Edward Connor Solicitors

10 The Point
Market Harborough
LE16 7QU

01858 411 568
info@edwardconnor.com
www.edwardconnor.com

Approved CIO Governing Document for Independent Churches
(in particular those affiliated to the Fellowship of Independent Evangelical Churches)

Based on the Charity Commission Association Model
for a Charitable Incorporated Organisation (CIO)

CG1

GRACE CHURCH DENBIGH

CONSTITUTION

We certify this to be the Constitution adopted by the members of GRACE CHURCH DENBIGH on the …… of …….. 2024

and approved by the Charity Commission on ……..

Trustee: ……Trustee: ……

[1]As amended by the members in accordance with the provisions of the constitution and approved by the Charity Commission on the dates set out below:

Date of Members' Meeting	Date of Charity Commission Approval	Signature of Trustee	Signature of Trustee

[1] Once adopted, the constitution can be amended in accordance with the provisions of clause 28, subject to the approval of the Charity Commission. If you do make any amendments, you should retain copies of the previous versions. In the amended version, you should not amend the certificate on the front page, but rather complete the amendment table set out on this page.

1. Name

1.1 The name of the Charitable Incorporated Organisation ("the Church") is GRACE CHURCH DENBIGH

2. National location of principal office

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

3. Purposes

3.1 The purposes of the Church are:

3.1.1 the advancement of the Christian faith in accordance with the Basis of Faith primarily but not exclusively within Denbigh and the surrounding neighbourhood; and

3.1.2 such other charitable purposes as shall, in the opinion of the charity trustees, put into practice the Christian faith in accordance with the Basis of Faith, including but not limited to: the prevention and relief of need, hardship and sickness; the advancement of education; and the provision of facilities in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life;

provided that the advancement of such purposes be undertaken in a manner that is consistent with the Doctrinal Distinctives and Ethical Statements as may be adopted and amended by the Church from time to time in accordance with the provisions of the Church Handbook.

4. Powers

4.1 The Church has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. Without limitation, this includes the powers set out in the non-exhaustive list below:

4.1.1 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;

4.1.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

4.1.3 sell, lease or otherwise dispose of all or any part of the property belonging to the Church with or without payment, provided that, in the exercise of such power, the Church complies as appropriate with sections 117 and 119-123 of the Charities Act 2011;

4.1.4 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 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

4.1.5 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.

5. Application of income and property

5.1 The income and property of the Church must be applied solely towards the promotion of the purposes of the Church.

5.1.1 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.

5.1.2 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.

5.2 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. This does not prevent a member who is not also a charity trustee receiving:

5.2.1 benefit from the Church as a beneficiary of the Church;

5.2.2 reasonable and proper remuneration for any goods or services supplied to the Church.

5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to charity trustees and connected persons

6.1 No charity trustee or connected person may:

6.1.1 buy or receive any goods or services from the Church on terms preferential to those applicable to members of the public;

6.1.2 sell goods, services, or any interest in land to the Church;

6.1.3 be employed by, or receive any remuneration from, the Church;

6.1.4 receive any other financial benefit from the Church;

unless the payment or benefit is permitted by this clause 6, or authorised by the court or the prior written consent of the Charity Commission has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 A charity trustee or connected person may receive a benefit from the Church as a beneficiary provided it is available generally to the beneficiaries of the Church.

6.3 Subject to Clause 6.2, at no time may a majority of charity trustees benefit directly or indirectly from payments made under clause 6. Where a payment to a connected person would represent an indirect benefit to the charity trustee and such payment would cause the number of charity trustees benefiting under clause 6 to be a majority of the charity trustees then the prior written consent of the Charity Commission to the proposed payment must be obtained.

6.4 Any other payments to a charity trustee or connected person or arrangements involving the acquisition by a charity trustee or connected person for his or her own benefit of property belonging to the Church require the prior written approval of the Charity Commission unless authorised under statute from time to time.

6.5 For the avoidance of doubt nothing in this clause shall prevent reimbursement to the charity trustees or connected persons of reasonable and proper out-of-pocket expenses incurred in carrying out their duties and the reimbursement of the costs of purchases made on behalf of the Church, where such purchases have the prior authorisation of the charity trustees.

