

Northern Friends Peace Board

Governing document

Adopted by minute at a meeting of Northern Friends Peace Board members held on Saturday 5th March 2022

Definitions

Quakers in Britain: The Religious Society of Friends (Quakers) in Britain refers to the church in Britain, the Channel Islands and the Isle of Man, in its entirety, including all its local Meetings for worship and its constituent Meetings for church affairs, as well as all their work. It is referred to below as 'the Society'.

Northern Friends Peace Board: The representative body established by Quakers in the North of Britain in 1913 'to advise and encourage Friends, and through them their fellow citizens, in the active promotion of peace in all its height and breadth.'

Area Meetings: Area Quaker Meetings are the main local Meetings for church affairs. They are the level of the Society at which individual Membership is held. Each Area Quaker Meeting is a separate charitable entity and may be registered as such with the Charity Commission.

Book of Christian Discipline: The current edition of the collection of writings and guidance of the Religious Society of Friends (Quakers) in Britain.

Friends and attenders: The term Friend refers to a Member of the Society. The term Attender refers to a person who is not a Member of the Society but who regularly attends its Meetings for worship.

1. Name

The name of the charitable body constituted by this document is the Northern Friends Peace Board, abbreviated as NFPB.

2. Governing Document

The charity and its property shall be administered and managed in accordance with the provisions in this governing document. Further guidance is contained in the Book of Christian Discipline.

3. Object

To advance within its area of operation the religious principles of the Religious Society of Friends (Quakers) through the education and training of members of the public in matters of justice, peace and the integrity of creation, strictly in accordance with the established testimonies of the Religious Society of Friends (Quakers) with special reference to that against the occasion of all wars, through the provision of organised courses and programmes in such matters in an environment that shall provide for the spiritual and moral renewal and refreshment of those members of the public.

4. Membership

- i. Each Area Meeting within the area of operation of the Board shall be invited to appoint up to two representatives to serve as members of the Board, and may appoint a deputy(s) to replace its appointed representative(s) to attend meetings of the Board if the appointed representative(s) is unable to attend;
- ii. The Board shall have the power to invite other Quaker Committees, Quaker bodies or Meetings to serve as members of the Board and to attend its meetings;
- iii. The Board shall have the power to appoint individuals to serve as co-opted members for periods that the Board at a business meeting shall decide provided that as a result the number of co-opted members does not exceed one third of the total number of members on the Board

5. Application of income/resources

Income and property are used to further NFPB's object by work such as:

- i. strengthening the life and witness of Quakers in the North of Britain and beyond;
- ii. spreading the message of Quakers in relation to peace and interpreting and developing the thought and practice of the Society;
- iii. promoting understanding, practice and awareness of issues relating to peace within society more generally, and working with others to this end.
- iv. administering and maintaining the organisation of NFPB;

6. Winding up

Should the Trust Fund be reduced at any time to an amount which in the opinion of the Board is such that the objects shall fail or shall otherwise be incapable of fulfilment or if for any other reason the Board shall consider it expedient that it be wound up it shall then pay, convey or make over the Trust Fund to the said Religious Society of Friends or to such other body or bodies or fund or funds charitable in law with objects similar to those hereinbefore specified as the Board in its sole discretion shall think fit;

7. Alteration

The Board may from time to time alter or amend this constitution to the extent (and to such extent only) as in the opinion of the Board is requisite for the purpose of conferring such further or other powers as may be necessary for its better administration and the more effectual execution of the objects, provided always that nothing in this clause shall authorise or be deemed to authorise any departure from, or, modification of the charitable objects or the application of any part of the Trust Fund or the income thereof for any purpose which is not a purpose charitable in law. No alteration may be made to this clause or to the Winding Up or Objects clauses

8. Meetings of NFPB

- i. NFPB shall meet at such frequency, times and places as the Board itself shall direct. The Clerk, with the agreement of Trustees, may arrange for a special meeting of NFPB to be held if necessary.

