

Charity No: 1192558

**THE CHARITIES ACT 2011
CHARITABLE INCORPORATED ORGANISATION**

**FOUNDATION MODEL CONSTITUTION
OF
Cornerstone Church, Grays CIO**

Adopted on

26th November 2020

Edward Connor Solicitors
41 The Point
Market Harborough
LE16 7QU

Tel: 01858 411568

Certified to be the Constitution adopted by the members of Cornerstone Church Grays
CIO on the 26. of November..... 2020 and approved by the Charity Commission
on 27th November 2020.....

Trustee: M. R. W. Trustee: 

1 NAME

1.1 The name of the Charitable Incorporated Organisation (“the CIO”) is “Cornerstone Church, Grays”.

2 NATIONAL LOCATION OF PRINCIPAL OFFICE

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

3 PURPOSES

3.1 The purposes of the CIO are:

3.1.1 the advancement of the Christian faith in accordance with the attached Statement of Faith, primarily, but not exclusively, within Grays, Essex and the surrounding neighbourhood; and

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

provided that the advancement of such purposes must be undertaken in a manner that is consistent with the Rules as may be adopted and amended by the charity trustees from time to time.

4 POWERS

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

4.1.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;

- 4.1.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.3 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.1.4 employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- 4.1.5 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO 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.
- 4.1.6 Do anything else within the law which promotes or helps to promote the objects.

5 APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the purposes.
 - 5.1.1 A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - 5.1.2 A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO'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 CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- 5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6 **BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND
CONNECTED PERSONS**

General provisions

- 6.1 No charity trustee or connected person may:
- 6.1.1 buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services, or any interest in land to the CIO;
- 6.1.3 be employed by, or receive any remuneration from, the CIO;
- 6.1.4 unless the payment or benefit is permitted by sub-clauses 6.2 to 6.7 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.

Scope and powers permitting trustees' or connected persons' benefits

- 6.2 A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- 6.3 A charity trustee or connected person may receive compensation (including the provision of accommodation) for (i) acting as an employee of the Church under a contract of employment or (ii) acting as a paid office holder provided that:
- 6.3.1. The other charity trustees are satisfied that (a) it is in the best interests of the Church to appoint the trustee or connected person to the paid position and the nature of the position inherently means that the person holding the position will be a charity trustee and it is customary for persons holding such a position to be compensated, or (b) it is in the best interests of the Church to appoint the trustee or connected person to the paid position rather than someone who is not a charity trustee or connected person, having considered the advantages and disadvantages of each approach;
- 6.3.2. The compensation package is set out in writing in a contract of employment in the case of an employee or a memorandum of understanding in the case of an office holder trustee;

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

6.3.4. The reasons for the decision of the charity trustees is recorded in their minute book;

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

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

6.4 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 CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

6.5 Subject to sub-clause 6.9 of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

6.6 A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

6.7 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

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

Payment for supply of goods only – controls

6.9 The CIO and its charity trustees may only rely upon the authority provided by sub-clause 6.5 of this clause if each of the following conditions is satisfied:

6.9.1 The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“**the supplier**”).

6.9.2 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.

6.9.3 The other charity trustees are satisfied that it is in the best interests of the CIO 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.

6.9.4 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 or her or it with regard to the supply of goods to the CIO.

6.9.5 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.

6.9.6 The reason for their decision is recorded by the charity trustees in the minute book.

6.9.7 A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.10 In this clause 6:

6.10.1 “**the CIO**” includes any company in which the CIO:

(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;

6.10.2 “**connected person**” includes any person within the definition set out in clause 31 (Interpretation).

7 **CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

7.1 A charity trustee must:

7.1.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

7.1.2 absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

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

8 **LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE CIO IF IT IS WOUND UP**

8.1 If the CIO is wound up, each member of the CIO is liable to contribute to the assets of the CIO such amount (but not more than £1) as may be required for payment of the debts and liabilities of the CIO contracted before that person ceases to be a member, for payment of the costs,

charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.

