

CONSTITUTION OF FALKIRK BAPTIST CHURCH SCIO
(Scottish Charitable Incorporated Organisation)

Registered Scottish Charity Number SC050038

Version 2.0 March 2025

CONSTITUTION
of
FALKIRK 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 Charity Trustees" etc. The full definitions of such defined terms are contained in Clause 131 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, upon registration with the Office of the Scottish Charity Regulator (OSCR), be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

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

Name

3 The name of the Church is “FALKIRK BAPTIST CHURCH SCIO”.

Purposes

4 The Purposes are the advancement of religion, and in particular the Christian faith, primarily in Falkirk District and also throughout Scotland and the rest of the World by all means consistent with:

4.1 The Christian Bible; and

4.2 The Declaration of Principle of the Baptist Union of Scotland (Appendix 1); and

4.3 The Vision and 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 take on lease or licence, or otherwise invest in, heritable properties;

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 all or any 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 and 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, hold regular meetings and generally lead and guide the activities and manage the administration of the Church, including having 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 Baptist Union of Scotland.

Baptism and the Lord's Supper

11 The mode of baptism generally practised by the Church will be immersion. Not withstanding this, in particular individual circumstances, the Leadership Team may agree to an appropriate alternative.

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

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 (contained in Appendix1) and the Vision document.

Application for Membership

14 Any person who wishes 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 accepted as a Member.

15 The decision on any such application shall be made by the Members Meeting which may, at its discretion, refuse to admit any person to membership, although such refusal 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 of the Members Meeting as to whether or not to admit the applicant to membership shall be final, and the Leadership Team must give prompt notice of this decision to the applicant.

17 A Minister shall be deemed to be a Member for the duration of the Minister's appointment as Minister.

18 The Leadership Team will provide every Member with the Constitution in hard copy or digital form. Following any changes to the Constitution, the latest version will be made available on the Church's website and can be downloaded.

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 from the date on which such person ceased to be a Member:
19.2.1 the former Member's 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 the Leadership Team or a resolution passed by the Members; or

20.2 which arises from the appointment of, 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 the Church, Members will voluntarily submit themselves to the following obligations:

22.1 to participate regularly at the public worship of the Church, 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 maintain the spirit of Christian love and unity within the Church;

22.5 to show evidence of their Christian character in every aspect of their lives;

22.6 to share in the fulfilment of the Lord Jesus Christ's Commission to make disciples;

22.7 to treat all matters private to the Church, including discussions and considerations and information or documentation provided at Members Meetings, as confidential; and

22.8 to resolve any disputes with other Members in a private manner, by endeavouring initially to resolve the issue directly with the Member(s) concerned. Only after such initial approach has failed should the Member bring the matter to the Leadership Team to request its assistance in facilitating resolution. The Member should, in so far as reasonably practicable, not 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 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 44 and 47 providing the following procedures have been observed:

26.1 at least 14 days' notice of the intention to propose the resolution is 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 (Annual General Meeting) 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 still 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 the election and/or re-election of Charity Trustees, as referred to in Clauses 64 to 68 inclusive.

31 The Leadership Team should arrange general Members Meetings, in addition to the AGM, not less than once in any calendar year (after the calendar year in which the Church is formed) and may arrange a special Members Meeting at any time. They may also arrange an emergency Members Meeting where there is a degree of urgency involved. (see Clause 34)

Requiring the Leadership Team to arrange a special Members Meeting

32 The Leadership Team must arrange a special Members Meeting if they are requested to do so by a written 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 not less than 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 statutory or legislative provision.

33 The date of the Members Meeting that is arranged in accordance with a notice given in terms of Clause 32 must not be later than 28 days after the date on which the Leadership Team receives the notice.

Notice of Members Meetings

34 At least 14 days' notice must be given of all Members Meetings, unless, in the reasonable opinion of the Secretary/Leadership Team, there is a degree of urgency which means that a shorter period of notice is appropriate and an emergency Members Meeting is being called.

35 In so far as is 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 must specify in general terms what business is to be dealt with 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 falling within Clause 47, must set out the exact terms of the resolution.

Procedure at Members Meetings

37 No valid decisions can be taken at Members meetings unless a quorum is present.

38 The quorum for a Members Meeting shall be 20% of the total membership of the church at that time.

39 If a quorum is not present within 15 minutes after the time at which a Members Meeting was due to start, or if a quorum ceases to be present during a meeting, the meeting cannot proceed. Fresh notices of meeting will require to be sent out to deal with the business (or remaining business) which was intended to be conducted.

