

Dundee Friends Property Trust

GOVERNING DOCUMENT

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Definitions

- i) The Religious Society of Friends (Quakers) in Britain refers to 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 [referred to below as the Religious Society].
- ii) Britain Yearly Meeting of the Religious Society of Friends (Quakers) [Britain Yearly Meeting] refers to the centrally held and managed policy, property, employment and work of the Religious Society.
- iii) General Meeting for Scotland acts on behalf of Friends in Scotland in dealings with the Scottish Parliament, the Scottish Executive and matters relating to governance in Scotland. It acts on behalf of Britain Yearly Meeting in relation to ACTS (Action Together of Churches in Scotland).
- iv) Area Meetings are the main regional business meetings for church affairs. They are the level of the Religious Society at which individual membership is held. Each Area Meeting is a separate charitable entity and may be registered as such with the Office of the Scottish Charity Regulator. The Trust is located within the geographical area of the East Scotland Area Meeting.
- v) Dundee Local Meeting is the local meeting for worship for the Dundee Area and is one of four constituent local meetings of the East Scotland Area Meeting.
- vi) The current edition of the Book of Christian Discipline of the Religious Society of Friends (Quakers) in Britain is *Quaker faith & practice* (London, 2005) [referred to below as the Book of Christian Discipline].
- vii) The term Friend refers to a member of the Religious Society.
- viii) The term Attender refers to a person who is not a member of the Religious Society but who regularly attends its meetings for worship.
- ix) The Charities and Trustee Investment (Scotland) Act 2005 establishes a system of charity regulation in Scotland. The Office of the Scottish Charity Regulator was established through Part 1 of the Act and is required to regulate all charities in Scotland. Hereafter referred to as the Charities Act.

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1 Governing Document

Dundee Friends Property Trust (hereafter the Trust) is a charitable Trust registered under the Charities Act – charity number SC021138. Its Trust purposes are found in the Contract of Feu and Disposition by and between the Commissioners of Police for the Burgh of Dundee and the Trustees for “The Dundee Branch of the Society of Friends” dated 20th May and 26th June, 1st and 9th July and recorded in the Books of Council and Session on 23rd July all days in the year 1891 (hereafter referred to as the Trust Deed).

The purpose of this Governing Document is to set down the procedures by which the Trust and its property shall be administered and managed in accordance with the charitable aims of the Trust defined in the Trust Deed.

2 Charitable Objects and Trust Deed

The Trust Deed requires that the Trust ensures a place for worship in Dundee and directs that grants should be made to allow for:

- Travelling and other expenses of Friends engaged in the work of the ministry
- For educational purposes with preference being given to Friends whose parents or other relatives were / are associated with Dundee Meeting
- Other practical Christian and philanthropic work
- Peace work
- Support of abstinence work.

The Trust Deed was set down in 1891 and requires to be interpreted in the light of the current situation. The following interpretation can be specified without exceeding the intentions of the original Deed:

- Ministry can be read to include outreach work peace work or other actions in furtherance of the Testimonies of the Religious Society of Friends (peace, truth, simplicity).
- Practical Christian work can be read to include support of central work and Committees of the Religious Society of Friends in Britain Yearly Meeting.
- Peace work can be understood to include action related to peace and justice and can include training in non-violence, mediation and related issues.
- Abstinence can be understood in modern society to include issues associated with addiction (drug and alcohol).
- Philanthropic work can be broadly interpreted to include issues that are identified as a tested concern of the Area or Local Meeting.

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3 Amendments

- i) Amendments to this governing document shall be agreed by the Trustees of the Trust in session and recorded by minute of the Trust.
- ii) No amendment may be made that affects the objects of the Trust or the benefits to trustees without the prior written consent of the Office of the Scottish Charity Regulator.
- iii) Proposed amendments to this governing document shall be notified to Dundee Local Meeting prior to their adoption by the Trustees.

4 Trustees

- i) *Appointment of Trustees*
In accordance with the Trust Deed new Trustees shall be appointed by the remaining Trustees, who are bound to select Trustees who are in sympathy with the conditions of the original Trust Deed and who shall, if possible, be representative of Dundee Local Meeting.

Unless otherwise amended, the Trustees shall endeavour to ensure that the body of Trustees is not fewer than five or more than ten persons.

The Trustees shall review the balance of representation from time to time. The majority of Trustees shall be drawn from the membership of Dundee Local Meeting. Representation will also be sought from the East Scotland Area Meeting Trust and from another Local Meeting of the East Scotland Area Meeting. Representation will be sought from another Area Meeting of the General Meeting for Scotland.

