 or 94 may be revoked or altered by trustees at any time.
- 97 The terms of reference for each sub-committee, and the provisions relating to membership of each sub-committee, shall be agreed by trustees and recorded in the minutes.

Delegation of management responsibilities

- 98 Trustees may delegate management powers:
- 98.1 The delegated power shall be to manage the organisation by implementing the policy and strategy adopted by and within the budget approved by trustees and (if applicable) to advise trustees in relation to such policy, strategy and budget.
- 98.2 Trustees shall provide any manager with a description of the manager's role and the extent of the manager's authority.
- 98.3 Any manager must report regularly to trustees on the activities undertaken and to provide regular management accounts which are sufficient to explain the financial position of the organisation.
- 99 Trustees may delegate the management of investments to a financial expert or experts provided that the investment policy is set down in writing for the financial expert or experts by trustees, including:
- 99.1 timely reports of all transactions are provided to trustees;
- 99.2 the performance of investments is reviewed regularly with trustees;
- 99.3 that trustees are entitled to cancel the delegation arrangement at any time;
- 99.4 the investment policy and the delegation arrangements are reviewed regularly;
- 99.5 all payments due to the financial expert or experts are on a scale or at a level which is agreed in advance and are notified promptly to trustees on receipt; and
- 99.6 the financial expert or experts must not do anything outside the powers of the trustees.

Operation of bank accounts

- 100 Trustees should ensure that the systems of financial control adopted by the organisation in relation to the operation of the organisation's bank accounts (including online banking) reflect the recommendations made from time to time by the organisation's auditors (or independent examiners) or other external accountants.

Accounting records and annual accounts

- 101 Trustees must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 102 Trustees must prepare annual accounts:
- 102.1 complying with all relevant statutory requirements; and
 - 102.1 if an audit is required under any statutory provisions (or if trustees consider that an audit would be appropriate for some other reason), trustees should ensure that an audit of the accounts is carried out by a qualified auditor; and
 - 102.2 if an audit is not carried out, trustees must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.

MISCELLANEOUS

Winding up

- 103 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 Scottish Charities Act.
- 104 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as or closely resemble its purposes, and will be given or transferred to the Religious Society of Friends (Quakers) in Britain or to some other charitable organisation which complies with the purposes of the organisation as set out in this constitution; and they will comply with any additional requirements which apply at the time under the regulations which govern the winding up and dissolution of a SCIO.

Alterations to the governing document

- 105 This governing document may (subject to clause 106) be altered by members at a meeting for worship for church affairs (subject to clause 52) and recorded in the minutes.
- 106 The Scottish Charities Act prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 107 References in this governing document to the Scottish Charities Act should be taken to include:
- 107.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 107.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 107.1 above.
- 108 The charity constituted by this document is the Religious Society of Friends (Quakers) in Scotland, abbreviated to Quakers in Scotland and acronym QiS.

DEFINITIONS

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Attender A person who is not a member of the Religious Society of Friends but who regularly attends its meetings for worship.

Book of Discipline The Book of Christian Discipline of the Religious Society of Friends (Quakers) in Britain is *Quaker faith & practice* (London 2013 and as subsequently updated on the Britain Yearly Meeting website).

Britain Yearly Meeting Britain Yearly meeting of the Religious Society of Friends (Quakers) is responsible for the centrally held work and management of the Religious Society of Friends.

Charitable purpose A charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

Constituent meetings Local Quaker meetings and worshipping groups within Scotland.

Governing document This document which is the constitution for the organisation.

Local meetings Groups of Quakers local to an area who hold regular public meetings for worship and regular meetings for worship for church affairs in accordance with the guidance in *Quaker faith & practice*.

Meeting for worship for church affairs A general meeting for worship of the organisation with the specific purpose of addressing matters of church affairs. It may also be a specific annual meeting for worship for church affairs where trustees report and financial statements are received and be viewed as the Quaker equivalent of an annual general meeting but in a context of worship.

Member A person who is recorded as having been accepted as a member of Quakers in Scotland, QiS.

Nominations committee The group appointed by members to find Quakers willing and able to give service to the organisation in the required roles. It brings the names of individuals to a meeting for worship for church affairs for appointment.

Quaker Any person who identifies with, and participates in the life of the Religious Society of Friends (Quakers) in Britain.

Quaker faith & practice The book of main guidance and advices for the Religious Society of Friends (Quakers) in Britain.

The Religious Society of Friends (Quakers) in Britain The church in Britain, the Channel Islands and the Isle of Man, in its entirety, including all its local meetings for worship and its constituent meetings for church affairs, as well as all their work.

Scottish Charities Act (Subject to clause 107) the Charities and Trustee Investment (Scotland) Act 2005.