40 The Designated Chairperson should normally act as chairperson of each Members Meeting.

41 If the Designated Chairperson is not present within 15 minutes after the time at which the Members Meeting was due to start or is otherwise unable or unwilling to act as the Chair, the Charity Trustees present at the meeting will choose (normally from among themselves) the Member who will act as the Chair.

Decision-making at Members Meetings

42 The preferred method of decision-making at Members Meetings is by consensus among all Members present**.** The Chair shall 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 a consensus emerging.

43 Where voting is required, this shall be conducted in terms of Clauses 44 to 49 inclusive.

43.1 If deemed appropriate by the Leadership Team, voting papers may be issued in advance of the meeting (along with the necessary information on the matter concerned) to allow as many members as possible to participate in the decision-making process whether or not they are present at the meeting.

44 Voting on resolutions relating to the following matters will be conducted by such appropriate form of secret ballot as the Chair may decide

44.1 The calling of a minister to the church
44.2 the removal of a person from membership of the church
44.3 the election, appointment, suspension or removal of a Charity Trustee: and
44.4 any other personal or sensitive matter as determined by the Chair

45 Subject to the exceptions detailed in Clause 44, voting on all other matters will be by a show of hands.

46 Each Member has one vote, which must be given in person unless submitted in line with Clause 43.1. An abstention will not be regarded as a vote.

47 The following resolutions will be valid only if passed by not less than two-thirds of those voting on the resolution

47.1 a resolution calling a Minister to the Church

47.2 a resolution removing a person from membership under Clause 26;

47.3 a resolution removing a Charity Trustee from office under Clause 76.5;

47.4 a resolution directing the Leadership Team to take any particular step (or directing the Leadership Team not to take any particular step) under Clause 86;

47.5 a resolution amending the Constitution under Clause 125;

47.6 a resolution approving the amalgamation of the Church with another SCIO, or approving the constitution of the new SCIO to be constituted as the successor to the Church pursuant to such amalgamation;

47.7 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);

47.8 a resolution for the winding up or dissolution of the Church under Clause 122; and

47.9 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 125.

48 Subject to the exceptions detailed in Clause 47, 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.

49 The Chair will declare the result of any vote at the Members Meeting.

Conflict of Interest at Members Meetings

50 A Member must not vote at a Members Meeting on any resolution that relates 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 an item of this nature is being considered.

51 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 will not be debarred from entering 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.

52 In relation to Clause 51, if the Member concerned is also a Charity Trustee and/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 88.3, 90, 109, and 110, and the Connected person will be subject to the additional requirements specified in Clauses 90 and 110.

Minutes of Members Meetings

53 The Leadership Team must ensure that proper minutes are kept in relation to all Members Meetings.

54 Minutes of Members Meetings must include the names of those present and should be signed or otherwise signified as approved by the Chair.

Gathered, Remote and Hybrid Members Meetings

55 Members Meetings will normally be held face to face, with all those attending being physically gathered in the Church building or other appropriate venue.

56 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 either to be a remote meeting, held wholly by means of a video conferencing facility and/or other form of technical facilitation, or a hybrid meeting, with some Members being physically gathered in terms of Clause 55, and other members participating remotely as described above.

56.1 In the case of a Remote Meeting:

56.1.1 There may be Members who are unable to participate fully in the meeting due to lack of technical ability or facility. The Leadership Team should, prior to the meeting, take all reasonably practicable steps to communicate with these Members, and ascertain their views and /or concerns in relation to the matters to be considered at the meeting, so that such views and/or concerns can be taken account of in reaching consensus at the meeting; and

56.1.2 All Members participating in the meeting shall be deemed to be present in person at the meeting.

56.2 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.

56.3 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

57 The maximum number of Charity Trustees is 12, of whom no more than 2 shall be Charity Trustees who were co-opted under the provisions of Clause 65 and no more than 3 shall be Non-qualifying Trustees. (see Clause 131.23)

58 The minimum number of Charity Trustees is 5.

59 Clauses 57 and 58 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

60 Only a member who has been baptised as a Christian believer and disciple will be eligible for election or appointment as a Charity Trustee.

61 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.
A signed declaration of such qualification will be required.

62 Subject to compliance with Clauses 59 to 61 inclusive and 88.3, 90, 109 and 110, a Charity Trustee or a Connected Person may be an employee or remunerated staff member of the Church.

