

**CONSTITUTION OF TILlicOUNTRY BAPTIST CHURCH  
SCIO**

**Registered Scottish Charity Number SC052310**

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of  
TILlicOUNTRY BAPTIST CHURCH SCIO**

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*Note: In this Constitution, reference is made to defined terms, normally identified by use of initial capital letters, such as "the Church", "the Union", "the Charity Trustees" etc. The full definitions of such defined terms are contained in Clause 126 of the Constitution and it is necessary to read the definitions to understand the meanings of the defined terms in their context.*

## **GENERAL**

### **Type of organisation**

- 1 The Church will, on registration by OSCR in the Scottish Charity Register, be a SCIO.

### **Scottish principal office**

- 2 The principal office of the Church will be in Scotland.

### **Name**

- 3 The name of the Church is "TILlicOUNTRY BAPTIST CHURCH SCIO".

### **Purposes**

- 4 The Purposes are the advancement of religion, specifically the Christian faith, primarily in Tillicoultry and neighbouring areas of the Forth Valley, and also throughout Scotland and the rest of the world, by all means consistent with:

- 4.1 The Christian Bible;
- 4.2 The Declaration of Principle; and
- 4.3 The Statement of Foundation Values;

including, without prejudice to the foregoing generality, worship, ministry, mission, witness, prayer, fellowship, networking, education, community service and the provision of activities and facilities for the community, and the relief of poverty and other social needs, including the support of individuals and other charitable organisations and agencies involved in any or all of these.

### **Powers**

- 5 The Church has power to do anything which is calculated to further the Purposes or is conducive or incidental to doing so, including without prejudice to the foregoing generality:
  - 5.1 To open and operate on Bank Accounts;
  - 5.2 To purchase, sell, let or license, and to take on lease or licence, or otherwise invest in, Heritable Property;

- 5.3 To lend money, and to take appropriate security for such loans, including security over Heritable Property;
- 5.4 To borrow money, and to grant appropriate security for such borrowing, including security over Heritable Property;
- 5.5 To employ and/or engage such staff, whether paid or voluntary, as are considered necessary for the proper conduct of the administration and/or activities of the Church, and to provide appropriate remuneration and/or pension or other benefits to such staff; and
- 5.6 To enter into any contracts and to sign or otherwise authorise any deeds or documents required to give effect to any or all of the foregoing.
- 6 No part of the income or property of the Church may be paid or transferred (directly or indirectly) to the Members, either in the course of the Church's existence or on dissolution, except where this is done in direct furtherance of the Purposes.

### **Liability of the Members and of the Charity Trustees**

- 7 The Members have no liability to pay any sums to help to meet the debts or other liabilities of the Church, if the Church is wound up. Accordingly, if the Church is unable to meet its debts, the Members (including the Charity Trustees) will not be held responsible.
- 8 The Members and the Charity Trustees have certain legal duties under the Act. Clause 7 does not exclude or limit any personal liabilities the Members and/or the Charity Trustees might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

### **General structure and affiliation**

- 9 The structure of the Church consists of:
  - 9.1 the Members, who have the right to attend Members Meetings (including any AGM) and have important powers under the Constitution. In particular the Members appoint Charity Trustees to serve as the Leadership Team, may give directions to the Leadership Team and take decisions on changes to the Constitution; and
  - 9.2 the Leadership Team, who, as the Charity Trustees (also known as elders), hold regular meetings and generally lead and guide the activities and the administration of the Church, including responsibility for ensuring that the Church acts in accordance with and in fulfilment of the Purposes, and for monitoring and controlling the financial position of the Church.

10 The Church will be a member church of the Union.

### **Baptism and the Lord's Supper**

11 The mode of baptism generally practised by the Church will be immersion. Notwithstanding this, in particular individual circumstances, the Leadership Team may agree to an appropriate alternative.

12 The Church will observe the Lord's Supper regularly.

## **MEMBERS**

### **Requirements for membership**

13 Membership of the Church is open to any person who professes faith in Jesus Christ as Saviour and Lord, and agrees with, and is personally committed to, the Purposes, including the Declaration of Principle and the Statement of Foundation Values.

### **Application for membership**

14 Any person who wants to become a Member must notify the Leadership Team, who will consider the application for membership at the next available Leadership Team Meeting. The Leadership Team will appoint 2 or more Members to meet with the applicant and will bring to the next available Members Meeting a recommendation as to whether or not the applicant should be admitted as a Member.

15 The Members Meeting will make the decision on whether or not to admit the applicant as a Member. Any refusal to admit an applicant to membership should be only on the ground that the Members Meeting is not reasonably satisfied that the applicant fulfils the requirements for membership specified in Clause 13 and/or will be able to fulfil the obligations of membership specified in Clause 22.

16 The decision on the application by the Members Meeting will be final. The Leadership Team will give prompt notice of this decision to the applicant.

17 Notwithstanding the terms of Clauses 13 to 16 inclusive, and that without any requirement to apply for membership of the Church:

17.1 all persons in membership of the Association as at the Transfer Date will be deemed to have become Members as from the Transfer Date.

17.2 a Minister will be deemed to be a Member for the duration of the Minister's appointment as a Minister.

18 The Leadership Team will ensure that every Member receives or has access to the Constitution in hard copy or digital form.

