

CONSTITUTION

(As amended at a General Meeting of the members on 19 August 2022)

1. Name

The name of the organisation shall be called THE BRITISH NEW TESTAMENT SOCIETY ('the Society').

2. Object

The object of the Society shall be the advancement of education through study of and research into the New Testament and related writings, and in furtherance thereof: (a) to organise an annual conference; (b) to hold seminars and lectures; (c) to establish and award scholarships; (d) to develop relationships with comparable organisations in other parts of the world; and (e) to carry out the above projects by all appropriate means.

3. Powers

- 3.1. The Society shall have the following powers, in addition to and without derogation from any powers it has by virtue of the Charities and Trustee Investment (Scotland) Act or by virtue of any other statutory provision or rule of law, which it may exercise in pursuit of its object:
- 3.1.1. To arrange, carry out, support and participate in any activities and events.
 - 3.1.2. To collaborate or enter into any partnership with any other organisation and to amalgamate, merge or reconstruct in any way permitted by law.
 - 3.1.3. To purchase, lease, hire or otherwise acquire, enjoy, make use of, maintain and alter any heritable or moveable property and any rights in relation to any such property.
 - 3.1.4. To sell, let, hire out, license or otherwise dispose of all or any part of its property.
 - 3.1.5. To raise funds by any lawful means.
 - 3.1.6. To operate bank accounts (the Committee may authorise such persons as it thinks fit to operate such accounts and authorise transactions on those accounts, whether by signature or otherwise, provided that two persons shall be required to authorise each transaction with a value greater than £500).
 - 3.1.7. To borrow and to grant security.
 - 3.1.8. To make any investments permitted by law.
 - 3.1.9. To engage such professional advisers, consultants, custodians, agents, contractors and employees as the Committee thinks fit.
 - 3.1.10. To enter into contracts, agreements and arrangements of any kind with any other party.

- 3.1.11. To effect insurance of all kinds and to use any of the funds of the Society to do so (which may include trustees' indemnity insurance for the members of the Committee of the Society).
- 3.1.12. To make any lawful investments that are considered appropriate and to vary, alter or dispose of any investments.
- 3.1.13. To liaise with and work collaboratively with any other charities or voluntary sector bodies or organisations, local authorities, UK or Scottish government departments and agencies and any other bodies or organisations.
- 3.1.14. To establish any company, in a charitable form, or any Scottish Charitable Incorporated Organisation to be the successor charity to the Society and, subject to the dissolution provisions of this constitution, to transfer all or any of the Society's funds, assets and activities to that successor charity.
- 3.1.15. To do anything else lawful in pursuit of its object, including anything incidental or conducive to the furtherance of that object.

4. Membership

- 4.1. Membership of the Society shall be open to persons resident in the United Kingdom who are professional biblical scholars, post-graduate biblical scholars, or otherwise engaged in biblical study at a graduate level.
- 4.2. An applicant for membership shall apply in writing to the Society and shall, if requested to do so by the Committee, provide evidence that the applicant meets the criteria stated in this constitution for membership of the Society.
- 4.3. The Committee shall determine whether to admit an applicant within two months of receiving the application and shall give written notice to the applicant of its decision.
- 4.4. A Member may resign membership at any time by written notice to the Society and membership shall cease on death or if any due subscription to the Society has not been paid by the member in question within two months of its due date.
- 4.5. Membership of the Society is personal to the member and may not be transferred.
- 4.6. The Committee may (but does not have to) set an annual subscription for members and a due date by which members must pay that in each year. Any subscription introduced and any change to the level of any subscription shall be notified to the members, for information, at a General Meeting.
- 4.7. The Society shall maintain records of its members and of all admissions to membership and cessations of membership.

5. General Meeting

- 5.1. A General Meeting of the members of the Society shall be held at least annually, normally at the annual conference of the Society, for the purpose of receiving the annual accounts and trustees' report (which shall be in accordance with the requirements of charity law in Scotland), electing members of the Committee, and carrying out any other business brought to it by the Committee.
- 5.2. Members shall be entitled to 21 days' notice of each General Meeting. The Committee shall determine the form of such notice, which may be delivered to the members by electronic communication or in hard copy, as the Committee decides. The Society is not obliged to give notice to a member if that member has failed to

provide an address (physical or electronic) for contacting that member or if all previous communications to the address previously notified to the Society by the member have been returned undelivered, over a two-year period, and the member in question has not provided an alternative address.

