

CONSTITUTION OF MARANATHA CAMP

(“the charity”)

Dated: 20 June 2016

Name and status

- 1 The name of the charity is “Maranatha Camp”.
- 2 The charity will, upon registration, be a Scottish Charitable Incorporated Organisation (a “SCIO”).
- 3 The principal office of the charity will be in Scotland (and must remain in Scotland).

Charitable purposes and activities

- 4 The charity is established to advance the Christian religion and to organise recreational activities with the object of improving the conditions of life for participants.
- 5 Without prejudice to the generality of clause 4, the charity may, amongst others, seek:
 - 5.1 to provide opportunities for young people to participate in Christian summer camp activities;
 - 5.2 to encourage young people to explore the Christian faith openly;
 - 5.3 to encourage young people to engage in a Christian lifestyle; and
 - 5.4 to encourage young adults to develop transferable leadership skills.

Powers

- 6 In furtherance of its purposes (but not otherwise) the charity may do any lawful thing and in particular it may acquire and dispose of any property or rights and make investments of any kind.

Organisational structure

- 7 The structure of the charity consists of:
 - 7.1 the “members” – who have important powers under this constitution, including the right to vote on the appointment of

trustees and the right to vote on any changes to this constitution; and

7.2 the "trustees" – who generally control the activities of the charity, monitor and control the charity's finances, and who take ultimate responsibility for the training and supervision of camp leaders, junior leaders and campers. Only members are eligible to be appointed as trustees.

8 There shall be at least three trustees and at least two other members at all times.

Becoming a member

9 The initial members are the individuals acting as camp leaders on the date of incorporation of the charity.

10 Any person will be eligible for membership and may submit an application for membership to the charity for consideration providing he or she has been invited to do so by the trustees. The trustees shall refer all such applications to the members for consideration.

11 The members shall have absolute discretion to decide whether to accept or reject any application for membership and need not assign any reason for their decision, however this provision does not entitle the members to discriminate between or among applicants in any way which the general law prohibits.

12 No membership subscription will be payable

Register of members

13 The charity must keep a register of members setting out:

13.1 for each current member, (a) his or her full name and address, and (b) the date on which he or she was admitted to membership of the charity; and

13.2 for each former member, for at least 6 years from the date on which he or she ceased to be a member, (a) his or her name, and (b) the date on which he or she ceased to be a member of the charity.

14 The trustees must ensure that the register of members is updated within 28 days of any change which:

14.1 arises from a decision of the trustees or the members; or

14.2 is notified to the charity.

15 If a member or trustee requests a copy of the register of members, the trustees must ensure that a copy is supplied to him or her within 28

days, providing the request is reasonable; if the request is made by a member who is not also a trustee, the trustees may redact any addresses before supplying the copy.

Decisions of the members

- 16 The following matters require approval by the members of the charity:
- 16.1 a resolution amending the constitution;
 - 16.2 a resolution approving the amalgamation of the charity with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 16.3 a resolution to the effect that all of the charity's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all its property, rights and liabilities);
 - 16.4 a resolution for the winding up or dissolution of the charity.
- 17 If the matter requiring a decision of the members is one of those listed in clause 16, then it may only be passed (a) by a two-thirds majority of those voting at a quorate meeting of the members (per clause 24), or (b) unanimously by the members in writing.
- 18 If the matter requiring a decision of the members is not one of those listed in clause 16, then it may be passed (a) by a simple majority of those voting at a quorate meeting of the members (per clause 24), or (b) by a simple majority of the members in writing.
- 19 Each member shall have one vote in relation to a matter requiring a decision of the members.

Meetings of the members

- 20 There shall be at least one meeting of the members within 15 months of the date of incorporation of the charity, and at least once every 15 months thereafter. The trustees are responsible for calling meetings of the members.
- 21 The trustees may call a meeting of the members by sending notice of the date, place and time of the meeting to every member and trustee at least 14 days in advance. The notice should also include a summary of business proposed to be transacted at the meeting, but any other business that arises may be transacted.
- 22 The trustees must call a meeting of the members within 30 days of a written request signed by two or more of the members. A single member may not require the trustees to call a meeting of the members.

- 23 The trustees present at a meeting of the members shall nominate one of their number to preside, or if there are no trustees present the members present shall nominate one of their number to preside.
- 24 No business shall be transacted at a meeting of the members unless the meeting is quorate; a meeting of the members will be quorate if there are at least one half (always rounding up) of the total number of members present in person.
- 25 If an equality of votes arises, no person shall have a casting vote.
- 26 Voting by proxy is not permitted.
- 27 The trustees may invite the charity's volunteers and others to attend and make representations at any meeting of the members, but no person in attendance shall have a vote (or be included in calculating whether the meeting is quorate) unless he or she is registered as a member of the charity.
- 28 Proper minutes shall be kept in relation to all meetings of the members.

Termination of membership

- 29 Membership of the charity is not transferable and shall cease on death.
- 30 A member may withdraw from membership at any time by writing to the principal office of the charity.
- 31 A person may be expelled from membership by a decision of the members upon recommendation from the trustees, providing the member in question has been given a reasonable opportunity to make representations against expulsion and such representations have been heard by or made available to the trustees.

