

# TILlicOUNTRY BAPTIST CHURCH CONSTITUTION

## CONSTITUTION

Adopted on the 2<sup>nd</sup> September 2020.

### 1. ADOPTION OF THE CONSTITUTION

- 1.1 The Church and its property will be administered and managed in accordance with the provisions in this Constitution.

### 2. NAME

- 2.1. The Church is to be called Tillicoultry Baptist Church (“the Church”).

### 3. OBJECTS

- 3.1. The Church’s objects (“the Objects”) are the advancement of the Christian faith primarily in Tillicoultry and also throughout Scotland and the rest of the World by all means consistent with the teachings of the Christian Bible including worship, ministry, mission, prayer, witness, education, community service and the support of agencies and individuals and other charitable organisations involved in Christian missionary work and the relief of poverty or other social needs.

### 4. POWERS

In pursuance of the Objects set out in clause 3 (but not otherwise), the Church shall have the following powers:-

- 4.1. To carry on any other activities which further any of the Objects.
- 4.2. To purchase, take on lease, hire, or otherwise acquire, any property or rights that are suitable for the Church’s activities.
- 4.3. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Church.
- 4.4. To sell, let, hire out (whether for reward or otherwise), license, or otherwise dispose of, all or any part of the property and rights of the Church.
- 4.5. To borrow money, and to give security in support of any such borrowings by the Church.
- 4.6. To employ such staff as are considered appropriate for the proper conduct of the Church activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- 4.7. To engage such consultants and advisers as are considered appropriate from time to time.

- 4.8. To effect insurance of all kinds (which may include Trustees' liability insurance).
- 4.9. To invest any funds which are not immediately required for the Church's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- 4.10. To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Objects.
- 4.11. To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Objects.
- 4.12. To form any charitable company with similar objects to those of the Church, and if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Church's assets and undertaking.
- 4.13. To take such steps as may be deemed appropriate for the purpose of raising funds for the Church's activities.
- 4.14. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- 4.15. To do anything which may be incidental or conducive to the furtherance of any of the Objects.

## 5. AMENDMENTS

Any provision contained in this Constitution may be amended provided that:

- 5.1 a resolution is passed by not less than two thirds of those present and voting at a Church Meeting called for the purpose by special intimation on or before the two preceding Sundays;
- 5.2 no amendment may be made that would have the effect of making the Church cease to be a Church at law;
- 5.3 the notice of Church Meeting includes notice of the resolution setting out the terms of the amendment proposed;
- 5.4 the Trustees of the Church keep a copy of any such amendment with this Constitution;
- 5.5 consent to the amendment is obtained from the Office of the Scottish Charity Regulator (OSCR) if required.

## 6. OFFICE BEARERS AND TRUSTEES

- 6.1. The Office-Bearers of the Church shall normally be the Pastor, Secretary and Treasurer.
- 6.2. The Trustees of the Church shall be the Pastor, Secretary, Treasurer, Elders and any church members duly appointed from the Ministry Leaders' Group. In this Constitution these are together called "the Trustees".
- 6.3. The first Trustees shall be those persons elected at the meeting at which this Constitution is adopted.
- 6.4. The Church in General Meeting shall elect the Trustees.
- 6.5. Any member of the Eldership or Ministry Leaders' Group can act as a Trustee if willing and elected provided there is a vacancy for a trustee.
- 6.6. Each of the Trustees may serve for a period of three years but shall be eligible for re-election at the following Annual General Meeting. The Trustees initial election period following the adoption of the constitution will be until the next Annual General Meeting, and thereafter according to the protocol stated above. Each Annual General Meeting will confirm the names and addresses of the current Trustees.
- 6.7. The maximum number of Church Trustees is 9.
- 6.8. The minimum number of Church Trustees is 2.
- 6.9. The Church must ensure that each Trustee understands his/her duties and responsibilities under the current legislation.
- 6.10. Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.

## 7. PROCEDURE FOR THE APPOINTMENT OF TRUSTEES

- 7.1. No-one may be elected a Trustee at any Annual General Meeting unless prior to the meeting the Church is given a notice that:
  - 7.1.1. is signed by a member entitled to vote at the meeting;
  - 7.1.2. states the member's intention to propose the appointment of a person as a Trustee;
  - 7.1.3. is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 7.2. The appointment of a Trustee by the Church Meeting must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Trustees.

## 8. TRUSTEE'S DECLARATION OF PERSONAL INTEREST

- 8.1. A Trustee who has a personal interest in any transaction or arrangement that the Church is proposing to enter into, must declare that interest at a

Church Meeting; he/she will be debarred from voting on whether or not the Church should enter into that transaction or arrangement.