Scope and powers permitting trustees' or connected persons' benefits

6.6 A charity trustee or connected person may receive compensation (including the provision of accommodation) for (i) acting as an employee of the Church under a contract of employment or (ii) acting as a paid office holder provided that:

6.6.1 The other charity trustees are satisfied that (a) it is in the best interests of the Church to appoint the trustee or connected person to the paid position and the nature of the position inherently means that the person holding the position will be a charity trustee and it is customary for persons holding such a position to be compensated, or (b) it is in the best interests of the Church to appoint the trustee or connected person to the paid position rather than someone who is

not a charity trustee or connected person, having considered the advantages and disadvantages of each approach;

6.6.2 The compensation package is set out in writing in a contract of employment in the case of an employee or a memorandum of understanding in the case of an office holder trustee;

6.6.3 The compensation package does not exceed what is reasonable in the circumstances taking into account regional variations;

6.6.4 The reasons for the decision of the charity trustees is recorded in their minute book; and

6.6.5 The person receiving the compensation (and any trustee connected to that person) must be absent from the part of any meeting at which the terms of appointment or compensation or the performance of his or her duties or any matter in connection with his or her appointment is being discussed or determined and must not vote on any such matter or be counted in the quorum for the part of the meeting during which such matters are discussed. However, in relation to discussions concerning the performance of his or her duties the office holder or employee in question shall have the opportunity to address the meeting and respond to any points of concern that are raised.

6.7 A charity trustee or connected person 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, sections 185-188 of the Charities Act 2011.

6.8 A charity trustee or connected person 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).

6.9 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Church. 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.

6.10 A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

6.11 In this clause 6:

6.11.1 “the Church” includes any company in which the Church:

6.11.1.1 holds more than 50% of the shares; or
6.11.1.2 controls more than 50% of the voting rights attached to the shares; or
6.11.1.3 has the right to appoint one or more directors to the board of the company; and

6.11.2 “connected person” includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

7.1 Subject to clause 7.3, a charity trustee must:

7.1.1 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

7.1.2 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).

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

7.3 When any charity trustee is conflicted, the trustees who are not conflicted, subject to a quorum being formed and being satisfied that it is in the best interests of the Church to do so, may by resolution passed in the absence of the conflicted charity trustee authorise the conflicted charity trustee, notwithstanding any conflict of interest or duty which has arisen or may arise, to:

7.3.1 continue to participate in discussions leading to the making of a decision (but not to participate in the decision or vote itself); or

7.3.2 disclose to a third party information confidential to the Church;

7.3.3 take any other action not otherwise authorised which does not involve the receipt by the conflicted trustee or a connected person of any payment or material benefit from the Church; or

7.3.4 refrain from taking any step required to remove the conflict.

8. 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.

9. Membership of the Church

9.1 Admission of new members

9.1.1 Eligibility

Membership of the Church is open to anyone who professes the Christian faith in accordance with the Basis of Faith, has satisfied such other requirements as have been specified in the Church Handbook and who in his or her application for membership has indicated his or her agreement to become a member and to accept the duty of members set out in clause 9.3.

Corporate bodies may not be members of the Church. A member must be an individual.

9.1.2 Admission procedure

The charity trustees shall follow the procedure for the admission of members as set in the Church Handbook and must ensure that an accurate register of members is maintained at all times.

9.2 Transfer of membership

Membership of the Church cannot be transferred to anyone else.

9.3 Duty of members

It is the duty of each member of the Church to exercise his or her powers as a member of the Church in the way he or she decides in good faith would be most likely to further the purposes of the Church.

9.4 Termination of membership

9.4.1 Membership of the Church comes to an end if:

9.4.1.1 the member dies;

9.4.1.2 the member sends a notice of resignation to the charity trustees; or

9.4.1.3 a person's membership is terminated in accordance with the provisions set out in the Church Handbook.

9.4.2 The provisions for Church discipline contained in the Church Handbook shall include provisions setting out that no resolution to remove a person ("P") from membership shall be effective unless:

9.4.2.1 prior to making any decision on whether to recommend to the members that P should be removed from membership, or (if applicable) prior to

making any decision to remove P from membership by a resolution of the charity trustees, the charity trustees have, at a duly constituted meeting of the charity trustees ("the Meeting"), considered whether or not P should be removed from membership and have taken into account the representations referred to below;

9.4.2.2 the charity trustees have given P 21 clear days' notice of the Meeting, informing P of the reasons why his or her removal from membership is being considered, inviting P to make representations to the charity trustees (prior to or at the Meeting) as to why he or she should not be removed from membership; and

9.4.2.3 the charity trustees have allowed P or P's representative to make those representations in person at the Meeting if P so chooses.

