

CHURCH OF SCOTLAND

GENEVA

CONSTITUTION

Adopted 2 June 2002

Amended 10 June 2012

PREAMBLE

The Church of Scotland Geneva is a religious and charitable institution and one of the congregations of the Church of Scotland in mainland Europe. As such it is a member of the Presbytery of Europe.

The Church of Scotland Geneva has been established since 1957 and has been attending to its spiritual missions and conducting its temporal affairs through structures consisting in the Congregation, the Kirk Session, the Congregational Committee and several subcommittees in accordance with the rules of the Church of Scotland and with an organisation reflecting the model constitution of the Church of Scotland.

The Church of Scotland Geneva had however so far not adopted a formal written constitution and was consequently not constituting a formal legal entity under Swiss law.

In order to establish the Church of Scotland Geneva as a proper and independent legal entity, the members of the Congregation have therefore resolved to adopt the present constitution by virtue of which the Church of Scotland Geneva shall henceforth be an association pursuant to art. 60 ss of the Swiss Civil Code with spiritual, religious and charitable goals in accordance with the principles of the Church of Scotland.

A full congregation meeting having been called by the Kirk Session, the Congregation adopted the following constitution by unanimous vote on 2 June 2002.

In response to an approach made by the Administration fiscale cantonale of Geneva, amendments to this constitution were considered by a full congregational meeting on 10 June 2012 and adopted by unanimous vote.

1. LEGAL STATUS AND NAME

The Church of Scotland Geneva is an association under Swiss Law pursuant to art. 60 ss of the Swiss Civil Code.

2. SEAT

The seat of the Church of Scotland Geneva is at Auditoire Calvin, Place de la Taconnerie, 1204 GENEVA

3. PURPOSE

The Church of Scotland Geneva is a non-profit organisation with spiritual, religious, educational and charitable goals in accordance with the principles and rules of the Church of Scotland. Charitable goals include the support to religious and non religious projects (social, housing, education) in Switzerland and in other countries.

4. POWERS

The Church of Scotland Geneva shall have the power to do any act which is necessary or favourable to the achievement of its goals whether spiritual or temporal and/or the management of its assets.

In particular, the Church of Scotland Geneva shall have the power to have employees or auxiliaries, to hire or provide services, to rent, acquire or mortgage movables or real estate, to open bank accounts, to receive or distribute donations, as well as to do any other act which is directly or indirectly linked with and/or favourable to the achievement of its goals and/or to the management of its assets.

5. DURATION

The Church of Scotland Geneva is an association established for an unlimited period of time.

6. MEMBERS AND ORGANISATION

The rules of the present constitution, and in particular but not only the rules in connection with membership and organisation, are meant to reflect in a simplified way the rules applied so far by the Church of Scotland Geneva which in turn are based on the rules and model constitution of the Church of Scotland. The rules of this Constitution are in no way meant to change the rules presently applied. Accordingly and to the extent necessary for their implementation, the rules of this Constitution must be interpreted and, if required, completed in view of the existing practice and of the rules of the Church of Scotland on which such existing practice is and will continue to be based.

6.1 Members

6.1.1 Members upon adoption of the Constitution

Members of the Church of Scotland Geneva (congregation members) are all communicant members listed on the Roll on the date of the adoption of this Constitution.

6.1.2 Admission of new members

The Kirk Session decides on admission of new Members in accordance with the rules of the Church of Scotland.

6.1.3 End of Membership

Any Member may choose to end his/her membership and apply to be removed from the Roll .

A Member may be excluded by a decision of the Kirk Session.

6.1.4 Adherents

Adherents are associated with the Church but are not members thereof. The Kirk Session keeps a Roll of Adherents and decides at its discretion about applications and removals.

Adherents are not Members and have no voting rights.

6.2. Organisation

The organisation of the Church of Scotland includes the following bodies :

- The Congregation
- The Kirk Session
- The Congregational Committee
- Special sub-committees

6.2.1 The Congregation

a) Composition

The congregation consists in the assembly of the Members and of the Adherents.

b) Powers

The Congregation has all the powers which are not vested in another body.

In particular, the Congregation has the power to :

- a) adopt and amend the Constitution
- b) appoint the elected members of the Congregational Committee
- c) approve the annual budget and the accounts
- d) appoint the auditor(s)
- e) resolve the dissolution of the Church of Scotland, Geneva

c) Congregational Meetings

Congregational meetings are held for spiritual or temporal purposes.

Meetings for spiritual purposes are called by the Kirk Session. Meetings for temporal purposes may be as well called by the Chairman of the Congregational Committee.

