March 2026

CONSTITUTION

of

CHURCH OF GOD, KILSYTH

Scottish Charity No. SC054615

CONTENTS		
INTERPRETATION	Interpretation and definitions	paragraphs 1 - 2
GENERAL	Type of organisation, Scottish principal office, name, purposes, Basis of Faith, powers, liability, governance structure, indemnity, Elders, Pastors	paragraphs 3 - 18
CHARITY TRUSTEES	Number, eligibility, election/retiral/re-election, termination of office, register of charity trustees, powers and duties, code of conduct etc	paragraphs 19 - 36
DECISION-MAKING BY TRUSTEES	Notice, procedure at meetings, voting and minutes	paragraphs 37 - 52
ADMINISTRATION	Sub-committees, operation of accounts, accounting records and annual accounts, winding up and amendment of constitution	paragraphs 53 - 63
MEMBERS	Admission of Members and Members' Meetings	paragraphs 64 - 74
CHURCH HANDBOOK	Publication of manual describing aspects of church life	paragraph 75
Reserved Matters		Appendix

INTERPRETATION

1 References in this constitution to the Act include: -

1.1 any statutory provision which adds to, modifies or replaces that Act; and

1.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 1.1 above.

2 In this constitution: -

2.1 “the Act” means the Charities and Trustee Investment (Scotland) Act 2005 as amended, consolidated and re-enacted from time to time.

2.2 “Basis of Faith” has the meaning given in Article 8.

2.3 “Chair” means the Trustee so appointed under paragraph 28 or paragraph 40.

2.4 “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 2006, providing (in either case) that its objects are limited to charitable purposes.

2.5 “charity law” means the Act and any other rule of law applying to the formation, governance and operation of Scottish charities.

2.6 “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.

2.7 “Church” means this SCIO.

2.8 “Church Handbook” means the manual from time to time published, supplemented or amended by the Eldership under paragraph 75.

2.9 “Elder” means a person appointed to that office under paragraph 17.

2.10 “Eldership” means the Elders and Pastors as a group.

2.11 “Heritable Property Commitment” means the incurring of any obligation to acquire, dispose of, charge or encumber any interest in land.

2.12 “Members” means the persons admitted as such under paragraph 64.

2.13 "Members’ Meeting” means a meeting convened under either of paragraphs 68 and 69.

2.14 “OSCR” means the Office of the Scottish Charity Regulator.

2.15 “participate” and “participating” have the meanings used in paragraph 41.

2.16 “Pastor” means a person appointed to that office under paragraph 18.

2.17 “Reserved Matter” means any one of the matters listed in the Appendix to this constitution.

2.18 "Simple Majority" means a resolution approved by not less than 51% of the number of the Members who are participating in, who are entitled to vote at, and who do vote at a duly convened Members Meeting.

2.19 "Special Resolution" means a resolution approved by not less than 66% in number of the Members who are participating in, who are entitled to vote at, and who do vote at a duly convened Members Meeting.

2.20 "Trustees" means the persons appointed as such under paragraph 20 and holding that office from time to time and "Trustee" means one of them.

GENERAL

Type of organisation

3 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation.

Scottish principal office

4 The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

5 The name of the organisation is CHURCH OF GOD, KILSYTH and it is referred to throughout this constitution as "the Church".

Purposes

6 The purpose for which the Church is formed is to be the new legal form of the Scottish Charity currently operating and known as Church Of God Pentecostal Assembly (Scottish Charity SC012873) which exists for the promotion of Christ's kingdom through evangelism, teaching, preaching and social action.

7 The charitable purpose of the Church for the purposes of the Act is the advancement of the Christian religion for the public benefit.

8 The Basis of Faith of the Church is that the Scriptures of the Old and New Testaments are the supreme authority and rule in matters of faith and life. The Eldership may publish Ethos Statements from time to time to clarify the Church's understanding of the teaching of the Scriptures on matters of life and doctrine.

Powers

9. The Church has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so including, without limitation, taking over the property and activities of Church Of God Pentecostal Assembly (Scottish Charity SC012873).

