

THE COMPANIES ACT 2006
CHARITABLE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
DUMFRIES BAPTIST CHURCH**

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1 ADOPTION OF ARTICLES & NON-DISTRIBUTION OF PROFITS

Dumfries Baptist Church will be a Charitable Company Limited by Guarantee with a registered office in Scotland and will be administered and managed in accordance with the provisions in these Articles of Association. Any profits shall be used to further the objects of the company and not be paid to the members as dividends. The Church is congregational in its form of church government and is in membership with the Baptist Union of Scotland ("the Union") to whose Declaration of Principle (the text of which appears in the Appendix to these Articles) the Church subscribes.

2 NAME

The Church is to be called DUMFRIES BAPTIST CHURCH ("the Church").

3 OBJECTS

The Church's objects ("the Objects") are:

- 3.1 The advancement of the Christian faith primarily in Dumfries and District and also throughout Scotland and the rest of the World by all means consistent with the teachings of the Christian Bible including worship, ministry, mission, prayer, witness, education, community service and the support of agencies and individuals and other charitable organizations involved in Christian missionary work and the relief of poverty or other social needs.
- 3.2 The provision of access to recreational and community facilities, information and advice of services and support available to the community in a bid to improve their conditions of life.

4 POWERS

In pursuance of the Objects set out in clause 3 (but not otherwise), the Church shall have the following powers:-

- 4.1 To carry on any other activities which further any of the Objects.
- 4.2 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Church's activities.
- 4.3 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Church.
- 4.4 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Church.
- 4.5 To borrow money, and to give security in support of any such borrowings by the Church.
- 4.6 To employ such staff as are considered appropriate for the proper conduct of the Church activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- 4.7 To engage such consultants and advisers as are considered appropriate from time to time.
- 4.8 To effect insurance of all kinds (which may include Office Bearers' liability insurance).
- 4.9 To invest any funds which are not immediately required for the Church's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- 4.10 To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Objects.
- 4.11 To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Objects.
- 4.12 To form any charitable company with similar objects to those of the Church, and if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Church's assets and undertaking.
- 4.13 To take such steps as may be deemed appropriate for the purpose of raising funds for the Church's activities.
- 4.14 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- 4.15 To do anything which may be incidental or conducive to the furtherance of any of the Objects.

5 MEMBERSHIP

- 5.1 The Members of the Church shall be such as profess faith in Jesus Christ as Saviour and Lord and have been baptized as believers into the Name of God the Father, the Son and the Holy Spirit. The mode of baptism practised by the Church shall be that of immersion on the understanding that in special circumstances the Church Meeting may agree to make an exception. All applicants for Membership shall be interviewed as to their faith in Christ by two Members appointed by the Deacons. A report will be given and on the vote of the church, applicants will be received into Membership, following baptism if appropriate.
- 5.2 The Associate Members of the Church shall be such as profess faith in Jesus Christ as Saviour and Lord and who wish to make Dumfries Baptist Church their spiritual home, who wish to be actively involved in the fellowship, but who for sound reasons, do not wish to become members. All applicants for Associate Membership shall only be accepted upon satisfying the Church as to their faith in Christ. Associate Members will be regarded as part of the fellowship for administrative and pastoral matters. Voting on the appointment of staff, the election of Deacons and any changes to the Constitution will be restricted to Members.
- 5.3 By joining the Church, Members and Associate Members shall come under the following obligations:
- 5.3.1 to attend regularly at public worship, including the Ordinance of the Lord's Supper, which shall be observed by the Church every Sunday, unless expressly waived by the Deacons.
 - 5.3.2 to use their gifts in the service of Christ and His Church;
 - 5.3.3 to maintain the spirit of Christian love and unity.
 - 5.3.4 to contribute systematically to the Church's finances as the Lord has prospered them.
 - 5.3.5 to show evidence of their Christian character in all things.
 - 5.3.6 to share in the fulfilment of the Lord's Commission in Matt 28:19, 20.
- 5.4 The Church will maintain a Fellowship List of Members and Associate Members which will be regularly reviewed by the Deacons. Should a Member or Associate Member be absent from the life of the Church for an extended period of time without explanation, they will be contacted by representatives of the Deacons Court to review their membership. Should the situation remain unresolved the Deacons may decide to remove their name from the Fellowship List
- 5.5 In cases of dispute between Members on any matter, it is the responsibility firstly of members to prayerfully seek resolution and reconciliation. It is the duty of the Church to exercise discipline according to Biblical principles. Where there are serious difficulties involving a Pastor and/or Deacons the Baptist Union of Scotland shall normally be consulted.
- 5.6 All matters private to the Church shall be treated by Members and Associate Members as strictly confidential.
- 5.7 This Constitution shall be made available to each Member and Associate Member. Applicants for Membership shall be made fully aware of its content before acceptance into Membership.
- 5.8 Church membership is not required to use the church facilities. Use of facilities is at the discretion of the church.