9.5 Informal or associate (non-voting) membership

9.5.1 The Church Handbook may contain provisions for associate or other classes of non-voting membership, and may set out the rights and obligations of any such members, and the conditions for admission to, and termination of membership of any such class of members.

9.5.2 Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10 Members' decisions

10.1 General provisions

All decisions of the members of the Church shall be taken by vote at a general meeting as provided in clause 10.2.

10.2 Making resolutions at general meetings

Subject to clause 10.4, any decision of the members of the Church may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting including votes cast by postal or email ballot and proxy votes, where permitted.

10.3 Taking decisions by written resolution without a general meeting

10.3.1 Subject to clause 10.4, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

10.3.1.1 a copy of the proposed resolution has been sent to all the members eligible to vote and the circulation of the resolution has been authorised by the charity trustees; and

10.3.1.2 a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 14 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by his or her signature, or in such other manner as the charity trustees have specified.

10.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.

10.3.3 Eligibility to vote on the resolution is limited to members who are members of the Church on the date when the proposal is first circulated in accordance with paragraph 10.3.1.1 above.

10.3.4 Not less than 20% of the members of the Church may request the charity trustees to make a proposal for a written resolution to be circulated in accordance with the procedure set out above.

10.3.5 The charity trustees must within 21 days of receiving such a request comply with it if:

10.3.5.1 The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

10.3.5.2 The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

10.3.5.3 Effect can lawfully be given to the proposal if it is so agreed.

10.4 **Decisions that must be taken in a particular way**

10.4.1 Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of constitution).

10.4.2 Any decision to wind up or dissolve the Church must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Church to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

10.4.3 Where the standing orders or Church Handbook cover specific decisions of the members of the Church, the standing orders or Church Handbook may provide that such decisions shall require a majority that is greater than a simple majority of votes cast.

11 General meetings of members

11.1 Types of general meeting

11.1.1 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, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.

11.1.2 Other general meetings of the members of the Church may be held at any time.

11.1.3 All general meetings must be held in accordance with this clause 11.

11.2 Calling general meetings

11.2.1 The charity trustees:

11.2.1.1 must call the annual general meeting of the members of the Church in accordance with clause 11.1.1 and identify it as such in the notice of the meeting; and

11.2.1.2 may call any other general meeting of the members at any time.

11.2.2 The charity trustees must, within 21 days, call a general meeting of the members of the Church if:

11.2.2.1 they receive a written or emailed request to do so from at least 20% of the members of the Church; and

11.2.2.2 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.

11.2.3 If, at the time of any such request, there has not been any general meeting of the members of the Church for more than 12 months, then clause 11.2.2 shall have effect as if 15% were substituted for 20%.

11.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting, in which case, subject to clause 11.2.5, the charity trustees must include those particulars in the notice calling the meeting.

11.2.5 A resolution may only properly be proposed if it is lawful and is not, in the opinion of the trustees acting reasonably, frivolous, defamatory or vexatious.

11.2.6 Any general meeting called by the charity trustees at the request of the members of the Church must be held within 28 days from the date on which it is called.

11.2.7 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

11.2.8 A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

11.2.9 The Church must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Church shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

11.3 **Notice of general meetings**

11.3.1 The charity trustees, or, as the case may be, the relevant members of the Church, must give at least 14 clear days'[2] notice of any general meeting to all of the members, and to any charity trustee of the Church who is not a member.

11.3.2 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 clause 11.3.1 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.

11.3.3 The notice of any general meeting must:

11.3.3.1 state the time and date of the meeting:

11.3.3.2 give the address at which the meeting is to take place;

11.3.3.3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;

11.3.3.4 if a proposal to alter the constitution of the Church is to be considered at the meeting, include the text of the proposed alteration;

11.3.3.5 include details of persons standing for election or re-election by the members of the Church as a charity trustee; and

[2] When counting "clear days" you need to exclude the day on which the notice is deemed to have been received by members and the day on which the meeting is held. E.g. if a meeting is to be held on the 22nd day of the month, the notice needs to be given on the 7th day of the month, as there are 14 days between those two dates. This means that the notice will have to be sent out on the 5th day of the month because under clause 11.3.5 notices are deemed to be received 48 hours after they are sent.

