

Shinfield Baptist Church

Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

Date of constitution (last amended):

1. Name

- (a) The name of the Charitable Incorporated Organisation ("the CIO") is Shinfield Baptist Church ("the Church").
- (b) The working name of the CIO is Shinfield Community Church

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. Objects

The principal purposes of the Church are:

- (a) As a church in the Baptist denomination, to advance the Christian faith for the benefit of the public in accordance with the Basis of Faith referred to in clause 4
- (b) The Church may also advance education and carry out other charitable purposes in the United Kingdom and/or other parts of the world.

4. Beliefs

As a member of the Baptist Union the Church subscribes to the Baptist Union's Declaration of Principle as written below:

- (1) "That our Lord and Saviour Jesus Christ, God manifest in the flesh, 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 Holy Spirit, of those who have professed repentance towards God and faith in our Lord Jesus Christ who 'died for our sins according to the Scriptures; was buried, and rose again on the third day'.
- (3) That it is the duty of every disciple to bear personal witness to the gospel of Jesus Christ, and to take part in the evangelisation of the world."

Basis of Faith

Members of the Church believe in:

- (1) The one true God who lives eternally in three persons – the Father, the Son and the Holy Spirit. The Unity of the Godhead and personality of the Father and of the Son and of the Holy Spirit.

- (2) The love, grace and sovereignty of God in creating, sustaining, ruling, redeeming and judging the world.
- (3) The divine inspiration and supreme authority of the Old and New Testament Scriptures, which are the written Word of God – fully trustworthy for faith and guidance as to how to live.
- (4) The dignity of all people, made male and female in God's image, to love, be holy and care for creation.
- (5) Yet humanity is corrupted by sin. The sinful thoughts and actions of humans are cause of divine judgement.
- (6) God's eternal Son, the Word, became flesh, the Lord Jesus Christ. He was born of the virgin Mary. He was truly divine and truly human, yet without sin.
- (7) The atoning sacrifice of Jesus: That Christ died on the cross, receiving in himself, for our sakes, the anger and judgement of God.
- (8) On the cross and by rising again in bodily form, Christ defeated death and overcame evil. He ascended to the Father and reigns with the Father. He is the only way for humankind to reconnect to God and the only means of human salvation from Sin.
- (9) The Justification of the sinner by faith alone in the grace of the Lord Jesus Christ, a faith which works by love and produces holiness. But faith without works is dead and to be truly alive, this faith must demonstrate itself in loving action that benefits others.
- (10) The activity of God the Holy Spirit, who leads us to repentance, unites us with Christ through new birth, empowers our discipleship and enables our witness.
- (11) The church, the body of Christ both local and universal, the priesthood of all believers — given life by the Spirit and endowed with the Spirit's gifts to worship God and proclaim the gospel, promoting justice, truth and love.
- (12) The personal and visible return of Jesus Christ in power and glory to fulfil the purposes of God, who will raise all people to judgement bring eternal life to the redeemed and eternal condemnation to the lost, and establish a new heaven and new earth.

5. Activities

In fulfilling the purposes the Church will engage in a range of activities either on its own or with others that will vary from time to time with activities being initiated, expanded, or closed, as appropriate.

The activities may include but are not restricted to:

- (1) regular public worship, prayer, Bible study, preaching and teaching;
- (2) baptism, as defined in the Baptist Union's Declaration of Principle (as written in clause 4);
- (3) the Communion of the Lord's Supper which shall normally be celebrated each month (or as determined by the Leadership Team and church together). This will be celebrated as a congregation and / or smaller groups;
- (4) the teaching, encouragement, welcome and inclusion of people of any age;

- (5) nurture and growth of Christian disciples;
- (6) education and training for Christian and community service;
- (7) giving and encouraging pastoral care and community service;
- (8) supporting and encouraging charitable social action in the United Kingdom and abroad;
- (9) encouraging relationships with and supporting Baptists and other Christians

6. Affiliation

The Church is a member of the Baptist Union and the Regional Association.

