



CONSTITUTION OF COACH HOUSE CHURCH

Dated: 14th June 2021

1. Name

The name of the Charitable Incorporated Organisation ("the Church") is Coach House 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. Objects

The objects of the Church are to advance the Christian religion primarily but not exclusively in Greater Manchester and the surrounding area, in accordance with the doctrinal basis hereafter stated.

4. Powers

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

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

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

(3) sell, lease or otherwise dispose of all or any part of the property belonging to the Church. In exercising this power, the Church must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

(4) employ and remunerate such staff as are necessary for carrying out the work of the Church. The Church may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;

(5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Church to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

(1) The income and property of the Church must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of the Church or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Church.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Church's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the Church may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Church. 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;

(b) Reasonable and proper remuneration for any goods or services supplied to the Church.

(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

(1) General provisions

No charity trustee or connected person may:

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

(b)

(b) sell goods, services, or any interest in land to the Church;

(c) be employed by, or receive any remuneration from, the Church;

(d) receive any other financial benefit from the Church;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the

Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A charity trustee or connected person may receive a benefit from the Church as a beneficiary of the Church provided that a majority of the trustees do not benefit in this way.
- (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 not more than the Bank of England rate (also known as the base rate).
- (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 on the same terms as members of the public.
- (g) A charity trustee who is an office holder and/or employee of the Church may receive reasonable remuneration for carrying out their duties as office holders and/or

employees notwithstanding that they are or may be a charity trustee of the Church or a connected person to a charity trustee provided that a majority of the trustees do not benefit in this way.

(h) Any office holder or employee receiving benefit pursuant to clause 6.2 (g) (or any charity trustee where the office holder or employee directly receiving benefit pursuant to clause 6.2.(g) is a connected person in relation to him/her) must be absent from the part of any meeting at which the terms of stipend or (where applicable) employment of the office holder or employee in question or the performance of his or her duties or (where applicable) any matter in connection with his or her employment is being discussed or determined and must not vote on any such matter.

(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 a written agreement between the Church and the charity trustee or connected person supplying the goods (“the supplier”).

(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.

(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 disadvantage of doing so.

(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 or her or it with regard to the supply of goods to the Church.

(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.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by this clause.

(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 30 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

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

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

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

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

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

9. Membership of the Church

(1) Admissions of new members

(a) Eligibility

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

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

(b) Admission procedure

The charity trustees:

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

(ii) may refuse an application for membership if they believe that it is in the best interests of the Church for them to do so;

(iii) 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 given the applicant the opportunity to appeal against the refusal; and

(iv) 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.

(v) Shall maintain an accurate register of members at all times.

(2) Transfer of membership

Membership of the Church cannot be transferred to anyone else.

(3) Duty of members

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

(4) 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) any sum of money owed by the member to the Church is not paid in full within six months of its falling due; or
- (iv) the charity trustees decide that it is the best interests of the Church that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the Church they must:

- (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
- (ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member chooses.

(5) Informal or associate (non-voting) membership

(a) The Charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission, and termination of membership of any such class members.

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

10. Member's decisions

(1) General Provisions.

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

(2) Taking ordinary decisions by vote

Subject to clause 10.3, any decision of the members of the Church may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a majority of votes cast at the meeting.

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

(a) Any decision to remove a trustee must be taken in accordance with clause 15(2).

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

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

11. General meetings of the members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the Church. The first AGM must be held within 18 months of the registration of the Church, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the

annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

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

All general meetings must be held in accordance with the following provisions.

(2) Calling general 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 general meeting of the members at any time.

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

(i) they receive a request to do so from at least 30% of the members of the Church, and

(ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the Church for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 20% were substituted for 30%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

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

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

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

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

(3) Notice of general meetings

(a) The charity trustees, or, as the case may be, the relevant members of the Church, must give at least 14 clear days notice of any general meeting to all of the members.