8.2 In sub-clause 8.1 of this clause “**member**” includes any person who was a member of the CIO within 12 months before the commencement of the winding up.

8.3 But subject to that, the members of the CIO have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

9 **ELDERS**

9.1 The CIO shall have officers who are described as Elders, and who shall have the responsibilities that are assigned to elders in the New Testament. The charity trustees may describe the role and responsibilities of Elders in more detail in the Rules. Subject to clause 9.2, Elders are appointed in accordance with clause 11.2.

9.2 Any person who is employed or engaged by the CIO as a pastor or minister shall be appointed as an Elder upon their employment or engagement by the CIO, and their role as an Elder shall automatically cease (unless otherwise confirmed by a majority of the other Elders) when their employment or engagement is terminated for whatever reason.

10 **CHARITY TRUSTEES**

Functions and duties of charity trustees

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

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

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

(i) any special knowledge or experience that he or she has or holds

himself or herself out as having; and,

- (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

Eligibility for trusteeship

- 10.2 Every charity trustee must be a Natural Person.
- 10.3 No individual may be appointed as a charity trustee of the CIO:
 - 10.3.1 if he or she is under the age of 18 years; or
 - 10.3.2 if he or she would automatically cease to hold office under the provisions of clause 13.1.5.
- 10.4 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of:
 - 10.4.1 the office of charity trustee; and
 - 10.4.2 the Statement of Faith.

Number of charity trustees

- 10.5 There must be at least three charity trustees. If the number falls below this minimum, the remaining trustees may act only to call a meeting of the charity, or appoint a new charity trustee.
- 10.6 There shall be no maximum number of charity trustees.

First charity trustees

- 10.7 The first charity trustees and their terms of office are as follows

Michael Roy Walton (Pastor and Elder) 5 years

Felix Ayodele Norman-Williams (Elder)	5 years
Leslie John Brock (Elder)	4 years
Paula Ann Newman	3 years
Karl Francis Newman (Elder)	3 years
Eileen Elizabeth Kelly	2 years
Dawn Jessup	1 year

11 **APPOINTMENT OF CHARITY TRUSTEES**

11.1 Subject to clause 10, any person who is appointed as an Elder shall become a charity trustee on their appointment as an Elder, and shall cease to be a charity trustee on ceasing to hold office as an Elder.

11.2 An Elder (other than any pastor or minister employed or engaged by the CIO in accordance with clause 9.2) shall be appointed, and may be reappointed, for a term of up to five years by a majority decision of the other Elders. After expiry of their second term of office, an Elder shall not be eligible for reappointment until a period of at least three months has elapsed.

11.3 Subject to clause 10, the Elders shall be entitled to appoint additional persons to act as charity trustees, save that the number of non-Elder trustees shall always be less than half the total number of charity trustees in office from time to time. Every non-Elder trustee shall be appointed, and may be reappointed, for a term of up to three years. After expiry of their second term of office, a non-Elder trustee shall not be eligible for reappointment until a period of at least three months has elapsed.

11.4 In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

12 **INFORMATION FOR NEW CHARITY TRUSTEES**

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

12.1.1 a copy of the current version of this constitution; and

12.1.2 a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

13 RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

13.1 A charity trustee ceases to hold office (and an Elder will also cease to hold office as an Elder) if he or she:

13.1.1 retires by notifying the CIO 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);

13.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

13.1.3 dies;

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

13.1.5 is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or

13.1.6 is removed by resolution of the Elders on the grounds that he/she no longer believes or lives consistently with the Statement of Faith or the requirements set out in the Rules, or is guilty of conduct detrimental to, or of acting in any way that may undermine, the Purposes or reputation of the CIO.

14 TAKING OF DECISIONS BY CHARITY TRUSTEES

14.1 Any decision may be taken either:

14.1.1 at a meeting of the charity trustees; or

14.1.2 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.

15 **DELEGATION BY CHARITY TRUSTEES**

15.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall 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.

