

Scottish Charity No. SC 023190

DRAFT

CONSTITUTION

OF

SAINT PETER'S

SCOTTISH EPISCOPAL CHURCH

LINLITHGOW

Situated at:
153 High Street
Linlithgow
West Lothian.
EH49 7EJ.

Draft of 14 March 2010

~~CONSTITUTION OF ST PETER'S SCOTTISH EPISCOPAL CHURCH LINLITHGOW.~~

~~(Adopted 23rd November 1980)~~

1. CHARGE—

The Charge shall be an Independent ~~Mission~~ Congregation, known by the name of ST.PETER'S situated at Linlithgow in the Diocese of Edinburgh of the Scottish Episcopal Church ~~in Scotland~~ ~~(hereinafter referred to as the Scottish Church)~~. For the purpose of charitable registration with the secular authorities, it shall be known as “St Peter’s Scottish Episcopal Church Linlithgow.”

2. AUTHORITY AND LIMITATION OF CONSTITUTION—

The Charge shall form part of the Scottish Church, and ~~as such shall have as its charitable purpose the advancement of religion.~~ ~~The~~ Clergy, Congregation and all Officials thereof shall be subject to the Canons of that Church ~~in force from time to time~~.

3. TRUSTEES—

- (a) The members of the Vestry are the trustees of the charity, and as such must be eighteen years of age or over.
- (b) The heritable property of the Charge, shall be vested in the Bishop, Dean, Chancellor and Registrar, all of the Diocese ex officii, in trust for the Charge, save as hereinafter provided in Article 23 hereof. The ~~Diocesan~~ Trustees shall be under no duty to take any active part in the management of the property vested in them, and shall have no personal responsibility in regard thereto, but may rely upon the proper management thereof by the Vestry, and the ~~Diocesan~~ Trustees shall be indemnified out of the Funds of the Charge against liability undertaken or incurred by them.

4. ~~RELATION OF THE CONGREGATION TO THE REPRESENTATIVE CHURCH COUNCIL~~ SYNOD

The Priest-in-Charge and Congregation shall conform to the ~~rules—resolutions~~ of the ~~Representative Church Council, and in particular to the rules with reference to the election of Lay Representatives, and the collection of funds for the said Council~~ ~~Diocesan and General Synods~~, or such other body as may at any time be substituted by Canonical enactment therefor.

5. CONSTITUENT MEMBERS—

The Constituent Members of the Congregation shall be the Communicants of not less than ~~eighteen sixteen~~ years of age whose names are on the Roll of Communicants of the Congregation, kept as provided for in the Code of Canons (Canon ~~xi of 1929~~41).

6. ANNUAL MEETING—

Once in every year, within ~~three~~ six months after the 30th September, a Meeting of the Constituent Members of the Congregation shall be summoned by the Vestry and notice thereof shall be given during Divine Service on the two Sundays immediately preceding such Meeting: the Meeting may be held on the Sunday on which the notice has been given for the second time. ~~The accidental omission to give notice of a meeting shall not invalidate the proceedings of that meeting.~~ The Priest-in-Charge, if present ~~and so wishing~~, shall preside, but ~~in his absence~~ otherwise, or during a vacancy in the Charge, the Meeting shall elect its ~~own~~ Chairman, ~~twenty shall be a quorum.~~ The Chair~~man~~ shall vote only in case of an equality of votes. ~~Twenty shall be~~ quorum.

7. BUSINESS AT ANNUAL MEETING—

It shall be the duty of the Constituent Members of the Congregation at the Annual Meeting:

- (a) to elect from among the Constituent Members the required number of persons within the limits hereinafter specified to act as members of the Vestry, ~~including in particular election of the Lay Representative and Alternative Lay Representative;~~
- (b) ~~to elect, if not appointed at a special meeting called for the purpose, the Lay Representative and Alternative Lay Representative and also a Lay Representative to the Area Council ;~~
- ~~(c)~~ to appoint an independent examiner to examine the accounts of the Charge and report thereon, or, if required by the Charities Accounts (Scotland) Regulations 2006 or other provisions corresponding to the same to which the Scottish Episcopal Church is subject, to appoint an auditor in accordance with those regulations; declaring that in the event of a vacancy arising in the office of examiner or auditor between Annual General Meetings, the Vestry shall appoint an interim examiner or auditor who shall hold office until the next Annual General Meeting ~~to appoint an auditor (approved by the Diocesan Treasurer) to audit the Accounts of the Vestry;~~
- ~~(cd)~~ to receive the Report and Accounts of the Vestry and the reports of the Lay Representative ~~and Lay Representative to the Area Council;~~ and
- ~~(de)~~ to deal with any other competent business.

