

HOLM EVANGELICAL CHURCH

Company No. 162650

Incorporated on 15 January 1996

Memorandum and Articles of Association

Byelaws

16 June 2004

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
HOLM EVANGELICAL CHURCH

Name

- 1 The name of the company is "Holm Evangelical Church" (hereinafter called "the Church")

Registered Office

- 2 The registered office of the Church is to be situate in Scotland.

Statement of Faith and Objects

- 3 In accordance with the following Statement of Faith.

STATEMENT OF FAITH

I DOCTRINES

1. The Divine Inspiration, Authority, Sufficiency and Inerrancy of the Holy Scriptures.
2. The Trinity of the Godhead consisting of God the Father, God the Son, God the Holy Spirit, One God
3. The Perfect Deity, the Virgin Birth and the Perfect Humanity of the Lord Jesus Christ.
4. The death of the Lord Jesus Christ upon the Cross as the only Perfect and Effective Sacrifice for Sin, His subsequent burial and resurrection and ascension into Heaven.
5. The Personal return of the Lord Jesus Christ for and with his Saints.

6. The Fall of Man rendering all men sinners before God, necessitating the Sacrifice of Christ and the Regenerating and Sanctifying Work of the Holy Spirit.
7. The justification of the Sinner by Faith in the Lord Jesus Christ alone.
8. Death is not final. There is conscious existence after death and the dead will be raised either to life or condemnation.
9. The Blessing of the Saved and the Punishment of the Lost are alike eternal.
10. The Personality of the Devil.

II ORDINANCES

- a. The observance of the Lord's Supper welcoming on that occasion all believers in the Lord Jesus Christ known to be sound in faith and living godly lives.
- b. The baptism of believers by immersion at their request and on personal confession of their faith in the Lord Jesus Christ.

Declaring that the Statement of Faith shall not be capable of any amendment, addition or alteration whatsoever.

the objects for which the Church is established are :

- (a) the individual, corporate and family worship and praise of God and the deepening of spiritual life;
- (b) the study, teaching and preaching of the word of God;
- (c) the proclamation of the gospel and evangelistic outreach;
- (d) the promotion of service within the church;
- (e) the instruction of children and adults in the Christian Faith;
- (f) the promotion of Christian education and training with special emphasis on children and young people;
- (g) the development of Christian character and leadership;

- (h) the promotion and support financially and otherwise of missionary and evangelical outreach at home and overseas;
- (i) the promotion of Christian service within the community;
- (j) the provision of a church and local centre in the Inverness area for the furtherance of such activities;

and in furtherance of the above objects but not further or otherwise the Church shall have the following powers:

- A) to establish and maintain a church open to the public;
- B) to acquire with or without valuable consideration any interest in land, any personal property and any rights, actions or privileges which the Church may think necessary for the promotion of its objects, and to construct, maintain, demolish, adapt and alter any buildings or erections necessary or convenient for the objects of the Church, and to make regulations for any property which may be so acquired;
- C) subject to such consents as may be required by law to sell, improve, mortgage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Church;
- D) subject and without prejudice to any use for the objects of the Church by the Elders to permit the property of the Church or any part thereof to be used free of rent for the said objects by such organisations or persons as the Church may determine but subject to payment in respect of and incidental to the maintenance and use thereof and otherwise upon such terms as are agreed, or to be used otherwise than for the objects of the Church subject to payment sufficient at least to defray the expenses in respect of and incidental to the use but so as not to interfere substantially with the use of such property for the said objects;
- E) to edit, print, publish and issue either gratuitously or otherwise books, papers, reports, guide books, periodicals, circulars, articles, films and other matter or records in any form to increase public knowledge of the Church and otherwise in furtherance of the objects of the Church;
- F) to collect and disseminate information on all matters affecting the said objects or any of them and exchange such information with others interested in similar objects as aforesaid whether in the United Kingdom or elsewhere, and to hold conferences, exhibitions, seminars, meetings, lectures, courses and discussions;
- G) to employ and remunerate all such officers and servants as may be required for the purposes of the Church, and to make all reasonable and necessary provision

for the payment of pensions and superannuation to or on behalf of employees of the Church and their widows and other dependants;