15.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

15.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee and a meeting of the committee will not be quorate unless that trustee (or another trustee deputised to take their place) is present;

15.2.2 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

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

16 **MEETINGS OF CHARITY TRUSTEES**

Calling meetings

16.1 Any charity trustee may call a meeting of the charity trustees.

16.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

Chairing of meetings

16.3 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.

Procedure at meetings

16.4 No decision shall be taken at a meeting unless a quorum is present at the

time when the decision is taken. The quorum is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time, save that the meeting will only be quorate if the number of Elders present is equal to or more than the number of non-Elder trustees. A charity trustee shall not be counted in the quorum present (including in relation to whether there are sufficient Elders present) when any decision is made about a matter upon which he or she is not entitled to vote.

- 16.5 Questions arising at a meeting shall be decided by a majority of those eligible to vote. For the avoidance of doubt, in the event of a tied vote, the decision shall be treated as not approved.

Participation in meetings by electronic means

- 16.6 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.

- 16.7 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.

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

17 MEMBERSHIP OF THE CIO

- 17.1 The members of the CIO shall be the Elders for the time being. The only persons eligible to be members of the CIO are the Elders. Membership of the CIO cannot be transferred to anyone else.

- 17.2 Any member and charity trustee or Elder who ceases to be a charity trustee or Elder automatically ceases to be a member of the CIO.

18 DECISIONS WHICH MUST BE MADE BY THE MEMBERS OF THE CIO

- 18.1 Any decision to:

- 18.1.1 amend the constitution of the CIO;

- 18.1.2 amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
- 18.1.3 wind up or dissolve the CIO (including transferring its business to any other charity)
- must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).
- 18.2 Decisions of the members may be made either:
- 18.2.1 by resolution at a general meeting; or
- 18.2.2 by resolution in writing, in accordance with sub-clause 18.4 of this clause.
- 18.3 Any decision specified in sub-clause 18.1 of this clause must be made in accordance with the provisions of clause 29 (amendment of constitution), clause 30 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.
- 18.4 Subject to sub-clauses 18.1 and 18.3, except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
- 18.4.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and
- 18.4.2 the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.
- 18.5 The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution

is limited to members who are members of the CIO on the date when the proposal is first circulated.

19 GENERAL MEETINGS OF MEMBERS

Notice of general meetings of members

19.1 The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.

19.2 Except 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, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.

19.3 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.

Procedure at general meetings of members

19.4 The provisions in sub-clauses 16.3 to 16.8 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

20 SAVING PROVISIONS

20.1 Subject to sub-clause 20.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

20.1.1 who was disqualified from holding office;

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

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

if, without the vote of that charity trustee and that charity trustee being

counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

20.2 Sub-clause 20.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause 20.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21 EXECUTION OF DOCUMENTS

21.1 The CIO shall execute documents either by signature or by affixing its seal (if it has one)

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

21.3 If the CIO has a seal:

21.3.1 it must comply with the provisions of the General Regulations; and

21.3.2 the seal 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 so determined it shall be signed by two charity trustees.

22 USE OF ELECTRONIC COMMUNICATIONS

General

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

22.1.1 the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

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

23 USE OF ELECTRONIC COMMUNICATIONS

To the CIO

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

By the CIO

23.2 Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

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

23.3.1 provide the members with the notice referred to in clause 19.2 (Notice of general meetings); and

23.3.2 submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 18 (Members' decisions) or 18.4 (Decisions taken by resolution in writing).

23.4 The charity trustees must:

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

23.4.2 send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

24 KEEPING OF REGISTERS

24.1 The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

25 MINUTES

25.1 The charity trustees must keep minutes of all:

- 25.1.1 appointments of officers made by the charity trustees;
- 25.1.2 proceedings at general meetings of the CIO;
- 25.1.3 meetings of the charity trustees and committees of charity trustees including:
 - 25.1.3.1 the names of the trustees present at the meeting;
 - 25.1.3.2 the decisions made at the meetings; and
 - 25.1.3.3 where appropriate the reasons for the decisions;
- 25.1.4 decisions made by the charity trustees otherwise than in meetings.

