



CAREY BAPTIST CHURCH, READING

CONSTITUTION

We certify this to be the Constitution adopted by the Members of Carey Baptist Church, Reading
at a Church Meeting held on the 2nd of May 2019,

and approved by the Charity Commission on of 20....

Charity Trustee:James E Cordle..... Charity Trustee:David T Magowan.....

And as amended at a Church Meeting and approved by the Charity Commission on the dates set
out below:

**Date of Church
Meeting**

**Date of Charity
Commission Approval**

**Signature of Charity
Trustee**

**Signature of Charity
Trustee**

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CONSTITUTION

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CAREY BAPTIST CHURCH, READING

CONSTITUTION

1. Name, Constitution, defined terms and legislation

1.1 This Constitution is the constitution of the Charitable Incorporated Organisation known as 'Carey Baptist Church, Reading' as adopted or amended and in either case approved by the Charity Commission on the dates shown above.

1.2 In this Constitution the following terms have the meanings stated:

Charity Trustee means a person who has been appointed as a charity trustee of the Church in accordance with clause 12.4 of this Constitution.

Church means Carey Baptist Church, Reading.

Church Handbook means the document of that name setting out the practices and procedures adopted by the Members governing the internal practices and procedures of the Church as may from time to time be amended in accordance with its terms.

Church Meeting means a meeting of the Members, and includes both a General Meeting and a Special Meeting.

Communications Provisions means the Communications Provisions in Part 9 of the General Regulations.

Connected Person means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee;
- (b) the spouse or civil partner of the Charity Trustee or of any person falling within (a) above;
- (c) a person carrying on business in partnership with the Charity Trustee or with any person falling within (a) or (b) above;
- (d) an institution which is controlled:
 - i. by the Charity Trustee or any Connected Person falling within (a), (b) or (c) above; or
 - ii. by two or more persons falling within (d)(i) above when taken together;
- (e) a body corporate in which:
 - i. the Charity Trustee or any Connected Person falling within (a) to (c) above has a substantial interest; or
 - ii. two or more persons falling within (e)(i) above, 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).

Constitution means this constitution.

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

Doctrinal Basis of Faith means the doctrinal basis of the Church set out at Appendix 1.

Elder means an elder of the Church who holds office as described in clause 12.1.4.

General Meeting means a Church Meeting at which various matters relating to the Church, including without limitation its work, Membership, finances, ministries and staff are considered and decisions made.

General Regulations means the Charitable Incorporated Organisations (General) Regulations 2012.

Member means a member of the Church as described in Clause 9 (Membership), and **Membership** shall be construed accordingly.

Pastor means a pastor or minister of the Church who holds office as described in clause 12.1.4. A Pastor is an Elder.

Special Meeting means a Church Meeting at which a single matter is considered and decisions made, including without limitation the appointment or removal of a Pastor, Elder, Charity Trustee or other member of staff, or the purchase, lease or sale of buildings and land or of other major value items.

Standing Orders means those policies and procedures established from time to time in accordance with clause 25 (Standing Orders) dealing with functions, powers, decision-making and administrative matters affecting the day-to-day activities and running of the Church including without limitation matters relating to health and safety, security, financial authorisations, and protection of children and other vulnerable persons.

- 1.3 Where applicable the above definitions shall apply also to the Church Handbook.
- 1.4 Any reference to legislation shall include any statutory re-enactment or modification thereof.

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 England.

3. Purposes

3.1 The purposes of the Church are:

- (a) the advancement of the Christian faith in accordance with the Doctrinal Basis of Faith primarily but not exclusively within Reading and the surrounding neighbourhood; and
- (b) such other charitable purposes as shall, in the opinion of the Members in a Church Meeting, further the work of the Church and put into practice the teaching of the Bible.

Such advancement of the Christian faith and other charitable purposes shall be undertaken in a manner consistent with the Doctrinal Basis of Faith the provisions of this Constitution and the Church Handbook, including without limitation the Doctrinal Distinctives and Ethical Statements, as may be current from time to time.