- H) to borrow or raise money for the purposes of the Church on such terms and subject to such consents as may be required by law on such security (in any) as may be thought fit; and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;
- I) to establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable associations or institutions, to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Church, and to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the said objects or similar charitable purposes and to exchange information and advice with them;
- J) subject to such consents as may be required by law to enter into and carry into effect any arrangement for the transfer of the whole or any part of the undertaking and assets of the Church to, or any arrangement for merger or amalgamation with, or any arrangement to acquire the whole or any part of the undertaking or assets or any other charitable institution or institutions having objects altogether or mainly similar to those of the Church Provided that any charitable institution or institutions which may acquire any part of the assets or undertaking of the Church, or which may survive, or be created as a result of any such merger or amalgamation, or in whose name on behalf of the Church the whole or any part of the assets or undertaking of any institution or institutions are acquired, shall prohibit the distribution of its or their income amongst its or their members to an extent no less than is imposed on the Church under or by virtue of Clause 4 hereof;
- K) to raise funds and to invite and to receive subscriptions, endowments, grants (whether government, municipal or from any statutory or charitable body or otherwise) and donations (whether of real or personal property) and bequests for all or any of the objects of the Church Provided that the Church shall not engage in any substantial permanent trading activity in raising funds for the said objects and shall conform to any relevant statutory regulations, and to sell, charge, exchange or dispose of, and lease and accept surrenders of leases of and manage all heritable property, so received and not required to be or capable of being occupied for the purposes of the Church and generally to manage, invest and expend all monies belonging to the Church;
- L) during such period as may be permitted by law to accumulate the whole or any part or parts of the income of the Church in a reserve fund or funds and pending the application thereof to invest the monies of the Church not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the

time being be imposed or required by law and subject also as hereinafter provided;

- M) to sell or to co-operate with others in selling in any souvenirs, novelties, promotional articles and gift merchandise for the purpose of promoting the objects of the Church;
- N) to establish, operate and carry on or to co-operate with others in establishing, operating and carrying on in any building in which the Church is interested the supply thereof of food and drink and other refreshments by way of sale;
- O) to make representations at public enquiries, appeals or in such other ways as shall appear necessary from time to time in furtherance of the objects of the Church;
- P) subject to Clause 4 hereof to employ upon reasonable and proper terms as to remuneration and otherwise architects, surveyors, engineers, construction experts, accountants and solicitors and other professional persons, clerks and other staff for the purpose of fulfilling the objects of the Church;
- Q) to make such arrangements as are necessary to enable the public (whether free or at a charge) to view and enjoy the property of the Church and any buildings;
- R) to do all such other lawful things as shall further the attainment of the above objects or any of them; Provided always that
 - i) in case the Church shall take or hold any property which may be subject to any trusts, the Church shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
 - ii) the objects of the Church shall not extend to the regulations between workers and employers or organisations of workers and organisations of employers;
- S) to do anything which may be incidental or conducive to the attainment of the objects of the Church;

Application of income

4. The income and property of the Church shall be applied solely towards the promotion of the objects of the Church and no member shall have any personal claim on any property of the Church and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Church; Provided always that nothing herein shall prevent the payment in good faith by the Church;

- a) of the usual professional charges for business done by any Elder who is a solicitor, accountants or other person engaged in a profession, or by any partner of him or her, when instructed by the Church to act in a professional capacity on its behalf; Provided that at no time shall a majority of the Elders benefit under this provision and that an Elder shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- b) of reasonable and proper remuneration for any services rendered to the Church by any member, officer or servant of the Church including an Elder or Elders;
- c) of interest on money lent by any member of the Church or any Elder at a reasonable and proper rate per annum not exceeding 3 per cent more than the published base lending rate of a clearing bank to be selected by the Elders;
- d) of fees, remuneration or other benefit in money or money's worth to any company of which an Elder may also be a member holding not more than 1/100th part of the issued capital of that company;
- e) of reasonable and proper rent for premises let by any member of the Church or an Elder;
- f) to any Elder of reasonable out-of-pocket expenses.

Limited liability of members

- 5 The liability of the members is limited.