## **Register of the Members**

- 19 The Leadership Team must keep a register of the Members, setting out:
  - 19.1 for each current Member:
    - 19.1.1 the Member's full name and address; and
    - 19.1.2 the date on which the Member was registered as a Member; and
  - 19.2 for each former Member, for at least 6 years after the date on which such person ceased to be a Member:
    - 19.2.1 the former Member's full name; and
    - 19.2.2 the date on which such person ceased to be a Member.
- 20 The Leadership Team must ensure that the register of the Members is updated within 28 days of any change:
  - 20.1 which arises from a resolution of a Leadership Team Meeting or of a Members Meeting; or
  - 20.2 which arises from the appointment, or the termination of the appointment, of a Minister; or
  - 20.3 which is otherwise notified to the Leadership Team.
- 21 If a Member requests a copy of the register of the Members, the Leadership Team must ensure that a copy is supplied to such Member within 28 days, provided that the request is reasonable. If the request is made by a Member who is not a Charity Trustee, the Leadership Team may provide a copy of the register of the Members which has the addresses of any or all of the Members blanked out.

## **Obligations of membership**

- 22 On admission to membership of the Church, Members will voluntarily submit themselves to the following obligations:
  - 22.1 to participate regularly in the Church's worship, including the Lord's Supper, in so far as they are reasonably able to do so;
  - 22.2 to contribute regularly to the Church's finances in so far as they are able to do so;
  - 22.3 to use their gifts and abilities in the service of the Church and in the advancement of the Christian faith;

- 22.4 to share in the fulfilment of the Commission given by the Lord Jesus Christ to go and make disciples;
- 22.5 to show evidence of their Christian character in every aspect of their lives;
- 22.6 to maintain the spirit of Christian love and unity within the Church;
- 22.7 to treat all matters private to the Church, including discussions, considerations and information or documentation provided at Members Meetings, as confidential; and
- 22.8 to deal with any disputes with other Members in a private manner, endeavouring initially to resolve the issue directly with the other Member or Members concerned. If such initial approach is unsuccessful, the Member should bring the matter to the Leadership Team to request assistance in facilitating resolution. The Member should not, in so far as reasonably practicable, disclose the matter at issue to, or discuss it with, any other person, whether or not a Member.

#### **Withdrawal from membership**

- 23 If a Member gives notice of withdrawal from membership to the Leadership Team, the person giving notice will cease to be a Member as from the date on which the Leadership Team receives the notice.

#### **Non-transferability and termination of membership**

- 24 A Member may not transfer such membership to any other person. Membership terminates on the death of the Member.

#### **Removal from membership**

- 25 If the Leadership Team becomes or is made aware of any significant failure by a Member to fulfil the obligations of membership as specified in Clause 22, the Leadership Team may appoint 2 or more Members to endeavour to meet with the Member concerned to review the matter. If the Leadership Team is not satisfied that such failure has been or can be satisfactorily resolved, the Leadership Team may bring to the next available Members Meeting a recommendation that the person concerned should be removed from membership.
- 26 Any person may be removed from membership by way of a resolution passed at a Members Meeting in compliance with Clauses 43 and 46, provided that the following procedures have been observed:
  - 26.1 at least 14 days' notice of the intention to propose the resolution has been given to the Member concerned. Such notice will specify the grounds for the proposed removal from membership; and

- 26.2 the Member concerned is given a reasonable opportunity to address the Members Meeting prior to the resolution being put to the vote.
- 27 The decision of the Members Meeting as to whether or not to remove the person from membership will be final. The Leadership Team will give prompt notice of this decision to the person concerned.

## **DECISION-MAKING BY THE MEMBERS**

### **Members Meetings**

- 28 The Leadership Team should arrange an AGM in each calendar year. Notwithstanding the foregoing, an AGM need not be held in the calendar year in which the Church is formed by registration in the Scottish Charity Register. However, the first AGM must be held within 15 months of the date on which the Church is formed.
- 29 The gap between one AGM and the next must not be longer than 15 months.
- 30 The business of each AGM must include:
- 30.1 a report by the Leadership Team on the activities of the Church;
- 30.2 consideration of the annual accounts of the Church; and
- 30.3 election and/or re-election of Charity Trustees, as referred to in Clauses 63 and 65 to 67 inclusive.
- 31 The Leadership Team should arrange quarterly general Members Meetings, one of these being the AGM, in any calendar year (although not necessarily in the calendar year in which the Church is formed) and may arrange a special Members Meeting at any time.

### **Requiring the Leadership Team to arrange a special Members Meeting**

- 32 The Leadership Team must arrange a special Members Meeting if it is requested to do so by a notice (which may take the form of 2 or more notices in the same or similar terms, each given by one or more Members) by Members who amount to at least 10% of the total membership of the Church at the time, provided that:
- 32.1 the notice states the reasons for which the meeting is to be held; and
- 32.2 those reasons are not inconsistent with the Purposes or with the terms of the Act or any other legislative provision.
- 33 The date of the Members Meeting arranged in accordance with a notice given in terms of Clause 32 must be not later than 28 days after the date on which the Leadership Team receives the notice.



## **Notice of Members Meetings**

- 34 The Leadership Team must give at least 14 days' notice of all Members Meetings.
- 35 In so far as reasonably practicable, notice of every Members Meeting should be given to all of the Members. The accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.
- 36 The notice calling a Members Meeting should specify in general terms what business is to be considered at the meeting; and
- 36.1 in the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s); or
- 36.2 in the case of any other resolution specified in Clause 46, must set out the exact terms of the resolution.