11.3.3.6 include, with the notice for the AGM, the annual statement of accounts and trustees' annual report.

11.3.4 Proxy votes shall only be permitted at the meeting if the charity trustees have decided to allow them for that meeting and the notice calling the meeting specifies that proxy votes shall be permitted. If proxy votes are permitted, such votes shall be cast in accordance with the provisions of clause 12.

11.3.5 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.

11.3.6 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Church.

11.4 **Chairing of general meetings**

The person nominated as chair by the charity trustees under clause 19.2.1 shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Church who are present at a general meeting shall elect a chair to preside at the meeting.

11.5 **Quorum at general meetings**

11.5.1 No business may be transacted at any general meeting of the members of the Church unless a quorum is present when the meeting starts. In circumstances where postal or email votes have been permitted, the quorum must be satisfied by members attending the meeting in person, not including those who have submitted a valid postal or email vote.

11.5.2 Subject to the following provisions, the quorum for general meetings shall be the greater of 40% or 5 members.

11.5.3 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. In such circumstances, unless the circumstances set out at clause 11.2.3 apply, the members who requested or called the meeting shall not, within the 12 month period commencing on the date of the meeting, be entitled to request a further meeting to deal with business that is substantially the same as the business for which the meeting was called.

11.5.4 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 be notified to the Church's members at least seven clear days before the date on which it will resume.

11.5.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

11.5.6 If at any time during the 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.

11.6 **Voting at general meetings**

11.6.1 Any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting including postal/email and proxy votes when permitted. Every member has one vote.

11.6.2 A poll shall be taken on each resolution where two or more members request that a poll is held in accordance with clause 11.6.4, and on each resolution for which the chair directs that there should be a poll. A poll shall also be taken in connection with any resolution in connection with clause 28 (Amendment of constitution) or 29 (Voluntary winding up or dissolution). Every poll shall be taken at the meeting at which the resolution subject to the poll was put to the vote or through the use of postal or email communication and proxy votes when permitted.

11.6.3 Polls do not need to be in writing. Polls may be conducted by counting the number of hands raised for and against a resolution or by any other means which allows the number of votes cast for or against the resolution to be recorded.

11.6.4 All decisions not requiring a poll shall be decided by a show of hands, i.e. a vote in which members raise their hands to vote for or against the resolution, but the actual number of votes are not counted because it is clear from the show of hands whether or not the resolution has been carried. If any Church member requests that the votes cast on a show of hands be counted, a poll shall be carried out in accordance with clause 11.6.3 if at least one other member seconds the request.

11.6.5 A secret ballot may be held at a general meeting on any resolution at the insistence of the charity trustees, the chair of the meeting or of 51% of the Church members present at the meeting. Members will be issued with a separate ballot paper for each resolution subject to a secret ballot. The chair will appoint two members to collect and count the ballot papers in such a manner that preserves the anonymity of the votes cast. The members counting the votes shall be permitted to vote. No further business shall be conducted until the votes have been counted and reported to the chair of the meeting who

will then announce the result of the ballot. There shall be a recount by two other members appointed by the chair in respect of any resolution subject to a secret ballot where, on the first count, the number of votes cast in favour of the resolution is less than ten percentage points higher than the percentage threshold required for the resolution to be passed. A maximum of one recount may be carried out in respect of each resolution that is subject to a secret ballot. In every secret ballot, the number of votes cast for and against the resolution shall be recorded in the minutes of the meeting.

11.6.6 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.

11.6.7 The Church may, if the charity trustees so decide, allow the members to vote by post or email on any matter that is being decided by a vote at a general meeting. In such cases, the charity trustees shall give clear instructions as to how postal or email votes are to be submitted and shall put in place such procedures as may be required to ensure that the votes submitted by post or email have been submitted by those who are entitled to vote.

11.7 **Adjournment of meetings**

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.

11.8 **Participation in general meetings by electronic means**

In exceptional circumstances where it is not possible for a period of more than six months to hold a members' meeting required under clauses 11.2.1 or 11.2.2:

11.8.1 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.

11.8.2 any member 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.