7. Powers

The Church has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Church has power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Church must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the Church. In exercising this power, the Church must comply as appropriate with sections 117 and 119 - 123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the Church. The Church may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 9 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Church to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

8. Application of income and property

- (1) The income and property of the Church must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the Church or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Church.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Church's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the Church may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Church or connected person. This does not prevent a Member or a connected person to a member who is not also a charity trustee:

- (a) receiving a benefit from the Church as a beneficiary of the Church;
- (b) buying or receiving goods and/or services from the Church on reasonable and proper terms;
- (c) selling goods, services or any interest in land to the Church on reasonable and proper terms;
- (d) being employed by, or receiving remuneration from, the Church on reasonable and proper terms;
- (e) receiving interest on money lent to the Church at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (f) receiving rent for premises let by the member or connected person to the member. The amount of rent and the other terms of the lease must be reasonable and proper; or
- (g) taking part in the normal trading and fundraising activities on the same terms as members of the public.
- (h) Nothing in this clause 8 shall prevent a charity trustee or a connected person to a charity trustee receiving any benefit or payment which is authorised by clause 9.

9. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the Church on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Church;
- (c) be employed by, or receive any remuneration from, the Church;
- (d) receive any other financial benefit from the Church;

unless the payment or benefit is permitted by sub-clause (2) of this clause 9, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause 9, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting benefits to a charity trustee or a connected person to a charity trustee

- (a) A charity trustee or a connected person to a charity trustee may receive a benefit from the Church as a member of the Church to the same extent that other members benefit from the activities and services of the Church.
- (b) A charity trustee or a connected person to a charity trustee may enter into a contract for the supply of services and/or goods to the Church where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

- (c) A charity trustee or a connected person to a charity trustee may receive interest on money lent to the Church at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - (d) A charity trustee or a connected person to a charity trustee may receive rent for premises let by the trustee or a connected person to a charity trustee. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (e) A charity trustee or a connected person to a charity trustee may take part in the normal trading and fundraising activities of the Church on the same terms as members of the Church.
 - (f) Notwithstanding the fact that any Minister or Ministers appointed by the Church are charity trustees they will be entitled to be paid an agreed and reasonable remuneration or stipend out of the funds of the Church provided that a majority of the charity trustees at any given time do not benefit under this provision.
 - (g) Where it is proposed that a Charity Trustee or a Connected Person to a charity trustee is to be employed or receive remuneration or sell goods or services or any interest in land to the Church and where this gains the approval of the Charity Trustees and the Church Members' Meeting then this shall be permitted only if:
 - (i) the Charity Trustee or a connected person to a Charity Trustee who may benefit directly or indirectly from the proposed remuneration declares an interest in the proposal before discussion on the matter begins;
 - (ii) absents himself or herself (or in the case of a Connected Person to a Charity Trustee themselves) from any part of any meeting at which the proposal is discussed and takes no part in any discussion of it and is not counted in determining whether any such meeting is quorate;
 - (iii) does not vote on the proposal;
 - (iv) the remaining Charity Trustees who do not stand to receive the proposed benefit are satisfied that it is in the interests of the Church to contract with or employ that Charity Trustee (or a Connected Person to a Charity Trustee) rather than another independent person and must record the reason for their decision in the minutes: and
 - (v) in reaching that decision the Charity Trustees must balance the advantage of contracting with or employing a Charity Trustee against the disadvantages of doing so (especially the loss of the Charity Trustee's services as a result of dealing with the Charity Trustee's conflict of interest).
- (3) In clauses (8) and (9):
- (a) "the Church" includes any company in which the Church:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;

- (b) “connected person” includes any person within the definition set out in clause 32 (Interpretation);

10. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Church or in any transaction or arrangement entered into by the Church which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Church and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause 10 must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

11. Liability of Members to contribute to the assets of the Church if it is wound up

If the Church is wound up, the Members of the Church have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

12. Membership of the Church

(1) Admission of new Members

(a) Eligibility

- (i) Membership of the Church is open to those who have professed faith in Jesus Christ and wish to become Members, and who, by applying for membership have indicated acceptance of the Beliefs, a willingness to participate in the activities, have indicated their agreement to become a member and acceptance of the duty of members set out in clause 12 (3).
- (ii) Persons seeking membership who have not been baptised in the manner described in the Baptist Union’s Declaration of Principle as set out in clause 4 will be encouraged to earnestly seek God's will through prayerful consideration to this matter in the light of New Testament teaching. Nevertheless, such persons may at the discretion of the Church Members’ Meeting be accepted for full membership based on their own public profession of faith.
- (iii) Where a Minister is appointed it is expected that they will become a Member of the Church.
- (iv) A Member shall be a natural person.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;

- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of the Church for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.
- (vi) shall ensure that the membership application shall also be considered by the existing Members of the Church and the charity trustees shall (except in exceptional circumstances) follow their recommendation.

