



CONSTITUTION

of

THE EDINBURGH ORTHODOX COMMUNITY OF ST ANDREW

**Incorporated as a Scottish Charitable Incorporated Organisation (SCIO) -
SC054378**

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GENERAL

1 Definitions and Interpretation

1.1 In the Constitution, unless the context requires otherwise:

1.1.1 “**the 2005 Act**” means the Charities and Trustee Investment (Scotland) Act 2005;

1.1.2 “**Archdiocese**” means the Archdiocese of Thyateira and Great Britain, the ecclesiastical jurisdiction of the Community and part of the Ecumenical Patriarchate;

1.1.3 “**Archbishop**” means the head of the Archdiocese, considered to be chief shepherd and spiritual lead of the Archdiocese;

1.1.4 “**Chair**” has the meaning given in clause 37.1 and the duties noted in clause 38.1;

1.1.5 “**Charitable**” means charitable for the purposes of the Taxes Act and also the 2005 Act;

1.1.6 “**Charity Trustee**” means a Charity Trustee as defined in the 2005 Act and clause 10.2, and includes any person occupying the position of Charity Trustee, by whatever name called;

1.1.7 “**Clergy**” has the meaning given in clause 10.1.1;

1.1.8 “**Committee**” has the meaning given in clause 10.1.2;

1.1.9 “**Community**” means The Edinburgh Orthodox Community of St Andrew, a registered Scottish charity;

1.1.10 “**Constitution**” means the constitution of the Community;

1.1.11 “**Electoral Committee**” has the meaning given in clause 33.3.3;

1.1.12 “**Member**” has the meaning given to it in clause 10.1.3;

1.1.13 “**Bishop or Priest In Charge**” means the acting bishop or priest as appointed under clause 11.1;

1.1.14 “**School Board**” has the meaning given to it in clause 54.1;

1.1.15 “**Scottish Charitable Incorporated Organisation**” has the meaning given in section 49 of the 2005 Act;

1.1.16 “**Secretary**” has the meaning given in clause 37.1 and the duties noted in clause 38.2;

1.1.17 “**the SCIO Regulations**” means the Scottish Charitable Incorporated Organisations Regulations 2011 and the Scottish

Charitable Incorporated Organisations (Removal from Register and Dissolution) Regulations 2011;

- 1.1.18 “**the School**” means The Edinburgh Hellenic School of St Andrew as described in clauses 52 to 54;
 - 1.1.19 “**Treasurer**” has the meaning given in clause 37.1 and the duties noted in clause 38.3;
 - 1.1.20 document includes, unless otherwise specified, any document sent or supplied in electronic form;
 - 1.1.21 writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
 - 1.1.22 words or expressions importing the singular number only shall include the plural number and vice versa;
 - 1.1.23 unless the context otherwise requires, a reference to one gender shall include a reference to the other gender and vice versa;
 - 1.1.24 words or expressions importing persons shall include partnerships, companies and unincorporated associations;
 - 1.1.25 any reference to legislation or a statute shall include any statutory modification or re-enactment thereof for the time being in force; and
 - 1.1.26 other words or expressions shall have the meanings given in the Interpretation Act 1978 (by the provisions of that Act regarding interpretation and construction), but if any such meaning conflicts with the Constitution, the Constitution will prevail.
- 1.2 This Constitution shall be interpreted under the guidance of the Holy Spirit, in accordance with the Canons of the Holy Orthodox Church and the Law of Scotland, and with Christian charity; such interpretation is to be in accordance with the directions of the Archbishop and the rules of the Archdiocese.

2 **Type of legal entity**

The Community will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

3 **Scottish principal office**

The principal office of the Community will be in Edinburgh, Scotland (and must remain in Scotland).

4 **Name**

The name of the Community is “The Edinburgh Orthodox Community of St Andrew”.

5 **The Community**

- 5.1 The Community is within the jurisdiction of the Archdiocese (Ecumenical Patriarchate). The Community embraces, succeeds and supersedes both the Greek Orthodox congregation of St Andrew and the Slav Orthodox congregation of the Nativity of Our Lord and God and Saviour Jesus Christ, both of which were within the jurisdiction of the said Patriarchate and Archdiocese.
- 5.2 The patron of the Community is St Andrew, First-Called of the Apostles, who brought his brother St Peter to the Lord, and who was martyred in Greece and who is the founder of the Great Church of Constantinople and the patron of Scotland, Russia, Ukraine and Romania.
- 5.3 The Community professes the Orthodox Christian Faith, as expressed in the continuing living Holy Tradition of the Orthodox Church and more especially in the Holy Scriptures and the dogmatic decrees of the Seven Ecumenical Councils, with nothing added and nothing taken away.
- 5.4 The Community uses the Liturgy of St John Chrysostom and other services of the Byzantine Rite mainly in English, but Greek, Slavonic and other languages may also be used. It observes the liturgical tradition of the Ecumenical Patriarchate, but it may use in its services suitable and venerable aspects of other appropriate Orthodox traditions as permitted by the Archdiocese. The Community keeps the Gregorian Calendar with moveable feasts according to the Orthodox Paskhalia, but may also keep, as long as it is pastorally desirable, some feasts according to the Julian Calendar. The Bishop or Priest In Charge of the Community shall determine all liturgical questions in accordance with Orthodox tradition.

6 **Purposes**

- 6.1 The Community’s charitable purposes are:
- 6.1.1 to give right worship to the One God in Three Persons and to establish churches for such worship;
- 6.1.2 to preserve and teach the Holy Orthodox Faith as defined at clause 5.3;
- 6.1.3 to receive according to the rites of the Holy Orthodox Church all those who freely decide and sincerely desire to adopt that Faith and to live according to its spiritual and moral teachings;
- 6.1.4 to undertake charitable work for the benefit of those who need financial assistance, including those suffering persecution;
- 6.1.5 to provide for the welfare of the poor;

- 6.1.6 to visit the sick and imprisoned;
- 6.1.7 to provide Christian burial for those Orthodox who die in Scotland without financial means and who are not in the pastoral care of any other Orthodox Community;
- 6.1.8 to pray for the living and the dead; and
- 6.1.9 to advance education through the operation of its schools.