## **Procedure at Members Meetings**

- 37 No valid decisions can be taken at any Members Meeting unless a quorum is present.
- 38 The quorum for a Members Meeting shall be 15% of the total membership of the Church at the time, present in person.
- 39 A Members Meeting may not begin to deal with any business until a quorum is present. If a quorum is not present within 15 minutes after the time at which the meeting was due to start, or if a quorum ceases to be present during a meeting, the meeting cannot proceed. The Leadership Team will have to give a fresh notice in order to convene a further Members Meeting to deal with the remaining business which was intended to be conducted at the meeting which could not proceed.
- 40 The Charity Trustees present at a Members Meeting shall choose (normally from among themselves) the Member who will act as the Chair.

## **Decision-making at Members Meetings**

- 41 The preferred method of decision-making at Members Meetings is by consensus among all Members present, as a consequence of Communal Discernment. The Chair will be entitled to remind the Members present of this preference and to encourage prayerful reflection on the matters under consideration with a view to such consensus emerging.

- 42 Where voting is required at a Members Meeting, this will be conducted in terms of Clauses 43 to 48 inclusive.
- 43 Voting on resolutions relating to the following matters will be conducted by such appropriate form of secret ballot as the Chair may decide:
- 43.1 the removal of a person from membership of the Church;
- 43.2 the election, appointment, suspension or removal of a Charity Trustee; and
- 43.3 any other personal or sensitive matter as determined by the Chair.
- 44 Subject to the exceptions detailed in Clause 43, voting on all other matters will be by show of hands.
- 45 Each Member has one vote, which must be given in person. An abstention will not be regarded as a vote.
- 46 The following resolutions will be valid only if passed by not less than two-thirds of those voting on the resolution at a Members Meeting:
- 46.1 a resolution calling a Minister to the Church;
- 46.2 a resolution removing a person from membership under Clause 26;
- 46.3 a resolution removing a Charity Trustee from office under Clause 73.3;
- 46.4 a resolution directing the Leadership Team to take any particular step (or not to take any particular step) under Clause 85;
- 46.5 a resolution amending the Constitution under Clause 121;
- 46.6 a resolution approving the amalgamation of the Church with another SCIO, or approving the constitution of a new SCIO to be constituted as the successor to the Church pursuant to such an amalgamation;
- 46.7 a resolution to the effect that all of the Church's property, rights and liabilities should be transferred to another SCIO, or agreeing to the transfer to the Church from another SCIO of all of its property, rights and liabilities;
- 46.8 a resolution for the winding up or dissolution of the Church under Clause 118; and
- 46.9 a resolution which is a contrary resolution in relation to the disposal of the assets of the Church in the event of the winding up or dissolution of the Church, for the purposes of Clause 120.

- 47 Subject to the exceptions detailed in Clause 46, voting on all other matters will be by a simple majority vote. If there is an equal number of votes for and against any resolution, the Chair will be entitled to (but may choose not to exercise) a second (casting) vote.
- 48 The Chair will declare the result of any vote at the Members Meeting.

### **Conflict of interest at Members Meetings**

- 49 A Member must not vote at a Members Meeting on any resolution relating to a matter in which the Member has a personal interest or duty which conflicts (or may conflict) with the interests of the Church. The Member concerned must withdraw from the Members Meeting while the matter is being considered.
- 50 Provided that the Member concerned has declared the interest and has not voted on the question of whether or not the Church should enter into the arrangement, a Member may enter into an arrangement with the Church in which the Member has a personal interest. The Member may retain any reasonable remuneration or other reasonable benefit which arises from that arrangement.
- 51 In relation to Clause 50, if the Member concerned is also a Charity Trustee or a Connected Person, then in matters of potential and/or actual conflict of interest, the Charity Trustee will be subject to the additional requirements specified in Clauses 87.3, 89, 104 and 105, and the Connected Person will be subject to the additional requirements specified in Clauses 89 and 105.

### **Minutes of Members Meetings**

- 52 The Leadership Team must ensure that proper minutes are kept in relation to all Members Meetings.
- 53 Minutes of Members Meetings should include the names of those present, and should be initially endorsed by the Chair, and thereafter circulated to the Members, before being formally approved by the Members present at the next Members Meeting.

### **Gathered, Remote and Hybrid Members Meetings**

- 54 Members Meetings will normally be held face to face, with all those attending being physically gathered in the Church's premises or in some other appropriate local venue.

- 55 In exceptional circumstances, and if after due consideration the Leadership Team determines that it is appropriate and necessary to do so, the Leadership Team may specify in the notice calling a Members Meeting that it is to be either a remote meeting, held wholly by means of a video conferencing facility and/or other form of technological facilitation, or a hybrid meeting, with some Members being physically gathered in terms of Clause 54, and other Members participating remotely by means of a video conferencing facility and/or other form of technological facilitation.
- 55.1 In the case of a Remote Meeting:
- 55.1.1 the Leadership Team should prior to the meeting take all reasonably practicable steps to communicate with, and ascertain the views and/or concerns in relation to the matters to be considered at the meeting of, the Members unable to participate in the meeting due to lack of technical ability or facility, so that such views and/or concerns can be taken account of in the Communal Discernment at the meeting; and
- 55.1.2 all Members participating in the meeting shall be deemed to be present in person at the meeting.
- 55.2 In the case of a Hybrid Meeting, all Members participating in the meeting, whether physically gathered or remotely, shall be deemed to be present in person at the meeting.
- 55.3 In the case of either a Remote Meeting or a Hybrid Meeting, the meeting may proceed only if, in the opinion of the Chair, all Members participating, whether physically gathered or remotely, are able to hear each other adequately.