- ii. The sessions of NFPB are open to all Members of the Society of Friends in the North of Britain.
- iii. The business and activities of NFPB shall at all times be conducted in accordance with the provisions of the current edition of the Book of Christian Discipline.
- iv. It shall be the duty of NFPB in session to appoint an auditor or independent examiner of NFPB accounts.

Meetings in which the Board conducts its business are Meetings for worship based on silence, carrying the expectation that God's guidance can be discerned if Members are truly listening together and to each other. The unity that is sought depends on the willingness of all to seek the truth in each other's utterances. There is no voting in the Meetings, because the Society believes that this would emphasise the divisions between differing views and inhibit the process of seeking to know the right way forward, the will of God as expressed in the sense of the Meeting.

The Clerk of the Meeting bears the final responsibility for preparing the business, conducting the Meeting and drafting the minutes of the Meeting. Minutes are drafted by the Clerk during the course of the Meeting, but the final decision about whether the minute represents the sense of the Meeting is the responsibility of the Meeting itself, not of the Clerk.

9. Appointments of Role-holders

- i. NFPB shall appoint a Clerk, Assistant Clerk (or Clerking team of two or more Friends), Treasurer, and may appoint a Nominations Committee and such other committees as are deemed necessary.
- ii. These appointments shall be made for a fixed term, generally of not more than three years. Only in exceptional circumstances shall an appointee remain continuously in post for more than six years.

10. Trustees

- i. NFPB shall appoint Friends or Attenders, normally from its own membership, to act as a body of Trustees, ordinarily containing not fewer than four or more than eight persons and with a majority being Members of the Society of Friends. NFPB will provide induction and guidance to trustees to support them in carrying out their role. Trustees are appointed for a term of three years.
- ii. The Trustee body shall, so far as practicable, include the Treasurer and the Clerk to NFPB or a member of the Clerking team, but not any employee of NFPB.
- iii. One Trustee, but not the NFPB Treasurer, shall be appointed by NFPB in session to act as Clerk to the Trustees.
- iv. A Trustee can be reappointed for a second term of continuous service, and exceptionally for a third term, to give an unbroken term of service as a Trustee.

11. Eligibility, disqualification and removal of trustees

- i. A Friend who is appointed to act as a Trustee may hold office until he or she either:-
 - a) notifies the NFPB Clerk that they wish to be released from service as a Trustee;

- b) is determined by NFPB to no longer be a fit or suitable person to carry out the duties of a Trustee;
 - c) is believed by NFPB to have become incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs;
 - d) comes to the end of his or her term of service.
- ii) Release of a Trustee from office shall be recorded in a minute of NFPB;
 - iii) Removal of a Trustee under the terms of b) or c) above shall require a decision of Northern Friends Peace Board;

12. Duties of trustees

Trustees shall:

- i. carry out the duties laid upon them by legislation;
- ii. act in the interests of NFPB having due regard to NFPB decisions;
- iii. seek in good faith to ensure that NFPB operates in a manner that is consistent with its object;
- iv. act with due care and diligence;
- v. ensure that NFPB conforms to legal requirements

13. Powers of trustees

The Trustees shall have the following powers, in exercise of which they shall at all times be guided by the Book of Christian Discipline:

- i. To raise funds from contributions, legacies, grants and other sources; from investments and the use of assets; and from the sale of goods or services provided in furtherance of NFPB's Object.
- ii. To borrow money and to give security for loans (but only in accordance with the restrictions imposed by the Charities and Trustee Investment (Scotland) Act 2005);
- iii. To set aside income as a reserve.
- iv. To make investments in accordance with legal constraints and the ethical testimonies of the Society.
- v. To co-operate or to enter into partnerships with other charities or other like-minded organisations.
- vi. To employ staff.
- vii. To pay pensions, fees and salaries.
- viii. To obtain and pay for goods and services.
- ix. To reimburse reasonable expenses, including those of the Trustees, incurred when acting on behalf of NFPB.
- x. To open and operate bank and/or other deposit accounts.
- xi. To effect insurances on behalf of NFPB, including buildings and contents, for replacement values which shall be reviewed regularly. It is also the trustees' responsibility to maintain in force all appropriate liability insurances, including employer's, occupier's and public liability.

