

REVISED CONSTITUTION

DRAFT D

INTRODUCTION

Our existing constitution dates back 13 years to 1996 and was last amended in 2004. Since that time the passing of the Charities and Trustee Investment (Scotland) Act 2005 and subsidiary regulations has significantly changed the law governing charities. Therefore it is appropriate to update the constitution to reflect this new situation.

This need has been given added urgency because, from 2011, the Office of the Scottish Charity Regulator (commonly referred to as OSCR) intends to include each charity's objects in the details available on the OSCR website. The objects must be those stated in the charity's constitution. However our existing constitution does not include our charitable objects.

Accordingly it is necessary to amend our constitution:

1. to include charitable objects that are suitable for public display; and
2. to reflect the new legal situation for charities in Scotland.

Turning to the first of these needs, we agreed suitable objects at our Annual Meeting in December 2006 and these have been quoted in each Annual Report since so you should already be familiar with them. These agreed objects have been transcribed them into the proposed new constitution.

The second need has been addressed in a new model constitution prepared by the Province. This was compiled in 2008 in consultation with OSCR. All congregations are expected to base their new constitutions on this model.

Copies of the first draft of the proposed new constitution (Draft A dated 30 November 2009) were made available at Part 1 of the Annual Meeting and on the Church website. As a result of comments from members of the Vestry this was superseded by a second draft (Draft B dated 14 December 2009). This was also available on the website for some time and was agreed by the Vestry on 11 January 2010. Draft B was put to the congregation at Part 2 of the Annual Meeting and was approved without change. It was then realised that the algorithm for calculating the number of retirements each year would not work very well if there were less than 9 elected members on the vestry. Accordingly the Vestry approved a small change to the second paragraph of Article 13 (Draft C dated 1 February 2010).

OSCR consent to the proposed new constitution was obtained on 12 March 2010.

Final congregational approval of Draft C of the new constitution was given at a Special Meeting on 11th April 2010.

Unfortunately the Bishop and the Diocesan Registrar were not satisfied with this constitution. Their principal concern was the inclusion of objects but they had other issues with the draft as well.

It has now been accepted that we should include our objects in the constitution and agreement has been reached with the Bishop and Diocesan Registrar on changes to the wording of Articles 13 and 15. These are all incorporated in Draft D. Changes in the wording from Draft C **are indicated in red**. Deletions are indicated by red pointers thus ►◄. Draft D will be put to the congregation for their first approval shortly.

An article by article comparison of our existing and the proposed new constitution is available on the Church website.

If you have any questions or comments please contact me after any 10:30 service or by e-mail: treasurer@stmichaelhelensburgh.org.uk .

John Sadden

CHANGE HISTORY

Draft Number or Date	Article and Paragraph	Change
A 30/11/09	All	First draft based on SEC 2008 model constitution.
B 14/12/09	Article 13, 1 st paragraph	The size of the elected component of the Vestry has been changed to 6 to 9 inclusive, with a target of 9. This is to guard against a shortage of candidates for election which could render the Vestry unconstitutional but, at the same time, ensure that there will always be more elected than appointed members on the Vestry.
	Article 13, 1 st paragraph	The way of appointing the Vulnerable Persons Protection Co-ordinator has been brought into line with the SEC Child Protection Handbook (that is by the Vestry with the approval of the Bishop).
	Article 13, 2 nd paragraph	The number of members to retire each year has been redefined as a proportion to avoid too great a turnover in a minimum sized Vestry. For the same reason, as well as natural justice, the calculation has been changed to take account of any resignations and removals (that is dismissals) that may have occurred in the year. This is likely to mean that in most years there will only be three vacancies. It may also mean that on some occasions members will have the opportunity to serve for four years.
	Article 13, 2 nd paragraph	The possibility of reaching mutual agreement amongst the members who may have to retire has been included as well as the fall back of drawing lots.
	Article 13, 2 nd paragraph	The rules governing re-election have been changed to allow anyone obliged by lot to stand down after less than three years to stand for election immediately.
	Article 13, 3 rd paragraph	The minimum number of Vestry meetings has been increased to three to align with the reporting requirements of the SEC Child Protection Handbook.
	Article 13, 3 rd paragraph	The status of the elected Lay Representative in the context of the quorum has been clarified.
	Article 14, 2 nd paragraph	“to take all proper and reasonable care” has been inserted to mitigate certain Vestry members’ concerns about the apparently unbounded liabilities implicit in the original draft whilst maintaining consistency with the third paragraph of Canon 35.
	Article 15, first & last paragraphs	The Vulnerable Persons Protection Co-ordinator has been included, making reference to SEC documentation for duties.
	17/01/10	All
C 01/02/10	Article 13, 2 nd paragraph	The number of retirements each year has been further redefined to avoid too great a turnover in a Vestry of less than 9 and make it easier to get back to the target size.
11/02/10	All	OSCR consent to new constitution, Draft C, sought.
12/03/10	All	OSCR consent to new constitution, Draft C, given.
11/04/10	All	Second congregational adoption of the new constitution by a simple majority.
10/05/10	All	Bishop withholds approval of new constitution. The substantive issues are the inclusion of our objects (Article 4), the description of the method of determining the number of Vestry members who need to retire each year (Article 13), the definition of the quorum for a Vestry meeting (Article 13) and the duties of the Treasurer (Article 15).

D 16/05/10	Article 4, Article 13, 1 st , 2 nd and 3 rd paragraphs , Article 15, 2 nd paragraph and Article 18.	<p>The objects remain part of the constitution but the heading of Article 4 has been changed to make it clear that the objects are those of St Michael & All Angels, Helensburgh and not the wider SEC.</p> <p>Article 13 has been changed to make it easier to understand how the number of members that must retire each year is calculated.</p> <p>Article 15 now includes the Treasurer's role in setting budgets.</p> <p>Article 18 defines 'persons connected to Vestry members' by invoking the 2005 Act.</p>
07/06/10	All	Vestry endorsement of the text of Draft D of the new constitution.
16/06/10	All	The Bishop confirms that he is happy that the text of the revised Constitution goes before the congregation.