



CAMBRAY BAPTIST CHURCH, CHELTENHAM

CONSTITUTION for a CHARITABLE INCORPORATED ORGANISATION

We hereby certify this to be the Constitution adopted by the members of Cambray Baptist Church, Cheltenham at a Special Members' Meeting held on the 25th of July 2013 at Cambray Baptist Church, Cambray Place, Cheltenham.

Chair of the Charity Trustees: (Alan Pilbeam)

Church Secretary (at time of meeting) (Andy Cook)

Charity Commission registration for a Charitable Incorporated Organisation was given on 30th April 2014 based on this Constitution – Registered Charity Number 1156858.

This Constitution is effective from 1st January 2015. The CIO replaces the previous unincorporated organisation of the same name whose Registered Charity Number was 1130141.

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Date of constitution (last amended)

26th June 2013

1 Name

The name of the Charitable Incorporated Organisation is Cambray Baptist Church, Cheltenham ("the Church").

2 National location of principal office

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

3 Purpose

The principal purposes of the Church are:

- (1) The advancement of the Christian faith in accordance with the Basis of Faith as set out in clause 4.
- (2) The Church may also advance education and carry out other charitable purposes in the United Kingdom and/or other parts of the world.

4 Basis of Faith

The Church follows the Reformed/Calvinistic Baptist tradition adhering to the following Statement of Faith:

- (1) The divine inspiration of the Holy Scriptures as originally given, not only containing but being in themselves the Word of God; their final authority for the believer in all matters of faith and practice.
- (2) In the one Godhead there are three equal Persons:
 - God the Father,
 - God the Son, and
 - God the Holy Spirit.
- (3) The Sovereignty, Holiness, Love and Grace of God as revealed in Creation, Providence and Redemption.
- (4) The Person of our Lord Jesus Christ:
 - His true Deity as the Son of God;
 - His virgin birth;
 - His real and perfect humanity;
 - The absolute authority of His teaching and the infallibility of all His utterances;
 - His finished work of Atonement for sinners by His suffering and dying as their substitute;
 - His bodily Resurrection and His Ascension into Heaven;
 - His present High Priestly intercession for His people;
 - His personal return.
- (5) The work of the Holy Spirit in the new birth, conversion and holy living.
- (6) The corruption of every part of human nature as a result of sin and the necessity

of new birth.

- (7) The sinner is put right with God through the atoning work of our Lord Jesus Christ and this blessing is to be received by faith alone.
- (8) The resurrection of the body and the judgement of the world by our Lord Jesus Christ.
- (9) Two ordinances of divine institution are observed:
 - the Communion of the Lord's Supper as an act of remembrance and fellowship;
 - believers' baptism by immersion as a confession of faith and an act of obedience.
- (10) The Church of Jesus Christ is composed of all those who, confessing their repentance towards God and faith in our Lord Jesus Christ, have been born again by the Holy Spirit.

5 Practices

The Church agrees that in regard to:

- (1) The Communion of the Lord's Supper – all those who profess to know the Lord Jesus Christ as their own personal Saviour will be welcome to receive the Lord's Supper.
- (2) Baptism – the mode of baptism to be practised is that of believers' baptism by immersion, with the Charity Trustees exercising discretion in exceptional cases where people cannot be baptised because of age, illness or disability.

6 Activities

- (1) In fulfilling the Purpose of the Church, as defined in clause 3, it will engage in a range of activities either on its own or with others that will vary from time to time with activities being initiated, expanded, or closed, as appropriate.
- (2) The Activities may include but are not restricted to:
 - regular public worship, prayer, Bible study, preaching and teaching;
 - the Communion of the Lord's Supper which shall normally be observed at least once a month;
 - baptism, as defined in clauses 4 (Basis of Faith) and 5 (Practices);
 - evangelism and mission, locally, regionally, nationally and internationally;
 - the teaching, encouragement, welcome and inclusion of young people;
 - nurture and growth of Christian disciples;
 - education and training for Christian and community service;
 - giving and encouraging pastoral care;
 - supporting and encouraging charitable social action in the United Kingdom and abroad;
 - encouraging relationships with and supporting Baptists and other Christians.

7 Powers

The Church has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. In particular, the Powers of the Church include authority to:

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

8 Application of income and property

- (1) The income and property of the Church must be applied solely towards the promotion of its Purpose.
- (2) 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/her when acting on behalf of the Church.
- (3) 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.
- (4) 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:
 - (a) a benefit from the Church as a beneficiary of the Church; or
 - (b) reasonable and proper remuneration for any goods or services supplied to the Church.