(2) Transfer of membership

Membership of the Church is personal and cannot be transferred to anyone else.

(3) Duty of Members

It is the duty of each Member of the Church to actively promote the purposes of the Church in accordance with the Beliefs and Basis of Faith.

(4) Termination of membership

- (a) Church membership will be terminated if the Church Member dies, transfers their membership to another church or otherwise resigns in writing to the Church secretary (or, in the absence of a Church secretary, to a charity trustee). These routine changes to the membership list shall be reported at the next convenient Church Members' Meeting.
- (b) When the Church Members' Meeting reviews the membership list the Church Members' Meeting may resolve to make any appropriate deletions, to come into effect after the next subsequent Church meeting. Removal of names will require a two-thirds majority vote of Members present.
- (c) In exceptional circumstances where the conduct of a Church Member is considered to be contrary to the purposes and Beliefs of the Church and/or disruptive to the relationships between Church Members then the charity trustees may recommend to a Church Members' Meeting that the membership of that person be reviewed. The Church may, after considering the facts, terminate the membership of that person. The Church Member shall be allowed to attend the Church Members' Meeting where their membership is to be reviewed to hear what is said at the Church Members' Meeting, to correct any errors of fact and offer any explanation of the circumstances or reasons for their actions before withdrawing from the meeting so that the Church Members may prayerfully and carefully consider whether or not to resolve to remove that person's name from the list of Members. Removal of names will require a two-thirds majority vote of Members present.

(5) Membership list

A list of current Church Members shall be maintained by the Charity Trustees in the format required by the General Regulations. The membership list shall be reviewed at least once every three years by the Church Members' Meeting.

13. Members' decisions, Church Members' Meetings

(1) Types and frequency and purpose of Church Members' Meetings

- (a) There are three types of formal Church Members' Meetings: Ordinary Church Members' Meetings, Special Church Members' Meetings and the Annual General Meeting.
- (b) Ordinary Church Members' Meetings shall be held on no less than three occasions distributed throughout each calendar year and shall be an opportunity for the Members to consider and review routine matters associated with the life of the Church including issues related to Church membership, the appointment of charity trustees, the appointment of Church officers, the approval of the budget, with opportunities for considering proposals from the charity trustees or other Church Members for the development of the Church and the advancement of its purposes through its activities.
- (c) There must be an Annual General Meeting (AGM) of the Members of the Church. The first AGM must be held within 18 months of the registration of the Church as a CIO.
- (d) Thereafter one Ordinary Church Members' Meeting each year shall include the Annual General Meeting for the Church Members to receive annual accounts and reports (duly audited or examined where applicable), charity trustees reports, appoint charity trustees and to consider proposals for the strategy and vision of the Church in the coming year, with other appropriate matters.
- (e) Additional Ordinary Church Members' Meetings may be held at any time.
- (f) A Special Church Members' Meeting shall be convened where the matters to be considered include the appointment or dismissal of a minister, the dismissal of a charity trustee, matters relating to the purchase, sale, lease, mortgage or redevelopment of Church property, the closure of the Church, the amendment of this Constitution, or matters considered by the charity trustees to be of sufficient importance to require the calling of a Special Church Members' Meeting.
- (g) Members shall meet together in a Church Members' Meeting under the guidance of the Holy Spirit and under the Lordship of Christ to discern the mind of God in the affairs of the Church.
- (h) Worship including prayer, listening to God and the reading of Scripture shall be a key feature of the Church Members' Meeting. The discussion of any matters affecting the life and activities of the Church shall be set in this context with the intention that, so far as possible, practical issues are not perceived as being separate from the spiritual aspects of the Church.
- (i) All Church Members' Meetings, whether Ordinary, Special or the Annual General Meeting shall be convened in accordance with the following conditions.