## **LEADERSHIP TEAM (CHARITY TRUSTEES)**

### **Number of Charity Trustees**

- 56 The maximum number of Charity Trustees is 12, of whom:
- 56.1 no more than 2 shall be Charity Trustees who were co-opted in terms of Clause 64; and
- 56.2 no more than 2 shall be Non-qualifying Trustees.
- 57 The minimum number of Charity Trustees is 3.
- 58 Clauses 56 and 57 shall be subject to the over-riding requirement that the Non-qualifying Trustees shall always be in the minority on the Leadership Team. The number of Qualifying Trustees must always exceed the number of Non-qualifying Trustees.

### **Eligibility of Charity Trustees**

- 59 Only a Member who has been baptised as a Christian believer and disciple will be eligible for election or appointment as a Charity Trustee.
- 60 A person who is disqualified from being a trustee of a Charity under the Act will not be eligible for election or appointment as a Charity Trustee.
- 61 Subject to compliance with Clauses 58 to 60 inclusive and 87.3, 89, 104 and 105, a Charity Trustee or a Connected Person may be an employee or remunerated staff member of the Church.

### **Initial and automatically appointed Charity Trustees**

- 62 Subject to Clauses 58 to 60 inclusive:
  - 62.1 the persons who signed the charity trustee declaration forms which accompanied the application to OSCR for charitable status in respect of the Church will be deemed to have been appointed as Charity Trustees with effect from the date on which the Church is formed; and
  - 62.2 any Minister (up to a maximum of 2) will be deemed to have been appointed as a Charity Trustee with effect from the date of appointment as a Minister.

### **Election, co-option, retirement and re-election of Charity Trustees**

- 63 Subject to Clauses 56 and 58 to 60 inclusive, at any AGM, the Members may elect any Member (including a Minister who has not already been deemed to have been appointed as a Charity Trustee in terms of Clause 62.2) as a Charity Trustee. The initial term of office of such Charity Trustee will be 4 years, and the Charity Trustee will retire from office at the end of the fourth AGM following the AGM at which the Charity Trustee was elected.
- 64 Subject to Clauses 56 and 58 to 60 inclusive, the Leadership Team may, if at any time it considers it to be reasonably necessary for the good governance of the Church, appoint by co-option any Member (including a Minister who has not already been deemed to have been appointed as a Charity Trustee in terms of Clause 62.2) to become part of the Leadership Team, and thus a Charity Trustee.
- 65 Any Charity Trustee appointed as such under Clauses 62.1 or 64 shall retire from office at the end of the first AGM after appointment, but at that AGM will be eligible for election as a Charity Trustee in terms of Clause 63.

66 A Charity Trustee retiring from office at the end of an AGM in terms of Clause 63 will at that AGM be eligible for re-election as a Charity Trustee for a further period of 4 years, and will, subject to Clause 67, continue to be eligible for re-election as a Charity Trustee for an additional period of 4 years on the conclusion of each successive 4 year term of service.

67 In the event that a Charity Trustee:

67.1 is not a Minister and/or an Office-bearer; and

67.2 retires as a Charity Trustee at the end of an AGM in terms of Clause 66; and

67.3 has served as a Charity Trustee for a consecutive period of not less than 8 years;

such Charity Trustee must vacate office at the end of the AGM referred to in Clause 67.2, and will not be eligible for re-election as a Charity Trustee until a further 2 years have elapsed.

68 For the purposes of Clauses 63, 66 and 67, the period between one AGM and the next shall be deemed to be one year.

### **Suspension and/or removal of a Charity Trustee from office**

69 The Leadership Team may suspend a Charity Trustee from office by a resolution of a Leadership Team Meeting to that effect if:

69.1 such Charity Trustee is considered to have become incapable for medical or other reasons of carrying out the duties of a Charity Trustee, but only if that incapacity has continued (or is reasonably expected to continue) for a period of more than 6 months; or

69.2 such Charity Trustee is absent without good reason (in the reasonable opinion of the Leadership Team) from 3 or more consecutive Leadership Team Meetings; or

69.3 such Charity Trustee is considered to have been in serious or persistent breach of the Charity Trustee's duties, including those specified in Clause 87.

70 A resolution of the Leadership Team Meeting under Clause 69 shall be valid only if:

70.1 at least 14 days' notice of the intention to propose the resolution has been given to the Charity Trustee concerned. Such notice will specify the grounds for the proposed suspension from office; and

- 70.2 the Charity Trustee concerned is given a reasonable opportunity to address the Leadership Team Meeting prior to the resolution being put to the vote.
- 71 Charity Trustees who have been suspended from office will for the duration of the suspension not be entitled to:
- 71.1 transact or otherwise deal with the funds or the administration of the Church; or
- 71.2 receive any papers or other communications circulated or intended to be circulated to the Leadership Team relating to their duties as Charity Trustees; or
- 71.3 act as, or hold themselves out to be, Charity Trustees.
- 72 In the event of the Leadership Team suspending a Charity Trustee from office in terms of Clauses 69 and 70, the Leadership Team will bring to the next available Members Meeting a recommendation as to whether or not the Charity Trustee concerned should be removed from office.
- 73 The final decision on the suspension and/or removal from office of a Charity Trustee shall be made by the Members Meeting, which may decide:
- 73.1 to revoke the suspension, and restore the Charity Trustee concerned to office; or
- 73.2 to continue the suspension until the next Members Meeting to allow time for further consideration and/or investigation; or
- 73.3 to remove the Charity Trustee concerned from office, by a resolution passed in compliance with Clauses 43, 46 and 76.
- 74 In the event that no resolution in terms of Clauses 73.1, 73.2 or 73.3 is passed by the Members Meeting, the suspension will remain in effect and the matter will be reconsidered at the next Members Meeting.