7 Ecclesiastical Authority

- 7.1 The Community is canonically subject to the authority of the Archbishop. It shall be represented appropriately on the Clergy-Laity Conference of the Archdiocese and shall respond appropriately to its requirements. It shall support the Archdiocese financially in accordance with the directions of the Archbishop. An annual report of the work of the Community, together with financial statements as required, shall be submitted to the Archdiocese.
- 7.2 While none but faithful Christians, from Scotland or elsewhere, of jurisdictions the Ecumenical Patriarchate is in communion with, may receive the sacraments within the Edinburgh Orthodox Community of St Andrew, all Christian believers may participate in the worship of the Community in so far as this shall be judged appropriate by the Bishop or Priest In Charge acting under the guidance of the Archdiocese.

8 Powers

- 8.1 The Community has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 8.2 The income and property of the SCIO shall be applied solely towards the promotion of the Community's charitable purposes.
- 8.3 No part of the income or property of the Community may be paid or transferred (directly or indirectly) to the Members – either in the course of the Community's existence or on dissolution – except where this is done in direct furtherance of the Community's charitable purposes.
- 8.4 Clause 8.3 does not prevent the Community making any payment which is permitted under clause 42 (remuneration and expenses).

9 Liability of Members

- 9.1 The Members of the Community have no liability to pay any sums to help to meet the debts (or other liabilities) of the Community if it is wound up; accordingly, if the Community is unable to meet its debts, the Members will not be held responsible.
- 9.2 The Members and Charity Trustees have certain legal duties under the 2005 Act; and clause 9.1 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.

10 **General structure**

10.1 The structure of the Community consists of:

10.1.1 The CLERGY - who comprise all those in Sacerdotal or Diaconal Orders who serve the Community, including those who have retired;

10.1.2 The COMMITTEE - who hold regular meetings, and generally control the non-liturgical activities of the Community; for example, the Committee is responsible for monitoring and controlling the financial position of the Community;

10.1.3 the MEMBERS - who have the right to participate in Members' meetings (including any annual members' meeting) and have important powers under the Constitution; for example, the Members elect people to serve on the Committee and take decisions on changes to the Constitution itself; and

10.1.4 the SCHOOL BOARD - who are a sub-committee of the Committee and will hold regular meetings, and generally control the activities and financial position of the School.

10.2 The people serving on the Committee are referred to in this Constitution as CHARITY TRUSTEES.

11 **Clergy**

11.1 The appointment of the Bishop or Priest In Charge rests with the Archdiocese in consultation with the Committee of the Community, always provided that, if he is not a member of the Archdiocese, he must submit a canonical letter of dismissal from his Bishop. The Bishop or Priest In Charge shall be entitled to resign, but his appointment shall not otherwise be terminated save by the Archbishop, to whom, in case of difficulty, the Committee may appeal. If the Community is in a position to pay a stipend, this shall be discussed and agreed with the Archbishop before the appointment is made. Whether or not a stipend is paid, the Clergy shall be entitled to recover from the Community their expenses.

11.2 Assistant priests and deacons may be appointed. Their appointment and jurisdiction shall be as at clause 11.1. The assistant priests, at the request of the Bishop or Priest In Charge, shall concelebrate with him, perform services or administer sacraments by themselves with his prior consent, and in emergencies they may do so without his consent. In the absence of the Bishop or Priest In Charge, the senior assistant priest shall act in his stead.

11.3 The duties of the Bishop or Priest In Charge, assisted by the other priests, and/or by the deacons in all that is appropriate to their Order, are:

11.3.1 to offer the Divine Liturgy and to administer the Sacraments of the Holy Orthodox Church;

- 11.3.2 to preach the Word of God;
 - 11.3.3 to teach the young;
 - 11.3.4 to maintain registers of baptisms, chrismations, weddings and funerals, and to issue the necessary certificates (excluding the Bishop In Charge);
 - 11.3.5 to commemorate in the sacred services the Archbishop and likewise to commemorate the land of Scotland and her temporal authorities;
 - 11.3.6 to appoint cantors and altar servers, who must abide by the instructions of the Bishop or Priest In Charge and, where appropriate, of other Clergy acting as chief celebrants of particular services;
 - 11.3.7 to lead the Community in prayer and practical help for those who suffer persecution for Christ's sake;
 - 11.3.8 to supervise all educational activities of the Community in order to ensure that the principles of the Orthodox Church and the Constitution of the Community are adhered to; and
 - 11.3.9 if there is a Bishop In Charge, he can also exercise all the additional duties pertaining to his office (e.g. ordinations, consecration of a new church etc).
- 11.4 Since there are in Scotland scattered and isolated Orthodox, the Bishop or Priest in Charge shall do all in his power to arrange for the Liturgy to be celebrated outside Edinburgh on Sundays or weekdays.
- 11.5 The Bishop or Priest In Charge is by virtue of his office the representative of the Archdiocese in the Community and in the Committee as hereinbefore defined. As such, it is his solemn duty to seek the guidance of the Holy Spirit in assisting the Community and Committee towards wise and godly decisions.
- 11.6 For the solution of serious difficulties between Community or Committee and the Bishop or Priest In Charge, appeal shall be made to the Archbishop.