(2) Calling Members' Meetings

- (a) The charity trustees:
 - (i) must call the Annual General Meeting of the Members of the Church in accordance with sub-clause 13 (1) and identify it as such in the notice of the meeting; and
 - (ii) may call any other Church Members' Meetings at any time.
- (b) The charity trustees must, within 21 days, call a Church Members' Meeting if:
 - (i) They receive a request to do so from at least 10% of the Members of the Church; and
 - (ii) The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Member(s) making the request.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting or an indication of the nature of the matters to be considered.
- (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (e) Any Church Members' meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (f) If the charity trustees fail to comply with this obligation to call a Church Members' Meeting at the request of its Members, then the Members who requested the meeting may themselves call a Church Members' Meeting.
- (g) A Church Members' Meeting called in this way must be held not more than 3 months after the date when the Members first requested the meeting.

(3) Notice of Church Members' Meetings

- (a) The charity trustees, or, as the case may be, the relevant Members of the Church, must give at least 7 clear days notice of any Church Members' meeting to all of the Church Members; or 14 clear days notice for a Special Church Members' Meeting.
- (b) If it is agreed by not less than 90% of all Members of the Church, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 3 (a) of this clause 13 have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any Church Members' Meeting must:
 - (i) State the time and date of the meeting;
 - (ii) Give the address at which the meeting is to take place;
 - (iii) Indicate the general nature of business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the Church is to be considered at the meeting, include the text of the proposed alteration.

- (v) Include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 24 (Use of electronic communications), details of where the information may be found on the Church's website.
- (vi) Include, with the notice the notice for a Special Church Members' Meeting, as clear an indication as is possible in all the circumstances of the agenda items to be considered.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a Church Member who was entitled to receive notice of the Church Members' Meeting did not receive it because of an accidental omission by the Church.

(4) Guests at a Church Members' Meeting

From time to time the Church may invite guests, and if publicly invited by an announcement or notice in the same form as is required for calling Members to a meeting, those who normally attend Church events may attend a Church Members' Meeting but only Church Members may vote.

(5) Chairing of Church Members' Meeting

The person nominated as chair by the charity trustees under sub-clause 21 (2) (Chairing of meetings), shall, if present at the Church Members' Meeting and willing to act, preside as chair of the meeting. Subject to that, the Members of the Church who are present at a Church Members' Meeting shall elect a chair to preside at the meeting.

(6) Quorum at Church Members' Meetings

- (a) No business may be transacted at any Church Members' Meeting unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum, for Church Members' Meetings shall be the greater of 25% or 10 Members.
- (c) If the meeting has been called by or at the request of the Members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Church Members at least seven clear days before the date on which it will resume.
- (e) If at any time during any meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not

make any decisions. If decisions are required which must be made by a meeting of the Members, the meeting must be adjourned.

(7) Taking decisions at Church Members' Meetings

- (a) The consultation of Church Members and the involvement of Members in decision making is an important principle within the Church. Members are encouraged to listen carefully to each other, express views that will aid decision making, before reaching a decision.
- (b) Except for those decisions that must be taken in a particular way as indicated in this constitution, the Charities Act 2011, the General Regulations or Dissolution Regulations decisions of the Members of the Church may be taken as provided in sub-clause 13 (8).

(8) Taking decisions by consensus and voting

- (a) Wherever possible and where there is a clear agreement among the Members they may reach a decision by consensus without a vote, provided that the decision taken is clearly recorded in the minutes as a decision of the Church Members.
- (b) Each Member shall have one vote which they may use at a Church Members' Meeting after hearing about the issues and any comments or questions raised by other Members in advance of the vote.
- (c) For matters requiring a formal decision or resolution a vote shall be taken and the outcome of the vote recorded as the resolution of the Members.
- (d) Unless a higher level is specified elsewhere in this constitution, any decision shall be taken by a simple majority at an Ordinary Church Members' Meeting.
- (e) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a Poll is duly demanded. A Poll may be demanded by the chair or by at least 10% of the Members present in person at the meeting.
- (f) A Poll may be taken at the meeting at which it was demanded.
- (g) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- (h) If a Poll is to be held 2 persons should be appointed as scrutineers to the ballot to count the votes. The person chairing the Church Members' Meeting shall announce the outcome without necessarily revealing the number of votes.
- (i) If there is an equality of votes on any matter at an Ordinary Church Members' Meeting the resolution will be considered rejected and the matter shall be referred back to the submitter for review and if appropriate resubmission to a subsequent meeting for consideration.
- (j) Unless a higher level is specified elsewhere in this constitution, a resolution at a Special Church Members' Meeting shall be carried if supported by at least two thirds of the Church Members present entitled to vote and voting.

