

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.

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Draft of 1 June 2014

**1. CHARGE**

The Charge shall be an Incumbency known by the name of ST.PETER'S and situated at Linlithgow in the Diocese of Edinburgh of the Scottish Episcopal Church.

**2. CHARITABLE STATUS**

The Charge is established for exclusively charitable purposes, primarily for the advancement of religion and to provide public benefit. The expression "charitable purposes" shall mean one or more charitable purposes as defined in section 7 of the Charities & Trustee Investment (Scotland) Act 2005 ("the 2005 Act") as amended from time to time which are also regarded as charitable purposes in relation to application of the Taxes Acts from time to time in force. For the purpose of charitable registration under the 2005 Act, the Charge shall be known as "St Peter's Scottish Episcopal Church Linlithgow."

**3. AUTHORITY AND LIMITATION OF CONSTITUTION**

The Charge shall form part of the Scottish Episcopal Church. The Clergy, Congregation and all Officials thereof shall be subject to the Canons of that Church in force from time to time.

**4. TRUSTEES**

- (a) The Members of the Vestry are the trustees of the charity, and as such must be eighteen years of age or over and must not be disqualified from acting as a charity trustee for the purposes of the 2005 Act or any subsequent amending or superseding legislation
- (b) The heritable property of the Charge shall be vested in the Bishop, Dean, Chancellor and Registrar, all of the Diocese *ex officio*, in trust for the Charge (the "Property Trustees"), save as hereinafter provided in Article 30 hereof. The Property 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 Property Trustees shall be indemnified out of the funds of the Charge against liability undertaken or incurred by them.

**5. RELATION TO SYNOD**

The Rector and Congregation shall conform to the resolutions of the Diocesan and General Synods, or such other bodies as may at any time be substituted by Canonical enactment therefor.

**6. CONSTITUENT MEMBERS**

The Constituent Members of the Congregation shall be the Communicants of not less than 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 41).

## **7. ANNUAL MEETING**

Once in every year, within 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 Rector, if present and so wishing, shall preside, but otherwise, or during a vacancy in the Charge, the Meeting shall elect its own Chair. The Chair shall vote only in case of an equality of votes. Twenty shall be quorum.

## **8. 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 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;
- (c) to receive the Report and Accounts of the Vestry and the reports of the Lay Representative; and
- (d) 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.

## **9. SPECIAL MEETINGS**

Special Meetings of the Constituent Members of the Congregation may be called at any time by the Rector or at the request of either a majority of the Vestry or not fewer than fifteen Constituent Members, given in writing addressed to the Rector, or during a vacancy in the Charge, to the Secretary of the Vestry. The rules of conduct applicable to the Annual General Meeting (Article 7) 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.

## 10. VARIATIONS OF PERIODS OF NOTICE OF MEETINGS

Notwithstanding Article 27 hereof, at the request of the Vestry the Bishop of the Diocese may if 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 7, 9 and 27.

## 11. VESTRY

The temporal affairs and the general management and control of the Charge shall be under the management of the Vestry consisting of:

- (a) the Rector ex officio;
- (b) the Lay Representative ex officio;
- (c) ~~the Alternate Lay Representative ex officio;~~
- (d) the Rector's Warden ex officio;
- (e) the Secretary ex officio;
- (f) the Treasurer ex officio;
- (g) up to ~~three~~ two other elected Members;
- (h) 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 12(a) and 12(b). ~~One of the Members shall also be elected by the Congregation to serve as Alternate Lay Representative, as required by Article 16(d).~~

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. Special meetings of the Vestry may be called at any time at the request of the Rector or of three Members of the Vestry by notice in writing addressed to the Secretary of the Vestry. Four Members of the Vestry shall be considered a quorum.

## 12. DUTIES OF VESTRY

- (a) The Vestry shall have charge of the fabric and property of the Church, and of any 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 all buildings and properties in repair and insured against fire and other risks, and to discharge any associated burdens, and to assist the Rector in the safe custody of the Church plate, registers and other documents.