#### **Termination of office of a Charity Trustee**

- 75 A Charity Trustee will automatically cease to hold office if:
- 75.1 such person becomes disqualified from being a trustee of a Charity under the Act; or
- 75.2 such person ceases to be a Member; or
- 75.3 in the case of a Minister, on the cessation of the appointment as a Minister; or

- 75.4 such person gives to the Leadership Team notice of resignation as a Charity Trustee; or
- 75.5 such person is removed from office by a resolution passed at a Members Meeting in compliance with Clauses 43, 46, 73 and 76.
- 76 A resolution under Clause 75.5 shall be valid only if:
  - 76.1 at least 14 days' notice of the intention to propose the resolution has been given to the Charity Trustee concerned. Such notice will specify the grounds for the proposed removal from office; and
  - 76.2 the Charity Trustee concerned is given a reasonable opportunity to address the Members Meeting at which the resolution is proposed, prior to the resolution being put to the vote.

**Register of the Charity Trustees**

- 77 The Leadership Team must keep a register of the Charity Trustees, setting out:
  - 77.1 for each current Charity Trustee:
    - 77.1.1 the Charity Trustee's full name and address;
    - 77.1.2 the date on which the Charity Trustee was appointed as a Charity Trustee; and
    - 77.1.3 any office held by the Charity Trustee in the Church; and
  - 77.2 for each former Charity Trustee, for at least 6 years from the date on which such person ceased to be a Charity Trustee:
    - 77.2.1 the name of the former Charity Trustee;
    - 77.2.2 any office held by the former Charity Trustee in the Church; and
    - 77.2.3 the date on which such person ceased to be a Charity Trustee.
- 78 The Leadership Team must ensure that the register of the Charity Trustees is updated within 28 days of any change:
  - 78.1 which arises from a resolution of a Leadership Team Meeting or of a Members Meeting; or
  - 78.2 which arises from the appointment, or the termination of the appointment, of a Minister; or
  - 78.3 which is otherwise notified to the Leadership Team.



- 79 If any person requests a copy of the register of the Charity Trustees, the Leadership Team must ensure that a copy is supplied within 28 days, provided that the request is reasonable. If the request is made by a person who is not a Charity Trustee, the Leadership Team may provide a copy which has the addresses of any or all of the Charity Trustees blanked out. Furthermore, such copy may have any or all of the names of the Charity Trustees blanked out if the Leadership Team is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

### **Office-bearers**

- 80 The Charity Trustees may appoint from among themselves from time to time a treasurer and a secretary. In each case the Leadership Team may give to the person or persons so appointed such title or titles alternative to treasurer and/or secretary as the Leadership Team may deem appropriate. The Treasurer must be a Qualifying Trustee.
- 81 The Treasurer and the Secretary shall be the office-bearers of the Church. The same person cannot hold simultaneously more than one of the 2 offices of Treasurer and Secretary.
- 82 An Office-bearer will automatically cease to hold office as such if:
- 82.1 such person is removed from office by a resolution of a Leadership Team Meeting; or
  - 82.2 such person ceases to be a Member; or
  - 82.3 such person ceases to be a Charity Trustee; or
  - 82.4 such person gives to the Leadership Team notice of resignation from that office; or
  - 82.5 in the case of the Treasurer, such person ceases to be a Qualifying Trustee.

### **Powers of the Leadership Team and of the Members**

- 83 Subject to the terms of the Constitution, the Church and its assets and operations will be managed by the Leadership Team, and the Leadership Team will be entitled to exercise all the powers of the Church.
- 84 A Leadership Team Meeting at which a quorum is present may exercise all powers exercisable by the Leadership Team.

- 85 The Members may by way of a resolution passed at a Members Meeting in compliance with Clause 46, direct the Leadership Team to take a particular step, or direct the Leadership Team not to take a particular step. The Leadership Team will give effect to such direction, provided that it is not inconsistent with the Purposes or with the terms of the Act or any other legislative provision.
- 86 Notwithstanding the terms of Clause 85, even in the absence of a formal direction under Clause 85, and subject to their other duties in terms of the Constitution and the Act, the Charity Trustees will, in exercising their functions in accordance with the Purposes, endeavour so far as reasonably practicable to reflect the values, wishes and preferences of the Members, as expressed through the decisions and considerations of the Members Meetings.