- xii. Where appropriate, to insure themselves against the costs of a successful defence to a criminal prosecution brought against them as Trustees or against personal liability incurred in respect of any act or omission which is, or is alleged to be, in breach of trust or breach of duty.
- xiii. To delegate their powers or functions as set out in Clause 16, below.
- xiv. To establish committees or working groups for carrying out agreed programmes of work.
- xv. To open a bank or deposit account and to appoint signatories. Such action to be recorded by minute of the Trustees.
- xvi. To undertake any lawful action agreed as necessary or desirable for achievement of the Object of NFPB.

14. Trustees not to be personally interested

- i. Subject to the provisions of sub-clause (ii) of this Clause, no Trustee shall acquire any interest in property belonging to NFPB (otherwise than as a Trustee) or receive remuneration or be interested (otherwise than as a Trustee) in any contract entered into by the Trustees.
- ii. Any Trustee possessing specialist skills or knowledge may be paid reasonable fees for business done by her or him, or their firm, when instructed by the other Trustees, provided that at no time shall a majority of the Trustees benefit under this provision. A Trustee shall withdraw from a meeting at which their own remuneration or instructions, or that of their firm, is under discussion.

15. Meetings and procedures of trustees

- i. Trustees shall conduct their Meetings according to the Quaker business method as described in the Book of Christian Discipline. A person attending a meeting virtually shall have the same rights to receive notice, speak and otherwise participate in the meeting as he or she would have if attending the meeting in person.
- ii. The Trustees shall hold at least three Meetings each year. Such meetings may be entirely virtual (on-line) meetings or hybrid (online and in-person) meetings as the circumstances allow and as agreed by the Trustees. A special Meeting of the Trustees may be called at any time by the Clerk to the Trustees or by any two Trustees upon not less than four days' notice being given to the other Trustees of the matters to be discussed. This period of notice may be waived with the consent of all Trustees.
- iii. If the Clerk to the Trustees is absent from any Meeting, the Trustees present shall choose one of their number to be Clerk at that Meeting before any business is transacted.
- iv. An effective working strength of the Trustee body should be present for decisions to be reached by right ordering. This would normally be represented by at least half of the Trustees. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.
- v. The Trustees shall keep minutes of the proceedings at Meetings of the Trustees and of any sub-committee. The minutes of a meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.

- vi. Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.
- vii. The Trustees shall report to NFPB at each of their meetings.

16. Powers of Trustees to delegate

- i. The Trustees may delegate any of their powers or functions to a committee which include two or more Trustees. The terms of any such delegation must be recorded by minute.
- ii. The Trustees may impose conditions when delegating. Unless specifically agreed beforehand:
 - a) delegated powers are to be exercised only by the committee to which they are delegated;
 - b) no expenditure may be incurred except as previously agreed with the Trustees.
- iii. The Trustees acting together may revoke or alter a delegation.
- iv. All acts and proceedings of any such committee must be fully and promptly reported to the Trustees.

17. Annual report and accounts

- i. The Trustees shall ensure that an annual report and statement of accounts for NFPB is prepared in compliance with current charities legislation.
- ii. The report and statement of accounts must be approved by trustees and must be presented to NFPB in session not later than eight months after the end of the financial year.
- iii. The Trustees shall submit an appropriate annual return to the Office of the Scottish Charity Regulator in compliance with current legislation.

18. Income and expenditure

- i. The money of NFPB shall be safeguarded by depositing in bank or other deposit accounts. These accounts shall be held in the name of NFPB and not in the name of any individual.
- ii. The funds belonging to NFPB shall be applied only to furthering the object of NFPB defined in Clause 3, above.

19. Property and investments

Ordinarily the trustees shall cause the title of all property and investments held by or in trust for NFPB to be held in the name of the trustees for NFPB;

20. Registered particulars

Northern Friends Peace Board is a Quaker Recognised Body as defined in the Book of Christian Discipline and shall be registered as a charity with the Office of the Scottish Charity Regulator which shall be notified of any changes to this governing document.