MEMBERS

12 Qualifications for membership

- 12.1 The ecclesiastical members of the Community are all those of whatever age, sex or nationality who:
- 12.1.1 have been duly accepted into Communion with the Ecumenical Patriarchate;

12.1.2 worship in the Edinburgh church;

12.1.3 accept the spiritual jurisdiction and authority of the Clergy of the Community, the Archdiocese and the Ecumenical Patriarchate; and

12.1.4 abide by this constitution.

12.2 Members entitled to vote at meetings of the Community (legal members as defined in clause 10.1.3) shall be those who in addition to the criteria set out at clause 12.1 above;

12.2.1 have reached their eighteenth birthday; and

12.2.2 for at least six months previous to their exercising such a vote, have attended services of the Community.

12.3 Employees of the Community are not eligible for membership; and a person who becomes an employee of the Community after admission to membership will automatically cease to be a Member. For the avoidance of doubt such employees may be ecclesiastical members of the Community.

13 Application for membership (in the legal – not the ecclesiastical – sense)

13.1 Any person who wishes to become a Member must submit an application for membership (in writing or by email); the application will then be considered by the Committee at its next Committee meeting.

13.2 The Committee may, at its discretion, refuse to admit any person to membership.

13.3 The Committee must notify each applicant promptly (in writing or by email) of its decision on whether or not to admit them to membership.

14 Membership subscription

No membership subscription will be payable.

15 Register of Members

15.1 The Committee must keep a register of Members, setting out:

15.1.1 for each current Member:

15.1.1.1 their full name, address and preferred contact details; and

15.1.1.2 the date on which they were registered as a Member of the Community;

15.1.2 for each former Member for at least six years from the date on which they ceased to be a Member:

15.1.2.1 their name; and

15.1.2.2 the date on which they ceased to be a Member.

15.2 The Committee must ensure that the register of Members is updated within 28 days of any change:

15.2.1 which arises from a resolution of the Committee or a resolution passed by the Members of the Community; or

15.2.2 which is notified to the Committee.

15.3 If a Member or Charity Trustee of the Community requests a copy of the register of Members, the Committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a Member (rather than a Charity Trustee), the Committee may provide a copy which has the addresses redacted.

16 Withdrawal from membership

Any person who wants to withdraw from membership must submit a notice of withdrawal to the Committee (either in writing or by email); they will cease to be a Member as from the time when the notice is received by the Committee.

17 Transfer of membership

Membership of the Community may not be transferred by a Member.

18 Re-registration of Members

18.1 The Committee may, at any time, issue notices to the Members (either in writing or by email) requiring them to confirm that they wish to remain as Members of the Community, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Committee.

18.2 If a Member fails to provide confirmation to the Committee (in writing or by email) that they wish to remain as a Member of the Community before the expiry of the 28-day period referred to in clause 18.1, the Committee may expel them from membership.

18.3 A notice under clause 18.1 will not be valid unless it refers specifically to the consequences (under clause 18.2) of failing to provide confirmation within the 28-day period.

19 Expulsion from membership

19.1 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a Members' meeting, providing the following procedures have been observed:

19.1.1 at least 21 days' notice of the intention to propose the resolution must be given to the Member concerned, specifying the grounds for the proposed expulsion;

19.1.2 the Member concerned will be entitled to be heard on the resolution at the Members' meeting at which the resolution is proposed.

20 **Termination of membership**

Membership of the Community will terminate on death.

DECISION-MAKING BY THE MEMBERS

21 Members' meetings

21.1 The Committee must arrange a meeting of Members (an "**annual general meeting**" or "**AGM**") between February 2nd and the Ascension on a date decided by the Committee.

21.2 The gap between one AGM and the next must not be longer than 15 months.

21.3 The business of each AGM must include:

21.3.1 a report by the Clergy;

21.3.2 a report by the Chair on the activities of the Committee;

21.3.3 a report by the Treasurer;

21.3.4 reports by those in charge (or their representatives) of other activities of the Community, such as Sunday School, Hellenic School and Youth Fellowship etc;

21.3.5 consideration of the annual accounts of the Community; and

21.3.6 the election/re-election of Charity Trustees (biennially), as referred to in clause 33.

21.4 The Bishop or Priest In Charge, Chair or Committee may arrange a special Members' meeting at any time.

22 **Power to request the Committee to arrange a special Members' meeting**

22.1 The Committee must arrange a special Members' meeting if they are requested to do so by either:

22.1.1 the Bishop or Priest In Charge and the Chair; or

22.1.2 any fifteen Members of the Community entitled to vote; or

22.1.3 the Archdiocese.

22.2 A request for a special Members' meeting under clause 22.1.2 must be made in writing (or by email) and will be valid, provided that:

22.2.1 the notice states the purposes for which the meeting is to be held;
and

22.2.2 those purposes are not inconsistent with the terms of this Constitution, the 2005 Act or any other statutory provision.

22.3 A notice under clause 22.2 may take the form of:

22.3.1 one or more documents in the same terms, each signed by one or more Members; and/or

22.3.2 a number of emails, each issued by a Member;

and the Committee will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the threshold referred to in clause 22.1.2.

22.4 If the Committee receive a notice under clause 22.1, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

22.5 A special Members' meeting cannot be convened in the absence of the Bishop or Priest In Charge without either his agreement or prior written consent from the Archdiocese.

23 Notice of Members' meetings

23.1 At least 14 clear days' notice must be given of any AGM or any special Members' meeting.

23.2 The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting and:

23.2.1 in the case of any resolution falling within clause 25.3 (requirement for two-thirds majority) must set out the exact terms of the resolution;
and

23.2.2 in the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s).

23.3 The reference to "clear days" in clause 23.1 shall be taken to mean that, in calculating the period of notice:

23.3.1 the day after the notices are posted (or sent by email) should be excluded; and

23.3.2 the day of the meeting itself should also be excluded.