Initial and automatically appointed Charity Trustees

63 Subject to Clauses 59 to 61 inclusive:

63.1 the individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Church shall be deemed to have been appointed as Charity Trustees with effect from the date of incorporation of the Church; and

63.2 any Minister (up to a maximum of 2) shall 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

64 Subject to Clauses 57 and 59 to 61 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 63.2) to become part of the Leadership Team, and thus a Charity Trustee. The initial term of office of such Charity Trustee will be 3 years, and such Charity Trustee will retire from office at the end of the third AGM following the AGM at which the Charity Trustee was elected.

65 Subject to Clauses 57 and 59 to 61 inclusive, the Leadership Team may, if it is considered to be reasonably necessary for the good governance of the Church, at any time 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 63.2) to become part of the Leadership Team, and thus a Charity Trustee.

66 Any Charity Trustees appointed as such under Clause 63.1 or 65 shall retire from office as Charity Trustees with effect from the end of the next AGM after their appointment, but at that AGM will be eligible for election as a Charity Trustee in terms of Clause 64.

67 A Charity Trustee retiring with effect from the end of an AGM in terms of Clause 64 will at that AGM be eligible for re-election as a Charity Trustee for one further period of 3 years at that point and, subject to Clause 68, will also be eligible for re-election in the future.

68 In the event that a Charity Trustee:

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

68.2 retires as a Charity Trustee with effect from the end of an AGM in terms of Clause 67; and

68.3 has served as a Charity Trustee for a consecutive period of not less than 6 years;

such Charity Trustee must vacate office at the end of the AGM referred to in Clause 68.2, and will not then be eligible for re-election or re-appointment as a Charity Trustee until a further year has elapsed.

69 For the purposes of Clauses 64, 67 and 68, the period between one AGM and the next shall be deemed to be a period of one year.

Suspension and/or removal of a Charity Trustee from office

70 The Leadership Team may suspend a Charity Trustee from office as a Charity Trustee by a resolution of the Leadership Team to that effect if:

70.1 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 has continued (or is reasonably expected to continue) for a period of more than 6 months; or

70.2 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

70.3 such Charity Trustee is considered to have been in serious or persistent breach of the Charity Trustee's duties, including those specified in Clause 88

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

71.1 at least 14 days' notice of the intention to propose the resolution has been given to the Charity Trustee concerned, specifying the grounds for the proposed suspension from office; and

71.2 the Charity Trustee concerned is given a reasonable opportunity to address the Leadership Team Meeting at which the resolution is proposed, prior to the resolution being put to the vote.

72 A Charity Trustee who has been suspended from office will for the duration of the suspension not be entitled to:

72.1 transact or otherwise deal with the funds or the administration of the Church;

72.2 receive any papers or other communications circulated or intended to be circulated to the Leadership Team relating to their duties as Charity Trustees; or

72.3 act as, or hold themselves to be, a Charity Trustee.

73 In the event of the Leadership Team suspending a Charity Trustee from office in terms of Clauses 70 and 71, 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 as a Charity Trustee.

74 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:

74.1 to revoke the suspension and restore the Charity Trustee concerned to office; or

74.2 to continue the suspension until the next Members Meeting to allow time for further consideration and/or investigation; or

74.3 to remove the Charity Trustee concerned from office, by a resolution passed in compliance with Clauses 44,47 and 77

75 In the event that no resolution in terms of Clauses 74.1, 74.2 or 74.3 is passed by the Members Meeting, the suspension will remain in effect and the matter will be reconsidered by the next Members Meeting.

Termination of office of a Charity Trustee

76 A Charity Trustee will automatically cease to hold office if:

76.1 such person becomes disqualified from being a trustee of a Charity under the Act; or

76.2 such person ceases to be a Member; or

76.3 in the case of a Minister on the cessation of his/her appointment as a Minister; or

76.4 such person gives to the Leadership Team notice of resignation as a Charity Trustee; or

76.5 such person is removed from office by a resolution passed at a Members Meeting in compliance with Clauses 44,47,74 and 77.

77 A resolution under Clause 76.5 shall be valid only if:

77.1 at least 14 days' notice of the intention to propose the resolution has been given to the Charity Trustee concerned, specifying the grounds for the proposed removal from office; and

77.2 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

78 The Leadership Team must keep a register of the Charity Trustees, setting out:

78.1 for each current Charity Trustee:

78.1.1 the Charity Trustee's full name and address;

78.1.2 the date on which the Charity Trustee was appointed as a Charity Trustee; and

78.1.3 any office held by the Charity Trustee in the Church; and

78.2 for each former Charity Trustee, for at least 6 years from the date on which such person ceased to be a Charity Trustee:

78.2.1 the name of the former Charity Trustee;

78.2.2 any office held by the former Charity Trustee in the Church; and

78.2.3 the date on which such person ceased to be a Charity Trustee.