### **General duties of the Charity Trustees**

- 87 Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Church and, in particular, must:
- 87.1 seek, in good faith, to ensure that the Church acts in a manner which is consistent with the Purposes;
- 87.2 act with the care and diligence which is reasonable to expect of a person who is managing the affairs of another person;
- 87.3 in circumstances capable of giving rise to a conflict of interest between the Church and any other party:
- 87.3.1 put the interests of the Church before those of the other party; or
- 87.3.2 where any other duty prevents the Charity Trustee from doing so, disclose the conflicting interest to the Leadership Team and refrain from participating in any deliberation or decision of the other Charity Trustees with respect to the matter in question; and
- 87.4 ensure that the Church complies with any direction, requirement, notice or duty imposed on it by virtue of the Act.
- 88 The Leadership Team must take such steps as are reasonably practicable for the purposes of ensuring that:
- 88.1 any breach by any of the Charity Trustees of any of the duties in terms of Clause 87 is corrected by the Charity Trustee concerned, and not repeated;

- 88.2 any Charity Trustee who has been in serious or persistent breach of any of these duties is suspended as a Charity Trustee in terms of Clause 69.3, and a recommendation for the removal from office of that Charity Trustee is brought to a Members Meeting in terms of Clauses 72, 73 and 75; and
- 88.3 in so far as reasonably practicable, any disputes between or among Members (including any such disputes as may be referred to the Leadership Team for assistance in facilitating resolution under Clause 22.8), and/or any disputes between or among Members and Charity Trustees and/or any disputes between or among Charity Trustees, shall be resolved privately and amicably. If such dispute is or becomes serious, sensitive or complex, the Leadership Team may consider seeking the assistance of the Union and its services to facilitate the resolution of the dispute.
- 89 Subject to compliance with Sections 67 and 68 of the Act and Clauses 87.3, 104 and 105, provided that a Charity Trustee has declared the interest and has not voted on the question of whether or not the Church should enter into or continue with the arrangement, a Charity Trustee (or a Connected Person) may enter into an arrangement with the Church (or continue with an arrangement with the Church which was in place before such Charity Trustee was appointed) in which the Charity Trustee (or Connected Person) has a personal interest. The Charity Trustee (or Connected Person) may retain any reasonable remuneration or other reasonable benefit for services provided to the Church (whether as a Minister and/or employee of the Church or otherwise) as may arise from that arrangement.
- 90 The Charity Trustees may be reimbursed all travelling and other expenses reasonably and necessarily incurred in connection with carrying out their duties as Charity Trustees.

## **DECISION-MAKING BY THE LEADERSHIP TEAM (CHARITY TRUSTEES)**

### **Leadership Team Meetings and notice provisions**

- 91 The Charity Trustees will hold regular Leadership Team Meetings, normally monthly, and in any event not less than 6 times in any calendar year after the calendar year in which the Church is formed.
- 92 Leadership Team Meetings will normally be convened by the Secretary, but may be called by any Charity Trustee if so required.
- 93 At least 7 days' notice must be given of all Leadership Team Meetings, unless in the reasonable opinion of the Secretary or other Charity Trustee calling the meeting there is a degree of urgency which makes a shorter period of notice necessary.

## **Procedure at Leadership Team Meetings**

- 94 No valid decisions can be taken at any Leadership Team Meeting unless a quorum is present.
- 95 The quorum for a Leadership Team Meeting is at least 50% of the Charity Trustees, present in person. The number of Qualifying Trustees present at and participating in a Leadership Team Meeting must always exceed the number of Non-qualifying Trustees present at and participating in the meeting.
- 96 Any or all of the Charity Trustees may participate remotely in a Leadership Team Meeting by means of a conference telephone, video conferencing facility or similar communications equipment or any other appropriate form of technological facilitation, so long as all of the Charity Trustees participating in the Leadership Team Meeting can hear each other adequately. Any Charity Trustee participating in a Leadership Team Meeting in this manner will be deemed to be present in person at the meeting.
- 97 If at any time the number of Charity Trustees in office falls below the quorum specified in Clause 95, and/or the number of Non-qualifying Trustees equals or exceeds the number of Qualifying Trustees, the remaining Charity Trustees will have power to fill the vacancies to restore the quorum and/or the majority of Qualifying Trustees, by co-option in terms of Clause 64 and/or to call a Members Meeting, but will not be able to take any other valid decisions.
- 98 The Charity Trustees present at a Leadership Team Meeting will choose the Charity Trustee who will act as the Chair.
- 99 The preferred method of decision-making at Leadership Team Meetings is by consensus among all Charity Trustees present, as a consequence of Communal Discernment. The Chair will be entitled to remind the Charity Trustees present of this preference and to encourage prayerful reflection on the matters under consideration with a view to such consensus emerging.
- 100 Where voting is required at a Leadership Team Meeting, this will be conducted in terms of Clauses 101 to 103 inclusive.
- 101 Every Charity Trustee has one vote, which must be given in person. An abstention will not be regarded as a vote. A vote given by a Charity Trustee participating in a Leadership Team Meeting through any of the methods referred to in Clause 96 will be deemed to have been given in person.

- 102 All decisions at Leadership Team Meetings for which a vote is required will be made by a simple majority vote. If there is an equal number of votes for and against any resolution, the Chair will be entitled to (but may choose not to exercise) a second (casting) vote.
- 103 The Leadership Team Meeting may, at its discretion, invite any person who is not a Charity Trustee to attend and/or speak at a Leadership Team Meeting. Such invited person must not participate in any decision-making process at the meeting.

### **Conflict of Interest for Charity Trustees**

- 104 A Charity Trustee must not vote at a Members Meeting, Leadership Team Meeting or Group Meeting on any resolution relating to a matter in which the Charity Trustee has a personal interest or duty which conflicts (or may conflict) with the interests of the Church. The Charity Trustee concerned must withdraw from the meeting while the matter is being considered.
- 105 A Charity Trustee, or a Connected Person to whom such Charity Trustee is connected, will not be entitled to vote at a Members Meeting, Leadership Team Meeting or Group Meeting on any resolution relating to the remuneration, and/or the terms and conditions of any employment or engagement, of such Charity Trustee or Connected Person. The Charity Trustee and/or Connected Person, as applicable, concerned must withdraw from the meeting while the matter is being considered.
- 106 For the purposes of Clauses 87.3, 89, 104 and 105:
- 106.1 an interest held by a Connected Person who is connected to a Charity Trustee will be deemed to be held by that Charity Trustee; and
- 106.2 a Charity Trustee will be deemed to have a personal interest in respect of a particular matter if a body in relation to which such Charity Trustee is an employee, director, member of the management committee, officer or elected representative, has an interest in that matter.