- 5.3. The Society may send notices of General Meetings, other documents and communications relating to General Meetings and any other notices or information about the Society to members by electronic communication, if the Committee so decides. A member may opt out of receiving electronic communications from the Society if they wish, providing an alternative physical address at which the Society can contact them.
- 5.4. The quorum for a General Meeting is three members. No business may be transacted at a General Meeting unless a quorum is present.
- 5.5. Every member has one vote on any matter proposed for a vote at a General Meeting.
- 5.6. Decisions of the members at General Meetings may be taken by simple majority vote save where a particular matter is required by law or by this constitution to be determined by a particular higher majority. Majorities are calculated on the number of votes cast.
- 5.7. The President of the Society for the time being shall take the chair at General Meetings. If the President is absent or for any other reason unable to do so, the Committee may appoint another Committee member to take the chair or, in default, the members present at the meeting may elect one of themselves to do so. In the event of an equality of votes on any matter the chair of the meeting shall have a casting vote, in addition to their own vote (if they are a member of the Society).

6. Committee

- 6.1. The Committee may exercise any of the powers of the Society, other than any powers specifically reserved by law or this constitution to be exercised by the members.
- 6.2. The administration of the Society shall be carried out by the Committee.
- 6.3. The members of the Committee are charity trustees for the purposes of the Charities and Trustee Investment (Scotland) Act 2005 and charity law in general.
- 6.4. The Committee shall consist of:
 - 6.4.1. The office bearers, being the President, the Secretary and the Treasurer, elected by the members of the Society at a General Meeting;
 - 6.4.2. Up to four other individuals elected by the members at a General Meeting; and
 - 6.4.3. Two individuals co-opted by decision of the Committee, being the person responsible for organising the annual conference of the Society in the current year and the person responsible for doing so in the following year. The Committee shall make such a co-option as the individual is given that responsibility or as soon thereafter as practicable;
 - 6.4.4. Up to two additional individuals co-opted by decision of the Committee.
- 6.5. A co-opted Committee member co-opted under clause 6.4.3 above shall automatically cease to be a member of the Committee at the end of the annual conference they were responsible for organising.

- 6.6. A co-opted Committee member co-opted under clause 6.4.4 above shall serve a one-year term, ending on the anniversary of the co-option. At the end of a term of office such a co-opted Committee member may be co-opted to a new term (provided they are willing to serve and remain eligible under the terms of this constitution). There is no limit on the number of terms that can be served as Committee member co-opted under clause 6.4.4.
- 6.7. Elected members of the committee and office bearers shall serve a three-year term, from the General Meeting at which they are elected as elected member of the Committee or appointed to the Committee as an office bearer, until the General Meeting of the Society in the relevant third year. At the end of a term of office an office bearer may be appointed to a new term in that office (or appointed to another office) and an elected member of the Committee may be elected to a new term (provided they are willing to serve and remain eligible under the terms of this constitution). There is no limit on the number of terms that can be served as an office bearer or as an elected member of the Committee.
- 6.8. The duties and responsibilities of the office bearers shall be as specified in this constitution and otherwise as determined by the Committee from time to time.
- 6.9. Notwithstanding any other provision of this constitution, no individual may become a member of the Committee if they:
- 6.9.1. Are aged under 16; or
 - 6.9.2. Are disqualified under the law of Scotland from acting as a charity trustee.
- 6.10. A member of the Committee shall cease to hold office if they resign, become disqualified by law from acting as a charity trustee or die. An elected member of the Committee ceases to be a member of the Committee as their term of office comes to an end (but may stand for re-election as specified above). A co-opted member of the Committee ceases to be a member of the Committee at the close of the annual conference that individual was responsible for organising.

7. Proceedings of the Committee

- 7.1. The quorum for meetings of the Committee shall be three or such higher number as the Committee may at any time decide.
- 7.2. The President shall take the chair at meetings of the Committee or, if they are not present or for any reason not able to take the chair, the Committee members may appoint any other Committee member to do so.
- 7.3. Every member of the Committee has one vote on any matter being decided by the Committee (whether at a meeting or by written resolution). Provided that in the event of a tie the chair of any meeting of the Committee has a casting vote in addition to their own vote as a member of the Committee.
- 7.4. Decisions of the Committee shall be taken by simple majority vote, calculated on the number of votes cast.
- 7.5. The Committee may permit members of the Committee to take part in meetings of the Committee (including voting) by electronic communications. The Committee may, if it wishes, make use of electronic voting methods for members of the Committee attending a Committee meeting. The Committee may make such rules and practical arrangements as it considers appropriate to deal with such matters.

- 7.6. The Committee may also take decisions by unanimous written resolution, signed by all the members of the Committee (such a resolution may be one document signed by all members of the Committee or separate documents, signed individually by each member of the Committee).
- 7.7. Members of the Committee shall follow any conflicts of interest policy and procedures adopted by the Committee from time to time.
- 7.8. A member of the Committee must declare any matter of personal interest (being a direct or indirect interest) that is to be discussed by the Committee meeting at or before the beginning of the relevant Committee meeting. The interested individual shall not be present during the discussion or be counted in the quorum for that part of the meeting and they shall not vote on the matter of interest. If the chair of the meeting has the conflict, they must withdraw and the remaining trustees shall decide which of them takes the chair during their absence from the meeting. Provided that, if the chair of the meeting considers it will assist the deliberations of the Committee on the matter, they may ask the individual to remain for an initial period to answer questions the Committee may wish to ask about the interest and its nature. That individual must, having answered such questions, then withdraw from the meeting whilst the matter is discussed and decided.
- 7.9. Subject to the above provisions, the Committee may meet at such times and places as it thinks fit and make such arrangements for its meetings, and for the proceedings at those meetings, as it considers appropriate.