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:
- (a) to raise funds and invite and receive contributions from any person whatsoever by way of loan, subscription, donation, sales or otherwise. In so doing the Church must not undertake any substantial trading activity and must comply with all relevant statutes, regulations and other rules having the force of law.
 - (b) to make grants, donations or loans, to give guarantees and to give security for such guarantees;
 - (c) to borrow money and 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.);
 - (d) to buy, take on lease or in exchange, hire or otherwise receive or acquire any real or personal property or an interest therein and develop, maintain, improve or equip it for use;
 - (e) to 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;
 - (f) to 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);
 - (g) to deposit or invest funds, operate bank or building society accounts in the name of the Church, 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;
 - (h) to enter into contracts with others for the provision of utilities, goods or services;
 - (i) to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Church and other organisations operating in similar fields;
 - (j) to promote or carry out research and publish the results thereof;
 - (k) to establish, promote, assist or support (financially or otherwise) any charitable organisation or association whose purposes include any of the purposes of the Church;
 - (l) to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the purposes of the Church or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
 - (m) to affiliate to, register with, subscribe to or join any organisation whose purposes promote, support or are in sympathy with the purposes of the Church;

- (n) to insure and indemnify Pastors, employees and voluntary workers from and against all risks incurred in the proper performance of their duties including without limitation such insurances as may be required by law, paying premiums out of income or capital;
- (o) to insure in a manner and to an extent that any prudent person would insure against liabilities to third parties (whether Members or not) associated with the ownership, leasing, hiring, occupation and use of property and other assets, paying premiums out of income or capital;
- (p) to insure on an all-risks basis the assets of the Church in such amounts and on such terms as the Charity Trustees may decide, paying premiums out of income or capital, and using any insurance proceeds as the Charity Trustees may decide (without necessarily having to restore the asset unless it is a requirement of a special trust); and
- (q) to provide trustee indemnity insurance as detailed in clause 5.1.2, paying premiums out of income or capital.

5. Application and use 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 income or property of the Church or may be paid out of such income or property reasonable expenses properly incurred by him 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. This does not prevent a Member who is not also a Charity Trustee receiving:
 - (a) benefit from the Church as a beneficiary of the Church; and
 - (b) reasonable and proper remuneration for any goods or services supplied to the Church.
- 5.3 The use of all buildings, land and other property of the Church shall at all times be in accordance with and subject to any restriction set out in the applicable trust deeds and other documents relating to such property.
- 5.4 Nothing in this clause 5 shall prevent a Charity Trustee or Connected Person receiving any benefit or payment which is authorised by clause 6 (Benefits and payments to Charity Trustees and Connected Persons), the Charity Commission or the Court.

6. Benefits and payments to Charity Trustees and Connected Persons

- 6.1 Any office holder appointed in accordance with the Church Handbook and any employee of the Church may receive reasonable compensation for carrying out their duties as office

holders and/or employees notwithstanding that they are or may be a Charity Trustee or a Connected Person to a Charity Trustee.

- 6.2 Any office holder or employee receiving benefit pursuant to clause 6.1 (or any Charity Trustee where the office holder or employee directly receiving benefit pursuant to clause 6.1 is a Connected Person in relation to him) must be absent from the part of any meeting at which the terms of stipend or (where applicable) employment of the office holder or employee in question or the performance of his or her duties or (where applicable) any matter in connection with his or her employment is being discussed or determined and must not vote on any such matter. However, in relation to discussions concerning the performance of his or her duties the office holder or employee in question must have the opportunity to address the meeting and respond to any points of concern that are raised.
- 6.3 In addition to the provisions of clause 6.1 any Charity Trustee or a Connected Person of a Charity Trustee may receive reasonable and proper remuneration for goods or services provided to the Church provided that:-
- (a) the goods or services must actually be required by the Church;
 - (b) the Charity Trustee must have fully disclosed to the other Charity Trustees the interest which he may have in and any benefit which he may derive either directly or indirectly from the supply of goods or services;
 - (c) the Charity Trustee or Connected Person shall not be present at or take part in any discussion relating to nor vote upon any matter connected with the supply of such goods or services; and
 - (d) the arrangements shall be approved by a majority of the other Charity Trustees who must be satisfied that it is to the advantage of the Church to employ or contract with the Charity Trustee or Connected Person in question rather than someone who has no connection with the Church.
- 6.4 At no time may a majority of Charity Trustees benefit directly or indirectly from payments made under clause 6.1 or clause 6.3. Where a payment to a Connected Person would represent an indirect benefit to a Charity Trustee and such payment would cause the number of Charity Trustees benefiting under clause 6.1 or clause 6.3 to be a majority of the Charity Trustees then the prior written consent of the Charity Commission to the proposed payment must be obtained.
- 6.5 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.
- 6.6 For the avoidance of doubt nothing in this clause 6 shall prevent reimbursement to a Charity Trustee or Connected Person of reasonable and proper out of pocket expenses incurred in carrying out his or her 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.