Members' guarantees

- 6 Every person who is a member of the Church undertakes to contribute such amount not exceeding £1 as may be required to the assets of the Church if it should be wound up while that person is a member or within one year after that person ceases to be a member, for payment of the debts and liabilities of the Church contracted before that person ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

Surplus on winding up

- 7 If upon the winding up or dissolution of the Church there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall

not be paid to or distributed among the members of the Church but shall be given or transferred to some other charitable institution or institutions which shall have as its or their primary objects the advancement of the Christian Faith similar to the objects specified at Clause 3 hereof, or such other purposes charitable in law, as the members shall determine and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Church under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Church at or before the time of dissolution or, in default thereof, by such Court as may have or may acquire jurisdiction, and if and insofar as effect cannot reasonably be given to the aforesaid provision then to some charitable object.

Accounts

- 8 True accounts shall be kept of the sums of money received and expended by the Church and the matters in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Church, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Church for the time being, such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Church shall be examined, and the correctness thereof and of the balance sheet ascertained by one or more auditor or auditors qualified to act as auditor under the Companies Act 1985 or by a reporting accountant or accountants.

WE,

the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

Donald Martin Campbell Black
26 Broom Drive,
Inverness IV2 4EG

Norman George Cordiner
Merlewood House
Merlewood Road
Inverness IV2 4NL

Allan John Dunbar
Strathearn
12 Boarstone Avenue
Inverness IV2 4XW

Dated 19
Witness to the above signatures:

Dougald George MacKenzie
Ravelston
42 Crown Drive,
INVERNESS

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
HOLM EVANGELICAL CHURCH
PRELIMINARY

Regulations

- 1 a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Company (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Church save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Church;
- b) Any references in the articles to a member of the Elders shall be construed as one with the expression "director" in section 741 of the Act.
- c) Regulations 2 to 35 inclusive 54, 55, 57, 59, 102 to 108 inclusive 110, 114, 116 and 117 of Table A shall not apply to the Church.
- d) The headings and index are only for ease of reference and shall not affect the meaning or construction of anything in articles.

STATUS

Purposes

- 2 a) The Church is established for the purposes expressed in the memorandum of association.

Private company

- b) The Church is to be a private company.

MEMBERS

Number and class of members

- 3 The number of members with which the Church proposes to be registered is unlimited, and there may be one or more class of members having such rights and subject to such restrictions as the members entitled to receive such notice of and to attend and vote at any general meeting of the Church by special resolution may determine.

Membership

- 4 (a) Admission to membership
Membership of the Church shall consist of such persons who hold to and maintain the Statement of Faith hereinbefore referred to in Clause 3 of the memorandum of association of the Church and who shall be accepted by the Elders (as defined in Clause 23(b) hereof) as may be determined by them in their sole discretion, all in accordance with the procedures set down in the Church Byelaws hereinafter referred to (“the Byelaws”).
- (b) Cessation of membership
A person shall cease to be a member of the Church in the event of the criteria regarding cessation of membership set out in the Byelaws being met.
- (c) Transfer of membership
Membership of the Church shall not be assigned, transferred or transmitted in any way. The rights of a member as such are personal and shall not be transferable and shall cease and determine absolutely on the death of a member.
- (d) Elders’ Discretion
The Elders’ decision in relation to any question regarding admission to and cessation of membership shall be final and binding upon prospective members and members of the Church.

- 5 NOT USED

GENERAL MEETINGS

Annual general meeting (“AGM”)

- 6 (a) The Church shall hold in each year a general meeting, specifying it in the notice thereof as its AGM in addition to any other meetings in that year. Not more than

15 months shall elapse between the date of one AGM of the Church and that of the next. The AGM shall be held at such time and place as the Elders shall determine.

- (b) The ordinary business at an AGM shall comprise only consideration of reports of activities of the Church; the accounts, balance sheet, and report of the auditors and/or of any reporting accountants; and the appointment and the fixing of the remuneration of the auditors and/or of any reporting accountants. The AGM shall also consider such other business as the Elders, in their sole discretion, shall include on the notice relating to the meeting.

Extraordinary general meetings

- 7 All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings and may only be convened by the Elders.

Convening and requisitioning Extraordinary general meetings

- 8 The Elders may whenever they think fit convene an extraordinary general meeting. Extraordinary general meetings shall also be convened for a date not later than 8 weeks after receipt of, and on such requisition by members of the Church as, at the date of the deposit of the requisition, represent not less than one tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the Church.

Other Meetings

- 8A For the avoidance of doubt, the Elders shall be entitled to convene from time to time such other meetings of the Church as they, in their sole discretion, may determine as being desirable and such meetings shall not constitute general meetings provided no Special or Extraordinary Resolution is to be considered.