- (b) The Vestry shall be responsible for keeping the Rectory wind and water tight, and in proper sanitary condition, the Rector being responsible to the Vestry for ordinary internal repairs, unless otherwise arranged between the Rector and the Vestry. For the avoidance of doubt, the matter of internal repairs may be made the subject of a special arrangement between the Rector and the Vestry.
- (c) The Vestry shall ensure that the needs of the whole Church in regard to mission work at home and overseas and the other objects of the General Synod can receive the interest and support of the Congregation.
- (d) The Vestry shall generally assist the Rector, subject always to the Rector's canonical rights and duties, in every way in their power in all matters affecting the spiritual welfare of the Congregation.
- (e) The funds of the Charge, so far as not used for the acquisition of property to be used as a Rectory or otherwise in connection with the Charge, may be invested by the Vestry 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 2005 Act.
- (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.

### **13. REMOVAL OF VESTRY MEMBERS**

In the event of any member of the Vestry as defined by Article 11 acting in serious or persistent breach of the 2005 Act or of the beliefs or canons of the Scottish Episcopal Church, the other members of the Vestry shall require that member to stand down from the Vestry.

Following any such decision, the Vestry may fill the consequential vacancy as allowed for under Article 17.

Anyone required to demit office under this article, or under article 17(g), shall have a right of appeal to a small panel appointed for the purpose by a Special Meeting of the Congregation, called if necessary on the authority of the other members of the Vestry. The members of the *ad hoc* panel shall be Constituent Members of the Congregation aged eighteen years or over who have not previously been involved; their collective decision shall be final.

### **14. INDEMNITY INSURANCE**

The Vestry may purchase and maintain from the Charge's funds insurance against any liability and associated matter which by virtue of any rule of law may attach to a Vestry Member or Property Trustee in respect of negligence, default, breach of duty of care of which they may be guilty in their capacity as a Vestry Member or Property Trustee.

### **15. OPERATION OF VESTRY/**

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(a) *Remuneration for Services*

Vestry Members may be remunerated for services provided to the Charge, but only if any such remuneration satisfies the provisions of the 2005 Act as amended or superseded from time to time.

(b) *Conflict of Interest*

Any decision by the Vestry as to stipend, remuneration, contract, arrangement or other personal benefit received by a Vestry Member and any discussion on such items shall take place in the absence of the Vestry Member or members concerned and in accordance with the provisions relating to remuneration in the 2005 Act as amended or superseded from time to time. Further, Vestry members shall declare any conflict of interest, which shall be recorded by the Secretary or other Vestry Member, and shall refrain from participating in any deliberation or decision of the Vestry with respect to that matter.

(c) *Sub-Committees*

It shall be open to the Vestry to create sub-committees or working parties on any pertinent topic and to delegate authority to those bodies, subject to appropriate and timeous reporting back to the Vestry.

## 16. DUTIES OF OFFICE BEARERS

(a) *The Rector*

It shall be the duty of the Rector 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 ensure the keeping of minutes of the proceedings of the Vestry and of the meetings of the Constituent 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 Charge; (b) to prepare annual accounts, and submit them to the independent examiner or auditor appointed in terms of Article 8 hereof; (c) to ensure lodgement in a bank or building society, in an account opened in the name of the Charge for that purpose, all monies received by them on behalf of the Congregation, the bank or building society account being operated in such manner as the Vestry may direct; (d) to take such action as may be necessary to fulfil the requirements of Article 12(e); (e) to exhibit when called upon their accounting records to any Member of the Vestry, and generally (f) to conform to instructions received from the Vestry.

(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 Rector's Warden*

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

## 17. ELECTION OF VESTRY MEMBERS

- (a) The Lay Representative shall be elected by the constituent members of the congregation each year, at the Annual Meeting, 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 Rector's Warden shall be appointed annually by the Rector, the appointment being announced at the Annual Meeting. The Rector'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~~ each year, at the Annual Meeting, for the period of office of one year. ~~The Alternate Lay Representative may be elected for five consecutive years, after which they shall normally demit office for the period of at least one year. The Rector'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, ~~Alternate Lay Representative~~, Secretary, Treasurer or Rector's Warden may normally be elected or appointed onto the Vestry in the same year that they demit office, ~~except that a retiring Alternate Lay Representative may immediately be elected as Lay Representative and (subject to annual re-election) serve for a maximum period of a further five years.~~
- (g) Following the resignation or continuous absence of any of the Lay Representative, ~~Alternate 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 Rector's Warden shall be filled on the nomination of the Rector.