26 ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

- 26.1 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 account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 26.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

27 RULES

- 27.1 The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws 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 CIO on request.

28 DISPUTES

- 28.1 If a dispute arises between members of the CIO 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.

29 AMENDMENT OF CONSTITUTION

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

29.1.1 This constitution can only be amended:

29.1.1.1 by resolution agreed in writing by all members of the CIO; or

29.1.1.2 by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).

29.1.2 Any alteration of clause 3 (Purposes), clause 30 (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 CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

29.1.4 A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

30 VOLUNTARY WINDING UP OR DISSOLUTION

30.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

30.1.1 at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

30.1.1.1 by a resolution passed by a 75% majority of those voting, or

30.1.1.2 by a resolution passed by decision taken without a vote and without any

expression of dissent in response to the question put to the general meeting; or

30.1.2 by a resolution agreed in writing by all members of the CIO.

30.2 Subject to the payment of all the CIO's debts:

30.2.1 Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

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

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

30.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

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

30.3.1.1 a copy of the resolution passed by the members of the CIO;

30.3.1.2 a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

30.3.1.3 a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

30.3.2 the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

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

31 **INTERPRETATION**

31.1 In this constitution:

- 31.1.1 **“Charity trustee”** means a charity trustee of the CIO;
- 31.1.2 The **“Communications Provisions”** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations;
- 31.1.3 **“connected person”** means:
- 31.1.3.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- 31.1.3.2 the spouse or civil partner of the charity trustee or of any person falling within sub-clause 31.1.3.1 above;
- 31.1.3.3 a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause 31.1.3.1 or 31.1.3.2 above;
- 31.1.3.4 an institution which is controlled:
- a) by the charity trustee or any connected person falling within sub-clauses 31.1.3.1, 31.1.3.2, or 31.1.3.3 above; or
- b) by two or more persons falling within sub-clause 31.1.3.4(a), when taken together.
- 31.1.3.5 a body corporate in which:
- (i) the charity trustee or any connected person falling within sub-clauses 31.1.3.1 to 31.1.3.3 has a substantial interest; or
- (ii) two or more persons falling within sub-clause 31.1.3.5 who, when taken together, have a substantial interest.
- and Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.
- 31.1.4 **“Dissolution Regulations”** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;
- 31.1.5 **“Elder”** means such persons appointed to the office of Elder in accordance with clause 9.1;
- 31.1.6 **“General Regulations”** means the Charitable Incorporated Organisations

(General) Regulations 2012;

- 31.1.7 **“Natural Person”** means an individual human being (as opposed to a legal person which is legal entity capable of taking legal proceedings such as a limited company).
- 31.1.8 **“Rules”** means any rules made by the charity trustees in accordance with clause 27
- 31.1.9 **“Statement of Faith”** means the statement attached at Appendix 1.

Appendix 1

Statement of Faith – Part A

1. The Father

There is only one God, who exists eternally in three distinct but equal persons: the Father, the Son and the Holy Spirit. God is the Almighty Creator of all things, the Supreme Ruler over all things and the Holy Judge of all people. He sustains and governs all things according to his sovereign will, for his own glory. Even though God is more powerful, wise and holy than we can imagine, because of his kindness revealed in the Gospel, we can know him as our loving Father.

Genesis 1:1-2:25; Psalm 90:2, 96:10-13; Isaiah 45:5-18; Daniel 4:34-35; 1 Corinthians 8:6; 1 John 3:1

2. The Son

The Lord Jesus Christ is fully God and fully man. He was conceived by the Holy Spirit, born of a virgin and lived a sinless life in obedience to the Father. In his life, death, teaching and miracles he perfectly reveals the Father. On the cross he died in the place of sinners, bearing God's anger and punishment for their sin, redeeming them by his blood. He rose bodily from the dead and ascended into heaven where he is exalted as Lord of all. Salvation is in and through Christ alone.