NOTICES OF GENERAL MEETINGS

Length of notice and omissions

- 9 An AGM or a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice in writing. Any other general meeting of the Church shall be called by at least 14 clear days' notice in writing Provided always that any general meeting of the Church shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by a majority of members attending the meeting and members represented by duly appointed proxies, provided the members attending together with those represented by proxies, comprise not less than 30% of all members of the Church.

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Church in general meeting, to all the members, to the Elders and to the auditors and/or any reporting accountants. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings, at any meeting.

Contents of notice

- 10 Any notice convening a General Meeting must indicate the place, date and time of it, set out and describe as such all proposed special and extraordinary resolutions, state if the meeting is to be an AGM, and describe generally the nature of all intended business, except ordinary business at an AGM.

PROCEEDINGS AT GENERAL MEETINGS

Quorum of members

- 11 Business shall not be transacted at any general meeting unless a quorum is present at the start and throughout the meeting. Save as herein otherwise provided a quorum shall not be less than 30% of all the persons who at the commencement of the meeting are members of the Church and are entitled to attend and vote thereat.

Absence of quorum

- 12 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Elders may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present the members present who are entitled to attend and vote thereat shall be a quorum.

Chairman

- 13 The chairman, or in the absence thereof the vice-chairman (if any), (both chairman and vice-chairman previously having been determined by the Elders) shall preside as chairman at every general meeting, but if there be no such chairman or vice-chairman, or if at any meeting neither shall be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to

preside, the members present shall choose one of the Elders, or if an Elder is not present, or if each one of the Elders present declines to take the chair, the members shall choose some member of the Church who shall be present, willing and entitled to vote thereat to preside. The chairman of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as he, at his absolute discretion, (but subject to the Articles) shall think fit.

Adjournment

- 14 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.

Extraordinary and Special Resolutions

15. The terms of S.378 (1) and (2) of the Act shall not apply to the Church and the following provisions shall apply in their place:-
- (1) A resolution is an extraordinary resolution when it has been passed by a majority of not less than 75% of members attending the meeting together with members represented by duly appointed proxies of which notice specifying the intention to propose the resolution as an extraordinary resolution has been given.
 - (2) A resolution is a special resolution when it has been passed by such a majority as is required for the passing of an extraordinary resolution of which not less than 21 day's notice, specifying the intention to propose the resolution as a special resolution, has been duly given.
 - (3) This article shall be subject to deletion or alteration or amendment only by a special resolution passed in terms of this article.

Poll

- 16 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll (which shall comprise a counting and recording of the number of votes cast) is, before or upon the declaration of the result of the show of hands, demanded by the chairman or any member present in person. Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a

particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Church shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution; save that any error which would change the result of a resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question. The demand for a poll may be withdrawn.

Conduct of poll

- 17 Subject as mentioned below, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Casting vote of chairman

- 18 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote and shall vote in favour of the status quo.

VOTES OF MEMBERS

Vote per capita

- 19 Subject as herein provided, every member shall have one vote.

Proxies

- 20 On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the Elders may require or in any other common or usual form. The document appointing a proxy must be deposited with the Church Secretary not less than 48 hours before the time of the meeting.

Written resolutions

- 21 Subject to the Act, a resolution in writing may consist of two or more documents in like form each signed by one or more, but together comprising all, of the members for the time being entitled to receive notice of and to attend and vote at general meetings and shall be as valid and effective as if the same had been passed at a general meeting of the Church duly convened and held.

BOARD OF ELDERS**Composition**

- 22 The Elders shall consist of such minimum number (if any) of members of the Church as shall be determined by the members of the Church.

