

OAK COMMUNITY CHURCH
CONSTITUTION

Certified to be the Constitution adopted by the members of Oak Community
Church CIO on the of 2016 and approved by the
Charity Commission on ...TBC.....

Trustee:Trustee:

As amended at a general meeting of the members and approved by the Charity Commission on the dates set out below:

Date of Members Meeting	Date of Charity Commission Approval	Trustee	Trustee
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1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is The Oak Community Church.

2. National location of principal office

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 Basis of Faith, primarily, but not exclusively, within St. Mary Cray and St Paul's Cray, Orpington and the surrounding neighbourhood; and
- 3.1.2. such other charitable purposes, including the relief of poverty, as shall in the opinion of the charity trustees, facilitate the work of the Fellowship, provided that such purposes must be carried out in a manner consistent with the Basis of Faith.

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.

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. receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clauses 6.2 to 6.8 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 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.
- 6.4. Subject to sub-clauses 6.9 and 6.10, 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.
- 6.5. 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).
- 6.6. 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.
- 6.7. A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.
- 6.8. A charity trustee or connected person may receive remuneration for (i) acting as an employee of the CIO under a contract of employment or (ii) acting as a non-employed remunerated Leader under an office-holder only arrangement provided that this does not lead to the a majority of charity trustees being remunerated under clause 6 and provided that each of the following sub-clauses is satisfied:
- 6.8.1 The other charity trustees are satisfied that (a) 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 remunerated, or (b) the other charity trustees are satisfied that it is in the best interests of the CIO 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;

- 6.8.2 The remuneration 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 a non-employed remunerated Leader;
- 6.8.3 The remuneration package does not exceed what is reasonable in the circumstances taking into account regional variations;
- 6.8.4 The reasons for the decision of the charity trustees is recorded in their minute book; and
- 6.8.5 The person receiving the remuneration (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.

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 6.4 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 sub-clauses 6.2 to 6.9:
- 6.10.1. “the CIO” includes any company in which the CIO:
 - 6.10.1.1. holds more than 50% of the shares; or
 - 6.10.1.2. controls more than 50% of the voting rights attached to the shares; or
 - 6.10.1.3. 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 30 (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).

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, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Charity trustees

Functions and duties of charity trustees

- 9.1. 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 :
- 9.1.1. 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
- 9.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- 9.1.2.1. any special knowledge or experience that he or she has or holds himself or herself out as having; and,
- 9.1.2.2. 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

- 9.2. Every charity trustee must be a natural person.
- 9.3. No individual may be appointed as a charity trustee of the CIO:
- if he or she is under the age of 16 years;
 - if he or she would automatically cease to hold office under the provisions of clause 12.1.5;
 - if his or her appointment has not been approved by the Leaders; or
 - if he or she has not affirmed by such other means as the trustees may specify the Basis of Faith, Ethical Statements and the Doctrinal Distinctives.
- 9.4. 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 the office of charity trustee.

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

Number of charity trustees

- 9.6. There must be at least three 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.
- 9.7. There is no maximum number of charity trustees that may be appointed to the CIO.

First charity trustees

- 9.8. The first charity trustees are as follows
Mr. Robin Ware (Chair)
Mr. Michael Cheney
Mrs. Vivienne Curtis.(Secretary)
Ms Diane Worrell

10. Appointment of Charity Trustees

- 10.1. Apart from the first charity trustees, every trustee must be appointed by a resolution passed at a properly convened meeting of the charity trustees.
- 10.2. Subject to clause 10.3, the charity trustees shall appoint as a charity trustee every person recommended to them for appointment by all of the current Leaders unless such appointment would be in breach of the other provisions of this constitution and shall not appoint as a charity trustee a person whose appointment has not been approved by the current Leaders.
- 10.3. In the event that it is a legal requirement for more trustees to be appointed but the Leaders are unable to reach a unanimous decision on the appointment, the trustees may appoint as a trustee any person who satisfies the eligibility criteria set out above and the requirement that the appointment must be approved by the Leaders shall not apply for that appointment.
- 10.4. In selecting individuals for appointment as charity trustees, the charity trustees and the Leaders must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

11. Information for new charity trustees

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

- 11.1.1. a copy of the current version of this constitution; and
- 11.1.2. a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

12. Retirement and removal of charity trustees

12.1. A charity trustee ceases to hold office as a charity trustee if:

- 12.1.1. he or she 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);
- 12.1.2. he or she 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;
- 12.1.3. he or she dies;
- 12.1.4. he or she 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 trustee and may remain so for more than three months;
- 12.1.5. he or she 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);
- 12.1.6. he or she ceases in the opinion of the majority of charity trustees to believe in the doctrines contained in the Basis of Faith, Ethical Statements and Doctrinal Distinctives; or
- 12.1.7. in the opinion of the majority of charity trustees, it is no longer in the best interests of the CIO or the Fellowship for such person to remain as a charity trustee.