~~The names of all candidates for election together with the names of their proposers and seconders shall be lodged with the Secretary to the Vestry prior to the commencement of the meeting, except that in the case of uncontested vacancies nominations may at the discretion of the Chair be received at the time of the meeting; no speeches in connection with the elections shall be permitted and all elections, if contested, shall be conducted by secret ballot. The Lay Representative shall in order to give effect to Resolution 5(b) of the RCC Digest of Resolutions be afforded an opportunity as early as possible after the Annual Meetings of the RCC and Diocesan Council of reporting the proceedings thereof to the congregation.~~

8. SPECIAL MEETINGS—

Special Meetings of the Constituent ~~members of the~~ Congregation may be called at any time by the Priest-in-Charge or at the request of either a majority of the Vestry or not ~~less~~ fewer than fifteen Constituent Members, given in writing ~~a~~ Addressed to the Priest-in-Charge, or during a vacancy in the Charge, to the Secretary of the Vestry. The ~~rules of conduct applicable to the Annual General Meeting (Article 6) shall apply;~~ in particular the same notice of Special Meetings shall be given as in the case of Annual Meetings. The notice shall specify the purpose for which the Special Meeting is to be called.

9. VARIATIONS OF PERIODS OF NOTICE OF MEETINGS—

Notwithstanding Article 23 hereof, ~~at the request of the Vestry~~ the Bishop of the Diocese may, ~~at the request of the Vestry and if he is~~ they are satisfied that special circumstances have arisen, authorise the holding of the Annual Meeting outwith the time specified in Article 6 and the giving of shorter notice of meetings than that specified in articles 6, 8 and 23.

~~10. SEATS IN CHURCH, provided for the worshippers, shall be free and unappropriated.~~

104. VESTRY—

The temporal affairs of the Congregation shall be under the management of the Vestry consisting of:-

- (a) the Priest-in-Charge ex officio;;
- (b) the Lay Representative ex officio;;
- (c) ~~and a Churchwarden to be appointed annually by the Priest in Charge, to be known as the Priest's Warden ex officio;;~~
- (d) the Secretary ex officio;
- (e) the Treasurer ex officio;
- (f) ~~and not more than seven constituent members, three to be a quorum. Any lay person in regular paid employment of the charge shall be ineligible for membership of the Vestry~~two other elected members;
- (g) ~~t~~The Vestry may co-opt for the period of not more than one year, up to two additional members of the Vestry, who will have the same voting rights and duties as other Vestry members.

The Vestry shall appoint one of its members with appropriate expertise to act as Fabric Convenor to advise it on works necessary for the proper preservation of the fabric as required by Articles 11(a) and 11(b). One of the members shall also be elected by the Congregation to serve as Alternate Lay Representative, as required by Article 13(c).

At the first opportunity following each Annual General Meeting, the Vestry shall elect one of their number to serve for a year as Chair of the Vestry; the member so elected may be drawn from any of the categories of member (a) to (g) defined above and shall have a casting as well as a deliberative vote. In his or her absence from any meeting of the Vestry, a Chair shall be appointed for that meeting who shall for that meeting have a casting as well as a deliberative vote.

The Vestry shall meet at least twice a year, ~~and the Chairman, who shall have a casting as well as a deliberative vote, shall be the Priest in Charge, or in the case of his absence, a member elected by the Vestry.~~ Special meetings of the Vestry may be called at any time at the request of the Priest-in-Charge or of three members of the Vestry by notice given in writing addressed to the Secretary of the Vestry ~~or at the request of the Priest in Charge.~~ ~~Of the elected members at least one shall retire annually and shall not be eligible for re-election that year, but this shall not apply to the Secretary and Treasurer if members of the Vestry.~~ Casual vacancies in Vestry membership occurring between annual Meetings of the Congregation may be filled by the Vestry till the next Annual Meeting of the Congregation. ~~All members of the Vestry be selected from the constituent members of the Congregation. A casual vacancy in the office of Priest's Warden shall be filled on~~

~~the nomination of the Priest-in-Charge.~~ Four members of the Vestry shall be considered a quorum.