POWERS AND DUTIES OF THE ELDERS**Discretion and validity of actions**

- 23 (a) The business of the Church shall be managed by the Elders, who may exercise all such powers of the Church as are not required to be exercised by the Church in general meeting, subject nevertheless to the provisions of the Act, the Articles and to such regulations, being not inconsistent with the aforesaid provision, as may be prescribed by the Church in general meeting, but any regulation made by the Church in general meeting shall not invalidate any prior act of the Elders which would have been valid if that regulation had not been made.
- (b) The Elders of the Church shall be those recognised by the members as having been qualified by the Holy Spirit for this work. The Elders shall have a special concern for the spiritual health and welfare of the Church.
- (c) The Church may appoint a Pastor, who shall be an Elder ex-officio and who shall have responsibility for the spiritual health and welfare of the Church. The Pastor may also be an employee of the Church and shall be entitled to payment for his services.
- (d) The Elders may delegate any of their powers to committees composed of such members of the Church as they think fit. All acts and proceedings of any such committees shall be reported to the Elders as soon as practicable.
- (e) The Elders and any committees to whom powers are delegated, shall in the exercise of powers so delegated, conform to the Articles and to any regulations imposed by the Elders. Any meetings called and proceedings carried out in the exercise of such powers shall be governed by the provisions of the articles for regulating the meetings and proceedings of the Elders so far as applicable and so far as the same shall not be superseded by any regulations made by the Elders.

Bye-laws

- 24 The Elders may at any time make such rules or bye-laws not inconsistent with the memorandum and articles of association as they consider to be necessary or convenient for the proper conduct and management of the Church subject

always to any extension, modification or repeal thereof as may be resolved by the members in general meeting. Any such rules or bye-laws shall be deemed not to form part of the articles and shall be construed separately from the articles except as such rules or bye-laws may provide to the contrary but nevertheless shall be binding on the members and the Elders subject as aforesaid as therein provided.

Cheques

25 i) Save only as mentioned in paragraph (ii) of this Article all cheques, promissory notes, drafts, bills of exchange, covenants and other negotiable instruments, and all receipts for moneys paid to the Church, shall be signed, drawn accepted, endorsed, or otherwise executed, as the case may be, by any two or more of the Elders or one Elder and the secretary in such manner as the Elders shall from time to time determine but indicating the charitable status of the Church. Any bank account in which assets of the Church are held shall be operated only by the Elders and shall include the name of the Church and indicate the charitable status of it.

(ii) Such individual or individuals as the Elders may from time to time nominate may sign cheques for the Church up to such limit in amount for each cheque as the Elders may from time to time again.

Borrowing powers

26 The Elders may exercise all the powers of the Church to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Church, or of any third party, as they think fit.

Recording administration

27 The Elders shall keep proper and accurate minutes:

- a) of all the appointments of officers made by the Elders;
- b) of the names of the Elders present at each meeting of the Elders and any sub-committee thereof, and
- c) of all resolutions proceedings and business at all meetings of the Church, and of the Elders, and office bearers or any sub-committee

and, together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or

recorded by the Church, the same may be recorded as the Elders may determine in books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification, and the Elders present at any meeting of the Elders or of a sub-committee shall sign their names in a book to be kept for that purpose, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Effect of vacancies in office

- 28 The Elders for the time being may act notwithstanding any vacancy in their body; Provided always that if the Elders shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with the articles it shall be lawful for them to act as the Elders for the purpose of admitting persons to membership of the Church, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

DISQUALIFICATION OF THE ELDERS

Vacation of office

- 29 A person shall cease to be an Elder and shall demit office forthwith if the Elder:
- a) ceases to be a member of the Church; or
 - b) becomes bankrupt or makes generally any arrangement or composition with the creditors thereof, or
 - c) becomes a person in respect of whom an order is made by any competent court by reason of mental disorder or becomes incapable by reason of illness or injury of managing and administering his property and affairs, or
 - d) resigns office by notice in writing to the Church but any such purported resignation shall not be valid unless there are immediately thereafter in office Elders comprising the minimum number prescribed for the time being or under the articles, or
 - e) becomes prohibited from holding office by reason of any of the matters in the Act or the Company Directors Disqualifications Act 1986 or otherwise becomes prohibited by law from being a director of a company, or
 - f) is convicted of an offence which is likely to bring the Church into disrepute or whose behaviour is considered unacceptable by the Church (as may be determined by the Church in General Meeting acting in accordance with article 31), or

- g) is removed from office under the provisions of the Act or the articles, or
- h) has been absent for more than 6 consecutive months without permission of the Elders from meetings thereof held during that period and the Elders so resolve; or
- i) receives from the Church any payment except only as may be permitted expressly by the memorandum of association but subject thereto the Elders may be paid all reasonable travelling, hotel and other expenses incurred properly by them in connection with their attendance at meetings of Elders and committees and general meetings and otherwise in connection with the discharge of their duties immediately upon the happening of any such event.