6 DEACONS, OFFICE-BEARERS AND PASTORS

- 6.1 A number of Deacons determined by the Church Meeting shall be appointed. The minimum number will be eight. The maximum number will be fifteen. Deacons will be baptised believers who have been in full Membership of Dumfries Baptist Church normally for at least 12 months. Deacons shall be subject to periodic re-election (currently every four years).
- 6.2 The Office Bearers of the Church shall be appointed by the Deacons and will normally include the Senior Pastor, together with the Secretary and the Treasurer. These are the Directors of the Church as a Limited Company. The Deacons may appoint up to two additional Office Bearers. Full members may be Office Bearers. The Directors are accountable to the elected leaders of the Church and to the wider fellowship.
- 6.3 Office Bearers and Deacons may regulate their proceedings as they think fit, subject to the provisions of these Articles of Association.
- 6.4 Without prejudice to any indemnity to which an Office Bearer may otherwise be entitled, every Office Bearer of the Church shall be indemnified out of the assets of the Church in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts. The Office Bearers shall have power to resolve pursuant to Article 4 (8) to affect Office Bearer's indemnity insurance, despite their interest in such policy.
- 6.5 The Senior Pastor shall normally chair meetings of Deacons and Associate Pastors will be co-opted members, if not already elected members. The quorum for all meetings of Deacons is 50% of the number serving.
- 6.6 In the event of the Pastor(s) being unable to fulfil his/her responsibilities, the Deacons shall be responsible for arranging pulpit ministry and the supply of the ordinances.
- 6.7 In the event of a pastoral vacancy the Church may appoint an Interim Moderator. The Members shall also appoint a Vacancy Committee. A Call to the Pastorate of the Church shall only be issued if at least 80% of those voting are in favour of the candidate.

7 CHURCH MEETINGS

- 7.1 All church meetings shall be opened and closed with prayer.
- 7.2 An Annual General Meeting must be held each year and not more than fifteen months may elapse between successive Annual General Meetings.
- 7.3 Prior to the Annual General Meeting, the Church accounts (including details of salaries or other remuneration and allowances paid to the Church's staff and of expenses reimbursed to such staff and/or to other members of the Church), shall be examined and/or audited by suitably qualified persons, in accordance with the requirements of current legislation.
- 7.4 Church meetings shall be held at least half-yearly, with the Pastor normally presiding, although it will be competent for the members present at the meeting to elect an alternative Chair. One of these meetings shall be the Annual General Meeting (AGM). All business meetings will be open meetings.
- 7.5 Business at Church Meetings shall include:
 - 7.5.1 a statement of the Church's finances, including presentation to the AGM of full accounts duly audited or externally examined in accordance with the requirements of current legislation;
 - 7.5.2 consultation about the Church's work and policy; and
 - 7.5.3 the pastoral care of the members and business remitted from the Deacons.
- 7.6 Members and Associate Members introducing new business are required to give two weeks previous notice in writing through the Church Secretary.
- 7.7 A Special Church Meeting may be called at any time by the Pastor and Deacons or by ten members, but only after two Sundays' prior intimation.
- 7.8 Every Member/Associate Member at a Church Meeting shall have one vote and if there is an equal number of votes for and against any resolution, the Chair of the meeting shall be entitled to a casting vote.

8 PROCEDURE FOR CHURCH MEETINGS

- 8.1 The minimum period of notice required to hold any Church Meeting is fourteen clear days from the date on which the notice is deemed to have been given.
- 8.2 A Church Meeting may be called by shorter notice, if it is so agreed by all the Members and Associate Members entitled to attend and vote.
- 8.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- 8.4 No business shall be transacted at any Church Meeting unless a quorum is present.
- 8.5 A quorum is 25 Members entitled to vote upon the business to be conducted at the meeting.
- 8.6 If:
 - 8.6.1 a quorum is not present within half an hour from the time appointed for the Meeting; or
 - 8.6.2 during a meeting, a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Deacons shall determine.
- 8.7 The Deacons must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 8.8 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members/Associate Members present at that time and entitled to vote shall constitute the quorum for that meeting.

9 AMENDMENTS

Any provision contained in these Articles may be amended provided that:

- 9.1 a resolution is passed by not less than two thirds of those present and voting at a Church Meeting called for the purpose by special intimation from the pulpit on two preceding Sundays;
- 9.2 no amendment may be made that would have the effect of making the Church cease to be a Church at law;
- 9.3 the notice of Church Meeting includes notice of the resolution setting out the terms of the amendment proposed;
- 9.4 the Office Bearers of the Church keep a copy of any such amendment with these Articles;
- 9.5 consent to the amendment is obtained from the Office of the Scottish Charity Regulator (OSCR) (if required).

10 FINANCIAL YEAR

The Church's financial year shall end on June 30th.