79 The Leadership Team must ensure that the register of the Charity Trustees is updated within 28 days of any change:

79.1 which arises from a resolution of the Leadership Team or a resolution passed by the Members; or

79.2 which arises from the appointment, or the termination of appointment, of a Minister; or

79.3 which is otherwise notified to the Leadership Team

80 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

81 The Charity Trustees must appoint from among themselves from time to time a treasurer, a secretary and a designated chairperson. The Designated Chairperson may be a Minister. The Treasurer must be a Qualifying Trustee.

82 The Treasurer, the Secretary and the Designated Chairperson shall be the office-bearers of the Church. The same person cannot simultaneously hold more than **one** of the 3 offices of Treasurer, Secretary and Designated Chairperson.

83 An Office-bearer will automatically cease to hold office as such if:

83.1 such person is removed from that office by a resolution of the Leadership Team; or

83.2 such person gives to the Leadership Team notice of resignation from that office; or

83.3 such person ceases to be a Member; or

83.4 such person ceases to be a Charity Trustee; or

83.5 in the case of the Treasurer, such person ceases to be a Qualifying Trustee.

Powers of the Leadership Team and of the Members

84 Except where the Constitution states otherwise, 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.

85 A Leadership Team Meeting at which a quorum of 50% of that team is present may exercise all powers exercisable by the Leadership Team.

86 The Members may, by way of a resolution passed in compliance with Clause 47, direct the Leadership Team to take any particular step or direct the Leadership Team not to take any particular step, and provided that such direction is not inconsistent with the Purposes or with the Act or any other statutory or legislative provision, the Leadership Team shall give effect to any such direction accordingly.

87 Notwithstanding the terms of Clause 86, even in the absence of a formal direction under Clause 86, and subject to their other duties in terms of the Act and the Constitution, the Charity Trustees will, in exercising their functions in accordance with the Purposes, endeavour in so far as reasonably practicable, to reflect the values, preferences and wishes of the Members as expressed through the decisions and considerations of the Members Meetings.

General Duties of the Charity Trustees

88 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:

88.1 seek, in good faith, to ensure that the Church acts in a manner which is in accordance with the Purposes;

88.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

88.3 in circumstances giving rise to the possibility of a conflict of interest between the Church and any other party:

88.3.1 put the interests of the Church before that of the other party; or

88.3.2 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 regard to the matter in question; and

88.4 ensure that the Church complies with any direction, requirement, notice or duty imposed under or by virtue of the Act.

89 The Leadership Team must take such steps as are reasonably practicable for the purpose of ensuring that:

89.1 any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned, and not repeated;

89.2 any Charity Trustee who has been in serious and persistent breach of those duties is suspended as a Charity Trustee in terms of Clause 70.3 and a recommendation for the removal from office of that Charity Trustee is brought to a Members Meeting in terms of Clauses 73,74 and 76; and

89.3 in so far as reasonably practicable, any disputes between or among Members (including 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 any disputes between or among Charity Trustees, shall be resolved privately and amicably. In the event that any such dispute is or becomes serious, sensitive or complex, the Leadership Team should consider seeking the assistance of the Baptist Union of Scotland, and availing itself of the services of the Baptist Union of Scotland, to facilitate the resolution of the dispute.

90 Subject to compliance with Sections 67 and 68 of the Act and Clauses 83.3, 109 and 110, 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 continuing 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 may retain any reasonable remuneration or other reasonable benefit for services provided to the (whether as a Minister and/or employee of the Church or otherwise), as may arise from that arrangement.

91 The Charity Trustees may be reimbursed all travelling and other expenses reasonably incurred by them in connection with carrying out their duties as Charity Trustees.

Code of conduct for Charity Trustees

92 Each of the Charity Trustees shall comply with any code of conduct prescribed by the Leadership Team from time to time.

93 Any code of conduct referred to in Clause 92 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in the Constitution and the duties imposed on trustees of a Charity under the Act, and all relevant provisions of the Constitution shall be interpreted and applied in accordance with the provisions of any code of conduct in force from time to time.