TENURE OF OFFICE OF THE ELDERS

Term of Office

- 30 The Elders shall not be required to retire by rotation.

Removal by extraordinary resolution

- 31 In addition and without prejudice to the provisions of section 303 of the Act, the Church may by extraordinary resolution remove any Elder notwithstanding anything in the articles or any agreement between the Church and such Elder, and may by an ordinary resolution appoint another member instead thereof.

PROCEEDINGS OF THE ELDERS

Control of proceedings by Elders

- 32 The Elders shall meet together for the conduct of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote[and shall vote in favour of the status quo]. An Elder may, and the secretary on the requisition of a Elder shall, at any time summon a meeting of the Elders. It shall not be necessary to give notice of a meeting of the Elders to any Elder for the time being absent from the United Kingdom unless notice of the address abroad thereof has been given to the Church.

Quorum of Elders

- 33 The quorum necessary for the transaction of the business of the Elders may be

fixed by the members of the Church, and unless so fixed shall be, and in any case shall never be less than 3.

Chairman to preside

34 At any meeting of the Elders, they shall appoint one of their number to act as chairman of such meeting.

35 NOT USED

Validity of acts despite defaults

36 All acts *bona fide* done by any meeting of the Elders or of any committee, or by any Elders, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Elder, or that such Elder or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be an Elder.

Resolutions in writing

37 A resolution shall be in writing and may consist of two or more documents in like form signed by one or more of all the Elders or members of any committee thereof who are entitled to receive notice of a meeting of the Elders or of such committee and shall be as valid and effectual as if it had been passed at a meeting of the Elders or of such committee duly convened and held.

Execution of deeds etc.

38 The Elders may exercise all the powers of the Church and without prejudice to the generality thereof shall have power to execute under the signature of any two of them or any one of them and the Church Secretary and the Church need not have a Common Seal.

Indemnity

39 Subject to section 310 of the Act and the memorandum of association every Elder, member, office bearer, or other officer or servant of the Church shall be indemnified out of the assets of the Church against all losses or liabilities which such person may sustain or incur in or about the *bona fide* execution of the duties thereof or otherwise in relation thereto, including any liability incurred thereby in defending any proceedings, whether civil or criminal, in which judgement is given in favour thereof or in which such person is acquitted or in connection with any application under sections 144(3) or 727 of the Act in which relief is granted by the Court, and no Elder, member or other officer or

servant shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Church in the *bona fide* execution of the duties of the office thereof or in relation thereto.

CHURCH SECRETARY

Control by Elders

- 40 Subject to sections 10(3) and 288(2) of the Act the Church secretary shall be appointed by the Elders for such term, at such reasonable remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Exclusion of dual role

- 41 A provision of the Act or the articles requiring or authorising a thing to be done by or to a member of the Elders and the secretary shall not be satisfied by its being done by or to the same person acting both as an Elder and as, or in place of, the secretary, and anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Church authorised generally or specially in that behalf by the Elders.

ACCOUNTS

Accounting records

- 42 The Elders shall cause accounting records to be kept in accordance with section 221 of the Act.

Accounting records to be kept at registered office

- 43 The accounting records shall be kept at the registered office of the Church, or subject to section 222 of the Act, at such other place or places as the Elders shall think fit, and shall be open during all normal business hours to inspection by the Elders.

Inspection of records by members

- 44 Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Church or any of them shall be open to inspection by the members.

Laying of accounts

- 45 The Elders shall from time to time cause to be prepared and to be laid before the Church in general meeting, such income and expenditure accounts and balance sheets and reports as are required by sections 226, 234, 234A and 235 of the Act, and otherwise comply with the requirements of Chapter I of Part VII of the Act.

Preliminary issue of accounts

- 46 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Church in general meeting, together with a copy of the auditors' report or any reporting accountants report, as the case may be, and Elders' report, shall be sent, not less than 21 days before the date of the meeting to every member and every holder of debentures of the Church subject nevertheless to article 9 Provided always that this article shall not require a copy of those documents to be sent to any person of whose address the Church is not aware or to more than one of the joint holders of any debenture.