23.4 Notice of every Members' meeting must be given to all the Members of the Community (including all Charity Trustees); but the accidental omission to give notice to one or more Members or Charity Trustees will not invalidate the proceedings at the meeting.

23.5 Any notice which requires to be given to a Member under this Constitution must be:

23.5.1 sent by post to the Member, at the address last notified by them to the Community; or

23.5.2 sent by email to the Member, at the email address last notified by them to the Community.

23.6 If Members and Charity Trustees are to be permitted to participate in a Members' meeting by way of audio and/or audio-visual link(s) (see clause 24.4), the notice (or notes accompanying the notice) must:

23.6.1 set out details of how to connect and participate via that link or links; and

23.6.2 (particularly for the benefit of those Members who may have difficulties in using a computer or laptop for this purpose) draw Members' attention to the following options:

23.6.2.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

23.6.2.2 (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting.

24 Procedure at Members' meetings

24.1 Each Members' meeting shall open with a prayer offered by the Bishop or Priest In Charge.

24.2 The Secretary shall read the minutes of the previous Members' meeting, the adoption of which, together with any necessary alterations and corrections, shall be duly proposed and seconded, and signed by the Chair of the meeting.

24.3 Every motion or amendment submitted to the meeting, except from the Chair, must be proposed and seconded by the Members entitled to vote. If there is no seconder the motion shall fail. The Chair shall have the right to order a secret ballot on any motion.

24.4 The Committee may if they consider appropriate make arrangements for Members and Charity Trustees to participate in Members' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

- 24.4.1 the means by which Members and Charity Trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent for all or a significant proportion of the membership a barrier to participation;
- 24.4.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 23.6; and
- 24.4.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Members and Charity 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 Members and Charity Trustees (if any) who are attending in person (and vice versa).
- 24.5 A Members' meeting may involve two or more Members or Charity Trustees participating via attendance in person while other Members and/or Charity Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 24.6 The quorum for a Members' meeting is 12 Members, present in person.
- 24.7 An individual participating in a Members' meeting via an audio or audiovisual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a Member, will be deemed to be in attendance) at the meeting.
- 24.8 If a quorum is not present within 30 minutes after the time at which a Members' meeting was due to start or if a quorum ceases to be present during a Members' meeting the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 24.9 The Chair of the Committee should act as Chair of each Members' meeting.
- 24.10 If the Chair of the Committee is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as Chair), the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as Chair of that meeting.
- 24.11 If a special Members' meeting is requested by the Archdiocese, the Archdiocese may appoint a Chair from either within or outwith the Community.

25 **Voting at Members' meetings**

- 25.1 Every Member has one vote, which must be given personally (subject to clause 25.6).
- 25.2 All decisions at Members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 25.3.

- 25.3 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a Members' meeting (or if passed by way of a written resolution under clause 27):
- 25.3.1 a resolution amending the Constitution;
 - 25.3.2 a resolution expelling a person from membership under clause 19.1;
 - 25.3.3 a resolution removing a person from office as a Charity Trustee under clause 35.1.13;
 - 25.3.4 a resolution directing the Committee to take any particular step (or directing the Committee not to take any particular step) under clause 39.3;
 - 25.3.5 a resolution approving the amalgamation of the Community with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 25.3.6 a resolution to the effect that all of the Community's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - 25.3.7 a resolution for the winding-up or dissolution of the Community.
- 25.4 If there is an equal number of votes for and against any resolution, the Bishop or Priest in Charge or, in his absence, the Chair of the meeting will be entitled to a second (casting) vote.
- 25.5 A resolution put to the vote at a Members' meeting will be decided on a show of hands unless the Chair or at least two other Members present at the meeting ask(s) for a secret ballot.
- 25.6 Where Members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically and providing the Committee have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
- 25.7 The Chair will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 25.8 Where Members are participating in a meeting via audio and/or audio-visual links, the Chair's directions regarding how a secret ballot is to be conducted may allow those Members to cast their votes on the secret ballot via any or all of the methods referred to in clause 25.6, providing reasonable steps are taken to preserve anonymity (while, at the same time, addressing any risk of irregularities in the process).

26 Technical objections to remote participation in Members' meetings

26.1 This Constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at Members' meetings; providing the arrangements made by the Committee in relation to a given Members' meeting (and the manner in which the meeting is conducted) are consistent with those requirements:

26.1.1 a Member cannot insist on participating in the Members' meeting, or voting at the Members' meeting, by any particular means;

26.1.2 the Members' meeting need not be held in any particular place;

26.1.3 the Members' meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements taking account of those participating via audio and/or audio-visual links must still be met);

26.1.4 the Members' meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting; and

26.1.5 a Member will be able to exercise the right to vote at the Members' meeting (including where a secret ballot is to be held) by such means as is determined by the Chair of the meeting (consistent with the arrangements made by the Committee) and which permits that Member's vote to be taken into account in determining whether or not a resolution is passed.

27 Written resolutions by Members

A resolution agreed to in writing (or by email) by all the Members will be as valid as if it had been passed at a Members' meeting; the date of the resolution will be taken to be the date on which the last Member agreed to it.

28 Minutes of Members' meetings

28.1 The Committee must ensure that proper minutes are kept in relation to all Members' meetings, and that a proper record is kept of all resolutions agreed to in writing or by email under clause 27.

28.2 Minutes of Members' meetings must include the names of those present, and (so far as possible) should be signed by the Chair of the meeting.

28.3 The records of resolutions kept under clause 28.1 must include confirmation that all Members agreed to the resolution, and should be signed by the Chair of the Committee.