7. Conflicts of interest

7.1 A Charity Trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which he 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
- (b) absent himself from any discussions of the Charity Trustees in which it is possible that a conflict of interest will arise between his 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 from any discussions in accordance with this clause 7 must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.

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

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

9. Membership

9.1 Admission of new Members

9.1.1 Eligibility

Membership is open to anyone who professes the Christian faith in accordance with the Doctrinal 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. In the event of an applicant for Membership or an existing Member not being able to agree wholeheartedly to every detail of the Doctrinal Basis of Faith the Members shall decide in a Church Meeting his or her suitability for Membership.

Corporate bodies may not be Members. A Member must be a natural person.

9.1.2 Admission procedure

The Charity Trustees shall follow the procedure for the admission of Members as set out in the Church Handbook and must ensure that an accurate register is maintained at all times of Members together with associate (non-voting) members as provided for in clause 9.5.

9.2 Transfer of Membership

9.2.1 Membership cannot be transferred to anyone else.

9.3 **Duty of Members**

9.3.1 It is the duty of each Member to exercise his or her powers as a Member in the way he or she decides in good faith would be most likely to further the purposes of the Church together with such additional reasonable duties as the Members in a Church Meeting shall decide, provided always that they shall not act outside their powers as conferred by this Constitution or the general law.

9.4 **Termination of Membership**

9.4.1 Membership comes to an end if:

- (a) the Member dies;
- (b) the Member makes a request to the Charity Trustees for his or her Membership to be terminated and this is accepted by the Members at a Church Meeting; or
- (c) a person's Membership is terminated in accordance with the provisions for Church discipline 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:

- (a) prior to making any decision on whether to recommend to the Members that P should be removed from Membership, 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;
- (b) the Charity Trustees have given P twenty-one 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
- (c) 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 **Associate (non-voting) members**

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

9.5.2 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

10.1.1 All decisions of the Members shall be taken by vote at a Church Meeting as provided in clause 10.2.

10.2 Making resolutions at Church Meetings

10.2.1 Subject to clause 10.3, any decision of the Members may be taken by means of a resolution at a Church Meeting voted upon in accordance with clause 11.6.

10.3 Decisions that must be taken in a particular way

10.3.1 Any decision to amend this Constitution must be taken in accordance with clause 27 (Amendment of the Constitution).

10.3.2 Any decision to wind up or dissolve the Church must be taken in accordance with clause 28 (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.

10.3.3 The Church Handbook may provide that certain decisions shall require a majority that is greater than a simple majority of votes cast.

11. Church Meetings

11.1 Types of Church Meeting

11.1.1 There must be an annual General Meeting (AGM). The first AGM must be held within eighteen months of the registration of the Church, and subsequent AGMs must be held at intervals of not more than fifteen months. The annual statement of accounts (duly audited or examined where applicable) and the Charity Trustees' annual report for the preceding financial year shall be presented to the Members at the AGM.

11.1.2 Other Church Meetings of the Members may be held at any time.

11.1.3 The Charity Trustees must ensure that there are at least two General Meetings per year, including the AGM.

11.1.4 All Church Meetings must be held in accordance with this clause 11.

11.2 Calling Church Meetings

11.2.1 The Charity Trustees:

- (a) must ensure that the annual General Meeting is called in accordance with clause 11.1.1 and that it is identified as such in the notice of the meeting; and
- (b) may call any other Church Meeting at any time.

- 11.2.2 The Charity Trustees must, within twenty-one days, call a Church Meeting if a request to do so is received from at least 15% of all Members. To be effective the request shall be in writing, shall state the business to be dealt with at the meeting and shall state the names of all the Members making the request. The Church Meeting shall consider only the business so stated in the request for the Meeting.
- 11.2.3 If, at the time of any such request, there has not been any General Meeting for more than twelve months, then clause 11.2.2 shall have effect as if 7.5% were substituted for 15%.
- 11.2.4 Any such request may include particulars of any resolution(s) 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 defamatory, frivolous or vexatious.
- 11.2.6 Any Church Meeting called by the Charity Trustees at the request of the Members 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 their obligation under clause 11.2.2 to call a Church Meeting at the request of the Members, then the Members who requested the meeting may themselves call a Church Meeting.
- 11.2.8 A Church Meeting called in this way must be held not more than three 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 Church Meeting by reason of the failure of the Charity Trustees to call the meeting in accordance with clause 11.2.2, but the Church shall be entitled to be indemnified by the Charity Trustees who were responsible for such failure.