Matthew 1:18-25; John 1:1-18; Acts 2:22-36; Colossians 1:15-22; Hebrews 2:14-18, 7:23-28, 10:11-14

3. The Holy Spirit

The Holy Spirit is the third person of the Trinity. He has been sent from heaven to glorify Christ and to apply his work of salvation. He convicts sinners, imparts spiritual life and gives a true understanding of the Bible – for he inspired all Scripture and he speaks in Scripture to us today. He indwells all believers, brings assurance of salvation and produces increasing likeness to Christ. He builds up the Church and empowers its members for service and mission.

John 3:1-8, 16:5-16; Romans 8:1-17; 1 Corinthians 2:6-16, 3:17-18, 12:1-31; Galatians 5:16-26

4. The Bible

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

Psalm 19:7-11; 1 Corinthians 2:6-16; 2 Timothy 3:14-17; Hebrews 1:1-2; 2 Peter 1:19-21

5. The Human Race

All men and women are created in the image of God and therefore have inherent dignity and worth. Because there is equality and difference within God himself, men and women are equal before God, yet have different roles under God. Both men and women are created to love, obey and glorify God. However, as a result of the disobedience of our first parents, Adam & Eve, every aspect of human nature has been corrupted so that naturally all people are without spiritual life, guilty sinners and enemies of God. Every person is therefore under the just condemnation of God and needs to be forgiven and reconciled to God through Christ in order to know him & please him.

Genesis 1:26-27, 3:1-24; Matthew 22:34-40; Romans 1:18-32, 5:12-19; 2 Corinthians 5:16-19; Eph 2:1-3

6. The Gospel

The Gospel is the wonderful news that because of God's love, sinners can be saved from God's wrath through the sacrificial death and resurrection of God's Son. Because of what Jesus has done on the cross we can be saved from wrath for relationship; from Hell for Heaven. This salvation is entirely a work of God's grace and cannot be earned or deserved. It is God who calls sinners, granting them repentance and faith so that all who believe in Jesus are justified by grace alone, through faith alone in Christ alone. Believers are adopted into the family of God, sanctified by the Holy Spirit and preserved for the coming Kingdom.

John 1:12-13, 6:35-51; Romans 3:21-26; Galatians 2:15-16; Ephesians 2:4-9; 2 Timothy 1:9-10; Titus 3:4-7

7. The Church

The universal Church is the body of which Christ is the head and to which all who are saved belong. It is made visible in local churches, which are congregations of believers who are committed to each other for the worship of God, the preaching of the Word,

the administering of Baptism and the Lord's Supper, for pastoral care and discipline, for building up believers for service and reaching out to non-believers in evangelism. The unity of the body of Christ is expressed within and between churches by mutual love, care and encouragement.

Acts 2:42-47; Ephesians 2:19-22, 4:1-6, 5:25-33; Philippians 2:1-11; Colossians 1:18

8. The Future

The Lord Jesus Christ will return in glory. He will raise the dead and judge the world in righteousness. Those who have not been saved by Christ will be sent to eternal punishment in Hell and those who have will be welcomed into a life of eternal joy in fellowship with God in the promised New Creation. God will make all things new and will be glorified in all things forever.

Matthew 24:1-44, 25:31-46; 1 Thessalonians 4:13-18; Revelation 20:11-21:8, 22:1-5

Statement of Faith – Part B

1. Bible teaching and prayer lie at the heart of gospel ministry.
Matthew 28:18-20; Mark 1:38; Acts 6:4; 2 Timothy 4:2
2. The chief role of the Holy Spirit is to work through his Word to give faith and grow godliness.
John 3:1-8, 16:7-11; Galatians 6:22-23; 1 Peter 1:23
3. A 'complementarian' view of the roles of men and women in the home and the church. Men and women are made in God's image and just as God the Father, God the Son and God the Holy Spirit are equal in divinity yet different in role, so too, men and women are equal in humanity yet different in role.
Ephesians 5:22-33; 1 Timothy 2:8-15
4. That marriage is between one man and one woman and that heterosexual marriage is the right, best and only context for sex.
Matthew 19:3-6; 1 Corinthians 6:9-20, 7:1-16; Ephesians 5:3, 22-33