COMMITTEE

29 Number of Charity Trustees

29.1 The maximum number of Charity Trustees is fourteen [14].

29.2 The minimum number of Charity Trustees is eight [8].

30 Composition of Committee

30.1 The Committee shall be comprised of:

30.1.1 seven [7] Charity Trustees who shall be elected by the Members of the Community under clause 33.3;

30.1.2 four [4] Charity Trustees appointed by the Bishop or Priest In Charge after consultation with the Archbishop;

30.1.3 no more than two [2] Charity Trustees who were co-opted by the Committee in furtherance of clause 34; and

30.1.4 the Bishop or Priest In Charge.

31 Eligibility

31.1 A person shall not be eligible for election/appointment to the Committee unless they are a Member of the Community.

31.2 A person will not be eligible for election or appointment to the Committee if they are:

31.2.1 disqualified from being a Charity Trustee under the 2005 Act; or

31.2.2 an employee of the Community.

32 Initial Charity Trustees

The individuals who signed the Charity Trustee declaration forms which accompanied the application for incorporation of the Community shall be deemed to have been appointed by the Members as Charity Trustees with effect from the date of incorporation of the Community.

33 Election and re-election

33.1 Charity Trustees elected under clause 30.1.1 and appointed under clause 30.1.2 shall be appointed for an initial term of office of two years and thereafter shall be eligible for re-appointment.

33.2 The Charity Trustee appointed under clause 30.1.4 shall be an *ex officio* appointment.

33.3 In order for Charity Trustees to be elected under clause 30.1.1, the following process of election must be followed:

33.3.1 When notice is given of the Annual General Meeting, members of the Community entitled to vote shall be requested to send to the Secretary, in writing, by 11:59 pm on the Thursday preceding the AGM (assuming the AGM takes place on a Sunday afternoon) or at least 60 hours before the scheduled time of the meeting, nominations for not more than seven candidates, having first ascertained the willingness of each to serve.

33.3.2 Having received all nominations, the Secretary shall prepare a list of qualified nominees, and this shall serve as a voting paper.

33.3.3 Following the announcement of the elections, the Bishop or Priest In Charge shall nominate three (3) persons, chosen from respected Members or friends of the Community who will not be candidates in the elections, to form an Electoral Committee, with the Bishop or Priest In Charge as Chair, to oversee the election process. If there is no Bishop or Priest In Charge, the above function shall be carried out by the Chair of the Committee.

33.3.4 If the manner in which the elections are held is by secret ballot, the Electoral Committee shall arrange the details of the voting, count the votes, announce the winners and runners-up and compile the minutes of the elections, which shall be signed by the Chair and the three Members of the Electoral Committee. In the event of a tie for the last place on the Committee, lots shall be drawn to decide who is to take this position. A certified copy shall be provided to the Archbishop, who will then send a letter of appointment to each of the newly-elected Charity Trustees and those appointed under clause 30.1.2, by which they are proclaimed Members of the Committee.

33.3.5 Should there be an insufficient number of persons nominated and willing to serve, the Bishop or Priest In Charge, acting on behalf of the Archdiocese, shall appoint further Members to fill the vacant places.

33.3.6 The Election shall be valid regardless of the number of Members who cast their votes.

33.3.7 If for any reason any Charity Trustees elected under clause 33.3 resign, then those who received the next largest number of votes in the election shall be invited to take their place. If there are no such persons, the Chair, or in his absence the Secretary, after consultation with the Bishop or Priest In Charge and the remaining Members of the Committee, shall appoint new Committee Members.

33.4 If for any reason any Charity Trustees appointed under clause 30.1.2 resign, then the Bishop or Priest In Charge shall appoint new Trustees after consultation with the Archbishop.

34 **Appointment/re-appointment of co-opted Charity Trustees**

34.1 In addition to their powers under clause 33, the Committee may at any time appoint up to two Members to be Charity Trustees on the basis that they have specialist experience and/or skills which could be of assistance to the Committee.

34.2 At each AGM, any Charity Trustees appointed under clause 34.1 shall retire from office but shall then be eligible for re-appointment by the Committee (after the AGM) under that clause.

35 **Termination of office**

35.1 A Charity Trustee will automatically cease to hold office if:

35.1.1 they are prohibited by law from being a Charity Trustee within the meaning of the 2005 Act or a director within the meaning of the Companies Act 2006 or cease to be a fit and proper person for the purposes of the Taxes Acts;

35.1.2 they become bankrupt;

35.1.3 a sequestration order is made against that person;

35.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;

35.1.5 a registered medical practitioner who is treating that person gives a written opinion to the Community stating that the person has become physically or mentally incapable of acting as a Charity Trustee and may remain so for more than three months;

35.1.6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any power or rights which that person would otherwise have;

35.1.7 they cease to be a Member of the Community;

35.1.8 they become an employee of the Community;

35.1.9 they give the Committee a notice of resignation (either in writing or by email), and such resignation has taken effect in accordance with its terms;

35.1.10 they are absent (without good reason, in the opinion of the Committee) from more than three consecutive Committee meetings but may remain as a Charity Trustee only if the Committee resolves to retain that person (by way of a resolution passed by a majority vote at a Charity Trustees' meeting);

35.1.11 they are removed from office by resolution of the Committee 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 43.1);

35.1.12 they are removed from office by resolution of the Committee on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the 2005 Act; or

35.1.13 they are removed from office by a resolution of the Members passed at a Members' meeting.

35.2 A resolution under clauses 35.1.11, 35.1.12 or 35.1.13 shall be valid only if:

35.2.1 the Charity Trustee concerned is given reasonable prior notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed;

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

35.2.3 at least two thirds (to the nearest round number) of the Charity Trustees then in office vote in favour of the resolution.

36 Register of Charity Trustees

36.1 The Committee must keep a register of Charity Trustees, setting out:

36.1.1 for each current Charity Trustee:

36.1.1.1 their full name, address and preferred contact details;

36.1.1.2 the date on which they were appointed as a Charity Trustee; and

36.1.1.3 any office held by them in the Community;

36.1.2 for each former Charity Trustee - for at least 6 years from the date on which they ceased to be a Charity Trustee:

36.1.2.1 the name of the Charity Trustee;

36.1.2.2 any office held by them in the Community; and

36.1.2.3 the date on which they ceased to be a Charity Trustee.