12.2. Any person retiring as a charity trustee is eligible for reappointment.

13. Taking of decisions by charity trustees

13.1. Any decision may be taken either:

- 13.1.2 at a meeting of the charity trustees; or
- 13.1.3 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.

14. Delegation by charity trustees

- 14.1. The charity trustees may delegate day-to-day matters to individuals or committees, including powers to commit the CIO to a course of action. The power of delegation in this clause 14.1 does not authorise the delegation of matters affecting the general control and management of the administration of the CIO. The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers under this sub-clause.
- 14.2. Subject to clause 14.4, the charity trustees may delegate any of their powers or functions relating to the general control and management of the administration of the CIO 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.
- 14.3. The powers in this clause are in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees.
- 14.4. The power at clause 14.2 is subject to the following requirements:
 - 14.4.1. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - 14.4.2. the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - 14.4.3. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of charity trustees

Calling meetings

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

Chairing of meetings

- 15.3. 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

- 15.4. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two 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. 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.
- 15.5. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 15.6. In the case of an equality of votes, the decision shall not be carried.

Participation in meetings by electronic means

- 15.7. 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.
- 15.8. 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.
- 15.9. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. Membership of the CIO

- 16.1. The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.
- 16.2. Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

17. Decisions which must be made by the members of the CIO

- 17.1. Any decision to:
 - 17.1.1 amend the constitution of the CIO;
 - 17.1.2 amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or

- 17.1.3 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).

- 17.2. Decisions of the members may be made either:

- 17.2.1. by resolution at a general meeting; or

- 17.2.2. by resolution in writing, in accordance with clause 17.4.

- 17.3. Any decision specified in clause 17.1 must be made in accordance with the provisions of clause 27 (amendment of constitution), clause 28 (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.

- 17.4. 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:

- 17.4.1. a copy of the proposed resolution has been sent to all the members eligible to vote; and

- 17.4.2. 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. 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.

18. General meetings of members

Calling of general meetings of members

- 18.1. The charity trustees may designate any of their meetings that have already been called as a general meeting of the members of the CIO, provided that all of the members are given at least 14 days' notice of this. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO

as specified in clause 17 (Decisions which must be made by the members of the CIO).

Notice of general meetings of members

- 18.2. The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
- 18.3. 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.
- 18.4. 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

- 18.5. The provisions in clauses 15.3 - 15.9 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.

19. Saving provisions

- 19.1. Subject to clause 19.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - 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.

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

20. Execution of documents

- 20.1. The CIO shall execute documents either by signature or by affixing its seal (if it has one)
- 20.2. A document is validly executed by signature if it is signed by at least two of the charity trustees.
- 20.3. If the CIO has a seal:
 - 20.3.1. it must comply with the provisions of the General Regulations; and
 - 20.3.2. 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.

21. Use of electronic communications

General

- 21.1. The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
 - 21.1.1. 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.

To the CIO

- 21.2. 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

- 21.3. 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.
- 21.4. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website :
 - 21.4.1. provide the members with the notice referred to in clause 18.2 (Notice of general meetings);

- 21.4.2. give charity trustees notice of their meetings in accordance with clauses 15.1 and 15.2(Calling meetings); and
 - 21.4.3. submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 17 (Members' decisions), 17.4 (Decisions taken by resolution in writing).
- 21.5. The charity trustees must –
- 21.5.1. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
 - 21.5.2. 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.

22. Keeping of Registers

- 22.1. 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.

23. Minutes

- 23.1. The charity trustees must keep minutes of all:
 - 23.1.1. appointments of officers made by the charity trustees;
 - 23.1.2. proceedings at general meetings of the CIO;
 - 23.1.3. 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;
 - 23.1.4. decisions made by the charity trustees otherwise than in meetings.

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

- 24.1. The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of 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.

- 24.2. 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.

25. Rules

- 25.1. 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 byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

26. Disputes

- 26.1. 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.