11.3 **Notice of Church Meetings**

- 11.3.1 The Charity Trustees, or, as the case may be, the relevant Members, must give at least fourteen clear days' notice to the Members of any Church Meeting. Where a Church Meeting is to consider a proposal to alter this Constitution at least twenty-one clear days' notice shall be given.
- 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 clause 11.3.2 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 Church Meeting must:
- (a) state the time and date of the meeting;
 - (b) give the address at which the meeting is to take place;
 - (c) 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;

- (d) if a proposal to alter this Constitution is to be considered at the meeting, include the text of the proposed alteration;
 - (e) include the names of any person to be considered at the meeting for appointment as a Pastor, Elder or Charity Trustee of the Church; and
 - (f) include, with the notice for the AGM, the annual statement of accounts and Charity Trustees' annual report or, in accordance with clauses 21.3.1 and 21.4.1, details of where such accounts and report may be found on the Church's website.
- 11.3.4 The chairman of a Church Meeting shall determine whether or not to permit any other item of relevant business to be discussed, but not if it requires a vote of the Members.
- 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 forty-eight hours after it was posted or sent.
- 11.3.6 The proceedings of a Church 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. Similarly any failure of receipt of the notice of a meeting by a Member because he or she was out of the country or away from the Church or home on business or holiday or had not provided to the Church a current address or for any other reason shall not invalidate the proceedings of a meeting.
- 11.4 Chairing of Church Meetings**
- 11.4.1 The person nominated as chairman by the Charity Trustees shall, if present at the Church Meeting and willing to act, preside as chairman of the meeting. Subject to that, the Members who are present at a Church Meeting shall elect a chairman to preside at the meeting.
- 11.5 Quorum at Church Meetings**
- 11.5.1 No business may be transacted at any Church Meeting unless a quorum is present.
- 11.5.2 Subject to the following provisions, the quorum for Church Meetings shall be the greater of 15% of all Members or five 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 fifteen 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 twelve 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 fifteen minutes of the starting time specified in the notice of the meeting, the chairman must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the Members at least seven clear days before the date on which it will resume.

- 11.5.5 If a quorum is not present within fifteen 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 Charity 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 Church Meetings**

- 11.6.1 In this clause 11.6 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; and a “ballot” means a poll in which the people voting cast their votes on a ballot form.
- 11.6.2 Any decision other than one falling within clause 10.3 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every Member has one vote.
- 11.6.3 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 chairman directs that there should be a poll. A poll shall be taken in connection with any resolution to which clause 27 (Amendment of the Constitution) or 28 (Voluntary winding up or dissolution) applies. Every poll shall be taken at the meeting at which the resolution subject to the poll was put to the vote.
- 11.6.4 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.
- 11.6.5 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 11.6.4 if at least one other Member seconds the request.
- 11.6.6 In the event of an equality of votes, the chairman of the meeting shall have a second, or casting vote.
- 11.6.7 A secret ballot may be held at a Church Meeting on any resolution at the insistence of the Charity Trustees, the chairman of the meeting or of at least 20% of the Members present at the meeting. Members will be issued with a separate ballot paper for each resolution subject to a secret ballot. The chairman shall appoint two Members, one of which shall be a Charity Trustee (if one is present) 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 chairman of the meeting who will then announce the result of the ballot. Where on the first count the difference between the number of votes cast for and against the resolution is very small, any recount of the votes cast shall be at the chairman’s sole discretion. Any such recount shall be undertaken by two other Members, one of which should be a Charity Trustee. 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.

- 11.6.8 Only those Members who are aged 16 or over and who have been in Membership for at least six months may vote at a Church Meeting.
- 11.6.9 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 chairman of the meeting shall be final.
- 11.6.10 Members must vote in person at a meeting and proxy votes shall not be allowed.