112. DUTIES OF VESTRY—

- (a) The Vestry shall have charge of the fabric and property of the Church, and of any ~~Parsonage, Schools, Halls, and Rectory~~ or other property which may be acquired in connection with the Charge, as well as all gifts and bequests for endowment, charity, or other purposes which may accrue to the Church from time to time. ~~The Vestry shall also have charge of any website or other intellectual property pertaining to the Charge.~~ They shall be bound to keep ~~the all~~ buildings and properties in repair and insured against fire and other risks, and to discharge ~~the few duties~~ any associated ~~and all other~~ burdens, and to assist the Priest-in-Charge in the safe custody of the Church plate, registers and other documents.
- (b) The Vestry shall be responsible for keeping the ~~Parsonage Rectory~~ wind and water tight, and in proper sanitary condition, the Priest-in-Charge being responsible to the Vestry for ordinary internal repairs—, unless otherwise arranged between the Priest-in-Charge and the Vestry. ~~For the avoidance of doubt, the matter of internal repairs may be made the subject of a special arrangement between the Priest-in-Charge and the Vestry.~~
- (c) The Vestry shall ensure that the needs of the whole Church in regard to ~~m~~Mission work at home ~~or~~ and overseas and the other objects of the ~~RCC~~ General Synod ~~can~~may receive the interest and support of the Congregation.
- (d) The Vestry shall generally assist the Priest-in-Charge, ~~subject always to the Priest-in-Charge's canonical rights and duties,~~ in every way in their power in all matters affecting the spiritual welfare of the Congregation ~~subject always to his canonical rights and duties.~~
- (e) The ~~f~~Funds of the Charge, so far as not used for the acquisition of property to be used as a ~~Parsonage Rectory~~ or otherwise in connection with the Charge, ~~shall~~may be invested by the Vestry ~~in securities authorised by the Law of Scotland for the investment of Trust Funds, or~~ in the Unit Trust Pool or other investment schemes administered or approved by the Scottish Episcopal Church, or deposited with a bank or building society or invested in securities, all as provided for in the Charities and Trustee Investment Act (Scotland) 2005. ~~with the Representative Church Council in the Unit Trust Pool or with a bank, but this restriction shall not apply to properties and investments given or bequeathed to the Charge with wider powers of investment laid down. Notwithstanding the foregoing provisions the Vestry may invest funds excepting those so bequeathed that they are to be subject to the aforesaid restrictions in other securities, including Ordinary Shares or Stock or Common Shares or Stock provided there is no uncalled liability thereon upon the advice of a reputable Stockbroker and with the consent of the Registrar of the Diocese. Investments held by the Vestry may be registered in the names of such members or officials of the Vestry or otherwise (including Bank Nominees or "The RCC of the Episcopal Church in Scotland Trustees Nominees" on behalf of the Vestry) all as such Vestry shall from time to time determine. The Vestry may alter such investments held by them from time to time as is thought expedient upon advice and with consent as aforesaid.~~
- (f) The Vestry, by virtue of comprising the Trustees of the Charge, has responsibility for ensuring compliance with the Charities & Trustee Investment Act (Scotland) 2005 and other relevant secular legislation and has the right to indemnify its members out of the funds of the Charge against liability undertaken or incurred by them.

123. DUTIES OF OFFICE ~~BEARERS TO BE APPOINTED BY THE VESTRY—~~

~~The Vestry shall appoint a Secretary and a Treasurer who need not be members of the Vestry. The offices of Secretary and Treasurer may be combined.~~

(a) *The Priest-in-Charge*

It shall be the duty of the priest in charge to deal with all matters spiritual in the building up of the body of Christ in the church of St Peter's and the town of Linlithgow. This includes providing for all services scheduled whether in the church or otherwise, for pastoral responsibility, for the furtherment of spirituality and growth, and in praying for the congregation and for the needs of the world.