11 OPERATION OF ACCOUNTS AND HOLDING OF PROPERTY

11.1 All heritable property of the Church shall be held in the name of the Church.

11.2 The Church and its property shall be managed and administered by Office Bearers elected in accordance with these Articles.

12 ACCOUNTING RECORDS AND ANNUAL ACCOUNTS

12.1 The Office Bearers of the Church shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

12.2 The Office Bearers shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

13 OFFICE BEARERS NOT TO HAVE A PERSONAL INTEREST

13.1 An Office Bearer who has a personal interest in any transaction or arrangement which the Church is proposing to enter into, must declare that interest at a Church Meeting; he/she will be debarred from voting on whether or not the Church should enter into that transaction or arrangement.

13.2 An Office Bearer, provided he/she has declared his/her interest - and has not voted on the question of whether the Church should enter into the relevant arrangement - will not be debarred from entering into an arrangement with the Church in which he/she has a personal interest and may retain any benefit which he/she gains from his/her participation in that arrangement.

14 REMUNERATION

Any remuneration paid to an Office Bearer must satisfy the criteria laid down in Section 67 of the Charities and Trustee Investment (Scotland) Act 2005.

15 LIABILITY OF MEMBERS

The liability of the members is limited. Every member of the Church undertakes to contribute a sum not exceeding £1 to the assets of the Church if it is wound up during his or her membership or within one year afterwards for payment of the debts and liabilities of the Church contracted before he or she ceased to be a member, for the costs, charges and expenses of winding up the Church and for the adjustment of the rights of the contributories among themselves.

16 DISSOLUTION

- 16.1 If 75% (or more) of Members of the Church are of the opinion that it is necessary or advisable to dissolve the Church, they shall call a meeting of all the members of the Church of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given.
- 16.2 In the event of the Church being dissolved or otherwise ceasing to exist the Office Bearers will remain in office as Office Bearers and be responsible for winding up the affairs of the Church in accordance with this clause.
- 16.3 The Office Bearers must collect in all the assets of the Church and must make provision for all the liabilities of the Church.
- 16.4 The Office Bearers must apply the assets of the Church for charitable purposes.
- 16.5 In the absence of any contrary decision by a majority vote of two-thirds of the Members present and voting at a properly constituted Church Meeting, the assets of the Church shall become the property of the Union (or should the Union not then exist, the association of Baptist Churches which may then be engaged in promoting objects similar to those of the Union ("the Association")), to be applied in accordance with the charitable purposes of the Union or the Association (if applicable).
- 16.6 If the Church is to be dissolved, the winding-up process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

17 INTERPRETATION

- 17.1 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Church.
- 17.2 Any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 17.3 The Model Articles as defined in the Companies Act 2006 are hereby entirely excluded.
- 17.4 Subject to Article 17.1, in these Articles the following terms shall have the following meanings:

Articles	The Articles of Association of Dumfries Baptist Church.
Charitable Purpose	A charitable purpose under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
Church	Dumfries Baptist Church, being the charitable company limited by guarantee formed in terms of these Articles.
Companies Acts	Has the meaning given to it in section 2 of the Companies Act 2006.
Connected Person	(a) Any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of an Office Bearer; or (b) Any other person in a relationship with an Office Bearer which may reasonably be regarded as equivalent to such a relationship; or (c) Any company or firm of which an Office Bearer is a paid director, partner or employee, or shareholder holding more than 1% of the capital; or (d) Any other person, legal or natural defined as a "Connected Person" in terms of the Companies Acts or in terms of the Charities and Trustee Investments (Scotland) Act 2005.
<i>Deacons</i>	Duly elected individuals who have responsibility for the leadership within the Church.
<i>Director</i>	The director and directors as defined in the Companies Acts.
Office Bearers	Individuals who are the Directors of the Church as a Company Limited by Guarantee and the Trustees of the Church as a Charity.
Pastor	Any person duly elected by the Church to the office of pastor including the Senior Pastor.
Secretary	The secretary of the Church (if any).
Objects	The charitable and spiritual purpose of the Church.
The Union / Baptist Union	The Baptist Union of Scotland.

APPENDIX

The Church is in membership with the Baptist Union of Scotland (“the Union”) to whose Declaration of Principle the church subscribes.

DECLARATION OF PRINCIPLE OF THE BAPTIST UNION OF SCOTLAND

The basis of the Union is:-

1. That the Lord Jesus Christ our God and Saviour is the sole and absolute Authority in all matters pertaining to faith and practice, as revealed in the Holy Scriptures, and that each Church has liberty, under the guidance of the Holy Spirit, to interpret and administer His laws.
2. That Christian Baptism is the immersion in water- into the name of the Father, the Son and the Holy Spirit- of those who have professed repentance towards God and faith in the Lord Jesus Christ, who died for our sins according to the Scriptures; was buried and rose again the third day.
3. That it is the duty of every disciple to bear witness to the Gospel of Jesus Christ, take part in the evangelisation of the world.