Meetings are normally called by pulpit intimation allowing for a reasonable delay. They may also be called by written notification to the members on the Roll.

At least once a year, an Annual Congregational Meeting is called at which the elected members of the Congregational Committee are appointed, the annual accounts and the budget are submitted for approval, and the auditor(s) designated. The Annual Meeting is called by pulpit intimation on the two immediately preceding Sundays. The agenda for the Meeting, the minutes of the previous year's meeting and the audited accounts are made available after morning service on these same Sundays.

The Annual Meeting is chaired by the Minister or, in his/her absence by a person designated by the Meeting. The Secretary of the Congregational Committee, or in his/her absence, a person designated by the Meeting shall act as Secretary and establish the minutes.

d) Decisions

Except when otherwise provided in this Constitution, decisions of the Congregation require a majority vote of the Members present and voting at the Meeting. Salaried employees of the Church of Scotland, Geneva can only participate in an advisory role in executive bodies of the Church and have no decision-making powers.

6.2.2 The Kirk Session

a) Composition

The Kirk Session is the Assembly of the Elders of the Congregation.

The Minister is not a ruling Elder but is ex-officio Moderator of the Kirk Session. He/she has only an advisory role..

The Kirk Session shall have at least three members including the Moderator. The Kirk Session shall appoint a Kirk Session Clerk. He/she does not need to be an Elder.

Upon adoption of this Constitution, the members of the existing Kirk Session shall continue to be the Kirk Session Members.

Members to be ordained and admitted as further members of the Kirk Session shall be designated by the Kirk Session among the Members of the Congregation.

b) Powers

The Kirk Session has the spiritual responsibility for the Congregation and has spiritual jurisdiction over all the Congregation Members including the Elders (but not on the Minister).

The Kirk Session has in particular the following tasks :

- spiritual oversight of the Community and any issue in relation therewith
- decisions regarding admission or exclusion of Members and Adherents
- supervision of the affairs, organisation and bodies of the Church and in particular supervision of the activities of the Congregational Committee
- call of Congregational Meetings including in particular the Annual Meeting
- other functions in accordance with existing practice and the rules of the Church of Scotland

c) Meetings

The Kirk Session establishes a schedule of regular meetings. Extraordinary meetings may be called as often as necessary.

The Minister acts as moderator.

Kirk Session meetings are called by pulpit intimation or written notice. In case of emergency, meetings may be called by any appropriate means.

The Kirk Session meetings are normally held in public, with pastoral or disciplinary items being taken in private by resolution of the Kirk Session, which shall consider the rights of privacy and freedom of information to which any individual is entitled. The Kirk Session may however extend invitations to attend the meetings.

The Session Clerk prepares and keeps the minutes of meetings.

The meetings are opened and closed with prayer and this shall be recorded in the minutes.

d) Decisions

Decisions of the Kirk Session require a majority vote of the Elders present at the Meeting.

Valid decisions can only be taken at meetings subject to a quorum of attending members, which is three (including the Moderator).

e) Remuneration

Members of the Kirk Session act on a voluntary basis and can claim only out-of-pocket expenses and travel costs.

6.2.3 The Congregational Committee

a) Composition

The Congregational Committee consists of the Minister, the Elders or a certain number thereof (to be elected from among the Kirk Session) and a certain number of Members elected by the Congregation at the Annual Meeting. The number of such elected Members is decided by the Congregation but cannot exceed the number of Elders sitting on the Committee.

One third of the elected Members determined by the Committee itself retire each year but are severally eligible for re-election.

In case of death or resignation of an elected Member in between Annual Meetings, the Committee itself designates a replacement Member subject to confirmation at the next Annual Meeting.

The Minister is normally ex-officio chairman of the Committee. In the event however the Minister declines to be the chairman, another Member of the Committee may be designated. In the event of the absence of the chairman at a meeting, an ad-hoc chairman is designated by the Committee Members present.

The Committee shall designate a Secretary and Treasurer. The term of the appointments shall be maximum three years, with the possibility of standing for re-election at the Annual Congregational Meeting.

Upon adoption of this Constitution, the Members of the existing Congregational Committee shall continue to be the Congregational Committee Members. The elected Members shall be renewed as usual at the occasion of the next Annual Meeting.

b) Powers

The Congregational Committee is in charge of the financial and other temporal affairs of the Congregation by delegation of the Kirk Session.

The Congregational Committee has in particular the following tasks :

- managing and preserving the assets of the Congregation
- managing all the temporal affairs of the Congregation and entering into any transaction related therewith
- collecting offerings, donations and other revenues of the Congregation
- decisions with respect to donations of the Congregation
- establishing budget and accounts to be submitted to the Congregation

The Congregational Committee has the power to make any decision necessary to properly perform its tasks.