Becoming a trustee

- 32 The initial trustees are the individuals who applied to incorporate the charity.
- 33 Any other member aged 18 or older who confirms they are willing to act as a trustee may be appointed by a decision of the members.

Decisions of the trustees

- 34 The trustees may regulate their proceedings as they consider fit, always providing that:
 - 34.1 every trustee shall be invited to participate in decision making;
 - 34.2 each trustee shall have one vote on any matter; and

- 34.3 any matter requiring a decision of the trustees shall be decided by a majority of them.
- 35 No business shall be transacted at a meeting of the trustees unless the meeting is quorate; a meeting of the trustees will be quorate if there are at least one half (always rounding up) of the total number of trustees present in person.

Trustee duties

- 36 Each trustee has a duty to act in the interests of the charity; and, in particular, must:
- 36.1 seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes;
 - 36.2 act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person; and
 - 36.3 in circumstances capable of giving rise to a conflict of interest, put the interests of the charity first.
- 37 Each trustee must take steps to ensure that any breach of legal duty by another trustee is remedied (if practicable) and not repeated. If a trustee is persistently in breach of his or her duties, the other trustees should exercise their power under clause 42 to remove that trustee from office.

Conflicts of interest

- 38 If a trustee cannot put the interests of the charity first, he or she must disclose the conflicting interest to the other trustees and refrain from participating in any deliberations or decision relating to that matter.
- 39 The trustees may establish and maintain a register of interests, in order to help identify potential conflicts.

Remuneration

- 40 No trustee shall be remunerated for services provided to the charity.

Withdrawal or removal of a trustee

- 41 A trustee may retire at any time by writing to the principal office of the charity.
- 42 A trustee may be removed from office by a decision of the members, providing the trustee in question has been given a reasonable opportunity to make representations against removal and such representations have been heard by or made available to the other trustees.

Register of trustees

- 43 The charity must keep a register of trustees, setting out:
- 43.1 for each serving trustee, (a) his or her full name and address, (b) the date on which he or she was appointed as a trustee, and (c) any office held by him or her in the charity;
 - 43.2 for each former trustee, for at least 6 years from the date on which he or she ceased to be a trustee, (a) the name of the trustee, (b) any office held by him or her in the charity, and (c) the date on which he or she ceased to be a trustee.
- 44 The trustees must ensure that the register of trustees is updated within 28 days of any change which:
- 44.1 arises from a decision of the trustees; or
 - 44.2 is notified to the charity.
- 45 If a person requests the charity to provide a copy of its register of trustees, the trustees must ensure that a copy is supplied to him or her within 28 days, providing the request is reasonable; the trustees may redact the name and address of any trustee before supplying the copy if they have a concern about the safety or security of any person or premises.

Office-bearers

- 46 The members may elect a director, a treasurer, a secretary and/or any other office bearers they consider appropriate, providing the person elected is willing to take up the role. A person elected as an office-bearer shall automatically be appointed as a trustee if he or she is not already a trustee.
- 47 A person shall automatically cease to be an office bearer if he or she ceases to be a trustee. The office may also be revoked by a decision of the members.

Delegation

- 48 The trustees may delegate to any member of the charity such of their powers as they may consider appropriate. When delegating powers under this clause, the trustees must set out appropriate conditions, which must include an obligation for the member to report regularly to the trustees.
- 49 Any delegation of powers under clause 48 may be revoked or altered by the trustees at any time.

Records of meetings

- 50 The trustees must ensure that proper minutes are kept in relation to all of their meetings and meetings of sub-committees.

Accounting records and annual accounts

- 51 The trustees must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 52 The trustees must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the trustees consider that an audit would be appropriate for some other reason), the trustees should ensure that an audit of the accounts is carried out by a qualified auditor.

Alterations to the constitution

- 53 This constitution may (subject to clause 54) be altered by resolution of the members of the charity - passed in accordance with clause 17).
- 54 The 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.

Winding-up

- 55 If the charity is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Act.
- 56 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as – or closely resemble – the purposes of the organisation as set out in this constitution.

Indemnity

- 57 Every trustee or other member of the charity shall be indemnified (to the extent permitted by law) out of the assets of the charity against any loss or liability which he or she may sustain or incur in connection with the execution of the duties of his or her office, that may include (without prejudice to that generality, but only to the extent permitted by law), any liability incurred by him or her in defending civil or criminal proceedings in which judgment is given in his or her favour, or in which he or she is acquitted, or any liability in connection with an application in which relief is granted to him or her by the court from liability for negligence, default or breach of trust, in relation to the affairs of the charity.
- 58 The charity shall be entitled to purchase and maintain for any trustee, or other member of the charity, insurance against any loss or liability which any trustee or other member of the charity may sustain or incur

in connection with the execution of the duties of his or her office, to the extent permitted by law.

Interpretation

59 In this constitution:

59.1 “the Act” means the Charities and Trustee Investment (Scotland) Act 2005 and should be taken to include (a) any statutory provision which adds to, modifies or replaces that Act, and (b) any statutory instrument issued in pursuance thereof.

59.2 “charitable purpose” means a charitable purpose under section 7 of the Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.