- 8.2. Provided he/she has declared his/her interest – and has not voted on the question of whether the Church should enter into the relevant arrangement - a Trustee will not be debarred from entering into an arrangement with the Church in which he/she has a personal interest and may retain any benefit which he/she gains from his/her participation in that arrangement.

## 9. REMUNERATION

- 9.1. Any remuneration paid to a Church Trustee must satisfy the criteria laid down in Section 67 of the Charities and Trustee Investment (Scotland) Act 2005.

## 10. OPERATION OF ACCOUNTS AND HOLDING OF PROPERTY

- 10.1. All heritable properties of the Church shall be held on behalf of the Church by the Trustees of the Church.
- 10.2. The Church and its property shall be under the direction of the Pastor and an Eldership, elected in accordance with this Constitution.
- 10.3. A group of Ministry Leaders, accountable to the Eldership, shall be appointed to manage and administer the finance, property and general functions of the Church.
- 10.4. All Ministry Leaders, nominated by the Eldership for appointment to the Ministry Leaders' Group, must be approved by the membership. These appointments will be reviewed annually by members at the A.G.M.
- 10.5. The Eldership shall nominate a Church Secretary from the Eldership and a Treasurer from the Ministry Leaders' Group or Eldership to serve the Church. These nominations shall be subject to the approval of the membership and appointed at the Church Meeting.
- 10.6. The signature(s) of the signatory or signatories appointed by the Eldership shall be required in relation to all operations (other than lodgment of funds) on the bank and building society accounts held by the Church. Five signatories may be appointed and their details lodged with the bank / building society. Two signatories, one of whom must be a Trustee, must authorize each transaction. Items of expenditure exceeding three thousand pounds (£3000) Sterling must be specifically authorised by the Eldership unless made in implementation of a budget or other decision approved by a Church Meeting.

## 11. ACCOUNTING RECORDS AND ANNUAL ACCOUNTS

- 11.1. The Trustees of the Church shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 11.2. The Trustees shall ensure that annual accounts are prepared, complying with all relevant statutory requirements; if an audit is required under any

statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

## 12. FINANCIAL YEAR

12.1. The Church's financial year shall end on 31<sup>st</sup> March.

## 13. ELECTION OF ELDERS

13.1 Elders, elected by the Members, shall be appointed to serve on the Eldership. The number of Elders, and the process by which they are elected, shall be determined by the Church Meeting. Elders may serve on the Eldership for a maximum period of three years after which time they shall retire and new Elders elected. Retiring Elders are eligible for re-election for a maximum of two subsequent consecutive 3-year terms. Those nominated for election to the Eldership shall be members of the Church and shall have received believer's baptism.

13.2 In the event of the Pastor being unable to fulfill his/her responsibilities, the Elders shall be responsible for arranging pulpit ministry and the supply of the sacraments.

13.3 In the event of a pastoral vacancy, the process by which a pastor is issued a call shall be determined by the Church meeting.

## 14. GENERAL MEETINGS

14.1 The Church must hold a General Meeting within twelve months of the date of the adoption of this Constitution.

14.2 An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.

14.3 Prior to the Annual General Meeting the Church accounts and the accounts of all the organisations of the Church, including details of salaries or other remuneration and allowances paid to the Church's staff and of expenses reimbursed to such staff and/or to other members of the Church, shall be examined and/or audited by suitably qualified persons in accordance with the requirements of current legislation.

## 15. CHURCH MEETINGS

15.1. Church meetings shall be held at least quarterly, one of these meetings being the Annual General Meeting (AGM), with the Pastor normally presiding, although it will be competent for the members present at the meeting to elect an alternative Chair.

15.2. Business at Church Meetings shall include:

15.2.1. a statement of the Church's finances, including presentation to the AGM of full accounts duly audited or externally examined in accordance with the requirements of current legislation;

- 15.2.2. consultation about the Church's work and policy;
- 15.2.3. a statement of the spiritual oversight of the Church from the Pastor and Elders.
- 15.2.4. business remitted from the Trustees and Ministry Leaders.
- 15.3. Members introducing new business are required to give one week's previous notice in writing through the Church Secretary.
- 15.4. Should the need arise, a Special Church Meeting may be called at any time by the Pastor, Elders, Ministry Leaders or by ten members, but only after two Sundays' prior intimation.
- 15.5. Every member at a Church Meeting shall have one vote and if there are an equal number of votes for and against any resolution, the Chair of the meeting shall be entitled to a casting vote.