10. No part of the income or property of the Church may be paid or transferred (directly or indirectly) to the members and charity trustees - either in the course of the Church's existence or on dissolution - except where this is done in direct furtherance of the Church's charitable purposes and in accordance with the rules of charity law.

11. The income and property of the Church shall be applied

11.1. solely towards promoting the Church's objects;

11.2. shall not, except as provided in paragraph 34, be paid or transferred to any Trustee;

11.3. shall, in the event of any surplus arising on winding up, be paid over to one or more bodies established for exclusively charitable purposes with objects similar to those of the Church.

Liability of charity trustees

12 Subject to paragraph 13, the Trustees as charity trustees of the Church have no liability to pay any sums to help to meet the debts (or other liabilities) of the Church if it is wound up. Accordingly, if the Church is unable to meet its debts, and subject to the remaining provisions of this constitution and the law of Scotland, the charity trustees will not be held responsible.

13 Charity trustees have certain legal duties under the Act. Paragraph 12 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Governance structure

14 The management and administration of the Church will, subject to this constitution, be delegated to the Trustees.

15 For the purposes of the Act the Trustees, are the charity trustees and are appointed and may be removed by the Members in accordance with this constitution.

Indemnity

16 Subject to the applicable provisions of charity law but without prejudice to any indemnity to which a Trustee may otherwise be entitled, each Trustee shall be indemnified out of the assets of the Church against any loss or liability which that Trustee may sustain or incur in connection with the execution of that Trustee's duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings, whether civil or criminal, in which judgement is given in favour of that Trustee or in which that Trustee is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Church.

Elders

17 The Members may, on the recommendation of the Eldership and by resolution of a Simple Majority appoint and remove persons to serve the Church as Elders according to the pattern of the New Testament in accordance with the following provisions:

17.1 To be appointed as an Elder a person (a) must be a Member aged 18 or over, (b) must not be disqualified from being a charity trustee under the Act and (c) must confirm personal acceptance of the Basis of Faith to the satisfaction of the Members.

17.2 An Elder will be eligible for appointment as a Trustee.

17.3 Elders will hold office for a term of four years but may be re-appointed for further terms.

17.4 Subject to paragraph 17.3, an Elder will cease to hold office on the earlier to occur of (a) delivery to the Church of a signed notice of resignation and (b) the date of a resolution of the Members by Simple Majority, where either that Elder has committed a material breach of charity law or is under church discipline pursuant to the Church Handbook.

17.5 The Eldership will have responsibility for the spiritual oversight and pastoral care of the Church and for maintaining its doctrine in accordance with the Basis of Faith.

Pastors

18 The Members may, on the recommendation of the Eldership and by resolution of a Simple Majority, appoint and remove persons to serve the Church as Pastors according to the pattern of the New Testament in accordance with the following provisions:

18.1 To be appointed as a Pastor a person (a) must be aged 18 or over, (b) must not be disqualified from being a charity trustee under the Act and (c) must confirm personal acceptance of the Basis of Faith to the satisfaction of the Eldership and the Members.

18.2 A Pastor will be eligible for appointment as a Trustee throughout the period while they hold office as a Pastor without the requirement for re-appointment.

18.3 A Pastor will cease to hold office on the earlier to occur of (a) delivery to the Church of a signed notice of resignation and (b) the date of a resolution of the Members by Simple Majority where either that Pastor has either committed a material breach of charity law or is under church discipline pursuant to the Church Handbook.

TRUSTEES

Appointment of Trustees

19 To be appointed as a Trustee a person must (a) be a Member aged 18 or over, (b) must not be disqualified from being a charity trustee under the Act and (c) must confirm personal acceptance of the Basis of Faith to the satisfaction of the Trustees.

20 Appointment as a Trustee will be solely by resolution of the Members by Simple Majority following on the recommendation of the Eldership. Trustees will be appointed for a term of four years but will be eligible for re-appointment provided that they continue to satisfy the requirements of paragraph 19.