### **Minutes of Leadership Team Meetings**

- 107 The Leadership Team must ensure that proper minutes are kept in relation to all Leadership Team Meetings.
- 108 Minutes of Leadership Team Meetings should include the names of those present, and should be signed or otherwise signified as approved by the Chair.

## **ADMINISTRATION**

### **Delegation to Ministry Areas and/or Office-bearers**

- 109 The Leadership Team may delegate any of its powers and/or functions to Ministry Areas and/or to either or both of the Office-bearers.
- 110 When delegating powers and/or functions under Clause 109, the Leadership Team must provide a clear remit and set out appropriate conditions, which must include an obligation to report regularly to the Leadership Team.
- 111 Any delegation of powers and/or functions under Clause 109 may be revoked or altered by the Leadership Team at any time.
- 112 A Ministry Area must either include at least one Charity Trustee or liaise closely with a designated link Charity Trustee, but other members of a Ministry Area need not be Charity Trustees.
- 113 The provisions relating to membership of, and the procedural rules for, each Ministry Area will be set by the Leadership Team.
- 114 The Leadership Team must ensure that minutes or other appropriate records are kept in relation to all Ministry Area Meetings.

### **Operation of Bank Accounts**

- 115 The Leadership Team will authorise appropriate persons, including, and operating under the supervision of, the Treasurer, to operate on Bank Accounts on behalf of the Church within a framework of financial control which shall be implemented for the purpose of ensuring independent review of the financial transactions (including electronic and/or online transactions) processed on behalf of the Church.

### **Accounting records and annual accounts**

- 116 The Leadership Team must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 117 The Leadership must prepare, or procure the preparation of, annual accounts complying with all relevant statutory requirements. If an audit is required to comply with statutory provisions, or if the Leadership Team considers that an audit would be appropriate for some other reason, the Leadership Team must ensure that such audit of the accounts is carried out by a qualified auditor. If an audit is not required or considered appropriate, the Leadership Team must ensure that the accounts are examined by an independent examiner with the appropriate experience and expertise.

## **MISCELLANEOUS**

### **Winding-up**

- 118 If the Church is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out in the Act. Any resolution of a Members Meeting that the Church be wound up or dissolved will require to be passed in compliance with Clause 46.
- 119 Any surplus assets available to the Church immediately preceding its winding up or dissolution must be used for Charitable Purposes which are the same as or which closely resemble the Purposes as set out in Clause 4.
- 120 Subject to Clauses 118 and 119, and subject to satisfactory provision for the liabilities of the Church, in the absence of a contrary resolution of a Members Meeting passed in compliance with Clause 46, it would be the intention of the Church that, in so far as reasonably practicable, in the event of the winding up or dissolution of the Church, the surplus assets of the Church would be made over and transferred to the Union.

### **Alterations to the Constitution**

- 121 The Constitution may, subject to Clause 122, be altered by a resolution of a Members Meeting passed in compliance with Clause 46.
- 122 In terms of the Act, the taking of certain steps in relation to the Church and/or the Constitution, including changing the Church's name or altering the Purposes, or the amalgamation or winding-up of the Church, will require consent from OSCR.

### **Notices**

- 123 Any notice which requires to be given in terms of the Constitution by a Member or Members or by an applicant for membership, or by a Charity Trustee, to the Leadership Team, should be in writing (either hand delivered or posted first class) or sent by email to the Secretary. Such notice shall be deemed to have been received by the Secretary:
- 123.1 if hand delivered, on the Working Day after it was personally delivered to the Secretary;
- 123.2 if posted, 2 Working Days after the envelope containing the notice addressed to the Secretary, at the address which has been made known to the Members for that purpose, was committed to the postal system; and

- 123.3 if emailed, on the Working Day after the notice was sent by email to the email address for the Secretary which has been made known to the Members for that purpose.
- 124 Any notice which requires to be given in terms of the Constitution by the Leadership Team to a Member (which for this purpose will be deemed to include an applicant for membership or a Charity Trustee), should be in writing and sent by one or other of the following methods:
- 124.1 hand delivered to the Member, in which case it will be deemed to have been received by the Member on the Working Day after it was personally delivered; or
- 124.2 posted first class to the Member, in which case it will be deemed to have been received by the Member 2 Working Days after the envelope containing the notice addressed to the Member at the postal address last notified by the Member to the Leadership Team, was committed to the postal system; or
- 124.3 emailed to the Member, in which case it will be deemed to have been received by the Member on the Working Day after the notice was sent by email to the email address last notified by the Member to the Leadership Team.

### **Interpretation**

- 125 In interpreting the Constitution, any reference to a Clause is a reference to the relevant clause of the Constitution.