11.8.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

11.8.4 Voting at an electronic meeting shall be conducted in a way agreed by the charity trustees and communicated to the members with the notice of the meeting under clause 11.3.3.

11.8.5 When an electronic meeting is called by the charity trustees, clause 11.3.3.2 shall be read as "give the means by which the meeting will be held and information on how to access the meeting".

12 Proxy voting

12.1 If the charity trustees have allowed proxy voting to take place at a general meeting of the Church, a member of the Church may appoint another member of the Church as a proxy to exercise all or any of that member's rights to attend, speak and vote at that general meeting. Proxies must be appointed by a notice in writing (a "proxy notice") which:

12.1.1 states the name of the member appointing the proxy;

12.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

12.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Church may determine; and

12.1.4 is delivered to the Church in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

12.2 The Church may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

12.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

12.4 Unless a proxy notice indicates otherwise, it must be treated as:

12.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any resolutions put to the meeting; and

12.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

12.5 A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Church by or on behalf of that member.

12.6 An appointment under a proxy notice may be revoked by delivering to the Church a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

12.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

12.8 If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

13 Charity trustees

13.1 Functions and duties of charity trustees

13.1.1 The charity trustees shall have the general control and management of the administration of the Church and may for that purpose exercise all the powers of the Church subject to the provisions contained in this constitution and the Church Handbook.

13.1.2 It is the duty of each charity trustee:

13.1.2.1 to exercise his or her powers and to perform his or her functions as a trustee of the Church in the way he or she decides in good faith would be most likely to further the purposes of the Church; and

13.1.2.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

13.1.2.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and

13.1.2.2.2 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.

13.2 Eligibility for trusteeship

13.2.1 Every charity trustee must be a natural person.

13.2.2 No one may be appointed as a charity trustee:

13.2.2.1 if he or she is under the age of 18 years;

13.2.2.2 if he or she would automatically cease to hold office under the provisions of clause 15.1.6;

13.2.2.3 if he or she has not affirmed in writing (or by such other means as the trustees may specify) the Basis of Faith and Ethical Statements.

13.2.3 No one is entitled to hold any of the offices set out at clause 13.4.1 (by virtue of which he or she will be a charity trustee) or to be an interim charity trustee until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

13.2.4 At least one of the trustees of the Church must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

13.3 **Number of charity trustees**

13.3.1 There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to arrange for the appointment of additional trustees to bring the total number back to the minimum required by this clause. They may do this by arranging for people to be appointed to the offices set out at clause 13.4.1 or by arranging for the appointment of interim charity trustees in accordance with clause 13.4.3.

13.3.2 There is no maximum number of charity trustees that may be appointed to the Church.

13.4 **Appointment of charity trustees**

13.4.1 Subject to the provisions of this clause 13.4 and clause 13.2, the charity trustees of the Church are the persons appointed to the offices set out below in accordance with the Church Handbook.

- Elder
- Deacon
- Elected Charity Trustee

13.4.2 The names of the first charity trustees of the Church are: –

Hedd ap Emlyn	(Elder)
Lynne Dumayne	(Deacon/Church Treasurer)
Stuart Grant Robinson	(Deacon/Church Secretary)

13.4.3 Where the number of people filling the offices specified in clause 13.4.1 is less than three, or where the proportion of charity trustees benefitting directly or indirectly from payments made under clause 6 results in a breach of clause 6.2, then, subject to clause 13.3.1, the charity trustees shall call a general meeting and members of the Church shall elect as many interim charity trustees as required to ensure that the number of charity trustees is at least three and to ensure that the provisions of clause 6 (Benefits and payments to charity trustees and connected persons) are followed. An interim charity trustee has

the same responsibilities and powers as a charity trustee. However, an interim charity trustee shall cease to be a charity trustee as soon as the number of people filling the offices specified in clause 13.4.1 reaches three unless his or her retirement would cause the provisions of clause 6 to be breached. Further, every person who is appointed as an interim charity trustee shall cease to hold office as a charity trustee 6 months after he or she is appointed, but may be reappointed by the members of the Church if required to ensure that there is always a minimum of three charity trustees.

14 Information for new charity trustees

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

14.1.1 a copy of this constitution and any amendments made to it; and

14.1.2 a copy of the Church's latest trustees' annual report and statement of accounts.