9 Benefits and payments to Charity Trustees and connected persons

(1) General provisions

No Charity Trustee or connected person may:

- (a) buy or receive any goods or services from the Church on terms preferential to those applicable to members of the public; or
- (b) sell goods, services, or any interest in land to the Church; or
- (c) be employed by, or receive any remuneration from, the Church, except as authorised by the Charity Trustees following the procedures set out in sub-clause (2)(h) of this clause; or
- (d) receive any other financial benefit from the Church;

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

(2) Scope and powers permitting Charity Trustees' or connected persons' benefits

- (a) A Charity Trustee or connected person may receive a benefit from the Church as a member of the Church to the same extent that other members benefit from the activities and services of the Church.
- (b) A Charity Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Church where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a Charity Trustee or connected person may provide the Church with goods that are not supplied in connection with services provided to the Church by the Charity Trustee or connected person.
- (d) A Charity Trustee or connected person may receive interest on money lent to the Church at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Charity Trustees.
- (e) 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.
- (f) A Charity Trustee or connected person may take part in the normal trading and fundraising activities of the Church and benefit from the services provided by the Church and participate in the Church's activities on the same terms as members of the Church.

- (g) Notwithstanding the fact that any Minister or Ministers appointed by the Church are Charity Trustees they will be entitled to be paid an agreed and reasonable remuneration or stipend out of the funds of the Church.
- (h) Where it is proposed that a Charity Trustee (or person, firm or company, connected with the Charity Trustee) is to be employed or receive remuneration or sell goods or services or any interest in land to the Church and where this gains the approval of the Charity Trustees and the Church Members' Meeting then this shall be permitted only if:
 - (i) the Charity Trustee or any person connected with the Charity Trustee who may benefit directly or indirectly from the proposed remuneration declares an interest in the proposal before discussion on the matter begins; and
 - (ii) absents himself/herself (or in the case of any connected persons themselves) from any part of any meeting at which the proposal is discussed and takes no part in any discussion of it and is not counted in determining whether any such meeting is quorate; and
 - (iii) does not vote on the proposal; and
 - (iv) the remaining Charity Trustees who do not stand to receive the proposed benefit are satisfied that it is in the interests of the Church to contract with or employ that Charity Trustee (or connected person) rather than another independent person and must record the reason for their decision in the minutes; and
 - (v) in reaching that decision the Charity Trustees must balance the advantage of contracting with or employing a Charity Trustee against the disadvantages of doing so (especially the loss of the Charity Trustee's services as a result of dealing with the Charity Trustee's conflict of interest).

(3) Payment for supply of goods only – controls

The Church and its Charity Trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Church and the Charity Trustee or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Church; and
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question; and
- (c) the other Charity Trustees are satisfied that it is in the best interests of the Church to contract with the supplier rather than with someone who is not a Charity Trustee or connected person. In reaching that decision the Charity Trustees must balance the advantage of contracting with a Charity Trustee

or connected person against the disadvantages of doing so; and

- (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him/her or it with regard to the supply of goods to the Church; and
- (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting; and
- (f) the reason for their decision is recorded by the Charity Trustees in the minute book; and
- (g) a majority of the Charity Trustees then in office are not in receipt of remuneration or payments authorised by clause 9 (Benefits and payments to Charity Trustees and connected persons).

(4) In sub-clauses (2) and (3) of this clause:

- (a) "the Church" includes any company in which the Church:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) "connected person" includes any person within the definition set out in clause 33 (Interpretation).

10 Conflicts of interest and conflicts of loyalty

A Charity Trustee must:

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

Any Charity Trustee absenting himself/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.

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

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

12 Membership of the Church

(1) Admission of new members

(a) Eligibility

- (i) Membership of the Church is open to those who have professed faith in Jesus Christ and wish to become members, and who, by applying for membership have indicated acceptance of clause 4 (Basis of Faith), have indicated their agreement to become a member and acceptance of the duty of members set out in sub clause (2) of this clause.
- (ii) Persons seeking membership must have been baptised in the manner described in clause 4 (Basis of Faith), with the Charity Trustees exercising discretion in exceptional cases where people cannot be baptised because of age, illness, or disability.
- (iii) Membership of the Church is personal and cannot be transferred to anyone else.
- (iv) A member shall be a natural person and not a corporate (i.e. business entity) or public (i.e. government) organisation.

(b) Admission procedure

- (i) The Charity Trustees:
 - a. may require applications for membership to be made in any reasonable way that they decide; and
 - b. may refuse an application for membership if they believe that it is in the best interests of the Church for them to do so; and
 - c. shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
 - d. shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.
- (ii) Where the person seeking membership has been a church member at another church, he/she shall apply in the same manner.
- (iii) The membership application, which is effected by an interview and report procedure, shall also be considered by the existing members of the Church at a Church Members' Meeting and the Charity Trustees shall (except in exceptional circumstances) follow their recommendation.

(2) Duty of members

The responsibilities of membership normally include:

- attending worship and participating in Church activities;

- personal prayer and Bible study;
- participation at the Communion of the Lord's Supper as a privilege and a priority;
- helping the Church whenever possible by using gifts and abilities to advance the Purpose of the Church through its activities;
- attending and participating in Church Members' Meetings;
- giving regular financial support to the Church in proportion to personal resources and circumstances;
- upholding Christian values.