27. Amendment of constitution

- 27.1. This constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO or by a written resolution of all the members and in either case the resolution has been unanimously approved by the Leaders appointed from time to time.
- 27.2. Save as set out within this clause 27, any alteration of clause 3 (Purposes), clause 28 (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.
- 27.3. Prior to making any amendment to the Basis of Faith, the CIO shall take advice on whether or not the proposed change would constitute an alteration of the CIO's purposes requiring the prior written consent of the Charity Commission.
- 27.4. The specifying of charitable purposes by the charity trustees in accordance with clause 3.1.2 does not constitute an amendment to the constitution.
- 27.5. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

- 27.6. A copy of any resolution altering the constitution, together with a copy of the CIO'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.

28. Voluntary winding up or dissolution

- 28.1. 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:
- 28.1.1. at a general meeting of the members of the CIO called in accordance with clause 18 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (a) by a resolution passed by a 75% majority of those voting, or
 - (b) 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
 - 28.1.2. by a resolution agreed in writing by all members of the CIO.
- 28.2. Subject to the payment of all the CIO's debts:
- 28.2.1. 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.
 - 28.2.2. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - 28.2.3. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 28.3. 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:
- 28.3.1. the charity trustees must send with their application to the Commission:
 - (a) a copy of the resolution passed by the members of the CIO;

- (b) 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
- (c) 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;

28.3.2. 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.

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

29. The Fellowship

29.1. It is anticipated that the furtherance of the purposes will lead to the establishment and/or growth of a congregation of Christians, who are spiritually united as one body and a part of the wider body of Christ. It is primarily in and through the congregation that the purposes will be carried out. Such congregation is referred to in this constitution as “the Fellowship.”

29.2. Leaders shall be appointed to be responsible for the spiritual oversight of the Fellowship in accordance with the provisions of this clause 29. The role of a Leader is the role referred to in the New Testament as the role of an elder and the Leaders may also be referred to as Elders.

29.3. The first Leaders of the Fellowship are Mr. Dave Tate, Mr. David Curtis and Mr. Trevor Hall.

29.4. The Trustees shall only appoint as Leaders men or women who are recommended for appointment as Leaders by the current Leaders, who have agreed to act as Leaders and who have subscribed to the Basis of Faith, Ethical Statements and Doctrinal Distinctives.

29.5. The Leaders:

29.5.1. Shall ensure that the Fellowship is led in accordance with the Basis of Faith, the Doctrinal Distinctives and the Ethical Statements.

29.5.2. May establish such policies, procedures and practices for the governance of the Fellowship as the Leaders determine in their absolute discretion from time to time shall allow the Fellowship to live in obedience to the unchanging Gospel of the Lord Jesus Christ in accordance with the Basis of Faith and to hold out that Gospel by living and speaking in a

manner that is accessible to the ever changing societies in which the members of the Fellowship live;

29.5.3. May write and amend doctrinal statements (in accordance with procedures established in accordance with clause 29.5.2) clarifying or supplementing the doctrines contained in the Basis of Faith, provided that such doctrines are consistent with the Basis of Faith. The doctrines contained within such statements are referred to in this constitution as the "Doctrinal Distinctives."

29.5.4. May write and amend ethical statements (in accordance with procedures established in accordance with clause 29.5.2) setting out how the doctrines contained in the Basis of Faith apply in day to day life and how members of the Fellowship should endeavour to conduct themselves in light of these doctrines. These statements are referred to in this constitution as the "Ethical Statements." The FIEC Marriage Statement shall be regarded as part of the Ethical Statements unless the Elders resolve otherwise.

29.6. Whenever it is the case that the charity trustees and the Leaders are not one and the same group of people, there shall be a distinction between the Leaders' meetings and the charity-trustee meetings. In such circumstances:

29.6.1. the Leaders meetings shall be concerned solely with ensuring that the Fellowship operates in accordance with the Gospel and for discharging any powers or responsibilities that the charity trustees have delegated to the Leaders, and

29.6.2. the charity-trustee meetings shall be concerned solely with ensuring that the CIO is administered in accordance with the requirements of this constitution and the general law having due regard to the spiritual direction of the Fellowship set by the Leaders from time to time.

29.7. When the charity trustees and the Leaders are one and the same group of people, they may still choose to make the distinction between Leaders' meetings and charity-trustee meetings as set out above.