11.7 Adjournment of Church Meetings

- 11.7.1 The chairman 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.

12. Charity Trustees

12.1 Functions and duties of the Charity Trustees

- 12.1.1 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.
- 12.1.2 It is the duty of each Charity Trustee:
 - (a) to exercise his powers and to perform his functions as a Trustee of the Church in the way he decides in good faith would be 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 any special knowledge or experience that he has or holds himself out as having (“the duty of care”).
- 12.1.3 No Charity Trustee and no person exercising any power or responsibility that has been delegated by the Charity Trustees shall be liable for any act or failure to act unless, in acting or failing to act, he has failed to discharge the duty of care.
- 12.1.4 The spiritual direction of the Church shall be set by the Pastor(s) and Elders holding office from time to time in accordance with the Church Handbook. The Charity Trustees shall use their powers to allow for the implementation of the spiritual direction set by the Pastor(s) and Elders, unless it would be unlawful for them to do so. The Charity Trustees shall, in accordance with clause 16.1, delegate to the Pastor(s) and Elders such operational powers as are necessary to enable the Pastor(s) and Elders to run the Church on a day-to-day basis, including the powers for the Pastor(s) and Elders to make or authorise expenditure on behalf of the Church.

12.2 Eligibility for trusteeship

12.2.1 Every Charity Trustee shall be a Member.

12.2.2 No one may be appointed as a Charity Trustee:

- (a) if he is under the age of 16 years; or
- (b) if he would automatically cease to hold office under the provisions of clause 14.1(f).

12.2.3 At least one of the Charity Trustees must be 18 years of age or over. If there is no Charity Trustee aged at least 18 years, the remaining Charity Trustee or Trustees may act only to call a meeting of the Charity Trustees, or appoint a new Charity Trustee.

12.3 Number of Charity Trustees

12.3.1 There must be at least three Charity Trustees. If the number falls below this minimum, the remaining Charity Trustee or Trustees may act only to call a meeting of the Charity Trustees, or appoint a new Charity Trustee.

12.3.2 There is no maximum number of Charity Trustees that may be appointed to the Church.

12.4 Appointment of Charity Trustees

12.4.1 Subject to the provisions of this clause 12.4 and clause 12.2 and to the agreement of the person concerned, the Charity Trustees are the persons appointed in accordance with the Church Handbook to the offices set out below:

- (a) Pastor;
- (b) Elder.

12.4.2 The names of the first Charity Trustees are:

- (a) Pastors: David Magowan and James Muldoon;
- (b) Elders: Andrew Barnett, Richard Baxter, Simon Butler, James Cordle, Michael Davies, Basil Howlett, John Knibbs, Graham Machin and Alistair Murdoch.

12.4.3 Where the number of Charity Trustees appointed in accordance with clause 12.4.1 is less than three the Charity Trustees shall call a General Meeting and Members shall elect as many Charity Trustees and/or acting Charity Trustees as are 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 acting Charity Trustee has the same responsibilities and powers as a Charity Trustee. However, an acting Charity Trustee shall cease to be a Charity Trustee as soon as the number of people appointed in accordance with clause 12.4.1 reaches three unless his retirement would cause the provisions of clause 6 to be breached. Further, every person who is appointed as an acting Charity Trustee shall cease to hold office as a Charity Trustee twelve months after he is appointed, but may be reappointed by the Members if required to ensure that there is always a minimum of three Charity Trustees and compliance with clause 6.

13. Information for new Charity Trustees

- 13.1 The Charity Trustees will make available to each new Charity Trustee, on or before his first appointment:
- (a) a copy of this Constitution and any amendments made to it;
 - (b) a copy of the Church's latest Charity Trustees' annual report and statement of accounts; and
 - (c) a copy current at the time of the Church Handbook.