DECISION-MAKING BY THE LEADERSHIP TEAM (CHARITY TRUSTEES)

Leadership Team Meetings and notice provisions

94 The Charity Trustees shall hold regular Leadership Team Meetings not less than 6 times in any calendar year after the calendar year in which the Church is formed. They may also arrange an emergency meeting where there is a degree of urgency involved.

95 Leadership team meetings will normally be convened by the Secretary, but may be called by any Charity Trustee if so required.

96 At least 7 days' notice must be given of each Leadership Team Meeting unless, in the reasonable opinion of the Secretary (or other Charity Trustee calling the meeting), there is a degree of urgency which means that a shorter period of notice is appropriate. Papers for the meeting will normally also be issued at that time.

Procedure at Leadership Team Meetings

97 No valid decisions can be taken at a Leadership Team Meeting unless a quorum is present.

98 The quorum for Leadership Team Meetings is 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.

99 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 form of technological facilitation, so long as all 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 shall be deemed to be present in person at the meeting.

100 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in Clause 98, 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 65 and/or to call a Members Meeting, but will not be able to take any other valid decisions.

101 The Designated Chairperson should normally act as chairperson of each Leadership Team Meeting.

102 If the Designated Chairperson is not present within 15 minutes after the time at which the Leadership Team Meeting was due to start (or is not willing to act as chairperson), the Charity Trustees present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.

103 The preferred method of decision making at Leadership Team Meetings is by consensus among all Charity Trustees present. The Chair shall 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 a consensus emerging.

104 Where a vote is required, this shall be conducted in terms of Clauses 105 to 108.

105 Every Charity Trustee has one vote, which must be given in person. A vote given by a Charity Trustee participating in a Leadership Team Meeting through any of the methods referred to in Clause 99 will be deemed to have been given in person.

106 All decisions at Leadership Team Meetings for which a vote is required will be made when 75% of those present vote in favour of the decision.

107 In exceptional circumstances, and if deemed appropriate by the Leadership Team, decisions may be taken outwith a Leadership Team Meeting via WhatsApp, email or other secure means. A record of such decisions must be included in the relevant Leadership Team Meeting minutes. At least 50% of Trustees, with a majority being Qualifying Trustees, must participate in such decision making. A vote requires at least 75% to be in support of the decision.

108 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

109 A Charity Trustee must not vote at a Members Meeting or Leadership Team Meeting or Group Meeting on any resolution that relates 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. Such Charity Trustee must withdraw from the meeting while an item of that nature is being considered.

110 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.

111 For the purposes of Clauses 88.3, 90,109 & 110:

111.1 an interest held by a person who is "connected" with the Charity Trustee shall be deemed to be held by that Charity Trustee; and

111.2 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

112 The Leadership Team must ensure that proper minutes are kept in relation to all Leadership Team Meetings.

113 The minutes of Leadership Team Meetings must include the names of those present, and should be signed or otherwise signified as approved by the Chair.

ADMINISTRATION

Delegation to Groups and/or Office-bearers

114 The Leadership Team may delegate any of its powers and/or functions to a Group or Groups and/or to any or all of the office-bearers

115 When delegating powers and/or functions under Clause 114 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.

116 Any delegation of powers and/or functions under Clause 114 may be revoked or altered by the Leadership Team at any time.

117 A Group must include at least one Charity Trustee, but the other members of a Group need not be Charity Trustees.

118 The provisions relating to membership of, and procedural rules for each group will be set by the Leadership Team,

119 The Leadership Team must ensure that minutes or other appropriate records are kept in relation to all Group Meetings.

Operation of Bank Accounts

120 The Leadership Team will authorise appropriate individuals, including, and 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

121 The Leadership Team must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

122 The Leadership Team must prepare, or procure the preparation of, annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions or if the Leadership Team considers that an audit would be appropriate for some other reason, the Leadership Team must ensure that an 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

123 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 accordance with Clause 47

124 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

125 Subject to the terms of Clauses 123 and 124, and subject to satisfactory provision for the liabilities of the Church, in the absence of a contrary resolution of the Members passed at a Members Meeting in compliance with Clause 47, 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 Baptist Union of Scotland,

Alterations to the Constitution

126 The Constitution may (subject to Clause 127) be altered by resolution of the Members passed at a Members Meeting in compliance with Clause 47.

127 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

128 Any notice 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:

128.1 if hand delivered, on the Working Day after it was personally delivered to the Secretary;

128.2 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

128.3 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.