- (k) To be appointed as Minister a candidate must receive the approval of at least three quarters of the Church Members present entitled to vote and voting.
- (l) The Church Members' Meeting or charity trustees may want a higher measure of support for a particular resolution but a higher proportion of votes for a resolution shall not override the arrangements in clause 12 (8) (j) unless, before the vote is taken, the Church Members' Meeting passes a further or enabling resolution referring to that particular resolution and specifying the higher proportion of votes necessary to pass it.

(9) Decisions that must be taken in a particular way

- (a) Any decision to remove a charity trustee must be taken in accordance with sub-clauses 17 (2) and (3).
- (b) Any decision to amend this constitution must be taken in accordance with clause 30 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the Church must be taken in accordance with clause 31 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Church to one or more other churches must be taken in accordance with the provisions of the Charities Act 2011.

(10) Adjournment of Church Members' Meeting

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

14. Charity trustees

(1) Charity trustees and the Church Members' Meeting

- (a) The Church Members' Meeting shall appoint Charity Trustees to be responsible for the governance of the Church and where there is a Minister that person is also a Charity Trustee because of their role and responsibilities.
- (b) Subject to any specific or general directions of the Church Members' Meeting and the provisions of this constitution the charity trustees shall take responsibility for the control management and administration of the Church save that the charity trustees are not required to do anything that would cause them to be in breach of this constitution or any trustee duty placed upon them as a result of this role.
- (c) The Charity Trustees have an obligation (subject to any overriding legal binding requirement to the contrary) to take note of the directions and requests of the Church Members' Meeting.

(2) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the Church and may for that purpose exercise all the powers of the Church. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the Church, taking into account the purposes and beliefs of the Church and Christian principles, acting in good faith and in ways most likely to further the purposes of the Church; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of the Church in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(3) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No individual may be appointed as a charity trustee of the CIO:
 - (i) if he or she is under the age of 18 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 17 (1) (f).
- (c) Charity trustees shall with the possible exception of any newly appointed Minister be chosen from among the Church Members.
- (d) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(4) Number of charity trustees

- (a) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or to seek nominations for additional Charity Trustees and to convene a Church Members' Meeting where appointments can be made.
- (b) There is no maximum number of charity trustees that may be appointed to the Church.

(5) First charity trustees

The first charity trustees of the Church are Angela Christine Baker, Nathan James Hunt, Sallyann Hunt and Sarah O'Neill.

15. Appointment of charity trustees

(1) Elected charity trustees

- (a) At the first Annual General Meeting of the Members of the Church all the charity trustees excluding any Minister or Ministers of the Church shall retire from office;
- (b) At every subsequent Annual General Meeting of the Members of the Church, one-third of the charity trustees shall retire from office excluding any Minister or

Ministers of the Church. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;

- (c) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (d) The vacancies so arising may be filled by the decision of the Members at the Annual General Meeting; any vacancies not filled at the Annual General Meeting may be filled as provided in sub-clause 15(1)(e).
- (e) The Members in consultation with the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 17 (Retirement and removal of charity trustees), or as an additional charity trustee;
- (f) A person so appointed by the Members of the Church shall retire in accordance with the provisions of sub-clauses 15 (1) (b) and (c).
- (g) Nominations for the role of charity trustee other than a Minister shall be made to the charity trustees not later than three Sundays before the Church Members' Meeting at which the appointment of charity trustees is to be held. Nominations must be submitted in writing with the supporting signature of two other Church Members and the consent of the candidate. Requests for nominations shall be made at all services on the two Sundays immediately before that Sunday when nominations must cease.
- (h) The appointment of charity trustees shall be undertaken by processes that are public, clear and open so that all Church Members are enabled to consider prayerfully who should be appointed as charity trustees. The processes shall ensure that notice is given of any forthcoming election so that Church Members may freely nominate prospective charity trustees whose names shall be submitted (after they have indicated a willingness to be appointed) for decision to the Church Members with the intention of ensuring that those appointed have a sufficient level of support from them. Only nominations which have the support of the existing charity trustees will be forwarded for decision to the Church Members.
- (i) Appointment of a charity trustee requires a two thirds majority in favour of the appointment in a secret ballot of Members of the Church.