In appointing new Trustees the Trustees shall endeavour to ensure that the body of Trustees has among its membership persons with knowledge of property and financial management. The Trustees shall provide induction and guidance to new Trustees to support them in carrying out their role.

The appointments shall be reviewed as vacancies occur. Under the Trust Deed there is no time limit for the appointment of Trustees. However, a Trustee will ordinarily be appointed for a period of four years and will normally be reappointed on no more than two occasions to give an unbroken term of service as a Trustee not exceeding twelve years. That person can not then be reappointed as a Trustee until four years have elapsed after the end of the last period of service in that capacity.

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A Trustee appointed to represent the East Scotland Area Meeting will be appointed for a period of (up to) three years to coincide with their tenure of office as a Trustee of East of Scotland Meeting.

ii) *Eligibility, disqualification and removal of Trustees*

A member who is appointed to act as a trustee may hold office unless he or she

- a. notifies to the clerk of the Trust a wish to be released from service as a trustee;
- b. is determined by the Trustees to no longer be a fit or suitable person to carry out the duties of a trustee;
- c. is believed by the Trustees to have become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- d. comes to the end of his or her term of service.

Removal of a trustee under the terms of (b) or (c) above shall require a decision of the Trust. An individual trustee may make an appeal against such a decision to General Meeting for Scotland, whose decision shall be final and binding.

Members of the Religious Society who are legally ineligible to act or who are disqualified from acting as trustees shall not be able so to act nor continue so to act.

Release of a trustee from office shall be recorded by minute of the Trust.

iii) *Trustees not to be personally interested*

- a. Subject to the provisions of sub-clause (b) of this clause, no trustee shall acquire any interest in property belonging to the Trust (otherwise than as a trustee) or receive remuneration or be interested (otherwise than as a trustee) in any contract entered into by the trustees.
- b. Any trustee for the time being who possesses specialist skills or knowledge may charge and be paid reasonable fees for business done by her or him or his firm when instructed by the other trustees to act on behalf of the Trust, provided that at no time shall a majority of the trustees benefit under this provision, and that a trustee shall withdraw from any meeting at which her or his own instruction or remuneration, or that of her or his firm, is under discussion.

iv) *Co-option*

Trustees may co-opt up to two persons who are not members or attenders of the Religious Society of Friends for a period not exceeding four years in order to provide specialist knowledge or expertise to the Trust. Co-options can only be made up to the maximum number of Trustees provided for under Clause 4(i).

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5 Appointments

- i) The Trust shall appoint a clerk and treasurer and will make such other appointments as are necessary for conducting the business of the Trust.
- ii) Appointments of office bearers shall normally be made for a term of generally not more than four years.

6 Meetings and Proceedings

Meetings for church affairs, in which the Religious Society 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. The unity that is sought depends on the willingness of all to seek the truth in each other's utterances. There is no voting in the meetings, because the Religious Society 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.

The business and activities of the Trust shall at all times be conducted in accordance with the provisions of the current edition of the Book of Christian Discipline.

The clerk of the meeting bears the final responsibility for preparing the business, conducting the meeting and drafting the minutes of the meeting. 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.

The Trust shall meet at such frequency, times and places as the Trust itself shall decide. The clerk may arrange for a special meeting of the Trust to be held if necessary. On the basis of custom and practice the Trust normally meets on four occasions in a calendar year.

For the purpose of determining periods of appointments and reporting, the financial year of the Trust shall be the calendar year.

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7 Duties of Trustees

The duties of Trustees are to:

- i) carry out the duties laid down in the Trust Deed;
- ii) carry out the duties laid upon them by legislation and conform to legal requirements;
- iii) act in the interests of Trust having due regard to the needs and decisions of the Dundee Local Meeting;
- iv) seek in good faith to ensure that the Trust operates in a manner that is consistent with its object;
- v) act with due care and diligence;
- vi) appoint an auditor or independent examiner of the Trust accounts;
- vii) ensure that the property owned by the Trust is insured and maintained in good repair;
- viii) ensure that income to the Trust is maximised within the constraints of the ethical considerations of the Religious Society of Friends.