Restriction on application of income

- 47 The income of the Church shall be applied solely towards the provision of all or any of the objects of the Church in accordance with clause 4 of the memorandum of association of the Church at such time or times and in such manner as the Elders shall think fit, with power to the Elders to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Elders shall think fit; provided always that the payment of dividend to the members is prohibited

CONFORMITY**Audit**

- 48 a) Auditors shall be appointed and their duties regulated in accordance with sections 235 to 237 and Chapter V of Part XI of the Act; or any reporting accountants in accordance with Section 249A of the Act;

Annual report

- b) The Elders shall comply with their obligations under the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (or any statutory re-enactment, extension or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners of the Inland Revenue.

Annual return

- c) The Elders shall comply with their obligations under the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (or any statutory re-enactment, extension or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners of the Inland Revenue.

NOTICES**Manner of giving notice**

- 49 A notice may be given by the Church to any member either personally or by sending it by post to the registered address of such member, or, if that member has no registered address within the United Kingdom, to the address, if any, supplied by that member to the Church for the giving of notices to that member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Persons entitled to notice

- 50 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Church an address within the United Kingdom for the giving of notices to them;
 - b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for the death or bankruptcy thereof would be entitled to receive notice of the meeting;
 - c) the Elders; and
 - d) the auditor and/or any reporting accountant for the time being of the Church.

No other person shall be entitled to receive notices of general meetings.

RECORDS

- 51 The Elders may cause all or any accounts, books minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Church to be recorded as the Elders may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification and any reference in the articles to books or registers or other documentary record shall be deemed to include such other means as aforesaid.

DISPUTES

- 51A Where the Elders cannot agree on a material matter which they consider cannot readily be resolved, they shall consult with such person as the Director General of the Scottish Baptist Union may nominate to assist in resolving the matter.

DISSOLUTION

- 52 The provisions (if any) for the time being in the memorandum of association relating to the winding up and dissolution of the Church shall have effect as if the provisions thereof were repeated in the articles.

Holm Evangelical Church

Bye-laws

1. Membership

1.1. Admission to Membership

In the first instance individuals should approach one of the Elders to make it known that they wish to apply for membership.

The Elders will then arrange a membership interview. Two people representing the leadership, at least one of whom will be an Elder, will conduct this interview. The interview will cover such areas as the person's testimony, their sense of God's guidance to membership at Holm Evangelical Church, their commitment to the vision, direction and support for the leadership of the Church and their expectations and understanding of the responsibilities of membership. In addition if required by the Elders, at their discretion, references from previous churches shall be provided.

Following the interview, the Elders shall consider the application and, if they commend the application, shall arrange for the intention to welcome the individual into membership to be announced at a Sunday service.

Following the announcement, there shall be a minimum period of one week before the individual is welcomed into membership to give members of the church the opportunity to make comment on the application to the Elders, who shall take into account any such comments received.

Individuals shall be welcomed into membership publicly during a Sunday service.

Where an individual whose application for membership has been accepted also requests to be baptised by immersion they will normally be welcomed into membership on the occasion of their baptism.

Where an individual applies for membership but the application is not accepted the Elders will arrange for the individual to be given information as to the reason that their application has not been accepted and for appropriate pastoral support.

1.2. Responsibilities of Membership

By joining the Church, members shall come under the following obligations:

- a) To attend regularly at public worship, including the Lord's Supper;

- b) To contribute systematically to the Church's finances as the Lord has prospered them;
- c) To use their gifts in the service of Christ and His Church;
- d) To maintain the spirit of Christian love and unity;
- e) To show evidence of their Christian character in all things;
- f) To share in the fulfilment of the Lord's Commission in Matthew chapter 28, verses 19 and 20.

1.3. Breakdown in Fellowship between Members

The following approach shall be adopted if a member of the Church has concern relating to the conduct of another member of the Church. Members shall act at all times graciously and with humility in such circumstances. They shall also keep the matter confidential and avoid gossip.

- (a) In the first instance, the member having the concern shall discuss the grounds for concern privately with the other individual concerned.
- (b) If the two members are unable to resolve the concern between them, the member raising the concern should consider attempting to resolve the matter by further discussion in the company of one or two other members (who may be Elders) and who shall keep the matter confidential.
- (c) If the concern remains unresolved, the member raising the concern will advise the Elders of the circumstances and the Elders will endeavour to meet with the members concerned with a view to resolving the matter.
- (d) If thereafter, the Elders (at their sole discretion) determine that any member is at fault and the individual concerned does not accept his fault and seek to change as directed by the Elders, then the Elders may apply the procedure set out in paragraph (b) of 1.4 below.