15 Retirement and removal of charity trustees

15.1 A charity trustee ceases to hold office if he or she:

15.1.1 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);

15.1.2 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;

15.1.3 dies;

15.1.4 has become physically or mentally incapable of acting as a trustee and may remain so for more than three months, as confirmed by the written opinion, given to the CIO, of a registered medical practitioner treating that person;

15.1.5 ceases, in accordance with the Church Handbook, to hold the office specified at clause 13.4.1 that makes him or her a charity trustee; or

15.1.6 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), unless such disqualification is waived by the Charity Commission pursuant to Section 181 of the Charities Act 2011.

16 Reappointment of charity trustees

16.1 Any person who retires as a charity trustee by giving notice to the Church is eligible for reappointment.

17 Delegation by charity trustees

17.1 The charity trustees may delegate day-to-day matters to individuals or committees, including powers to commit the Church to a course of action. The power of delegation in this clause 17.1 does not authorise the delegation of matters affecting the general control and management of the administration of the Church. The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers under this sub-clause.

17.2 Subject to clause 17.4, the charity trustees may delegate any of their powers or functions relating to the general control and management of the administration of the Church 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.

17.3 The powers in this clause are in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees.

17.4 The power at clause 17.2 is subject to the following requirements –

17.4.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee who has been appointed in accordance with clause 13.4 prior to the establishment of the committee;

17.4.2 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

17.4.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

18 Taking of decisions by charity trustees

18.1 Subject to clause 18.4 the charity trustees must exercise their powers jointly, at properly convened meetings.

18.2 Subject to clause 18.4, any matter requiring a decision of the charity trustees shall require a simple majority of those present and voting at a properly convened meeting.

18.3 In the event of an equality of votes the meeting shall be adjourned for at least one week but no more than four weeks for prayer and reflection. In the event of an equality of votes in the subsequent meeting, the chair of the meeting shall be entitled to a second or casting vote.

18.4 The charity trustees may, in standing orders, provide that certain decisions may be taken by resolution, in written or electronic form, agreed by the requisite number of charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement. The requisite number of trustees must be the number of trustees that would be required to pass the same resolution were that resolution considered at a meeting of the trustees attended by all trustees eligible to vote on that resolution.

19 Meetings and proceedings of charity trustees

19.1 Calling meetings

19.1.1 The chair or any two of the charity trustees may call a meeting of the charity trustees at any time.

19.1.2 The charity trustees must hold at least four meetings in each twelve month period.

19.1.3 The charity trustees shall decide how their meetings are to be called, and what notice is required.

19.2 Chairing of meetings

19.2.1 The charity trustees must elect one of their number to be chair of their meetings and shall determine the period for which the person so elected is to continue as chair.

19.2.2 The charity trustees present at a meeting must elect one of their number to chair that meeting if the appointed chair is not present, does not wish to act or the office of chair is vacant.

19.3 Quorum

No decision shall be taken and no business may be transacted at a meeting of the charity trustees unless a quorum is present at the time when the decision is made. The quorum is at least one-half of the charity trustees or two charity trustees, whichever shall be the greater. 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.

19.4 Participation in meetings by electronic means

19.4.1 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.

19.4.2 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.

19.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20 Saving provisions

20.1 Subject to clause 20.2, 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:

20.1.1 who was disqualified from holding office;

20.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

20.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

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.

20.2 Clause 20.1 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 20.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest and conflicts of loyalty).

21 Execution of documents

21.1 The Church shall execute documents and deeds by signature.

21.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

21.3 A document is validly executed as a deed if it is signed by at least two of the charity trustees and the document makes clear on its face that it is intended by the persons making it to be a deed.

22 Use of electronic communications

22.1 General

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

22.1.1.1 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;

22.1.1.2 any requirements to provide information to the Commission in a particular form or manner.

22.2 To the Church

22.2.1 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.

22.3 By the Church

22.3.1 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.

22.3.2 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

22.3.2.1 provide the members with the notice referred to in clause 11.3 (Notice of general meetings);

22.3.2.2 give charity trustees notice of their meetings in accordance with clause 19.1 (Calling meetings); and

22.3.2.3 submit any proposal to the charity trustees for decision by written resolution in accordance with clause 18.4 and any standing orders made on written resolutions.

22.3.3 The charity trustees must:

22.3.3.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and

22.3.3.2 send communications in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23 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, registers of its members and charity trustees.