(3) Termination of membership

- (a) Membership of the Church comes to an end if:
- (i) the member dies; or
 - (ii) the member sends a notice of resignation to the Charity Trustees; or
 - (iii) he/she becomes a member of another church; or
 - (iv) any sum of money owed by the member to the Church is not paid in full within six months of its falling due; or
 - (v) the Charity Trustees decide that it is in the best interests of the Church that the member in question should have their membership terminated and pass a resolution to that effect.
- (b) Before the Charity Trustees make any recommendation to a Church Members' Meeting to terminate a person's membership of the Church, they must:
- (i) inform the member of the reasons why it is proposed to terminate that membership; and
 - (ii) give the member at least 21 clear days' notice in which to make representations to the Charity Trustees as to why that membership should not be terminated; and
 - (iii) at a duly constituted meeting of the Charity Trustees, consider whether or not that person's membership should be terminated; and
 - (iv) consider at that meeting any representations which the member makes as to why that membership should not be terminated; and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.
- (c) Notwithstanding the provisions of sub-clause (3) of this clause, the termination of membership for reasons other than death, relocation, or transfer to another church shall be a sensitive matter and considered in a context of pastoral care.
- (d) Notwithstanding the provisions of sub-clause (3) of this clause, the termination of membership for reasons other than death, relocation, or transfer to another church shall be decided by the members at a Church

Members' Meeting.

- (e) In exceptional circumstances where the conduct of a member is considered to be contrary to the Purpose and Basis of Faith of the Church and/or disruptive to the relationships between members then the Charity Trustees may recommend to a Church Members' Meeting that the membership of that person be reviewed. The Church members may, after considering the facts, terminate the membership of that person.
- (f) The Church member whose membership is proposed to be terminated shall be allowed to hear what is said at the Church Members' Meeting, to correct any errors of fact and offer any explanation of the circumstances or reasons for his/her actions before withdrawing from the meeting so that the Church Members' Meeting may prayerfully and carefully consider whether they recommend that the Charity Trustees terminate the membership of that person.
- (g) Decisions to terminate a person's membership of the Church shall be considered by the existing members of the Church and the Charity Trustees shall (except in exceptional circumstances) follow the members' recommendation.

13 Church Members' Meetings

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

- (a) There are three types of formal Church Members' Meetings: Ordinary Church Members' Meetings, which include the Annual General Meeting, and Special Church Members' Meetings.
- (b) There must be an Annual General Meeting of the members of the Church. The first Annual General Meeting must be held within 18 months of the registration of the Church as a Charitable Incorporated Organisation.
- (c) Ordinary Church Members' Meetings shall be held at regular intervals on not less than four occasions in any calendar year and shall be an opportunity for the members to consider and review routine matters associated with the life of the Church including issues related to Church membership, the election of Charity Trustees, the appointment of a Church Secretary, the appointment of a Church Treasurer, the approval of the budget, with opportunities for considering proposals from the Charity Trustees or other Church members for the development of the Church and the advancement of its Purpose through its activities.
- (d) One Ordinary Church Members' Meeting each year shall include the Annual General Meeting for the Church members to receive annual accounts and reports (duly audited and examined where applicable), Charity Trustees' reports, and to consider proposals for the strategy and vision of the Church in the coming year, with other appropriate matters.
- (e) Other Ordinary Church Members' Meetings may be held at any time.

- (f) A Special Church Members' Meeting shall be convened when necessary to consider the appointment or dismissal of a Minister, or the dismissal of a Charity Trustee, matters relating to the purchase, sale, lease, mortgage or redevelopment of property, the closure of the Church, or matters considered by the Charity Trustees to be of sufficient importance to require the calling of a Special Church Members' Meeting.
- (g) Members shall meet together in a Church Members' Meeting under the guidance of the Holy Spirit and under the Lordship of Christ to discern the mind of God in the affairs of the Church.
- (h) Worship, including prayer and the reading of Scripture, shall be a key feature of the Church Members' Meeting. The discussion of any matters affecting the life and activities of the Church shall be set in this context with the intention that, so far as possible, practical issues are not perceived as being separate from the spiritual aspects of the Church.
- (i) All Church Members' Meetings, whether Ordinary, the Annual General Meeting or Special Church Members' Meetings, shall be convened in accordance with the conditions in the following sub-clauses of clause 13.

(2) Calling Members' Meetings

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

requested the meeting may themselves call a Church Members' Meeting.

- (g) A Church Members' Meeting called in this way must be held not more than three months after the date when the members first requested the meeting.