36.2 The Committee must ensure that the register of Charity Trustees is updated within 28 days of any change:

36.2.1 which arises from a resolution of the Committee or a resolution passed by the Members of the Community; or

36.2.2 which is notified to the Committee.

36.3 If any person requests a copy of the register of Charity Trustees, the Committee 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 Charity Trustee of the Community, the Committee may provide a copy which has the addresses blanked out if the Committee is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

37 Office-bearers

37.1 Following an AGM at which elections for a new Committee are held, the Charity Trustees must convene a meeting as soon as possible to elect (from among themselves) a Chair, a Treasurer and a Secretary. The Bishop or Priest In Charge will act as Chair of this meeting and shall inform the Archdiocese in writing of the new office-bearers.

37.2 In addition to the office-bearers required under clause 37.1, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

37.3 All of the office-bearers will cease to hold office at the conclusion of the AGM at which the elections were held, but may then be re-elected by the Committee (after the AGM) under clause 37.1 or 37.2.

37.4 A person elected to any office will automatically cease to hold that office:

37.4.1 if they cease to be a Charity Trustee; or

37.4.2 if they give to the Committee a notice of resignation from that office (either in writing or by email).

38 Office-bearers' duties

38.1 Duties of the Chair (in addition to the ones mentioned throughout this Constitution). They:

38.1.1 shall be deemed the 'Senior Lay Person' of the Community and, together with the Bishop or Priest In Charge and (where appropriate) assistant clergy, shall represent the Community on formal occasions;

38.1.2 shall call upon the Priest In Charge to open and close all meetings with prayer;

38.1.3 shall discuss with the Priest In Charge, as appropriate, any matters raised with him by members of the Community;

38.1.4 shall at all times act, as far as possible, to ensure the goodwill, peace and stability of the Community.

38.2 Duties of the Secretary (in addition to the ones mentioned throughout this Constitution):

38.2.1 to call on behalf of the Bishop or Priest in Charge or the Chair all meetings and attend all meetings of the Committee and of the Community, and to take the formal Minutes;

38.2.2 to assist the Bishop or Priest In Charge and the Chair in conducting the official correspondence of the Community and keeping its records;

38.2.3 to correspond under the direction of the Bishop or Priest In Charge with the members of the Community, advising them of the dates and times of the services etc.;

38.2.4 to assist the Bishop or Priest In Charge and the Chair by undertaking clerical, typing and administrative duties as requested.

38.3 Duties of the Treasurer (in addition to the ones mentioned throughout this Constitution):

38.3.1 to oversee all the financial affairs of the Community;

38.3.2 to receive and bank money paid to the Community. The Community's bank account or accounts shall be operable on the signatures of any two of the Bishop or Priest In Charge, the Chair, the Treasurer and the Secretary;

38.3.3 to keep the financial books and advise the Bishop or Priest In Charge and Committee of the financial position when requested;

38.3.4 to settle accounts as appropriately authorized;

38.3.5 to reimburse the Clergy, the Secretary and all other volunteers or employees for their out-of-pocket expenses in the carrying out of their duties;

38.3.6 to present at the AGM a budget for the coming year, approved by the Committee, together with a statement of all accounts.

39 **Powers of the Committee**

39.1 Except where this Constitution states otherwise:

39.1.1 the Community (and its assets and operations except those pertaining exclusively to Clergy) will be managed by the Committee; and

39.1.2 the Committee may exercise all the powers of the Community (except those pertaining exclusively to Clergy).

39.2 A Committee meeting at which a quorum is present may exercise all powers exercisable by the Committee.

39.3 The Members may, by way of a resolution passed in compliance with clause 25.3 (requirement for two thirds majority), direct the Committee to take any particular step or direct the Committee not to take any particular step; and the Committee shall give effect to any such direction accordingly, provided that they have the agreement of the Archbishop.

40 **Charity Trustees – charitable declaration and general duties**

40.1 It is declared that the assets of the Community shall only be applied for charitable purposes and the Charity Trustees shall:

40.1.1 act in accordance with the 2005 Act; and

40.1.2 do nothing to prevent the Community qualifying and continuing to qualify as charitable.

40.2 Without prejudice to the foregoing, each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Community; and, in particular, must:

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

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

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

40.2.3.1 put the interests of the Community before that of the other party; or

40.2.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the Community and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question.

40.2.4 ensure that the Community complies with any direction, requirement, notice or duty imposed under or by virtue of the 2005 Act.

40.3 In addition to the duties outlined in clause 40.1 and 40.2, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

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

40.3.2 that any Charity Trustee who has been in serious or persistent breach of those duties is removed as a Charity Trustee.

40.4 Charity Trustees shall attend services frequently in fulfilment of their duties as Christians and set a good example to others.

41 Conflicts of interest involving Charity Trustees - general

41.1 The Committee must use every effort to ensure that conflicts of interest involving Charity Trustees (including those which relate to individuals or bodies connected with Charity Trustees) are identified at the earliest opportunity and appropriately managed; the following provisions of this Constitution are of particular relevance:

41.1.1 clauses 41.2 and 42.3 require Charity Trustees to declare any personal interest which they may have in any transaction or other arrangement with the Community;

41.1.2 clause 45.13 prohibits a Charity Trustee with a personal interest in a proposed arrangement from voting on the question of whether the Community should enter into that arrangement; and

41.1.3 clause 42.2 (reflecting similar provisions contained in the 2005 Act) sets out restrictions and conditions for any arrangement under which remuneration would be paid to a Charity Trustee (or where the Charity Trustee might benefit from remuneration paid to a connected party).