## 16. PROCEDURE FOR CHURCH MEETINGS

- 16.1. The minimum period of notice required to hold any Church Meeting is fourteen clear days from the date on which the notice is deemed to have been given.
- 16.2. A Church Meeting may be called by shorter notice, if it is so agreed by two-thirds of all the members entitled to attend and vote.
- 16.3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- 16.4. The notice must be given to all the members of the Church.
- 16.5. No business shall be transacted at any Church Meeting unless a quorum is present.
- 16.6. A quorum is 15% of members entitled to vote upon the business to be conducted at the meeting.
- 16.7. If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place, as the Elders shall determine.
- 16.8. The Elders must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

16.9 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

16.10 Church Meetings shall be chaired by the person who has been elected as Chair by those attending the meeting.

## 17. MEMBERSHIP

17.1. The Church is congregational in its form of church government and is in membership with the Baptist Union of Scotland ("the Union") to whose Declaration of Principle (the text of which appears in the Appendix to this Constitution) the Church subscribes.

17.2. The members of the Church shall be such as profess faith in Jesus Christ as Saviour and Lord. The mode of baptism practiced by the Church shall be that of immersion on the understanding that, in special circumstances, the Church Meeting may agree to make an exception. All applicants for membership shall only be accepted upon satisfying the Church as to their faith in Christ.

17.3. By joining the Church, members shall submit to the spiritual authority of the church by:

17.3.1. attending regularly at public worship, including the Sacrament of the Lord's Supper;

17.3.2. contributing systematically to the Church's finances as the Lord has prospered them;

17.3.3. using their gifts in the service of Christ and His Church;

17.3.4. maintaining the spirit of Christian love and unity;

17.3.5. showing evidence of their Christian character in all things;

17.3.6. sharing in the fulfillment of the Lord's Commission in Matt.28:19,20.

17.4. Should members fail to show this commitment to Christ over an extended period they shall be visited by appointees of the Church leadership with a view to reviewing their membership. Should the situation remain unchanged the Elders may recommend to the Church Meeting the removal of such persons from the Church's membership.

17.5. The church shall exercise discipline according to Scripture.

17.6. Where there are serious difficulties involving the Pastor and/or the Church Leaders, the Ministry Advisor of the Union shall normally be consulted.

17.7. All matters private to the Church shall be treated by members as strictly confidential.

17.8. This Constitution shall be printed and a copy given to each member. Applicants for membership shall be made fully aware of its content before acceptance into membership.

**18. LIABILITY OF MEMBERS**

- 18.1. The members of the Church have no liability to pay any sums to help to meet the debts (or other liabilities) of the Church if it is wound up; accordingly, if the Church is unable to meet its debts, the members will not be held responsible.
- 18.2. The Trustees of the Church have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 18.1 above does not apply to any personal liabilities they might incur if they are in breach of those duties.

**19. DISSOLUTION**

- 19.1. If 15% or more of the members of the Church are of the opinion that it is necessary or advisable to dissolve the Church, they shall call a meeting of all the members of the Church of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given.
- 19.2. In the event of the Church being dissolved or otherwise ceasing to exist the Trustees will remain in office as Church Trustees and be responsible for winding up the affairs of the Church in accordance with this clause.
- 19.3. The Trustees must collect in all the assets of the Church and must make provision for all the liabilities of the Church.
- 19.4. The Trustees must apply the assets of the Church for charitable purposes.
- 19.5. In the absence of any contrary decision by a majority vote of two-thirds of the members present and voting at a properly constituted Church Meeting, the assets of the Church shall become the property of the Union (or should the Union not then exist, the association of Baptist Churches which may then be engaged in promoting objects similar to those of the Union ("the Association")), to be applied in accordance with the charitable purposes of the Union or the Association (if applicable).
- 19.6. If the Church is to be dissolved, the winding-up process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

Signatures

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APPENDIX TO THE CONSTITUTION OF TILlicOUNTRY BAPTIST  
CHURCH

DECLARATION OF PRINCIPLE OF THE BAPTIST UNION OF SCOTLAND

The basis of the Union is:-

1. That the Lord Jesus Christ our God and Saviour is the sole and absolute Authority in all matters pertaining to faith and practice, as revealed in the Holy Scriptures, and that each Church has liberty, under the guidance of the Holy Spirit, to interpret and administer His laws.
2. That Christian Baptism is the immersion in water into the name of the Father, the Son and the Holy Spirit, of those who have professed repentance towards God and faith in the Lord Jesus Christ, who died for our sins according to the Scriptures; was buried and rose again the third day.
3. That it is the duty of every disciple to bear witness to the Gospel of Jesus Christ, and to take part in the evangelisation of the world.