(3) Notice of Church Members' Meetings

- (a) The Charity Trustees, or, as the case may be, the relevant members of the Church, must give not less than:
 - (i) 7 clear days' notice to all members of an Ordinary Church Members' Meeting, other than the Annual General Meeting; and
 - (ii) 14 clear days' notice to all members of the Annual General Meeting; and
 - (iii) 14 clear days' notice to all members of a Special Church Members' Meeting.
- (b) If it is agreed by not less than 90% of all members of the Church, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any Church Members' Meeting must:
 - (i) state the time and date of the meeting; and
 - (ii) give the address at which the meeting is to take place; and
 - (iii) give particulars of any resolution which is to be moved at the meeting; and
 - (iv) give details of persons standing for election or re-election as Charity Trustee; and
 - (v) give the general nature of any other business to be dealt with at the meeting; and
 - (vi) if a proposal to alter the constitution of the Church is to be considered at the meeting, to include the text of the proposed alteration; and
 - (vii) include, with the notice for the Annual General Meeting, the annual statement of accounts and trustees' annual report.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted, or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent. Notices may be delivered and in such case shall be deemed to be served on the day of delivery.
- (e) 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.

(4) Guests at a Church Members' Meeting

Only members of the Church shall attend a Church Members' Meeting apart from invited guests, but only members may vote.

(5) Chairing of Church Members' Meetings

The person nominated as chair by the Charity Trustees under sub-clause 22(5) shall, if present at a Church Members' Meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Church who are present at the meeting shall elect a chair to preside at the meeting.

(6) Quorum at Church Members' Meetings

- (a) No business may be transacted at any Church Members' Meeting unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for Church Members' Meetings shall be 20% of the total number of members.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting shall be closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the Church members at least seven clear days before the date on which it will resume.
- (e) If at any time during any meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the 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.

(7) Taking decisions at Church Members' Meetings

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

(8) Taking decisions by consensus and voting

- (a) Wherever possible and where there is a clear agreement among the members, they may reach a decision by consensus without a vote, provided that the decision taken is clearly recorded in the minutes as a

decision of the Church members.

- (b) Each member shall have one vote which they may use at a Church Members' Meeting after hearing about the issues and any comments or questions raised by other members in advance of the vote.
- (c) For matters requiring a formal decision or resolution a vote shall be taken and the outcome of the vote recorded as the resolution of the members.
- (d) Any decision, except a decision affecting the appointment of Charity Trustees, a Church Secretary or a Church Treasurer, shall be taken by a simple majority at an Ordinary Church Members' Meeting.
- (e) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
- (f) A poll may be taken at the meeting at which it was demanded.
- (g) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- (h) If a poll is to be held a minimum of two persons shall be appointed as scrutineers to the ballot to count the votes. The person chairing the Church Members' Meeting shall announce the outcome without necessarily revealing the number of votes.
- (i) If there is an equality of votes on any matter at an Ordinary Church Members' Meeting the resolution will be deemed to be rejected and the matter shall be referred back to the submitter for review and, if appropriate, resubmission to a subsequent meeting for consideration.
- (j) A resolution at a Special Church Members' Meeting shall be carried, if supported by at least two-thirds of the Church members entitled to vote and voting.
- (k) The Church Members' Meeting or Charity Trustees may want a higher measure of support for a particular resolution but a higher proportion of votes for a resolution shall not override the arrangements in sub-clauses (7) and (8) of this clause unless, before the vote is taken, the Church Members' Meeting passes a further or enabling resolution referring to that particular resolution and specifying the proportion of votes necessary to pass it.

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

- (a) Any decision to remove a Charity Trustee must be taken in accordance with sub-clause 18(3).
- (b) Any decision to amend this constitution must be taken in accordance with clause 31 (Amendment of constitution).
- (c) Any decision to wind up or dissolve the Church must be taken in accordance with clause 32 (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) Special Church Members' Meetings

- (a) A Special Church Members' Meeting shall be convened where the matters to be considered include the appointment or dismissal of a Minister, the dismissal of a Charity Trustee, matters relating to the purchase, sale, lease, mortgage or redevelopment of Church property, the closure of the Church, the amendment of this Constitution, or matters considered by the Charity Trustees to be of sufficient importance to require the calling of a Special Church Members' Meeting.
- (b) A Special Church Members' Meeting shall be properly convened if the requirements of sub-clause (2) of this clause are fulfilled provided that not less than 14 clear days' notice of a Special Meeting must be given to all members with as clear an indication as is possible in all the circumstances of the agenda items to be considered.

(11) Adjournment of a Church Members' Meeting

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

14 Charity Trustees

(1) Charity Trustees and the Church Members' Meeting

- (a) The Church Members' Meeting shall appoint Charity Trustees to be responsible for the governance of the Church and where there is a Minister that person shall be a Charity Trustee because of his/her role and responsibilities.
- (b) Subject to any specific or general directions of the Church Members' Meeting and the provisions of this constitution, the Charity Trustees shall take responsibility for the control, management and administration of the Church save that the Charity Trustees are not required to do anything that would cause them to be in breach of this constitution or any trustee duty placed upon them as a result of this role.
- (c) The statutory definition of Charity Trustees in section 177 of the Charities Act 2011 is "persons having the general control and management of the administration of a charity".