(b) *The Secretary*

It shall be the duty of the Secretary (a) to ~~prepare and ensure the keeping of~~ keep minutes of the proceedings of the Vestry and of the ~~m~~Meetings of the ~~c~~Constituent ~~m~~Members of the Congregation; (b) to exhibit ~~the~~ same when called upon by any member of the Vestry; (c) to issue notices of meetings; (d) to conduct necessary correspondence, and generally (e) to conform to instructions received from the Vestry.

(c) *The Treasurer*

It shall be the duty of the Treasurer (a) to prepare and keep the accounting records of the ~~Congregation~~Charge; (b) to prepare annual accounts, and submit them to the ~~Auditor~~ independent examiner or auditor appointed ~~by the congregation~~ in terms of Article ~~&7~~ hereof; (c) to ensure lodgement in a bank or building society, in an account ~~to be~~ opened in the name of the ~~Vestry~~Charge for that purpose, all monies received by ~~him~~them on behalf of the Congregation, the bank or building society account being operated in such manner as the Vestry may direct; (d) to exhibit when called upon ~~his books of~~their accounting records to any member of the Vestry, and generally (e) to conform to instructions received from the Vestry. ~~The bank account shall be operated upon in such manner as the Vestry may direct.~~

(d) *The Lay Representative*

It shall be the duty of the Lay Representative (a) to bring to the Vestry any items of discussion or requests made by members of the congregation; (b) to attend Area Council meetings, and keep the congregation abreast of the discussions and intimations given therein; (c) to attend Diocesan Synod, to represent the congregation's views there if necessary, and to report as to its deliberations. The Lay Representative shall as appropriate be assisted in these duties by the Alternate Lay Representative.

(e) *The Priest's Warden*

It shall be the duty of the Priest's Warden to act as an advisor and consultant to the priest concerning new ideas and initiatives and to report to the Priest-in-Charge any feedback by members of the congregation concerning the nature of the Priest's ministry in the church. Their position shall also be one of confidential support and reflection on the ministry of the Priest.

13. ELECTION OF VESTRY MEMBERS

- (a) The Lay Representative shall be elected by the constituent members of the congregation each year, at the AGM, for the period of office of one year. The Lay Representative may be elected for five consecutive years, after which they shall normally demit office for the period of at least one year.

- (b) The Priest's warden shall be appointed annually by the Priest-in-Charge, the appointment being announced at the AGM. The Priest's Warden may be appointed for five consecutive years, after which they shall normally demit office for the period of at least one year.
- (c) The Alternative Lay Representative shall be elected by the congregation from among the Vestry Members, for the period of office of one year. The Priest's Warden shall not normally be eligible to be considered for the post of Alternate Lay Representative.
- (d) The Treasurer and Secretary shall each be elected for a period of office of three years, after which they may be re-appointed for one further term of three years, after which, they shall normally demit office for the period of at least one year.
- (e) All other elected members of Vestry shall be appointed for three years, after which they shall normally demit office for the period of at least one year.
- (f) No-one serving in any of the roles of Lay Representative, Secretary, Treasurer or Priest's Warden may normally be elected or appointed onto the Vestry in the same year that they demit office.
- (g) Following the resignation or continuous absence of any of the Lay Representative, Secretary or Treasurer, it shall be the province of the Vestry to appoint a Constituent Member of the congregation to fulfil that role, for the remainder of the original term of office.

All members of the Vestry shall be selected from the Constituent Members of the Congregation. Vacancies in Vestry membership occurring between Annual General Meetings of the Congregation may be filled by the Vestry until the next Annual General Meeting of the Congregation. The Vestry shall not normally appoint those who had demitted their office within the past year. A casual vacancy in the office of Priest's Warden shall be filled on the nomination of the Priest-in-Charge.

14. ANNUAL REPORT OF THE VESTRY—

The Vestry shall, at the Annual Meeting of the Congregation, present a Report upon their transactions, during the preceding year, including the congregational accounts under their charge, with the independent examiner's or auditor's report thereon. The Report and Accounts may be circulated throughout the Congregation before, at, or after the Annual Meeting.

15. APPOINTMENT OF PRIEST-IN-CHARGE—

The appointment of the Priest-in-Charge shall rest with the Bishop of the Diocese in consultation with the Vestry or representatives nominated by the Congregation for the purpose, and upon his their choice of a duly qualified person the institution shall follow as soon as possible. The person appointed shall enjoy as Priest-in-Charge all rights secured to him-them by this Constitution as from the date of his-their institution (or, collation or licensing).