41.2 In addition to complying with the provisions referred to in clause 41.1:

41.2.1 the Committee must maintain a register of Charity Trustees' interests;

41.2.2 the Chair of each Committee meeting must invite declarations of interest, shortly after the start of the meeting; and

41.2.3 the minutes of each Committee 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.

42 Remuneration and expenses

42.1 No Charity Trustee may be given any remuneration by the Community for carrying out their duties as a Charity Trustee.

42.2 Where a Charity Trustee provides services to the Community or might benefit from any remuneration paid to a connected party for such services:

42.2.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

42.2.2 the Committee must be satisfied that it would be in the interests of the Community to enter into the arrangement (taking account of that maximum amount); and

42.2.3 less than half of the Charity Trustees must be receiving remuneration from the Community (or benefit from remuneration of that nature).

42.3 Provided they have declared their interest and have not voted on the question of whether or not the Community should enter into the arrangement, a Charity Trustee will not be debarred from entering into an arrangement with the Community in which they have a personal interest where that is not prohibited under clause 42.1 or 42.2; and (subject to clause 42.2 and to the provisions relating to remuneration for services contained in the 2005 Act), they may retain any personal benefit which arises from that arrangement.

42.4 The Community may also enter into an arrangement with a Member who is not a Charity Trustee (or with a person or body *connected* with a Member who is not a Charity Trustee) under which that Member (or the connected person or body) receives payment for goods or services provided by them to the Community, but only if:

42.4.1 the terms and conditions (including the amount of the payment(s)) are at least as good (from the Community's point of view) as those which would be expected if the goods or services had been sourced on the open market; and

42.4.2 the Committee are satisfied, after careful consideration, that the arrangement is in the best interests of the Community;

and 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 Community or makes a loan to the Community.

42.5 The Charity 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.

43 Code of conduct for Charity Trustees

43.1 Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Committee from time to time.

43.2 The code of conduct referred to in clause 43.1 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this Constitution and the duties imposed on Charity Trustees under the 2005 Act; and all relevant provisions of this Constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

44 Notice of Committee meetings

44.1 A Committee meeting may be called at the discretion of the Chair or the Bishop or Priest In Charge or at the request of any five Charity Trustees.

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

44.3 If Charity Trustees are to be permitted to participate in a Committee meeting by way of audio and/or audio-visual link(s), the Charity 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 Charity Trustees who may have difficulties in using a computer or laptop for this purpose) the Charity Trustees' attention should be drawn to the following options:

44.3.1 to participate in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

44.3.2 (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) to attend the meeting in person.

45 Procedure at Committee meetings

45.1 No valid decisions can be taken at a Committee meeting unless a quorum is present; the quorum for Committee meetings is 5 Charity Trustees, present in person.

45.2 An individual participating in a Committee meeting via an audio or audiovisual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a Charity Trustee, will be deemed to be in attendance) at the meeting.

45.3 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 45.1, the remaining Charity Trustee(s) will have power to fill the vacancies or call a Members' meeting but will not be able to take any other valid decisions.

45.4 The Chair of the Committee should act as Chair of each Committee meeting.

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

45.6 Every Charity Trustee has one vote, which must be given personally (subject to clause 45.11).

- 45.7 All decisions at Committee meetings will be made by majority vote.
- 45.8 If there is an equal number of votes for and against any resolution, the Bishop or Priest in Charge or, in his absence, the Chair will be entitled to a second (casting) vote.
- 45.9 The Committee may if they consider appropriate allow Charity Trustees to participate in Committee 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:
- 45.9.1 the means by which Charity Trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent for all, or a significant proportion, of the Charity Trustees a barrier to participation; and
- 45.9.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Charity 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 Charity Trustees (if any) who are attending in person (and vice versa).
- 45.10 A Committee meeting may involve two or more Charity Trustees participating via attendance in person while other Charity Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 45.11 Where a Charity Trustee or Charity Trustees are participating in a Committee meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 45.12 The Committee may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Committee meeting notwithstanding that they are not a Charity Trustee but on the basis that they must not participate in decision-making.
- 45.13 A Charity Trustee must not vote at a Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Community; they must withdraw from the meeting while an item of that nature is being dealt with.
- 45.14 For the purposes of clause 45.13:
- 45.14.1 an interest held by an individual who is “connected” with the Charity Trustee under section 68(2) of the 2005 Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Charity Trustee;
- 45.14.2 a Charity Trustee will (subject to clause 45.15) 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;

45.15 Where a subsidiary of the Community has an interest in a particular matter which is to be considered by the Committee, a Charity Trustee who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

46 Technical objections to remote participation in Committee meetings

The principles set out in clause 26.1 (technical objections to remote participation) shall apply in relation to remote participation and voting at Committee meetings, as if each reference in that clause to a Member were a reference to a Charity Trustee and each reference in that clause to a Members' meeting were a reference to a Committee meeting.

47 Committee resolutions agreed in writing or by email

47.1 A resolution agreed to in writing (or by email) by a majority of the Charity Trustees then in office shall (subject to clauses 47.2 and 47.3) be as valid as if duly passed at a Committee meeting.

47.2 A resolution under clause 47.1 shall not be valid unless a copy of the resolution was circulated to all of the Charity Trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 47.3.

47.3 If a resolution is circulated to the Charity Trustees under clause 47.2, any three or more Charity Trustees may, following receipt of a copy of the resolution, notify the Secretary that they consider that a Committee meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the Secretary prior to the cut-off time:

47.3.1 the Secretary, in consultation with the Bishop or Priest in Charge and the Chair, must convene a Committee meeting accordingly, and on the basis that it will take place as soon as reasonably possible;

47.3.2 the resolution cannot be treated as valid under clause 47.1 unless and until that Committee meeting has taken place;

47.3.3 the Committee may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Committee meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the Charity Trustees then in office.