14. Resignation and removal of Charity Trustees

- 14.1 A Charity Trustee ceases to hold office if he:
- (a) gives not less than one month's notice to the Church in writing of his intention to resign (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 twelve months and the Charity Trustees resolve with the approval of the Members that his office be vacated;
 - (c) ceases to be a Member;
 - (d) dies;
 - (e) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (f) ceases, in accordance with the Church Handbook, to hold the office specified at clause 12.4.1 that makes him a Charity Trustee; or
 - (g) ceases in the reasonable opinion of the majority of the Elders to hold to the Doctrinal Basis of Faith, the Doctrinal Distinctives, the Ethical Statements or the requirements of the Constitution and Church Handbook, or to have a lifestyle which is consistent with the principles which these documents require;
 - (h) is disqualified from acting as a Charity Trustee by virtue of section 178-180 of the Charities Act 2011, unless such disqualification is waived by the Charity Commission pursuant to Section 181 of the Charities Act 2011.
- 14.2 A Charity Trustee shall be immediately suspended from being a Charity Trustee if at any time he becomes the subject of any action in accordance with the Church Handbook which may lead to his removal or suspension from Membership. If subsequently it is decided not to suspend or remove him from Membership he shall be reinstated as a Charity Trustee. If it is decided in accordance with the Church Handbook to suspend or remove him from Membership he shall cease forthwith to be a Charity Trustee.

15. Reappointment of Charity Trustees

- 15.1 Any person who resigns as a Charity Trustee by giving notice to the Church is eligible for reappointment.

16. Delegation by Charity Trustees

- 16.1 The Charity Trustees may delegate day-to-day matters to individuals or committees, including powers to commit the Church to a course of action or to manage specific elements of the work or administration of the Church in accordance with Standing Orders and/or within set parameters. The power of delegation in this clause 16.1 does not authorise the delegation of matters affecting the overall 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 clause 16.1.
- 16.2 Subject to clause 16.4, 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.
- 16.3 The powers in this clause 16 are in addition to the power of delegation in the General Regulations and any other power of delegation available to the Charity Trustees.
- 16.4 The power at clause 16.2 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 who has been appointed in accordance with clause 12.4 prior to the establishment of the committee;
 - (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.

17. Taking of decisions by Charity Trustees

- 17.1 Subject to clause 17.4 the Charity Trustees must exercise their powers jointly, at properly convened meetings.
- 17.2 Subject to clause 17.4, any matter requiring a decision of the Charity Trustees shall require a simple majority of those present and voting at a properly convened meeting.
- 17.3 In the event of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.
- 17.4 The Charity Trustees may establish Standing Orders which provide for the taking outside of a meeting of the Charity Trustees of certain decisions to accept or reject one or more resolutions. Such decisions must be unanimously agreed by all the Charity Trustees who would be entitled to vote on such a resolution were it to be tabled at a meeting. The resolution, which may be in hardcopy or electronic form or both, may comprise either a single document or several documents containing the text of the resolution, provided that the same text of the resolution has been provided to every Charity Trustee who is entitled to vote. The response of each of the Charity Trustees entitled to vote, which may be in hardcopy or electronic form, must be clear and unambiguous as to whether he accepts or rejects the resolution.

18. Meetings and proceedings of Charity Trustees

18.1 Calling meetings

- 18.1.1 The Charity Trustees must hold at least two meetings in each twelve month period.
- 18.1.2 Meetings shall require at least ten days' notice unless all of the Charity Trustees who in respect of an urgent matter can be contacted in a reasonably practicable period of time agree to a meeting being convened on shorter notice.
- 18.1.3 Subject to clause 18.1.2, the chairman or any two of the Charity Trustees may call a meeting at any time.

18.2 Chairing of meetings

- 18.2.1 The Charity Trustees must elect one of their number to be chairman of their meetings and shall determine the period for which the person so elected is to continue as chairman.
- 18.2.2 The Charity Trustees present at a meeting must elect one of their number to chair that meeting if the chairman is not present, does not wish to act or the office of chairman is vacant.

18.3 Quorum

- 18.3.1 No business may be transacted at a meeting of the Charity Trustees unless there are present at least one-half of the Charity Trustees for the time being or three 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 is not entitled to vote.

18.4 Recording of meetings

- 18.4.1 The Charity Trustees must keep proper written minutes of their meetings.

18.5 Participation in meetings by electronic means

- 18.5.1 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.
- 18.5.2 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.
- 18.5.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

19. Saving provisions

- 19.1 Subject to clause 19.2, 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:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the Constitution to vacate office; or
- (c) 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.

- 19.2 Clause 19.1 does not permit a Charity Trustee to keep any benefit that may be conferred upon him by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for clause 19.1, the resolution would have been void, or if the Charity Trustee has not complied with clause 7 (Conflicts of interest).