(2) Functions and duties of Charity Trustees

The Charity Trustees shall manage the affairs of the Church and may for that purpose exercise all the powers of the Church. It is the duty of each Charity Trustee:

- (a) to exercise his/her powers and to perform his/her functions as a trustee of

the Church in the way that the Charity Trustees as a group, taking into account the Purpose and Basis of Faith of the Church and Christian principles, decide in good faith would be most likely to further the Purpose 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/she has or holds himself/herself out as having; and
- (c) to take note of the directions and requests of the Church Members' Meeting.

(3) Personal qualities of Charity Trustees

- (a) Every Charity Trustee shall be a natural person and not a corporate (i.e. business entity) or public (i.e. government) organisation.
- (b) Charity Trustees shall with the possible exception of any newly appointed Minister be chosen from among the Church members with the number of Charity Trustees being agreed from time to time by the Church Members' Meeting subject to sub-clause (4) of this clause.
- (c) No one may be appointed as a Charity Trustee:
 - (i) if he/she is under the age of 16 years; or
 - (ii) if he/she would automatically cease to hold office under the provisions of sub-clause 18(2)(f).
- (d) No one is entitled to act as a Charity Trustee whether on election or on any re-election until he/she has expressly acknowledged, in whatever way the Charity Trustees decide, his/her acceptance of the office of Charity Trustee.
- (e) The total number of Charity Trustees under the age of 18 years must not at any time be more than one-third of the total number of Charity Trustees in office.
- (f) Any Minister or Ministers appointed to serve the Church shall automatically be a Charity Trustee.
- (g) Any person qualified to be a member of the Church shall be eligible for election as a Charity Trustee (unless disqualified by statute) provided that they have been a member of the Church for at least twelve months.
- (h) A close family member (spouse, parent, child, sibling) of a serving Charity Trustee shall be eligible for election as a Charity Trustee.

(4) Number of Charity Trustees

- (a) There should be not more than twelve elected Charity Trustees, as determined from time to time by the Church members, who shall serve alongside the Minister or Ministers of the Church (if any), provided that there shall always be a majority of Charity Trustees who do not receive any remuneration from the Church.

- (b) There must be at least five Charity Trustees, excluding any Minister or Ministers of the Church.
- (c) 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 to seek nominations for additional Charity Trustees and to convene a Church Members' Meeting where elections can be made.

(5) First Charity Trustees

The first Charity Trustees of the Church are set out below. For the purpose of sub-clause (6)(b) of this clause, it is agreed that the retirement date of each first elected Charity Trustee shall be no later than the Annual General Meeting of the members of the Church in the following years:

Rev Dr Tim Welch (Senior Minister)	Not applicable
Rev Tim Martin (Associate Minister)	Not applicable
Mrs Kathy Cooper (Church Secretary)	2015
Mr Peter Young (Church Treasurer)	2017
Mr Colin Barnett	2017
Mr Mick Brunt	2015
Mr Brian Jones	2017
Mr Steve Jones	2016
Mr John Milroy	2016
Mr Paul Montgomery	2015
Mr Alan Pilbeam	2015
Mr Simon Rouse	2016
Miss Carmel Smythe	2017
Mr Peter Stojanov	2016

(6) Appointment of elected Charity Trustees

- (a) At every Annual General Meeting of the members of the Church, one-third of the elected Charity Trustees, excluding any Minister or Ministers of the Church (if any), shall retire from office. If the number of elected Charity Trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one Charity Trustee, he/she shall retire.
- (b) The Charity Trustees to retire by rotation shall be those who have been longest in office since their last election or re-election. If more than one third of any Charity Trustees were last elected or re-elected on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- (c) Charity Trustees (except for those in ministerial office) shall be elected for an initial three year term with the opportunity to be nominated for re-election at the end of each three year term.
- (d) The vacancies so arising may be filled by the decision of the members at the Annual General Meeting; any vacancies not filled at the Annual General Meeting may be filled as provided in sub-clause (e) of this clause.

- (e) The members may at any time decide to elect a new Charity Trustee, whether in place of a Charity Trustee who ceases to hold office in accordance with clause 18 (Retirement and dismissal of Charity Trustees), or as an additional Charity Trustee provided that the limit specified in sub-clause (4) of this clause for the number of Charity Trustees would not as a result be exceeded. A Charity Trustee so elected shall retire at the next Annual General Meeting and shall be eligible for re-election. They shall not be counted for the purpose of determining which of the Charity Trustees is to retire by rotation at that meeting.
- (f) The election of Charity Trustees shall be undertaken by processes that are public, clear and open so that all Church members are enabled to consider prayerfully who should be elected as Charity Trustees. The processes shall ensure that notice is given of any forthcoming election so that Church members may freely nominate prospective Charity Trustees whose names shall be submitted (after they have indicated a willingness to be appointed) to members at a Church Members' Meeting with the intention of ensuring that those appointed have a sufficient level of support from them.