29.8. Where the procedures established in accordance with clause 29.5.2 include provisions on the removal of Leaders, a person may only be removed from the office of Leader in accordance with those provisions. Where such procedures do not include provisions on the removal of Leaders, the charity trustees may remove Leaders following the

provisions of clauses 12.1.6 and 12.1.7 as if those provisions referred to the removal of Leaders rather than the removal of charity trustees.

- 29.9. In cases where Leaders are remunerated by the CIO, the relationship between the CIO and the Leaders is not an employment relationship. An employment relationship is a master-servant relationship – the employer being the master and the employee being the servant. Such a relationship is incompatible with the role of Leaders as the Leaders hold office within the CIO by virtue of their position of spiritual leadership within the Fellowship. During the time that the Leaders hold office, their master is not the trustees nor any representative of the trustees, but the Lord Jesus Christ. The Leaders hold office within the CIO and the Fellowship but there is no intention for the CIO to enter into any contract with the Leaders and they are not intended to become employees of the CIO.
- 29.10. All Leaders are “full-time” in the same way that all parents are parents all of the time regardless of what they are doing. Some parents may have full-time paid jobs outside the home and serve their family outside normal working hours, others may have part-time jobs outside the home and are able to serve their family during working hours on some days as well as outside working hours on other days, others are able to devote their whole time and attention to serving the family. In the same way, within the Fellowship, some Leaders will be able to devote their whole time and attention to fulfilling the responsibilities of their office, some Leaders will have part-time jobs outside the Fellowship and others will have full-time jobs outside the Fellowship.
- 29.11. To reduce the need for Leaders to have to take up paid employment to support themselves and their families, the CIO may compensate Leaders for carrying out the responsibilities of their office. In cases where the Leaders are also trustees, such compensation must be in accordance with the provision of clause 6.8.
- 29.12. In order to clarify how much time a Leader is able to devote to fulfilling the responsibilities of his or her office, the Leader and the CIO may draw up a memorandum recording the understanding between the Leader and the CIO outlining the normal hours that the Leader expects to be able devote to the office, the level of stipend, rest and holidays or any other similar matter.

30. Interpretation

In this constitution:

30.1. “**connected person**” means:

- 30.1.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- 30.1.2. the spouse or civil partner of the charity trustee or of any person falling within sub-clause 30.1.1 above;
- 30.1.3. a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause 30.1.1 or 30.1.2. above;
- 30.1.4. an institution which is controlled –
 - (a) by the charity trustee or any connected person falling within sub-clause 30.1.1, 30.1.2 or 30.1.3 above; or
 - (b) by two or more persons falling within sub-clause 30.1.4(a) when taken together
- 30.1.5. a body corporate in which –
 - (a) the charity trustee or any connected person falling within sub-clauses 30.1.1 to 30.1.3 has a substantial interest; or
 - (b) two or more persons falling within sub-clause 30.1.5(a) who, when taken together, have a substantial interest. Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

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

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

30.4. The “**Communications Provisions**” means the Communications Provisions in Part 9 of the General Regulations.

30.5. “**charity trustee**” means a charity trustee of the CIO.

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

30.7. “**Basis of Faith**” means the statement of faith set out in the Schedule to this constitution

30.8. “**Doctrinal Distinctives**” has the meaning assigned to it in clause 29.5.3.

- 30.9. **“Ethical Statements”** has the meaning assigned to in in clause 29.5.4
- 30.10. **"FIEC Marriage Statement"** means the Same Sex Marriage statement adopted at the general meeting of FIEC in November 2013.
- 30.11. The **“Fellowship”** has the meaning assigned to it in clause 29, except where the word appears in the phrase “the Fellowship of Independent Evangelical Churches.”
- 30.12. **“Leader”** has the meaning assigned to it in clause 29.2.

Schedule

Basis of Faith

We believe in:

1. The one true God who lives eternally in three persons—God the Father, Jesus 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 in God's image to love and worship God, be holy and care for creation, yet corrupted by sin, which incurs divine wrath and judgement.
5. The incarnation of God's eternal Son, the Lord Jesus Christ—born of the virgin Mary; lived on earth, both 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, which we remember in the partaking of Holy Communion.
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. In obedience we celebrate this salvation by full immersion baptism.
9. The illuminating, regenerating, indwelling and sanctifying 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 Church, the body of Christ both local and universal, the priesthood of all believers—given life by the Spirit and endowed with the Spirit's gifts to worship God and proclaim the gospel, promoting justice and love.
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.