24 Minutes

24.1 The charity trustees must keep minutes of all:

24.1.1 appointments of officers made by the charity trustees;

24.1.2 proceedings at general meetings of the Church;

24.1.3 meetings of the charity trustees and committees of charity trustees including:

24.1.3.1 the names of the trustees present at the meeting;

24.1.3.2 the decisions made at the meetings; and

24.1.3.3 where appropriate the reasons for the decisions;

24.1.4 decisions made by the charity trustees otherwise than in meetings.

25 Accounting records, accounts, annual reports and returns, register maintenance

25.1 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.

25.2 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.

26 Standing Orders

26.1 Subject to clause 26.4

26.1.1 the charity trustees may from time to time make, alter, add to or repeal standing orders for the proper regulation of the affairs of the charity trustees and the regulation of matters which have been delegated by the charity trustees including functions, powers and decision making; and

26.1.2 the Church members in a general meeting may alter, add to or repeal the standing orders.

26.2 The charity trustees must adopt such means as they think sufficient to bring the standing orders to the notice of Church members.

26.3 Standing orders are binding on all Church members and charity trustees.

26.4 No standing order may be inconsistent with or may affect or repeal anything in the constitution or the Church Handbook.

27 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.

28 Amendment of constitution

28.1 As provided by sections 224–227 of the Charities Act 2011, this constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Church (including postal/email and proxy votes if the charity trustees have permitted voting by post/email and proxy); or by a resolution agreed in writing by all the members of the Church.

28.2 Any alteration of clause 3 (Purposes), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision 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.

28.3 The Basis of Faith can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Church (including postal/email and proxy votes if the charity trustees have permitted voting by post/email and proxy); or by a resolution agreed in writing by all the members of the Church.

28.4 The specifying of charitable purposes by the charity trustees in accordance with clause 3.1.2 does not constitute an amendment to the constitution.

28.5 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

28.6 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.

29 Voluntary winding up or dissolution

29.1 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:

29.1.1 at a general meeting of the members of the Church called in accordance with clause 11 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

29.1.1.1 by a resolution passed by a 75% majority of those voting (including postal/email and proxy votes when permitted by the charity trustees);

29.1.1.2 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

29.1.1.3 by a resolution agreed in writing by all the members of the Church.

29.2 Subject to the payment of all the Church's debts:

29.2.1 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.

29.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Church shall be applied.

29.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Church.

29.3 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:

29.3.1 the charity trustees must send with their application to the Commission:

29.3.1.1 a copy of the resolution passed by the members of the Church;

29.3.1.2 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

29.3.1.3 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;

29.3.2 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.

29.4 If the Church is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30 Interpretation

In this constitution:

30.1 **"Basis of Faith"** means the doctrinal basis of the Church set out at Appendix 1 as may be amended from time to time in accordance with clause 28.3.

30.2 **"charity trustee"** means a person who has been appointed as a charity trustee of the Church in accordance with this constitution.

30.3 **"Church Handbook"** means the rules adopted by the members of the Church governing the internal practices of the Church as may from time to time be amended in accordance with its terms.

30.4 **"Doctrinal Distinctives"** means any doctrines supplemental to the Basis of Faith set out in the Church Handbook as the doctrines of the Church, or adopted in accordance with the procedures set out in the Church Handbook, as the doctrines of the Church.

30.5 **"Ethical Statements"** means any statements set out in the Church Handbook, or adopted in accordance with the procedures set out in the Church Handbook setting out how the doctrines contained in the Basis of Faith apply in the ethics of day-to-day life and in accordance with which Church Members are expected to live their lives.

30.6 **"compensation"** refers to any payment, including a salary or a stipend, that is paid to a trustee or connected person in connection with duties carried out by that individual on behalf of the Church either as an office holder or an employee but does not amount to reimbursement for loss, or payment to an individual for providing their services as a trustee.

30.7 **"connected person"** means:

30.7.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

30.7.2 the spouse or civil partner of the charity trustee or of any person falling within clause 30.7.1;

30.7.3 a person carrying on business in partnership with the charity trustee or with any person falling within clause 30.7.1 or 30.7.2;

30.7.4 an institution which is controlled –

30.7.4.1 by the charity trustee or any connected person falling within clause 30.7.1, 30.7.2 or 30.7.3; or

30.7.4.2 by two or more persons falling within clause 30.7.4.1, when taken together

30.7.5 a body corporate in which –

30.7.5.1 the charity trustee or any connected person falling within clauses 30.7.1 to 30.7.3 has a substantial interest; or

30.7.5.2 two or more persons falling within clause 30.7.5.1, who, when taken together, have a substantial interest.