(7) Nominations

Nominations for the role of Charity Trustee other than a Minister shall be made to the Church Secretary (or equivalent) not later than three Sundays (or at other regular weekly meetings when the Church gathers together) before the Church Members' Meeting at which the election is to be held. Nominations must be submitted in writing with the signatures of at least two Church members and the consent of the candidate. No member may nominate more candidates than there are places vacant. Requests for nominations shall be made at all services on the two Sundays (or at other regular weekly meetings when the Church gathers together) immediately before that Sunday when nominations must cease.

(8) Voting method

- (a) Voting shall be by secret ballot at an Ordinary Church Members' Meeting. Church members shall be asked to vote for those candidates whom they believe could serve the Church well as Charity Trustees. They shall vote for no more candidates than there are vacancies.
- (b) Scrutineers shall be appointed by the Church Members' Meeting to count the votes and shall report in writing and in confidence to the person chairing the Church Members' Meeting the number of votes cast for each candidate.
- (c) The number of candidates, being not more than the number of vacancies, receiving the highest number of votes shall be declared to be elected provided that each candidate so declared shall have received votes from at least two-thirds of those members voting.
- (d) If there are more candidates than vacancies and if, after the ballot, some vacancies remain unfilled because insufficient candidates have received

votes from at least two-thirds of those members voting then, if that Church Members' Meeting agrees, the person chairing the Church Members' Meeting shall delete from the names of those who have not been elected those with the lowest number of votes so as to leave as many names as there now are vacancies (he/she may use his/her casting vote where there is a tie). These names shall be submitted to that or another Church Members' Meeting for balloting on the remaining places.

- (e) The candidate receiving the highest number of votes shall be declared to be elected provided that each candidate so declared shall have received votes from at least two-thirds of those members voting.

15 Appointments of Church Secretary and Church Treasurer

- (1) The Charity Trustees shall decide who, from among their number, should be the Church Secretary and who should be the Church Treasurer.
- (2) The appointments of Church Secretary and Church Treasurer shall be confirmed at an Ordinary Church Members' Meeting, normally the Annual General Meeting.

16 Ministers

- (1) The Church may have a Minister or more than one Minister or no Minister. Where a Minister is appointed, it is expected that he/she will become a Member of the Church.
- (2) A Minister of the Church shall accept the Basis of Faith as set out in clause 4.
- (3) The tasks fulfilled by Ministers will vary depending on individual ability and gifting but a Minister is normally expected to be involved in the activities of the Church with an emphasis on the leading of worship and prayer, the teaching of the Christian faith and the pastoral care of individuals. The Minister shall work with the Church towards achieving its Purpose through its activities.
- (4) Notwithstanding any legal status afforded to a Minister by statute the Church recognises that the Minister and the Church are in a covenant relationship based on Christian love and trust and mutual accountability. A Minister shall be in a relationship of mutual accountability with the other Charity Trustees and also with the Church members.
- (5) A Minister may be appointed or dismissed by a resolution of the Church members at a Special Church Members' Meeting at any time.
- (6) To be appointed as a Minister, he/she shall have received votes from at least two-thirds of those members voting.
- (7) Notwithstanding the fact that any Minister or Ministers appointed by the Church are Charity Trustees, they will be entitled to be paid an agreed and reasonable remuneration or stipend out of the funds of the Church.
- (8) Where a Special Church Members' Meeting is considering the dismissal of a Minister, the Minister shall be allowed to hear what is said to the Church

Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for their actions before withdrawing so that the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.

17 Information for new Charity Trustees

The Charity Trustees will make available to each new Charity Trustee on or before his/her first appointment:

- (1) a copy of this constitution and any amendments made to it; and
- (2) a copy of the Church's latest trustees' annual report and statement of accounts; and
- (3) a summary of key issues that have recently been under consideration by the Charity Trustees with sufficient background information to enable the newly appointed Charity Trustee to gain an understanding of the ways of working among the Charity Trustees with the intention that a newly appointed Charity Trustee will be helped to understand the work of the Church and their responsibilities so as to contribute positively to Charity Trustees' meetings as soon as possible after their appointment.