20. Execution of documents

- 20.1 The Church shall execute documents and deeds by signature.
- 20.2 A document is validly executed by signature if it is signed by at least two of the Charity Trustees or in such other manner as set out from time to time in Standing Orders made pursuant to clause 25 (Standing Orders), provided that the requirements of the General Regulations are not contravened.
- 20.3 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.

21. Use of electronic communications

- 21.1 General
- 21.1.1 The Church will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
- (a) the requirement to provide within twenty-one 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 Charity Commission in a particular form or manner.
- 21.2 Electronic communications to the Church
- 21.2.1 Any Member or Charity Trustee 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.
- 21.3 Electronic communications by the Church
- 21.3.1 Any Member or Charity Trustee, 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. Such communications may without limitation include notification of particular documents being available on the Church website in accordance with clause 21.4.1.

21.3.2 The Charity Trustees must send communications in hardcopy form to any Member or Charity Trustee who has not consented to receive communications in electronic form.

21.4 Church website

21.4.1 The Church shall maintain a website part of which (the "Members' Area") shall only be accessible to Members by use of a password. Notices, reports (including the Charity Trustees' annual reports and the annual statement of accounts), Church Meeting agenda and Minutes, and other documentation for the use and information of Members shall be available in the Members' Area.

22. Keeping of Registers

22.1 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.

23. Minutes

23.1 The Charity Trustees must keep minutes of all:

- (a) appointments of Pastors and Elders of the Church and other Charity Trustees by the Members
- (b) appointments of the Church treasurer, other Church officers and of all paid employees of the Church;
- (c) proceedings at Church Meetings;
- (d) meetings of the Charity Trustees and committees of Charity Trustees including:
 - i. the names of the Charity Trustees present at each meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions; and
- (e) decisions made by the Charity Trustees in accordance with clause 17.4.

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

24.1 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 ten months of the financial year end.

24.2 The Charity Trustees must comply with their obligation to inform the Charity Commission within twenty-eight days of any change in the particulars of the Church entered on the Central Register of Charities.

25. Standing Orders

- 25.1 Subject to clause 25.4:
- (a) 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
 - (b) the Church Members in General Meeting may alter, add to or repeal the Standing Orders.
- 25.2 The Charity Trustees must adopt such means as they think sufficient to bring the Standing Orders to the notice of Church Members.
- 25.3 Standing orders are binding on all Church Members and Charity Trustees.
- 25.4 No standing order may be inconsistent with or may affect or repeal anything in the Constitution or the Church Handbook.

26. Disputes

- 26.1 If a dispute arises between Members 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.

27. Amendment of the Constitution

- 27.1 This Constitution can only be amended if approved at a Church Meeting by at least 80% of the Members present and voting at the meeting in a poll in accordance with Clause 11.6.3.
- 27.2 In addition to the provisions of clause 27.1, any alteration of clause 3 (Purposes), clause 28 (Voluntary winding up or dissolution), this clause 27, or of any provision where the alteration would provide authorisation for any benefit to be obtained by one or more Charity Trustees or Members or persons connected with them, shall require the prior written consent of the Charity Commission.
- 27.3 The Doctrinal Basis of Faith can only be amended if approved at a Church Meeting by at least 80% of the Members present and voting at the meeting in a poll in accordance with Clause 11.6.3. Prior to making any amendment to the Doctrinal Basis of Faith, the Charity Trustees shall consider whether or not the proposed change would constitute an alteration of the Church's purposes requiring the prior written consent of the Charity Commission.
- 27.4 The specifying of charitable purposes by the Members in accordance with clause 3.1(b) does not constitute an amendment to the Constitution.
- 27.5 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

- 27.6 A copy of any resolution altering the Constitution, together with a copy of the Constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28. Voluntary winding up or dissolution

- 28.1 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 at a Church Meeting called in accordance with clause 11 (Church Meetings), of which not less than twenty-one days' notice has been given to those eligible to attend and vote, by a resolution approved by at least 80% of the Members present and voting at the meeting in a poll in accordance with Clause 11.6.3.
- 28.2 Subject to the payment of all the Church's debts and having regard to the need to retain sufficient funds in respect of all necessary insurance premiums and of the costs of maintenance of any property until such time as it is sold or otherwise disposed of:
- (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; or
 - (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; and
 - (c) in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Church.
- 28.3 The Church must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the Church to be removed from the Register of Charities, and in particular the Charity Trustees must send with their application to the Charity Commission:
- (a) a copy of the resolution passed by the Members;
 - (b) 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
 - (c) 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.
- Furthermore 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 who was not privy to the application.
- 28.4 If the Church is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

Appendix 1

Doctrinal 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. He is the unchangeable, holy, faithful, loving and almighty Creator, Saviour and Judge. He sustains and governs all things according to his sovereign will for his own glory.