(2) Ministers - Ex officio charity trustees

- (a) A Minister of the Church shall accept the beliefs as written in clause 4.
- (b) The Minister, whether or not they are on the Register of Persons Accredited for Ministry shall be supportive of other churches, including other Baptist Churches, the Regional Association and the Baptist Union.
- (c) The Minister or Ministers for the time being ("the office holder") shall automatically, by virtue of holding that office ("ex officio"), be a charity trustee.

- (d) See also clauses 12 (1) (a) (iii) (Admission of new Members), 13 (1) (f) (appointment or dismissal of a minister), 13 (8) (k) (appointment of a minister) and 14 (1) (a) (Charity trustees).

16. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (e) a copy of this constitution and any amendments made to it; and
- (f) a copy of the Church's latest trustees' annual report and statement of accounts.

17. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the Church in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the Church, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (e) is removed by the Members of the Church in accordance with sub-clause (2) of this clause 17; or
- (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a Special Church Members' Meeting called for that purpose and properly convened in accordance with clause 13, and the resolution is passed by a three quarters majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with clause 17 (2) shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the Members of the Church.

18. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the Church is eligible for reappointment. A charity trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year for one term, following which they may not be reappointed.

19. Taking of decisions by charity trustees

Any decision may be taken either:

- (1) at a meeting of the charity trustees; or
- (2) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - (b) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Church at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

20. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements –
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee. Any charity trustee is entitled to attend a committee meeting;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

21. Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after

the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

22. Saving provisions

- (1) Subject to sub-clause (2) of this clause 22, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - (d) for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause 22 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been

void, or if the charity trustee has not complied with clause 10 (Conflicts of interest and conflicts of loyalty).

23. Execution of documents

- (1) The Church shall execute documents by signature.
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

24. Use of electronic communications

(1) General

The Church will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any Member on request a hard copy of any document or information sent to the Member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the Church

Any Member or charity trustee of the Church may communicate electronically with the Church to an address specified by the Church for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Church.

(3) By the Church

- (a) Any Member or charity trustee of the Church, by providing the Church with his or her email address or similar, is taken to have agreed to receive communications from the Church in electronic form at that address, unless the Member has indicated to the Church his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website or by sending an email (or similar) to the Member's email address (or similar) –
 - (i) provide the Members with the notice referred to in clause 13 (3) (Notice of Church Members' Meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 21 (1) (Calling meetings); and
 - (iii) submit any proposal to the Members or charity trustees for decision by written resolution in accordance with the Church's powers under clause 13 (7) (Taking decisions at Church Members' Meetings), or 19 (2) (Taking of decisions by charity trustees).
- (c) The charity trustees must:
 - (i) take reasonable steps to ensure that Members and charity trustees are promptly notified of the publication of any such notice or proposal;

- (ii) send any such notice or proposal in hard copy form to any Member or charity trustee who has not consented to receive communications in electronic form.

25. Keeping of Registers

The Church must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a register of its Members and charity trustees.

26. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at Church Meetings;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

27. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Church, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Church entered on the Central Register of Charities.

28. Rules and Church Handbook

The charity trustees may from time to time with the agreement of the Church Members at any Ordinary Church Members' Meeting make such reasonable and proper rules or byelaws or prepare a church handbook as they may deem necessary or expedient for the proper conduct and management of the Church, but such rules, byelaws or handbook must not be inconsistent with any provision of this constitution. Copies of any such rules, byelaws or handbook currently in force must be made available to any Member of the Church on request.