48 Minutes of Committee meetings

- 48.1 The Committee must ensure that proper minutes are kept in relation to all Committee meetings and meetings of sub-committees; and that a proper record is kept of all resolutions agreed to (in writing or by email) by the Charity Trustees under clause 47.1.
- 48.2 The minutes to be kept under clause 48.1 must include the names of those present; and (so far as possible) should be signed by the Chair of the meeting.
- 48.3 The records of resolutions kept under clause 48.1 must include the names of those Charity Trustees who agreed to the resolution (as well as the names of any Charity Trustees who stated that they disagreed with the resolution or abstained from voting); and should be signed by the Chair of the Committee.

ADMINISTRATION

49 Delegation of powers to sub-committees

- 49.1 The Committee may delegate any of their powers to sub-committees; a sub-committee must include at least one Charity Trustee, but other members of a sub-committee need not be Charity Trustees.
- 49.2 The Committee may also delegate to the Chair of the Committee (or the holder of any other post) such of their powers as they may consider appropriate.
- 49.3 When delegating powers under clause 49.1 or 49.2, the Committee must set out appropriate conditions (which must include an obligation to report regularly to the Committee).
- 49.4 Any delegation of powers under clause 49.1 or 49.2 may be revoked or altered by the Committee at any time.
- 49.5 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Committee.

50 Operation of accounts

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

51 Accounting records and annual accounts

- 51.1 The Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

51.2 The Committee must prepare annual accounts, complying with all relevant statutory requirements; and

51.2.1 if an audit is required under any statutory provisions (or if the Committee consider that an audit would be appropriate for some other reason), the Committee should ensure that an audit of the accounts is carried out by a qualified auditor;

51.2.2 if an audit is not carried out, the Committee must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.

THE SCHOOL

52 Overarching principles

52.1 The School operates in Edinburgh according to the provisions of the constitution of the Archdiocese, bearing the name of the patron saint of the Orthodox Community it operates under.

52.2 The name of the school is “The Edinburgh Hellenic School of St. Andrew”.

52.3 The School belongs to and is managed by the Community and is by default a member of the Central Educational Council (KES) of the Archdiocese, following its directives and regulations.

53 School aims

53.1 The aims of the School are to:

53.1.1 advance the teaching of the Greek language and Greek history;

53.1.2 educate children about the Orthodox tradition and Greek culture;
and

53.1.3 prepare children of Greek origin to participate actively and equally in everyday life as citizens of the United Kingdom.

54 School Board

54.1 The School shall be governed by a sub-committee of the Committee and this sub-committee shall be known as the School Board.

54.2 The School Board shall comprise of the following:

54.2.1 the Bishop or Priest In Charge or another person appointed by the Archbishop;

- 54.2.2 the director of the School, who will be appointed by the Bishop or Priest In Charge with the agreement of the Archbishop from among the 11 elected or appointed Charity Trustees;
 - 54.2.3 the treasurer of the School;
 - 54.2.4 the safeguarding officer of the School; and
 - 54.2.5 any other individuals with the appropriate skillset and experience as the Committee may decide.
- 54.3 The School Board is under the direction of the Community, to which it is directly accountable, and is responsible for the following:
- 54.3.1 the general progress and smooth operation of the School;
 - 54.3.2 the arrangement of appropriate fund-raising events for maintaining the financial viability of the School;
 - 54.3.3 at the start of each academic session, setting the level of tuition fees and arranging for their prompt payment thereafter;
 - 54.3.4 at the start of each academic session, setting the remuneration of teaching staff and arranging prompt payment thereafter;
 - 54.3.5 appointing working parties among parents and Community Members, for particular tasks and events, should that be deemed necessary;
 - 54.3.6 working closely with the teachers in organising the national and religious days and the opening and closing ceremonies, namely:
 - 54.3.6.1 28 October;
 - 54.3.6.2 Christmas;
 - 54.3.6.3 Three Hierarchs and
 - 54.3.6.4 25 March; and
 - 54.3.7 receiving from the School teachers their annual academic reports.

MISCELLANEOUS

55 Disagreement

- 55.1 In the case of heresy or schism, or of any movement aiming at the detachment of the Community from the body of the Archdiocese and the Ecumenical Patriarchate, legal right to all the property, whether heritable or moveable, shall be retained by that section of the Community which remains faithful to Orthodoxy and continues under the Ecumenical Patriarchate in the

Archdiocese, which is subject to the jurisdiction of the same Patriarchate, or in said such future diocese, which will also be subject to the jurisdiction of the Ecumenical Patriarchate. This condition shall be written into any Disposition or other Deed that is drawn up in favour of or for behoof of the Community.

55.2 For the solution of serious difficulties and irreconcilable disagreement within the Community, appeal shall be made directly to the Archbishop, whose decision shall be final.

56 Sale of heritable property

A resolution to sell heritable property can only be implemented with the agreement of the Archbishop.

57 Winding-up

57.1 If the Community is to be wound up or dissolved, this can only be with the agreement of the Archbishop, and the winding-up or dissolution process will be carried out in accordance with the procedures set out under the 2005 Act.

57.2 Any surplus assets available to the Community immediately preceding its winding-up or dissolution shall devolve to the Archdiocese and the Ecumenical Patriarchate, with the proviso that these assets shall be used for the benefit, including especially the spiritual benefit through the ministry of a priest, of the remaining Orthodox in Scotland.

58 Alterations to the Constitution

58.1 With the exception of clauses 5.3, 7.1 and 55.1, this Constitution may (subject to clause 58.2) be altered by resolution of the Members passed at a Members' meeting (subject to achieving the two thirds majority referred to in clause 25.3) or by way of a written resolution of the Members.

58.2 The 2005 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).