21 There is no maximum number of Trustees but the minimum number is five.

22 If at any time the number of Trustees in office falls below the minimum number stated in paragraph 21, the Trustees will have power to make appointments to achieve that number but will not be able to take any other valid decisions

Initial charity trustees

23 The persons who signed the charity trustee declaration forms which accompanied the application for incorporation of the Church were deemed to have been appointed as Trustees with effect from the date of incorporation of the Church.

Termination of office

24 A Trustee will cease to hold office on the earliest to occur of the following:

24.1 without any resolution of the Members if that Trustee becomes disqualified from being a charity trustee under the Act;

24.2 upon delivery by that Trustee to the Church of a signed notice of resignation;

24.3 by resolution of the Members by Simple Majority where (A) that Trustee has been absent from more than three consecutive meetings of the Trustees without giving any reason which satisfies the Members or (B) that Trustee has committed a material breach of charity law or (C) that Trustee is under church discipline pursuant to the Church Handbook.

Roll of Trustees

25 The Church will keep a roll or register of Trustees, setting out

25.1 for each Trustee in office, the Trustee's full name and residential address, the date on which the Trustee was appointed as a Trustee and any office held by the Trustee in the Church;

25.2 for each former Trustee - for at least six years from the date on which the Trustee ceased to be a Trustee – the name of the Trustee, any office formerly held by the Trustee in the Church and the date on which the Trustee ceased to be a Trustee.

26 The Church will update the roll of Trustees within 14 days of any change:

26.1 which arises from a resolution of the Trustees; or

26.2 which is notified to the Church.

27 The Church will provide a copy of the roll of Trustees to any person (who is not an Trustee) within 28 days of such person making such a request but only where individual addresses are redacted.

Chair

28 The Pastor appointed under paragraph 18 will act as chair of the Trustees. Where one or more Pastors have been appointed as a Trustee, the senior pastor will act as Chair. Where there is no Pastor who is also a Trustee, another member of the Eldership who is a Trustee will be appointed as Chair.

29 A person appointed under paragraph 29 will automatically cease to hold that office upon ceasing to be a Trustee.

Powers and duties of Trustees

30 Subject to paragraph 31 and where other provisions of this constitution state otherwise, the Church (and its assets and activities) will be managed by the Trustees who may exercise all the powers of the Church in relation to its property and assets.

31 The Trustees may not implement any provisional decision on a Reserved Matter without first obtaining the approval of the Members by Special Resolution.

32 Each of the Trustees has a duty, in exercising functions as a Trustee, to act in the interests of the Church and, in particular, must:

32.1 seek, in good faith, to ensure that the Church acts in a manner which is in accordance with its purposes;

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

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

32.3.1 put the interests of the Church before that of the other party;

32.3.2 where any other duty prevents the Trustee from doing so, disclose the conflicting interest to the Church and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question;

32.4 ensure that the Church complies with any direction, requirement, notice or duty imposed under the Act.

33 In addition to the duties outlined in paragraph 31, all of the Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

33.1 that any breach of any of those duties by a Trustee is corrected by that Trustee and not repeated; and

33.2 that any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.

34 Provided that a Trustee has declared an interest, that the Trustee has not voted on the question of whether or not the Church should enter into the arrangement, and subject to the provisions of charity law, the Church will be entitled

34.1 to pay reasonable and proper remuneration to that Trustee in return for professional, commercial, trade or other services actually rendered to the Church in a capacity other than that of Trustee;

34.2 to pay interest at a rate not exceeding two per cent over Bank of England base rate from time to time on money advanced as a loan to the Church by that Trustee;

34.3 to pay rent at a rate not exceeding the open market rent for premises let to the Church by that Trustee;

34.4 to purchase assets from that Trustee providing that the consideration for such purchase is not more than market value;

34.5 to sell assets to that Trustee providing that the consideration for such sale is not less than market value;

34.6 to make payment to that Trustee in reimbursement of travelling and other out of pocket expenses incurred by that Trustee in providing services for the Church; and

34.7 to pay remuneration to that Trustee, including the provision of living accommodation, under a bona fide contract in a form approved by the Trustees.