Whenever decisions of financial or of otherwise temporal nature have an impact on spiritual matters, the decision must be made in consultation with the Kirk Session.

c) Meetings

The Congregational Committee meets as often as necessary but minimum four times a year.

The meetings are called by the Chairman by pulpit intimation or written notice.

Three (if the Committee has nine members or less) five (if the Committee has between ten and twenty members) or seven (if the Committee has more than twenty members) Committee Members may require a meeting to be called.

The meetings are closed meetings. The Congregational Committee may however extend invitations to attend the meetings.

The Secretary shall hold minutes of the Congregational Committee meetings and keep them together with the minutes of the Congregation Meetings.

The meetings are opened and closed with prayer and this shall be recorded in the minutes under penalty of invalidating the meeting.

d) Decisions

Decisions of the Congregational Committee require a majority vote of the Members present at the Meeting.

Valid decisions can only be taken at meetings subject to a quorum of attending members which is three, if the total number of Committee members is nine or less, five, if such number is between ten and twenty, and seven if such total number is in excess of twenty. (The said number in each case to include the Chairman.)

e) Sub-Committees

The Congregational Committee may establish ad-hoc or standing sub-committees to support and advise its activities in relation with specific matters, as the Committee deems fit.

f) Remuneration

Members of the Congregational Committee act on a voluntary basis and can claim only out-of-pocket expenses and travel costs.

7. REPRESENTATION TOWARDS THIRD PARTIES (TEMPORAL MATTERS)

The Congregational Committee represents the Church of Scotland towards third parties in connection with temporal matters.

The Church of Scotland Geneva is engaged by the Committee acting under the collective signatures of any two of the authorised signatories.

The authorised signatories are :

- the Minister
- the Session Clerk
- the Treasurer
- the Secretary of the Congregational Committee
- one Member designated by the Congregational Committee

8. REVENUES AND EXPENSES

The revenues of the Church of Scotland Geneva include in particular:

- offerings, donations,
- proceeds from special services and projects,
- proceeds from other activities such as fairs, stall sales, recitals etc
- revenues from assets (e.g. interest, rental fees)
- contributions from other congregations

The expenses of the Church of Scotland Geneva include :

- expenses in relation with services including Minister's stipend, social charges and costs including housing and travel, Auditoire costs etc.
- expenses in connection with other activities
- administrative costs (printing, postage etc.)
- charitable givings and donations

9. ASSETS AND LIABILITIES

The Church of Scotland Geneva may have and maintain assets and may assume liabilities.

The Congregational Committee is in charge of managing and using the assets and managing the liabilities in the interests of the Church of Scotland Geneva and in a way compatible with its goals.

As of the date of the adoption of this Constitution, the Church of Scotland Geneva takes over any assets existing or liabilities outstanding in the name of the Church of Scotland in Geneva.

Reference is made in this respect to the accounts as of December 31, 2001 audited by PriceWaterhouseCoopers and any evolution occurred thereafter in connection with the mentioned assets and liabilities.

Assets include in particular a current and a deposit account with UBS in Geneva.

Liabilities include accounts remaining payable as of the date of the adoption of this Constitution.

10. LIABILITY OF THE MEMBERS

The Church of Scotland Geneva shall stand for its liabilities including the ones assumed as of the date of adoption of this Constitution. The Members have no financial liability in connection with the affairs of the Church of Scotland Geneva.

They are not liable towards third parties for the obligations of the Church of Scotland Geneva.

11. ACCOUNTS

The Treasurer, acting under the responsibility of the Congregational Committee, shall keep the books and establish the annual accounts.

The annual accounts shall be submitted to the auditor designated by the Congregation which shall establish a report to the Congregation.

12. AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution can be decided by the Congregation subject to a two third majority vote of the Members present and voting.

13. DISSOLUTION

The dissolution of the Church of Scotland, Geneva can be decided by the Congregation subject to a two third majority vote of the Members present and voting.

In case of dissolution of the Church of Scotland, Geneva, its net assets remaining after covering any existing liability shall be attributed, by decision of a two third majority of its members present and voting, to an institution with the same aims as the Church of Scotland, Geneva and benefiting from tax exemption. Under no circumstances may the assets be returned to its founders or current members and either used in whole or in part for their benefit or in any other manner.

Adopted by the Congregation on 2 June 2002, amended by decision of the Congregation on 12 June 2012.

In witness whereof



Mrs Alice Tulloch
Kirk Session Clerk



Mr Arthur Askew
Congregational Committee Secretary