129 Any notice which requires to be given in terms of the Constitution by the leadership Team to a Member (which for this purpose shall 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:

129.1 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 Church, was committed to the postal system; or

129.2 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

129.3 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

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

Definitions (in alphabetical order)

131 In the Constitution:

131.1 "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;

131.2 "AGM" means an Annual General Meeting of the Members in terms of Clause 28;

131.3 "The Appendix" means the appendix to the Constitution;

131.4 "Bank Account" means an account with a bank, building society or other appropriate investment institution;

131.5 "The Baptist Union of Scotland" means the charitable company limited by guarantee registered under Number SC620266 and Registered Scottish Charitable Company 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 Baptist Union of Scotland as currently constituted and to which the assets and liabilities of the Baptist Union of Scotland have been transferred;

131.6 "The Chair" means the person who actually chairs a Members Meeting or a Leadership Meeting as the case may be, whether or not that person is the Designated Chairperson;

131.7 "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;

131.8 "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, providing in either case that its objects are limited to Charitable Purposes;

131.9 "The Charity Trustees" means the individual members of the Leadership Team from time to time;

131.10 "the Church" means the organisation established and governed in terms of the Constitution, which is in direct succession to the unincorporated association known as "Falkirk Baptist Church", (being Registered Scottish Charity Number SC014725) set up in the year 1807, and 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;

131.11 "Connected Person" means a person connected with a Charity Trustee under Section 68(2) of the Act;

131.12 “The Constitution” means this Constitution, including the Appendix;

131.13 “The Declaration of Principle” means the declaration of principle of the Baptist Union of Scotland as set forth in Part 1 of the Appendix;

131.14 “The Designated Chairperson” means the designated chairperson of the Church from time to time as appointed in terms of Clause 81;

131.15 “Group” means any group to which the Leadership Team delegates any of its functions in terms of Clause 114;

131.16 “Group Meeting” means any meeting of a Group;

131.17 “Heritable property” means land and/or buildings;

131.18 “Hybrid Meeting” means a Members Meeting held with some members gathered physically and other Members participating remotely in terms of Clause 56;

131.19 “The Leadership Team” means collectively such Charity Trustees as may be elected or appointed from time to time in terms of Clauses 63 to 68 inclusive;

131.20 “Leadership Team Meeting” means a meeting of the Leadership Team convened in terms of the Constitution, whether a regular or a special meeting;

131.21 “The Members” means the members of the Church from time to time;

131.22 “Members Meeting” means a meeting of the Members convened in terms of the Constitution, whether an AGM or other general or special meeting;

131.23 “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;

131.24 “Non-qualifying Trustee” means a Charity Trustee who is:

131.24.1 a Remunerated Trustee; or

131.24.2 a person who is connected with a Remunerated Trustee as “connected” is defined in Section 68(2) of the Act;

131.25 “Office-bearer” means an office-bearer of the Church in terms of Clause 81;

131.26 “OSCR” means the Office of the Scottish Charity Regulator;

131.27 “The Purposes” means the purposes of the Church as set forth in Clause 4;

131.28 “Qualifying Trustee” means a Charity Trustee who is not a Non- qualifying Trustee;

131.29 “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 56;

131.30 “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 88.3, 90, 109 and 110;

131.31 “SCIO” means a Scottish Charitable Incorporated Organisation in terms of the Act;

131.32 “The Secretary” means the secretary of the Church from time to time as appointed in terms of Clause 81;

131.33 “The Treasurer” means the treasurer of the Church from time to time as appointed in terms of Clause 81;

131.34 “The Vision and Values” mean the vision and values of the Church as set forth in the “Vision” document and reviewed from time to time; and

131.35 “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.

APPENDIX 1

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

DECLARATION OF PRINCIPLE OF THE BAPTIST UNION OF SCOTLAND

The Declaration of Principle of the Baptist Union of Scotland states:

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.

VERSION CONTROL TABLE

VERSION	DATE	STATUS/ CHANGES
Version 1.0	September 2019	Original version on transition to SCIO
Version 1.1	March 2020	Clause 37 amended to allow for remote or hybrid meetings
Version 2.0	March 2025	Minor amends in line with new BUS exemplar. Leadership Team Meetings: • Increase to 75% threshold for decisions • Notice period reduced • Allowance made for emergency meetings and decisions via electronic means. Members meetings – explicit provision for emergency meetings added. Removal of Vision and Values information from appendix – now in a separate document.