8. Property Trustees

- 8.1. The office bearers for the time being shall be *ex officio* Trustees for the sole purpose of acquiring, holding, leasing, disposing of or otherwise dealing with property for the Society. Title to real or heritable property shall be taken in the names of the Trustees and their successors in office.
- 8.2. In the exercise of their powers hereunder the Trustees shall have all the privileges and immunities conferred upon or to be conferred upon gratuitous trustees from time to time under the statute and common law of Scotland and in supplement thereof they shall incur no personal liability or responsibility for or on account of anything done or omitted to be done in the exercise of intended or assumed exercise of their powers or for any alleged or actual dealings beyond their powers or in connection with their business activities or for any loss of realisation of any investment, whether authorised or not, or for any neglect in management or on any account whatever, wilful fraud only excepted.
- 8.3. The Trustees shall not be liable for the actions of each other or for any factor, professional adviser, consultant, custodian, agent, contractor, employee or other person appointed or permitted by them to act in any other way in connection with the Society but each shall be liable only for their own personal acts as above mentioned.

9. Employees, Advisers, Contractors and Agents

- 9.1. The Committee may for the purpose of fulfilling the objects of the Society, employ, remunerate, discharge or dismiss and fix the remuneration and terms of employment of any employees of any kind whatsoever (whether so employed full time or part time or occasionally) in such manner as they think fit from time to time.
- 9.2. The Committee may engage such professional advisers or consultants to provide advice and services in relation to the Society as the Committee may think fit.

- 9.3. The Committee may engage contractors and/or agents for any purposes relating to the Society generally, and/or the furtherance of the Society's object and/or to assist in any way with the activities and administration of the Society.

10. Dissolution

In the event of it being determined by 75% of those members present and voting at a General Meeting and by the unanimous opinion of the members of the Committee that it shall no longer be appropriate to continue the work of the Society within the terms of the objects in Section 2 above, the Society shall be deemed to be dissolved. In this event the whole Funds of the Society shall be given to one or more charitable organisation(s) established for the advancement of New Testament scholarship as determined by the Committee in their sole discretion.

11. Accounting and Reporting

- 11.1. The Society shall keep day to day accounting records as required by Scottish charity law.
- 11.2. The Committee shall ensure that annual accounts and an annual trustees' report are prepared, approved by the Committee, signed and submitted to The Office of the Scottish Charity Regulator, in accordance with the requirements of Scottish charity law.
- 11.3. The annual accounts must be audited or independently examined as may be required by Scottish charity law. If neither an audit nor an independent examination is required by law, it is a matter for the Committee to decide what, if any, independent scrutiny of the annual accounts is appropriate.
- 11.4. The annual accounts and trustees' report, together with any audit report or independent examiner's report, shall be filed with The Office of the Scottish Charity Regulator and presented to the members at a General Meeting within nine months of the financial year end.
- 11.5. A copy of the annual accounts and trustees' report shall be made available to all members of the Society within nine months of the financial year end. That copy may be provided to the members by such means of communication as the Committee thinks fit, which may include electronic communication. Provided that no member shall be obliged to receive a copy by electronic communication if they have notified the Society they wish to receive a hard copy. Also provided that the Society is not obliged to provide a copy to any member for whom it has no address or to any member at an address from which communications to that member by the Society have been returned undelivered for the last two years (this includes, where appropriate, an electronic address).

12. Alterations to this Constitution

- 12.1. Any member may suggest an alteration to the constitution of the Society. Those alterations which are agreed upon by 75% of those members present and voting at a General Meeting shall be adopted, provided that notice of the proposed alteration was given with notice of the meeting.
- 12.2. Provided that no alteration to this constitution that requires the prior consent of The Office of the Scottish Charity Regulator may be made without that consent.

- 12.3. All alterations to this constitution shall be notified to The Office of the Scottish Charity Regulator in accordance with the requirements of the Charities and Trustee Investment (Scotland) Act 2005.

13. Governing Law

This Constitution shall be governed by and construed according to the law of Scotland and the Society's administration and activities shall be subject to the law of Scotland applicable to charities. This provision shall not however require meetings to be held in Scotland or trustees to reside in Scotland or funds and property to be held in Scotland.

14. Miscellaneous

- 14.1. Any reference in this constitution to a statute or a particular statutory provision shall include any alteration or re-enactment for the time being in force.