### **Definitions**

- 126 In the Constitution:
- 126.1 “the Act” means the Charities and Trustee Investment (Scotland) Act 2005, and includes any statutory provision which adds to, modifies or replaces that Act and any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision which adds to, modifies or replaces that Act;
- 126.2 “AGM” means an Annual General Meeting of the Members in terms of Clause 28;
- 126.3 “the Appendix” means the appendix to the Constitution;
- 126.4 “the Association” means the unincorporated voluntary association known as Tillicoultry Baptist Church, being Registered Scottish Charity Number SC021255, first established in the year 1893;



- 126.5 “Bank Account” means an account with a bank, building society or other appropriate investment institution;
- 126.6 “the Chair” means the person who actually chairs a Members Meeting or a Leadership Team Meeting, as the case may be;
- 126.7 “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;
- 126.8 “Charity” means a body which is either a “Scottish Charity” within the meaning of Section 13 of the Act or a “charity” within the meaning of Section 1 of the Charities Act 2011, provided that in either case its objects are limited to Charitable Purposes;
- 126.9 “the Charity Trustees” means the individual members of the Leadership Team from time to time;
- 126.10 “the Church” means the organisation established and governed in terms of the Constitution, and is in direct succession to the Association, which continued right up to the time of the establishment of the Church as its successor body, and the ethos of which is continued and is intended to be continued through the Purposes and the activities of the Church;
- 126.11 “Communal Discernment” means the ecclesial practice of attentive listening, deliberating and agreeing together in seeking after God’s perceived will, with regard to an appropriate action or response to be undertaken;
- 126.12 “Connected Person” means a person connected with a Charity Trustee in terms of Section 68(2) of the Act;
- 126.13 “the Constitution” means this Constitution, including the Appendix;
- 126.14 “the Declaration of Principle” means the declaration of principle of the Union as set forth in Part 1 of the Appendix;
- 126.15 “Heritable Property” means land and/or buildings”;
- 126.16 “Hybrid Meeting” means a Members Meeting held with some Members physically gathered and other Members participating remotely in terms of Clause 55;
- 126.17 “the Leadership Team” means collectively such Charity Trustees as may be elected or appointed from time to time in terms of Clauses 62 to 66 inclusive;

- 126.18 “Leadership Team Meeting” means a meeting of the Leadership Team convened in terms of the Constitution, whether a regular or a special meeting;
- 126.19 “the Members” means the members of the Church from time to time;
- 126.20 “Members Meeting” means a meeting of the Members convened in terms of the Constitution, whether an AGM or other general or special meeting;
- 126.21 “Minister” means a person engaged and/or employed by the Church to serve primarily as a pastor or other specialist minister of the Church, whether acting solely in that capacity or as part of a team ministry, and that whether full time or part time and whether or not paid in that capacity;
- 126.22 “Ministry Area” means any ministry area to which the Leadership Team delegates any of its powers and/or functions in terms of Clause 109;
- 126.23 “Ministry Area Meeting” means any meeting of a Ministry Area;
- 126.24 “Non-qualifying Trustee” means a Charity Trustee who is:
- 126.24.1 a Remunerated Trustee; or
  - 126.24.2 a Connected Person connected with a Remunerated Trustee;
- 126.25 “Office-bearer” means an office-bearer of the Church in terms of Clause 81;
- 126.26 “OSCR” means the Office of the Scottish Charity Regulator;
- 126.27 “the Purposes” means the purposes of the Church as set forth in Clause 4;
- 126.28 “Qualifying Trustee” means a Charity Trustee who is not a Non-qualifying Trustee;
- 126.29 “Remote Meeting” means a Members Meeting held wholly by means of a video conferencing facility and/or other form of technological facilitation in terms of Clause 55;
- 126.30 “Remunerated Trustee” means a Charity Trustee (including a paid Minister) who receives remuneration or other benefit from the Church in circumstances permitted by Sections 67 and 68 of the Act and Clauses 87.3, 89, 104 and 105;
- 126.31 “SCIO” means a Scottish Charitable Incorporated Organisation in terms of the Act;

- 126.32 “the Secretary” means the secretary (or such alternative title as the Leadership Team may deem appropriate) of the Church from time to time as appointed in terms of Clause 80;
- 126.33 “the Statement of Foundation Values” means the statement of foundation values of the Church as set forth in Part 2 of the Appendix;
- 126.34 “the Transfer Date” means the date of transfer of the assets and liabilities of the Association to the Church;
- 126.35 “the Treasurer” means the treasurer (or such alternative title as the Leadership Team may deem appropriate) of the Church from time to time as appointed in terms of Clause 80;
- 126.36 “the Union” means The Baptist Union of Scotland, being a charitable company limited by guarantee registered under Number SC620266 and Registered Scottish Charity Number SC049047, and shall where the context so requires or admits include any charitable company limited by guarantee or other charitable organisation or entity, whether or not having the same charity number, set up to succeed to the Union as currently constituted and to which the assets and liabilities of the Union have been transferred; and
- 126.37 “Working Day” means any day on which clearing banks in Scotland are open for business under exception of any local holidays in the area in which the principal office of the Church is located.

## **THE APPENDIX**

This is the Appendix referred to in the attached Constitution of Tillicoultry Baptist Church SCIO

### **PART 1**

#### **DECLARATION OF PRINCIPLE OF THE UNION**

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; and
- 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.

### **PART 2**

#### **STATEMENT OF FOUNDATION VALUES OF THE CHURCH**

Our foundation values are to:

Love God - We love because he first loved us. (1 John 4:19)

Love Others - He answered, 'Love the Lord your God with all your heart and with all your soul and with all your strength and with all your mind'; and, 'Love your neighbour as yourself.' (Luke 10:27)

And Make Disciples - 'Therefore go and make disciples of all nations, baptising them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age.' (Matthew 28:19-20)