2 THE BIBLE

The Bible, comprising the 66 books of the Old and New Testaments, is the complete and final written record of God's revelation to the human race and is in its entirety the word of God. It was written by human authors who were supernaturally moved by the Holy Spirit so that every word they wrote was divinely inspired. The Bible is therefore without error and is fully reliable in fact and doctrine. It is the final authority and is always sufficient in all matters of belief and conduct. A true and spiritual understanding of the Bible comes through the teaching of the Holy Spirit.

3 THE HUMAN RACE

All men and women are made in the image of God and have equal worth. Their greatest purpose is to worship, love and obey God. As a result of the disobedience and fall into sin of the first man, Adam, every aspect of the fallen human nature, with which we are born, is corrupt and without spiritual life. All men and women sin and live in rebellion against God. All are therefore under God's condemnation and need to be born again, forgiven and reconciled to God in order to know and please him. God therefore commands all people everywhere to repent, turn from their sin and believe in Jesus Christ.

4 THE LORD JESUS CHRIST

The Lord Jesus Christ is fully God and fully man, uniting in the one person of the eternal Son of God his divine nature and his human nature. He was conceived by the Holy Spirit, born of Mary while she was a virgin, and lived a sinless life. On the cross he died as a substitute for his people, shedding his precious blood, bearing God's wrath and being punished for their sins. He rose from the dead and in his resurrection body ascended into heaven. Now he is exalted as Lord of all and intercedes for his people in the presence of the Father. The only way that anyone can come to God the Father is through Jesus Christ his Son.

5 SALVATION

The Gospel is God's plan of salvation. Salvation, being saved from the punishment our sins deserve, is entirely a work of God's grace. It cannot be earned or deserved. It was accomplished by the Lord Jesus Christ for his people who, because of God's unconditional love, were chosen in Him before the world was made. God in his love forgives sinners and, through the Holy Spirit, grants them the gifts of repentance and faith.

God's salvation in Christ is freely offered to everyone who wants to be saved. Sinners who believe in the Lord Jesus Christ are justified by faith alone, are considered by God to be righteous, are adopted

into the family of God and receive eternal life. The salvation of every believer is therefore eternally secure in the Lord Jesus Christ through his saving and keeping power.

6 THE HOLY SPIRIT

The Holy Spirit has been sent from heaven to glorify Christ. He indwells all believers giving spiritual life, applying and bringing assurance of salvation, producing the fruit of the Spirit and making them more like Jesus, the Son of God. He empowers and gives gifts to the members of the Church for worship, service and mission.

7 THE CHURCH

Christ is the head of the Church, to which all who are saved from every generation and all nations belong. This universal Church is seen in local churches, which are congregations of believers who are united in their love for the Lord Jesus Christ and are committed to each other for the worship of God, for pastoral care, discipline and evangelism. The Bible and the faithful preaching of God's word are central to true worship. Unity is expressed within and between local churches by mutual love, care and encouragement. True fellowship between churches exists only where they are faithful to the Gospel.

8 BELIEVERS' BAPTISM AND THE LORD'S SUPPER

Baptism by total immersion and the Lord's Supper were introduced and commanded for believers by our Lord Jesus Christ. They are administered in the context of the local church.

Baptism in the name of the Father, the Son and the Holy Spirit is a beautiful symbol of the washing away of sins, union with Christ, entry into his Church and living for God.

The Lord's Supper is a simple, symbolic meal to remind believers of Christ's sacrifice for them. As we partake we are reminded to feed on Christ in our hearts by faith.

Being baptized in water does not make anyone a Christian and the benefits of Christ's sacrificial death are not received by taking the bread and wine. The bread and wine remain unchanged.

9 THE FUTURE

The Lord Jesus Christ will return in glory and judge the world in righteousness. The bodies of the dead will be raised. 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 in new heavens and a new earth and will be glorified forever. The time of Christ's return is unknown to all except the Father but we say, "Come soon, Lord Jesus".