18 Retirement and dismissal of Charity Trustees

- (1) A Charity Trustee who is a Minister of the Church shall cease to hold office if he/she ceases to be a Minister of the Church.
- (2) A Charity Trustee, except for a Minister or Ministers (if any), shall cease to hold office if he/she:
 - (a) retires by notifying the Church in writing (but only if enough Charity Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings); or
 - (b) is absent without permission of the Charity Trustees from all their meetings held within a period of six months and the Charity Trustees resolve that his/her office be vacated; or
 - (c) dies; or
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; or
 - (e) is dismissed by the members of the Church in accordance with sub-clauses (3) and (4) of this clause; or
 - (f) is disqualified from acting as a Charity Trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (3) A Charity Trustee shall be dismissed from office if a resolution to dismiss that Charity Trustee is proposed at a Special Church Members' Meeting called for that purpose and properly convened in accordance with clause 13 (Church

Members' Meetings), and the resolution is passed by a majority of votes cast at the meeting.

- (4) Where a Special Church Members' Meeting is considering the dismissal of a Charity Trustee (except for a Minister or Ministers [if any]) the Charity Trustee shall be allowed to hear what is said to the Church Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for their actions before withdrawing so that the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.

19 Re-election of Charity Trustees

Any person who retires as a Charity Trustee by rotation or by giving notice to the Church is eligible for re-election, subject to the requirements of sub-clause 14(6).

20 Taking of decisions by Charity Trustees

Any decision may be taken either:

- (1) at a meeting of the Charity Trustees either by consensus or by a vote or a poll; or
- (2) by resolution in writing or electronic form agreed by all of the Charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Charity Trustees has signified their agreement.

21 Delegation by Charity Trustees

- (1) The Charity Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Charity Trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) Notwithstanding any such delegation the Charity Trustees retain overall responsibility.
- (3) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Charity Trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a Charity Trustee; and
 - (b) the routine 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) where any committee identifies a major difficulty in their area of work or an urgent matter affecting the life and work of the Church they must tell the Charity Trustees without delay; and
 - (d) the Charity Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

22 Meetings and proceedings of Charity Trustees

(1) Frequency of meetings

The Charity Trustees shall determine when and how frequently they shall meet provided that they shall call a physical meeting of the whole group not less than once every two months.

(2) Calling meetings

(a) Any Charity Trustee may call a meeting of the Charity Trustees but this shall normally be the responsibility of the Church Secretary.

(b) Subject to that, the Charity Trustees shall decide how their meetings are to be called, and what notice is required.

(3) Conduct of meetings

Worship, including prayer and the reading of Scripture, shall be key features of any meeting of the Charity Trustees whose leadership and administration of the Church shall be characterised as much by mutual accountability, service, and pastoral care, as strategic thinking and effective management.

(4) Quorum at meetings

(a) The Charity Trustees shall determine a quorum for their meetings that shall not be less than three persons or half of their number whichever is the greater number.

(b) A Charity Trustee shall not be counted in the quorum present when a decision is made about a matter upon which he/she is not entitled to vote.

(5) Chairing of meetings

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

(6) Procedure at meetings

No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken.

(7) Taking decisions by consensus

Charity Trustees are encouraged to listen carefully to each other and express views that will aid decision making, before reaching a decision. Where there is a clear agreement they may reach a decision by consensus without a vote, provided that the decision taken is clearly recorded in the minutes as a decision of the Charity Trustees.

(8) Taking decisions by vote

(a) Each Charity Trustee shall have one vote, which they may use at a Charity Trustees' Meeting after hearing about the issues and any comments or

questions raised by other members in advance of the vote or in the case of a resolution in writing or a meeting held by electronic means in accordance with clause 25 (Use of electronic communications).

- (b) Where a vote is needed a decision shall be made by a majority of those present or participating in the meeting and eligible to vote.
- (c) If there is an equality of votes on any matter the resolution will be considered rejected and the matter shall be referred back to the submitter for review and, if appropriate, resubmission to a subsequent meeting for consideration.

(9) Participation in meetings by electronic means

- (a) Notwithstanding the requirements of sub-clause (1) of this clause to hold a full meeting not less than once every two months a meeting may be held by suitable electronic means agreed by the Charity Trustees in which each participant may communicate with all the other participants.
- (b) Any Charity Trustee participating at a meeting by suitable electronic means agreed by the Charity Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

23 Saving provisions

- (1) Subject to sub-clause (2) of this clause, 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; or
 - (b) who had previously retired; or
 - (c) who had been obliged by the constitution to vacate office; or
 - (d) 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.

- (2) Sub-clause (1) of this clause does not permit a Charity Trustee to keep any benefit that may be conferred upon him/her by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for sub-clause (1), the resolution would have been void, or if the Charity Trustee has not complied with clause 10 (Conflicts of interest).

24 Execution of documents

- (1) The Church shall execute documents either by signature or by affixing its seal (if

it has one).

- (2) A document is validly executed by signature if it is signed by at least two of the Charity Trustees.
- (3) If the Church has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) it must only be used by the authority of the Charity Trustees or of a committee of Charity Trustees duly authorised by the Charity Trustees. The Charity Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Charity Trustees.

25 Use of electronic communications

(1) General

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

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

(2) To the Church

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

(3) By the Church

Any member or Charity Trustee of the Church, by providing the Church with his/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/her unwillingness to receive such communications in that form.