~~16. STIPEND OF PRIEST-IN-CHARGE—~~

16. STIPEND OF PRIEST-IN-CHARGE

The stipend of the Priest-in-Charge, if remunerated, shall———— be of such amount, and be provided in such manner, as may be agreed between him-them and the Vestry to the satisfaction of the Bishop, but shall be of amount at not less than the rate of the sum approved by the RCC General Synod as the Minimum Stipend for the time being after taking into account the sums

receivable from grants made by the ~~Representative Church Council~~ General Synod. The Stipend shall be payable by equal monthly instalments ~~on the receipt of the Priest-in-Charge alone, be strictly alimentary, and not be arrestable for debt or assignable~~ not later than the last day of each month less income tax and national insurance contributions and, unless otherwise agreed by the Bishop, after deduction of any sums received by the Priest-in-Charge by virtue of employment or other ecclesiastical or secular work. Provision for pension shall be made on the equivalent basis. ~~:-~~ ~~No~~ In so far as it is legal so to provide, no person shall, by reason only of ~~his~~ their being a member of the Vestry, be deemed responsible personally for payment of stipend.

17. ~~PARSONAGE-RECTORY~~

If a ~~Parsonage-Rectory~~ has been erected or acquired for the Charge, it shall be for the use and benefit of the Priest-in-Charge, and ~~he~~ they shall not let it without the consent of the Vestry and the Bishop ~~and the Vestry of the Diocese~~. In the event of the death of the Priest-in-Charge ~~his widow~~ their surviving spouse and/or children shall have the use of the ~~Parsonage-Rectory~~ for three months thereafter.

18. APPOINTMENT AND STIPEND OF ASSISTANT CLERGY—

The Priest-in-Charge shall have the appointment of any Assistant Curate or Curates whom the Bishop may license for the work of the Charge. The stipends of Assistant Curates, ~~if remunerated~~, shall be such as are agreed upon by the Priest-in-Charge and the Vestry, but shall be of an amount not less than the scale approved ~~by the RCC~~ for the time being ~~by the General Synod~~.

19. APPOINTMENT TO OTHER OFFICES—

The Vestry may with the concurrence of the Priest-in-Charge appoint suitable persons as Organist, Choirmaster, Verger, etc. In the case of such officials the Priest-in-Charge shall have the right to require their dismissal, subject to an appeal to the Bishop by the Vestry should the latter disapprove.

20. RESIGNATION OF PRIEST-IN-CHARGE—

If the Priest-in-Charge shall ~~desire to~~ ~~desire to~~ resign ~~his~~ their Charge, ~~he~~ they must give at least three months' notice of such intention in writing ~~to the Patron~~, to the Vestry and to the Bishop. During ~~the interval~~ ~~h~~ that period the Priest-in-Charge shall be responsible for the duties of the Charge, except with the sanction of the Bishop.

21. ENFORCED DEMISSION OF INCUMBENCY—

The Incumbency shall become vacant and the Patron ~~or Patrons~~ shall proceed to a new appointment as if the vacancy had occurred by resignation, taking immediate effect, in any of the following events, ~~viz:-~~

(1a) — If the Priest-in-Charge shall renounce or forsake Communion with the Scottish Episcopal Church;:-

- (b2) — If ~~he~~ they shall be canonically deposed.
- (c3) If ~~he is~~ they are the subject of canonical suspension for a definite period of time, and the Vestry
 — resolve in respect thereof that it is expedient that the Incumbency becomes vacant, and the Bishop approves in writing;:-
- (d4) If the Incumbency is declared to be vacant under provisions of Canon ~~xxxiii 11 & 13~~ of the Code of Canons ~~(of 1929)~~—
 —,
 - (1) because of the physical or mental incapacity of the Priest-in-Charge;
 - (2) because of ~~his~~ their having absented ~~himself~~ themselves without providing for the adequate performance of the ordinary services;
- (e) If the Charge is declared to be vacant under the provisions of Canon 53 of the Code of Canons.