29. Disputes

If a dispute arises between Members of the Church about the validity or propriety of anything done by the Members under this constitution, and the dispute cannot be

resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

30. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all Members of the Church; or
 - (b) by a resolution passed by a 75% majority of votes cast at a Special Church Members' Meeting.
- (2) Any alteration of clause 3 the Church's objects, of any provision of the CIO's constitution directing the application of property on its dissolution or any provision of the CIO's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or Members of the Church or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the Church's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.
- (5) Any alteration of clause 3 (Objects), clause 4 (Beliefs), clause 6 (Affiliation), clause 12 (1) (b) (vi) (Admission procedure), clause 14 (1) (Charity Trustees and the Church Members' Meeting), clauses 15 (1) (a), 15 (1) (d) and 15 (1) (h) (Appointment of Charity Trustees), this clause 30 (Amendment of Constitution) or clause 31 (Voluntary winding up or dissolution) shall have no legal effect unless:
 - (a) at least 6 months before the Special Church Members' Meeting at which the resolution is considered, or such shorter period as may be agreed in writing by each of the bodies referred to in clause 6, the Church shall have given to those bodies written notice of the wording of the resolution; and
 - (b) the Church has afforded to those bodies reasonable opportunities, if those bodies so require, for enabling representatives of those bodies to meet representatives of the Church, to make representations to the Church Members' Meeting, and to consider with the Church whether the proposed resolution might be withdrawn, amended or replaced by a different resolution.

31. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the Church may be dissolved by resolution of its Members. Any decision by the Members to wind up or dissolve the Church can only be made:
 - (a) at a Special Church Members' Meeting called in accordance with clause 13 (Members' decisions, Church Members' Meetings), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or

- (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the Church Meeting; or
 - (b) by a resolution agreed in writing by all Members of the Church.
- (2) Subject to the payment of all the Church's debts:
 - (a) Any resolution for the winding up of the Church, or for the dissolution of the Church without winding up, may contain a provision directing how any remaining assets of the Church shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Church shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Church provided that any decisions taken under this clause 31 in relation to property must comply with the requirements of statute law and any specific property trusts under which the land and buildings are used and occupied by the Church.
- (3) The Church must observe the requirements of the Dissolution Regulations in applying to the Commission for the Church to be removed from the Register of Charities, and in particular:
 - (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the Members of the Church;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the Church have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the Church has been or is to be applied prior to its dissolution in accordance with this constitution; provided that any decisions taken under this clause 31 in relation to property must comply with the requirements of statute law and any specific property trusts under which the land and buildings are used and occupied by the Church.
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every Member and employee of the Church, and to any charity trustee of the Church who was not privy to the application.
- (4) If the Church is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed. It is essential for Trustees to be aware that if the Church is unable to meet its financial obligations in full when it is wound up, the provisions of the Dissolution Regulations must be followed.

32. Interpretation

In this constitution:

1. "**Baptist Union**" means the Baptist Union of Great Britain charity number 1181392.
2. "**charity trustee**" means a charity trustee of the Church.
3. "**Church Member**" means a person appointed under clause 12 (1).

4. **“Church Members’ Meeting”** means a general meeting as defined in the General Regulations and where the context permits, includes an Annual General Meeting, an Ordinary Church Members’ Meeting and Special Church Members’ Meeting.
5. **“connected person”** means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;
 - (b) the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause (a) above;
 - (c) a person carrying on business in partnership with the charity trustee, member or with any person falling within subclause (a) or (b) above;
 - (d) an institution which is controlled –
 - (i) by the charity trustee, member or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d) (i), when taken together;
 - (e) a body corporate in which –
 - (i) the charity trustee, member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e) (i) who, when taken together, have a substantial interest.

In this constitution:

For the purposes of land disposals under section 117 Charities Act 2011 the definition of connected person set out in section 118 Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

For the purposes of remuneration of trustees or connected persons of trustees providing goods and services under section 185 Charities Act 2011 the definition of connected person set out in section 188 Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

For the purposes of amending the constitution if any alteration would provide authorisation for any benefit for the trustees or members of the CIO or persons connected with them the definition of connected person set out in section 249 Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

For the purpose of an amalgamation application the definition of connected person set out in section 249 Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

For the purposes of confirming a resolution of a transferor CIO the definition of connected person set out in section 249 Charities Act 2011 applies for the purpose of interpreting the terms used in this constitution

6. The **“Communications Provisions”** means the Communications Provisions in the General Regulations.

7. **“Dissolution Regulations”** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
8. **“General Regulations”** means the Charitable Incorporated Organisations (General) Regulations 2012.
9. A **“Poll”** means a counted vote or ballot, usually (but not necessarily) in writing.
10. **“Regional Association”** means the regional Association recognised by the Baptist Union for the area in which the Church is situated.