8 Powers of Trustees

The trustees shall have the following powers, in exercise of which they shall at all times be guided by the Book of Christian Discipline of the Religious Society of Friends (Quakers) in Britain:

- i) To raise funds from property leases; from investments and the use of assets; and from the sale of goods or services provided in furtherance of the Trust's object;
- ii) To buy, lease or acquire property, and to sell, grant a lease or dispose of property;
- iii) To borrow money and to give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993 as amended from time to time);
- iv) To set aside income as a reserve;
- v) To make investments in accordance with legal constraints and the ethical testimonies of the Religious Society;

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- vi) To co-operate with other charities or to enter into partnerships;
- vii) To support trusts or institutions formed for charitable purposes which are in accord with the Trust's object;
- viii) To employ staff;
- ix) To pay pensions;
- x) To obtain and pay for goods and services;
- xi) To reimburse reasonable expenses, including those of the trustees, incurred when acting on behalf of the Trust;
- xii) To open and operate bank accounts and to appoint signatories (such action to be recorded by minute of the Trust);
- xiii) To effect insurance;
- xiv) To delegate their powers or functions as set out in Clause 9, below;
- xv) To establish committees or working groups for carrying out agreed programmes of work;
- xvi) To apply the income of the Trust according to aims of the Trust Deed;
- xvii) To do any other lawful thing that is necessary or desirable for the achievement of the object of the Trust.

9 Delegation

- i) The trustees may delegate any of their powers or functions to a committee but the terms of any such delegation must be recorded by minute.
- ii) The trustees may impose conditions when delegating, including conditions that:
 - a) the relevant powers are to be exercised exclusively by the committee to which they are delegated;
 - b) no expenditure may be incurred except in accordance with a budget previously agreed with the trustees;
 - c) specify the reporting and accountability arrangements

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- i) The trustees may revoke or alter a delegation.

10 Annual Report and Accounts

- i) The Trustees shall ensure that an annual report and statement of accounts is prepared in compliance with current charities legislation.
- ii) The report and statement of accounts must be presented to the Trust for consideration and acceptance not later than three months after the end of the financial year.
- iii) The Trustees shall submit an appropriate annual return to the Office of the Scottish Charity Regulator in compliance with current legislation.
- iv) The Trustees shall provide a copy of the accounts and annual return to the Dundee Local Meeting and to East Scotland Area Meeting for their information within two months of submission to the Office of the Scottish Charity Regulator.

11 Income and Expenditure

- i) *Income*
The Trustees have the power to raise funds from property leases; from investments and the use of assets; and from the sale of goods or services provided in furtherance of the Trust's object. It is their duty to ensure that income to the Trust is maximised within the constraints of the ethical considerations of the Religious Society of Friends.

All income shall be safeguarded by depositing in a bank (or building society) account. The bank account or accounts shall be held in the name of the Dundee Friends Property Trust.

- ii) *Grants Policy*
The funds belonging to Dundee Friends Property Trust shall be applied only in furthering the objects of the Trust.

The Trustees shall prepare a policy document on the disbursement of grants for the use of these funds in furtherance of the objects of the Trust and shall ensure that this policy together with the procedures for applying for funds are advertised to all relevant organisations and individuals. The Trustees shall keep this policy and associated procedures under regular review.

12 Property and Investments

- i) The Trustees shall cause the title of all real property and investments held by or in

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trust for the Dundee Friends Property Trust to be held in the name of the trustees. A majority of the trustees shall sign any documentation relating to disposal or purchase of the property.

- ii) It is the responsibility of the Trustees to insure all property, including buildings and contents, for replacement values which shall be reviewed regularly. It is also the Trustees' responsibility to maintain in force all appropriate liability insurances, including employer's, occupier's and public liability.
- iii) It is the responsibility of the Trustees to seek professional and legal advice on matters of property management and Trustees should exercise their power to employ a factor or administrator to ensure the proper management and maintenance of the fabric of the building and the collection of rents and to respond to the needs of tenants who may occupy part of the premises.
- iv) All charities that have investment funds have an obligation under the Trustees Investment Act to have an investment policy and to seek financial advice as to how best to realise such a policy. It is the responsibility of the Trustees to ensure that an investment policy is in place and is reviewed regularly. Trustees are required to seek advice on this issue and matters related to financial investments.
- v) The trustees should ensure that the investment policy reflects the views of the Religious Society of Friends on Ethical Investment.

13 Dissolution

The Dundee Friends Property Trust is registered as a charity with the Office of the Scottish Charity Regulator which shall be notified of any changes to this governing document.

Any decision to dissolve the Trust will require the unanimous approval of the Trustees and the agreement of the Dundee Local Meeting. The Trustees must seek legal advice before making such a decision. On the basis that there is no power to advance capital in the 1891 Contract of Feu and Disposition, an application would require to be made under sections 39 to 43 of the Charities and Investment (Scotland) Act 2005 to reorganise.

Any funds investments and assets owned by the Trust can only be transferred to a body of the Religious Society of Friends.

Governing Document

This Governing Document has been approved at a duly constituted meeting of the Dundee Friends Property Trust held at 7 Whitehall Crescent on {{DATE}} and signed on its behalf by the Clerk to the Trust.