22. —ARRANGEMENTS DURING A VACANCY—

The care of the vacant charge both in the provision of services and the pastoral care of the congregation shall be in the hands of the Bishop of the Diocese, who may appoint a priest to act as interim pastor or place the charge in the care of the Diocesan Chaplain or invite some other cleric to take services and attend to other pastoral duties. The relevant emoluments and expenses during a vacancy shall be provided by the Vestry. The Roll of Communicants and other Rolls and Registers of Baptisms, Confirmations, Marriages, Funerals and Burials shall be held by such person and in such manner as the Bishop may direct. ~~Whenever the Incumbency shall have become vacant, the Vestry shall apply to the Bishop to provide, or to sanction their providing, a duly qualified person or persons to supply the usual services in the interval, if any, before a new Priest in Charge is instituted, for which services the Vestry shall be financially responsible. The Vestry shall take charge of all Congregational records during a vacancy.~~

23. —ALTERATIONS IN CONSTITUTION—

- (a) No alteration shall be made in this Constitution as regards Article 2 thereof, which is fundamental.
- (b) As regards the other Articles hereof, alternations may be made by a Resolution passed at a Special Meeting of the Constituent Members of the Congregation by a majority of two-thirds of those present and voting, confirmed at a special meeting held not sooner than one or later than three calendar months thereafter by a simple majority of those present and voting and afterwards assented to in writing by the Bishop; ~~either of those meetings may be the Annual Meeting of the Congregation.~~ The notice calling such meetings shall specify their purpose and shall state where a copy of the suggested alterations may be inspected.

24. POSSIBLE SUSPENSION OF THIS CONSTITUTION—

If at any time it shall happen that the Charge shall become so reduced in numbers or in financial resources that the Constitution of the Church can no longer be kept in operation nor provision made for the maintenance of a Priest-in-Charge, this Constitution may be suspended, in accordance with the provision laid down for such an eventuality in the Code of Canons (Canon xxxv.2 of 1929).

25. POSSIBLE EXTINCTION OF CHARGE—

If it shall be decided by the Bishop in Synod, with the concurrence of the Diocesan Council, that it is impracticable to maintain the services of the Charge, all the rights and duties of the Vestry as guardians of the property and funds shall devolve upon the **Diocesan** Trustees as previously appointed in Article 3(b) hereof, a majority of whom – subject always to the veto of the Bishop - shall form a quorum for transacting any necessary business, and all such properties and funds as may be disposable shall be disposed of or utilised as the Bishop in Synod, with the concurrence of the Diocesan Council, may from time to time determine **in fulfilment of the charitable purposes of the Scottish Episcopal Church**. In the event of an emergency, pending the summoning of the Diocesan Synod and Diocesan Council, the Bishop in consultation with the Trustees will take such steps as may seem to him to be necessary and right.

26. CUSTODY AND REGISTRATION—

This Constitution shall be authenticated in duplicate and one part shall be lodged with the Diocesan Registrar, the other part being retained by the Vestry. A copy shall be engrossed in the minute book and a docquet shall be signed therein by the Rector or Priest-in-Charge, Assistant Clergy and members of the Vestry upon entering upon office, declaring their willingness to abide thereby. Any constituent member may obtain a copy on payment **if required** of the cost thereof to the Treasurer. Titles or other original documents referring to the property and assets of the Church shall be lodged with the Diocesan Registrar, and an inventory of them engrossed in the Minute Book for convenience of reference.

27. REFERENCE—

In the event of any difference arising among the Priest-in-Charge, _____Assistant Clergy, Vestry or Constituent Members of the Congregation any of them with regard to the interpretation of this Constitution or the rights or obligations of parties hereunder or otherwise relating hereto, the same shall be referred to the Bishop of the Diocese for **his-their** decision, whose award or awards, interim or final, shall, subject to a right of appeal to the Episcopal Synod, be final and binding.

At St Peter's Scottish Episcopal Church, Linlithgow. ~~23rd Nov 1980~~ 10 January 2010 and 14 March 2010

The foregoing Constitution was adopted by Resolution passed at the Annual Meeting of the Congregation of the Independent Mission known by the name of St. Peter's, situate in Linlithgow, in the Diocese of Edinburgh of the Scottish Episcopal Church of this date and confirmed at a subsequent Special Meeting held on 14 March 2010.

..... Chairman of said Annual Meeting

Approved

..... Bishop of the Diocese of Edinburgh