(N.B. Section 118 of the Charities Act 2011 applies a different definition to "connected person" for the purpose of dispositions of land belonging to charities).

30.8 The **"Communications Provisions"** means the Communications Provisions in Part 9 of the General Regulations.

30.9 **"Dissolution Regulations"** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

30.10 **"General Regulations"** means the Charitable Incorporated Organisations (General) Regulations 2012.

30.11 A **"poll"** means a counted vote, in which the actual number of votes cast for and against the resolution are counted to determine whether or not the resolution has been carried.

30.12 A **"ballot"** means a poll in which the people voting cast their votes in writing on a ballot slip.

30.13 A reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.

Appendix 1

Basis of Faith

1. God

There is one God, who exists eternally in three distinct but equal persons: the Father, the Son, and the Holy Spirit. God is unchangeable in his holiness, justice, wisdom and love. He is the almighty Creator, Saviour and Judge who sustains and governs all things according to his sovereign will for his own glory.

2. The Bible

God has revealed himself in the Bible, which consists of the Old and New Testaments alone. Every word was inspired by God through human authors, so that the Bible as originally given is in its entirety the Word of God, without error and fully reliable in fact and doctrine. The Bible alone speaks with final authority and is always sufficient for all matters of belief and practice.

3. The Human Race

All men and women, being created male and female in the image of God, have inherent and equal dignity and worth. Their greatest purpose is to obey, worship and love God. As a result of the fall of our first parents, every aspect of human nature has been corrupted and all men and women are without spiritual life, guilty sinners and hostile to God. Every person is therefore under the just condemnation of God and needs to be born again, forgiven and reconciled to God in order to know and please him.

4. The Lord Jesus Christ

The Lord Jesus Christ is fully God and fully man. He was conceived by the Holy Spirit, born of a virgin, and lived a sinless life in obedience to the Father. He taught with authority and all his words are true. On the cross he died in the place of sinners, bearing God's punishment for their sin, redeeming them by his blood. He rose from the dead and in his resurrection body ascended into heaven where he is exalted as Lord of all. He intercedes for his people in the presence of the Father.

5. Salvation

Salvation is entirely a work of God's grace and cannot be earned or deserved. It has been accomplished by the Lord Jesus Christ and is offered to all in the gospel. God in his love forgives sinners whom he calls, granting them repentance and faith. All who believe in Christ are justified by faith alone, adopted into the family of God and receive eternal life.

6. The Holy Spirit

The Holy Spirit has been sent from heaven to glorify Christ and to apply his work of salvation. He convicts sinners, imparts spiritual life and gives a true understanding of the Scriptures. He indwells all believers, brings assurance of salvation and produces increasing

likeness to Christ. He builds up the Church and empowers its members for worship, service and mission.

7. The Church

The universal Church is the body of which Christ is the head and to which all who are saved belong. It is made visible in local churches, which are congregations of believers who are committed to each other for the worship of God, the preaching of the Word, the administering of Baptism and the Lord's Supper; for pastoral care and discipline, and for evangelism. The unity of the body of Christ is expressed within and between churches by mutual love, care and encouragement. True fellowship between churches exists only where they are faithful to the gospel.

8. Baptism and the Lord's Supper

Baptism and the Lord's Supper have been given to the churches by Christ as visible signs of the gospel. Baptism is a symbol of union with Christ and entry into his Church but does not impart spiritual life. The Lord's Supper is a commemoration of Christ's sacrifice offered once for all and involves no change in the bread and wine. All its blessings are received by faith.

9. Marriage

Sexual intimacy is a gift from God and is to be enjoyed exclusively within the context of marriage. Marriage is, by definition, heterosexual and between one man and one woman. Marriage ultimately serves as a type of the union between Christ and his Church.

10. The Future

The Lord Jesus Christ will return in glory. He will raise the dead and judge the world in righteousness. The wicked will be sent to eternal punishment and the righteous will be welcomed into a life of eternal joy in fellowship with God. God will make all things new and will be glorified forever.