(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 general meeting must:

- (i) state the time and date of the meeting;
- (ii) give the address at which the meeting is to take place;
- (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (iv) if a proposal to alter the constitution of the Church is to be considered at the meeting, include the text of the proposed alteration;
- (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or reelection as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the Church's website.

(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

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

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Church who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the Church unless quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meeting shall be 75% of members.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(6) Voting at general meetings

(a) Any decision other than one falling within clause 10(3) (Decisions that must be taken in a particular way) shall be taken by a majority of two thirds (2/3) votes cast at the meeting. Every member has one vote.

(b) 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 20% of the members present in person or by proxy at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair; or

(iii) through the use of postal or electronic communications.

(e) 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.

(f) A secret ballot may be held at a general meeting on any resolution at the request of the charity trustees, the chair of the meeting or of 20% of the Church members present at the meeting. Members will be issued with a separate ballot paper for each resolution subject to a secret ballot. The chair will appoint two members to collect and count the ballot papers in such a manner that preserves the anonymity of the votes cast. The members counting the votes shall be permitted to vote. No further business shall be conducted until the votes have been counted and reported to the chair of the meeting who will then announce the result of the ballot. There shall be a recount by two other members appointed by the chair in respect of any resolution subject to a secret ballot where, on the first count, the number of votes cast in favour of the resolution is less than ten percentage points higher than the percentage threshold required for the resolution to be passed. A maximum of one recount may be carried out in respect of each resolution that is subject to a secret ballot. In every secret ballot, the number of votes cast for and against the resolution shall be recorded in the minutes of the meeting.

(g) A secret ballot may also take place at other times and/or over an extended period, at the request of the charity trustees or the chair of the meeting. If such a ballot is to take place a summary of any discussion at the meeting must be recorded and circulated to Church members with the proposal and voting arrangements.

(7) Adjournment of meetings

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

12. Charity trustees

(1) Functions and duties of charity trustees

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

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

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

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

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

(2) Eligibility for trusteeship

(a) Every charity trustee must be a natural person.

(b) No one may be appointed as a charity trustee:

- If he or she is under the age of 18 years; or

- If he or she would automatically cease to hold office under the provisions of clause 15(1)(f).

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(d) Every Trustee shall be a member of the church.

(e) Every Trustee must adhere in lifestyle and belief to the doctrinal basis.

(3) Number of charity trustees

There must be at least four charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee. There must be no more than 12 trustees.

(4) Ex officio Trustee

The Minister of the Church for the time being ("the office holder") shall automatically ("ex-officio") be a charity trustee, for as long as he or she holds that office.

(5) Elders

Elders of the Church appointed in accordance with the church rules shall, from the date their appointment takes effect, be charity trustees

(6) First charity trustees

The first charity trustees of the Church are –

Steven Adshead for 5 years

Alina Adshead for 5 years

James Baker for 5 years

Paula Halstead for 4 years

Stephen Went for 4 years

Barry Doxey for 4 years

Melanie Jackson for 3 years

Rebekah Baker for 5 years

13. Appointment of charity trustees

Elected charity trustees

(a) At every third annual general meeting of the members of the Church, at least 2 elected charity trustee shall retire from office.

(b) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

(c) The vacancies so arising may be filled by the decision of the members at the annual general meeting on prior recommendation by the Trustees of suitable candidates; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (d) of this clause;

(d) The members (on prior recommendation to the charity trustees of suitable candidates) or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an

additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;

(e) A person so appointed by the members of the Church shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause.

(f) The required majority for appointment of new trustees shall be 66% of the vote of the members.

14. Information for new charity trustees

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

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

(b) a copy of the Church's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

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

(a) retires by notifying the Church in writing (but only if enough charitable trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

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

(c) dies;

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

(e) is removed by the members of the Church in accordance with sub-clause (2) of this clause; or

(f) 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).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

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

16. Reappointment of charity trustees

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

17. Taking of decisions by charity trustees

Any decision may be taken either:

- at a meeting of the charity trustees; or
- 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.

18. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

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

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of charity trustees

(1) Calling meetings

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

(2) Chairing of meetings

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

(3) Procedure at meetings

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

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

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

20. 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:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- 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 or her by a resolution of the charity trustees of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. 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 so determined it shall be signed by two charity trustees.

22. Use of electronic communications

(1) General

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

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

(2) To the Church

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

(3) By the Church

- (a) Any member or charity trustee of the Church, by providing the Church with his or her email address or similar, is taken to have agreed to receive communications from the Church in electronic form at that address, unless the member has indicated to the Church his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and

(iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the Church's powers under clause 10 (Members' decisions), 10 (3) (Decisions taken by resolution in writing).

(c) The charity trustees must:

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

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

23. Keeping of Registers

The Church must comply with its obligations under the General Regulations in relation to the keeping of, and provisions of access to, registers of its members and charity trustees.

24. Minutes

The charity must keep minutes of all:

(1) appointments of officers made by the charity trustees;

(2) proceedings at general meetings of the Church;

(3) meetings of the charity trustees and committees of charity trustees including:

- the names of the trustees present at the meeting;
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions;

(4) decisions made by the charity trustees otherwise than in meetings.

25. 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 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 Church, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Church entered on the Central Register of Charities.

26. Rules

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

27. Disputes

If a dispute arises between members of the Church about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

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

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of the Church; or

(b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Church.

(2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Church or persons connected with them, requires the prior written consent of the Charity Commission.

(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 every resolution amending the constitution, together with a copy of the Church's constitution as amended, must be sent to the Commission within 15 days from

the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

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

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

(i) by a resolution passed by a 75% majority of those voting, or

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

(b) by a resolution agreed in writing by all members of the Church.

(2) Subject to the payment of all the Church's debts:

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

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

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

(3) The Church must observe the requirements of the Dissolution Regulations in applying to the Commission for the Church to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of the Church;

(ii) a declaration by the charity trustees that any debts and other liabilities of the Church have been settled or otherwise provided for in full; and

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

(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 provision of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“connected person” means:

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

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;

(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;

(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 of the Charities Act 2011 shall apply for the purposes of interpreting the terms used in this constitution.

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

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

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

“charity trustee” means a charity trustee of the Church.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.

Schedule

Statement of Faith

We believe in...

1. The one true God who lives eternally in three persons - the Father, the Son and the Holy Spirit.
2. The love, grace and sovereignty of God in creating, sustaining, ruling, redeeming and judging the world.
3. The divine inspiration and supreme authority of the Old and New Testament Scriptures, which are the written Word of God - fully trustworthy for faith and conduct.
4. The dignity of all people, made male and female in God's image to love, be holy and care for creation, yet corrupted by sin, which incurs divine wrath and judgment.
5. The incarnation of God's eternal Son, the Lord Jesus Christ-born of the virgin Mary; truly divine and truly human, yet without sin.
6. The atoning sacrifice of Christ on the cross: dying in our place, paying the price of sin and defeating evil, so reconciling us with God.
7. The bodily resurrection of Christ, the first fruits of our resurrection; his ascension to the Father, and his reign and mediation as the only Saviour of the world.
8. The justification of sinners solely by the grace of God through faith in Christ.
9. The ministry of God the Holy Spirit, who leads us to repentance, unites us with Christ through new birth, empowers our discipleship and enables our witness.
10. The one universal church, the body of Christ, of which each local church is a visible expression, consists of all true believers born again by the Holy Spirit. As a fellowship of believers, the church is called to worship God, grow in grace and bear witness to Christ and His kingdom throughout the world.
11. The personal and visible return of Jesus Christ to fulfil the purposes of God, who will raise all people to judgement, bring eternal life to the redeemed and eternal condemnation to the lost, and establish a new heaven and new earth.