Code of conduct for Trustees

35 Each of the Trustees shall comply with (A) the Church Handbook and (B) any code of conduct prescribed by the Trustees from time to time.

36 Any code of conduct referred to in paragraph 35 shall be supplemental and subordinate to the provisions relating to the conduct of Trustees contained in this constitution and the duties imposed on charity trustees under charity law.

DECISION-MAKING BY THE TRUSTEES

Notice of meetings

37 Any Trustee may call a meeting of the Trustees.

38 At least seven days' notice must be given of each meeting of the Trustees, unless, not later than the start of the meeting, shorter notice has been approved by a majority of the Trustees. In every case however the Trustees must make every effort to maximise the opportunity for all Trustees to participate.

Procedure at meetings

39 No valid decisions can be taken at a meeting unless a quorum is participating. The quorum for meetings is three Trustees participating.

40 The Chair will act as chair of each meeting of the Trustees. Where the Chair is absent or is precluded from participating then the Trustees will appoint another of their number to act as temporary Chair.

41 A person participates in a Meeting, or part of a Meeting, when the Meeting has been called and takes place in accordance with this constitution and the following rules:

41.1 Each person entitled to participate in and vote must be able to communicate to the other such persons any information or opinions which he or she has on any particular item of the business of the meeting and to communicate his or her vote.

41.2 In determining whether a person entitled to participate and vote is participating in a Meeting, it is irrelevant where any such person is located or how all the persons so participating communicate with each other.

41.3 If all the persons so participating in a Meeting are not in the same place, they may decide that the Meeting is to be treated as taking place wherever any of them is.

41.4 The Chair will ensure that, so far as reasonably possible, those persons who participate in a Meeting via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the Meeting, as compared with those persons (if any) who are physically attending and attending together in the one location (and vice versa).

Voting by Trustees

42 Each Trustee has one vote, which must be given personally.

43 No Heritable Property Commitment can be made by the Church unless the terms are approved by Special Resolution of the Members.

44 Except where provided otherwise in this constitution, all decisions at meetings will be made by simple majority vote of those Trustees present.

45 If there is an equal number of votes cast for and against any resolution presented to a meeting of the Trustees, the Chair will be entitled to exercise a second (casting) vote.

46 The Trustees may, in their absolute discretion, (A) admit persons having an interest in the business to be discussed to attend all or part of their meetings as observers and in addition (B) allow any person to speak at a meeting notwithstanding that such person is not a Trustee but on the basis that such person will not participate in decision-making.

47 A Trustee must not vote at a meeting (or at a meeting of a committee) on any resolution which relates to a matter in which that Trustee has a personal interest or duty which conflicts (or may conflict) with the interests of the Church and that Trustee must withdraw from the meeting while that matter is being discussed.

48 For the purposes of paragraph 47: -

48.1 an interest held by an individual who is “connected” with the Trustee under section 68(2) of the Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Trustee;

48.2 a Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which that Trustee is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

49 Except as otherwise provided in this constitution, any matter which may be determined by the vote of the Trustees at a validly convened meeting may also be determined by written resolution signed by a majority of the Trustees in office from time to time.

Minutes

50 The Trustees will ensure that proper minutes are kept in relation to their own meetings and meetings of any committees formed under paragraph 53.1.

51 The minutes to be kept under paragraph 50 will include the names of those present and will be signed by the chairman of the meeting.

52 The Trustees will keep confidential all minutes except as required by law.

ADMINISTRATION

Delegation to committees

53 Without derogating from their responsibilities as charity trustees, and subject to the other provisions of this Constitution, the Trustees may delegate any of their powers to

53.1 committees comprising persons who need not be Trustees or

53.2 to one or more Members

in each case for such purpose and on such conditions as the Trustees may prescribe from time to time and all persons to whom powers are delegated must be Members.

Operation of accounts

54 The Trustees will determine the basis on which operations are conducted on the bank and other accounts held by the Church having due regard to security of funds.