**18. 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.

**19. APPOINTMENT OF RECTOR**

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

**20. STIPEND OF RECTOR**

The stipend of the Rector, if remunerated, shall be of such amount, and be provided in such manner, as may be agreed between them and the Vestry to the satisfaction of the Bishop, at not less than the rate of the sum approved by the General Synod as the Minimum Stipend for the time being after taking into account the sums receivable from grants made by the General Synod. The Stipend shall be payable by equal monthly instalments 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 Rector by virtue of employment or other ecclesiastical or secular work. Provision for pension shall be made on the equivalent basis. In so far as it is legal so to provide, no person shall, by reason only of their being a Member of the Vestry, be deemed responsible personally for payment of stipend.

**21. RECTORY**

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

**22. APPOINTMENT AND STIPEND OF ASSISTANT CLERGY**

The Rector 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 Rector and the Vestry, but shall be of an amount not less than the scale approved for the time being by the General Synod.



## **23. APPOINTMENT TO OTHER OFFICES**

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

## **24. RESIGNATION OF RECTOR**

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

## **25. 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:-

- (a) If the Rector shall renounce or forsake Communion with the Scottish Episcopal Church;
- (b) If they shall be canonically removed from office, disqualified from holding office or prohibited from the exercise of the ministry of a priest under the provisions of Canon 54 of the Code of Canons or similar canonical provision;
- (c) If they are the subject of canonical suspension for a definite period of time (but not including suspension under Canon 54 of the Code of Canons pending the outcome of proceedings under that Canon), and the Vestry resolve in respect thereof that it is expedient that the Incumbency becomes vacant, and the Bishop approves in writing;
- (d) If the Charge is declared to be vacant under the provisions of Canon 13 of the Code of Canons or similar canonical provision;
- (e) If the Charge is declared to be vacant under the provisions of Canon 64 of the Code of Canons or similar canonical provision.

## **26. 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.

## **27. ALTERATIONS IN CONSTITUTION**

- (a) No alteration shall be made in this Constitution as regards Article 3 hereof, which is fundamental.
- (b) As regards the other Articles hereof, alterations 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.

## **28. OPERATION AS A LINKED CHARGE**

In the event of the Charge operating in conjunction with another charge of the Scottish Episcopal Church, any Memorandum of Agreement agreed for the time being between the Charge and the other charge or charges concerned, and approved by the Bishop, shall be regarded as part of this Constitution, to the extent required by Canon 36 or similar canonical provision.

## **29. 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 Charge can no longer be kept in operation nor provision made for the maintenance of a Rector, this Constitution may be suspended, in accordance with the provision laid down for such an eventuality in Canon 36 of the Code of Canons or similar canonical provision.

## **30. 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 Property Trustees as previously appointed in Article 4(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 Property Trustees will take such steps as may seem to him to be necessary and right. The Bishop whom failing one of the Property Trustees shall ensure that appropriate consents are obtained from the Office of the Scottish Charity Regulator in relation to any amalgamation, winding up or dissolution of the Charge.

## **31. CUSTODY AND REGISTRATION**

- (a) 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 and Assistant Clergy upon entering upon office, declaring their willingness to abide thereby.
- (b) 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.

- (c) Any Constituent Member may obtain a copy of this Constitution on payment of the cost thereof to the Treasurer. Any person may in terms of Section 23 of the 2005 Act request the Charge to provide them with a copy of this Constitution and of the Charge's most recent statement of accounts and any such request, if reasonable, shall be implemented by the Charge on payment to the Treasurer of the cost of supplying the documents.

## **32. REFERENCE**

In the event of any difference arising among the Rector, 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 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. 9 March 2014 and <Date 2>

The foregoing Constitution was adopted by Resolution passed at a Special Meeting of the Congregation of the Incumbency 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 <Date 2>.

..... Chairman of said Congregational Meetings

Approved

..... Bishop of the Diocese of Edinburgh