26 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.

27 Minutes

- (1) The Charity Trustees must keep minutes of all:
 - (a) proceedings at Church Members' Meetings; and

- (b) meetings of the Charity Trustees and committees of Charity Trustees including:
 - (i) the names of those present at the meeting; and
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.
- (2) The Charity Trustees must keep a record of decisions made by the Charity Trustees otherwise than in meetings.
- (3) Each set of Church Members' Meeting Minutes shall be approved by the Church members attending the next Church Members' Meeting. They shall have the opportunity to review the Minutes and to correct any errors of fact before a formal vote on the approval of the Minutes is taken. If the Minutes are approved, the person chairing the Church Members' Meeting shall confirm the members' acceptance of the Minutes by signing and dating them as a correct record of the preceding meeting.
- (4) The Minutes signed pursuant to sub-clause (3) of this clause shall be conclusive evidence of the decisions taken at the Church Members' Meeting to which they relate.
- (5) The Charity Trustees have an obligation (subject to any overriding legal binding requirement to the contrary) to keep confidential the affairs of the Charity Trustees' Meeting.
- (6) The Minutes made under this clause shall be written or printed and filed in a book or binder set aside for this purpose using materials of sufficient quality to ensure that they survive for many years and shall be kept in a safe place.

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

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

29 Proper Rules or a Church Handbook

The Charity Trustees may from time to time with the agreement of the Church members at any Ordinary Church Members' Meeting make such reasonable and proper rules or prepare a Church handbook as they may deem necessary or helpful for the proper conduct and wellbeing of the Church, but such rules or handbook must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Church.

30 Disputes

- (1) 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.
- (2) If there are differences that lead to difficulties between members of the Church (and it is recognised that these will sometimes arise) each member should try to resolve the situation with gentleness and humility following Christian and Biblical principles. It may be necessary for another wise and experienced member of this Church (or, if invited, a member of another Church) to act as a mediator or friend to those seeking to achieve reconciliation.

31 Amendment of constitution

- (1) As provided by clauses 224 to 227 of the Charities Act 2011, this constitution can only be amended:
 - (a) by a resolution agreed in writing by all members of the Church; or
 - (b) by a resolution passed at a Church Members' Meeting with at least a 75% majority of members voting.
- (2) Any alteration of clause 3 (Purpose), clause 32 (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.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the Church's constitution as amended, must be sent to the 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.

32 Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the Church may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Church can only be made:
 - (a) at a Special Church Members' Meeting called in accordance with clause 13 (Church Members' Meetings), of which not less than 14 clear days' notice has been given to members of the Church and a resolution passed by at least a two-thirds majority of those voting; or
 - (b) by a resolution agreed in writing by all members of the Church.
- (2) Subject to the payment of all the Church's debts:
 - (a) Any resolution for the winding up of the Church, or for the dissolution of the

Church without winding up, should contain a provision directing that any remaining assets of the Church be transferred to the Trustees of the Particular Baptist Fund established in London in the year 1717.

- (b) If the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of the Church shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Church provided that any decisions taken under this clause in relation to property must comply with the requirements of statute law and any specific property trusts under which the land and buildings are used and occupied by the Church.
- (3) The Church must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the Church to be removed from the Register of Charities, and in particular:
- (a) the Charity Trustees must send with their application to the Charity Commission:
 - (i) a copy of the resolution passed by the members of the Church; and
 - (ii) a declaration by the Charity Trustees that any debts and other liabilities of the Church have been settled or otherwise provided in full; and
 - (iii) a statement by the Charity Trustees setting out the way in which any property of the Church has been or is to be applied prior to its dissolution in accordance with this constitution; provided that any decisions taken under this clause in relation to property must comply with the requirements of statute law and any specific property trusts under which the land and buildings are used and occupied by the Church.
 - (b) the Charity Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Church, and to any Charity Trustee of the Church who was not privy to the application.
- (4) If the Church is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

33 Interpretation

In this constitution:

- (1) “**connected person**” means:
 - (a) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee; or
 - (b) the spouse or civil partner of the Charity Trustee or of any person falling within sub-clause (a) above; or
 - (c) a person carrying on business in partnership with the Charity Trustee or with any person falling within sub-clause (a) or (b) above; or
 - (d) an institution which is controlled –

- (i) by the Charity Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
- (ii) by two or more persons falling within sub-clause (d)(i), when taken together; or
- (e) a body corporate in which –
 - (i) the Charity Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 to the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

- (2) "**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012.
- (3) "**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- (4) the "**Communications Provisions**" means the Communications Provisions in Part 9 of the General Regulations.
- (5) "**Charity Trustee**" means a Charity Trustee of the Church.
- (6) a "**poll**" means a counted vote or ballot, usually (but not necessarily) in writing.
- (7) "**Purpose**" means a purpose as set out in clause 3.

End of constitution

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