55 Where the Church uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the arrangements made by the Trustees under paragraph 54.

Accounting records and annual accounts

56 The Trustees will ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

57 The Trustees will prepare an annual report and statement of accounts, complying with all relevant statutory requirements including those relating to the correct format of the accounts and the appropriate external scrutiny required by either a registered auditor or an appropriately qualified independent examiner.

Contractual rights

58 The removal from office of a Trustee (or an Elder or Pastor as the case may be) will be without prejudice to any rights competent to that person by statute or contract.

Winding-up

59 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 under the Act.

60 The Trustees may resolve by Special Resolution, affirmed by the Members at a Members' Meeting, that the Church be wound up under the Act.

61 Any surplus assets available to the Church immediately preceding its winding up or dissolution must be used for purposes which are the same as, or which closely resemble, the purposes of the Church as set out in this constitution.

Alterations to the constitution

62 This constitution may (subject to paragraph 63) be altered by Special Resolution of the Members.

63 The Act prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of OSCR.

MEMBERS

Membership

64 The Eldership will admit as a Member a person who (a) is 16 years or older, (b) makes a credible profession of faith, (c) expresses a desire to worship and serve God

as a member of the Church, (d) expresses general agreement with the doctrines of the Church and (e) is not continuing as a member of any other church.

65 A person will cease to be a Member on the first to occur of (a) his/her death, (b) intimation by that person to the Eldership of his/her resignation as a Member and (c) a decision of the Eldership, acting in their sole discretion to terminate that person's membership which may be, without limitation, for failure to meet acceptable standards of Christian conduct, living unrepentantly in disobedience to the Lord, acting in a manner which causes disunity within the Church or persistent non-attendance at the Church services of worship and prayer.

66 The Eldership may, in their sole discretion in the exercise of Scriptural discipline, and without terminating a person's membership, suspend a Member from membership for such period as the Eldership consider appropriate.

67 The Trustees will maintain a register of Members and Members will be entitled to inspect this register to verify the personal data held in relation to them only.

Members' Meetings

68 The Trustees will, within six months of the end of each accounting period of the Church, hold a meeting to which all Members will be invited to receive a report from the Trustees on the work of the Church and its financial activities during the previous accounting period.

69 The Trustees will also convene Members' Meetings (A) for other purposes as required from time to time and (B) if requisitioned in writing by not less than 10 Members.

70 Members' Meetings will be convened on not less than eight days' notice which will be given by oral notice at services on two successive Sundays and will be conducted, subject to the other provisions of the constitution, as determined by the Trustees.

71 The quorum for each Members' Meeting will be a number of Members participating which is not less than 25% of the total number of Members at the date of calling the Members' Meeting, and, if a quorum is not participating, the Members' Meeting will be re-convened by the Trustees to an appropriate time.

72 Each Members' Meeting will be chaired by the Chair. Where the Chair is absent or is precluded from participating, the Trustees will appoint another of their number to chair the Members' Meeting.

73 Voting by Members will be conducted in such manner as the Trustees determine appropriate in their sole discretion according to the circumstances of the meeting and the subject matter to be considered. This may involve secret ballot and/or proxy voting. Abstentions will be ignored in determining the result of a vote.

74 The provisions of paragraph 41 shall apply to meetings of Members as they do to meetings of Trustees.

CHURCH HANDBOOK

75 The Eldership will have power from time to time to adopt, and from time to time to supplement and amend, a manual describing how the Church will operate within the terms of this constitution.

Appendix

Reserved Matters

- Amendment of this constitution

- Any commitment for the purchase or sale or lease of land and/or buildings and any decision to accept or make a gift of land and/or buildings.

- Merger of the Church with another organisation and demerger or transfer to another organisation of any significant part of the Church's activities.

- Winding up of the Church under the Act.

- Formal association of the Church with a network or organisation which involves acceptance of the jurisdiction of that network or organisation or which reduces the autonomy of the Church, as well as dissociation of the Church from such network or organisation.