1.4. Cessation of Membership

Members may resign their membership by notifying the Church Secretary.

The Elders may remove an individual from the register of members if:

- (a) such member fails to fulfil his obligations (as set out in bye-law 1.2 above), (the Elders having exercised pastoral care and having been unable to resolve the situation satisfactorily), and after such consultation with the membership as the Elders, at their sole discretion, may consider necessary; or

- (b) such member fails to accept a direction given by the Elders (as set out in bye-law 1.3 paragraph (d) above), (the Elders having exercised pastoral care and having been unable to resolve the situation satisfactorily), and after such consultation with the membership as the Elders, at their sole discretion, may consider necessary; or
- (c) such member becomes a member of another church (except where such member is outwith the area temporarily and becomes a member of another church at their place of temporary residence).

The Elders shall inform members of the Church of all instances of cessation of membership.

2. Appointment of Elders

It is intended that there will be approximately ten Elders. Where there is a need to appoint Elders this will be carried out by the Elders or by an enlarged group including the Elders (“the Leadership”). The intention is that at least ten people, broadly representative of the membership, should be involved.

Any member appointed an Elder must personally uphold and promote the baptism of believers by immersion at their request and on personal confession of their faith in the Lord Jesus Christ (this being an Ordinance included in the Church’s Statement of Faith).

The general procedure for appointment of Elders will be as follows although the Leadership may modify it to suit circumstances.

- i) Members are invited to suggest the names of suitably gifted people to the Leadership for consideration in confidence and without having approached these people.
- ii) The Leadership identify suitably gifted people, including reviewing the names suggested by members.
- iii) The people identified by the Leadership are approached to enquire about their willingness to be considered for appointment as Elders.
- iv) The names are discussed with the entire membership in an informal “sounding out” process.
- v) Following this, the Elders put the proposed names formally to the Church for consideration (in a similar manner to the procedure whereby new members are introduced).
- vi) The new Elders are appointed by resolution (proposed by the existing Elders) which has been passed by a General Meeting.

3. Finance

3.1. Treasurer

The Elders shall appoint a Treasurer who shall be accountable to the Elders and who shall manage the financial affairs of the Church.

The Treasurer shall receive, deposit and disperse all money paid or given to the Church and shall keep itemised accounts of all receipts and disbursements as required by good accounting practice or as may be determined otherwise by the Auditors or Reporting Accountants. The Treasurer shall report on the Church's finances from time to time as may be directed by the Elders.

3.2. Expenditure

Controls shall apply to expenditure on purchases. It is envisaged that the leaders of activities or organisations within the Church will generally initiate a request for such expenditure. A representative of the Leadership (meaning the Elders or such wider leadership team as may be established from time to time) will be appointed as an ongoing link with each such activity or organisation.

The following financial approval limits apply:

- Up to £50 in a single month requires the Treasurer's signature;
- Over £50 to £250 in a single month requires the signature of the Treasurer and one Elder;
- Over £250 to £750 in a single month requires the approval of the Leadership; and
- Expenditure over £750 requires approval at a members' meeting (which maybe other than a general meeting).

4. Secretary

The Elders shall appoint the Church Secretary who shall be accountable to the Elders. In addition to the Church Secretary's statutory responsibilities, the Church Secretary shall, inter alia:

- Maintain a register of members;
- Attend to all necessary correspondence relating to the affairs of the Church;
- Maintain all necessary records;
- Give appropriate notice to members in respect of Church meetings; and
- Give appropriate notice to all relevant statutory bodies as may be statutorily required.

5. Resolutions to General Meetings

The following guidance is provided with the intention of clarifying the requirements of the Articles of Association. In the event of a difference of interpretation, the Articles of Association shall prevail over this bye-law.

5.1. Ordinary Resolution

An ordinary resolution requires a simple majority from among members present, in person or by proxy. It is commonly used to approve accounts, make decisions and elect Elders.

5.2. Extraordinary Resolution

This is usually only required to approve changes in rights or obligations of the members. It requires a majority of 75% of the members present who vote, in person or by proxy.

5.3. Special Resolution

This requires the same 75% majority as for an extraordinary resolution but 21 days' notice has to be given of the intention to propose a resolution as a special resolution. This resolution is required to alter the Articles of Association.