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MARYLEBONE CHRISTIAN CHARITY
CONSTITUTION

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is Marylebone Christian Charity.

2. National location of principal office

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 to advance the Christian faith in accordance with the Statement of Faith, in particular (but without limitation) by providing premises for churches and other Christian charities or groups and accommodation for Christian workers.
- 3.2. Clauses 3.1 may be amended by a resolution passed in accordance with clause 27.1., but only with the prior written consent of the Charity Commission.
- 3.3. The Statement of Faith shall only be amended or supplemented 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.

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. Without limitation, this includes the powers set out in the non-exhaustive list below:
 - 4.1.1. pay or contribute directly or indirectly towards the payment of the salary, costs or other properly incurred expenses of a Christian worker or workers;
 - 4.1.2. provide, or pay or contribute towards the cost of providing, residential accommodation for Christian workers;
 - 4.1.3. 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;
 - 4.1.4. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.1.5. 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;
 - 4.1.6. make payments and provide grants, loans, accommodation or support of any kind to individuals or organisations who are engaged in work or activity which furthers the CIO’s purposes or in assisting directly or indirectly in doing so;

- 4.1.7. hold property as tenants in common with another or others not being a charity on such terms as shall be considered proper providing that the CIO shall at all times be entitled to receive the net sale proceeds that reflect the funds provided by the CIO or the share, interest or entitlement of the CIO;
- 4.1.8. set up, support or administer other trusts or funds or act as trustee, custodian trustee, holding trustee, trust corporation or in any other fiduciary capacity and to charge reasonable fees for acting as trustee at rates calculated to cover the costs incurred by the CIO;
- 4.1.9. employ and compensate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or compensate 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; and
- 4.1.10. 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 this clause 6., 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.

6.2. At no time may a majority of charity trustees benefit directly or indirectly from payments made under clause 6.. 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.

6.3. Any other payments to a charity trustee or connected person or arrangements involving the acquisition by a charity trustee or connected person for his or her own benefit of property belonging to the CIO require the prior written approval of the Charity Commission unless authorised under the Charities Acts.

6.4. 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.

Scope and powers permitting trustees’ or connected persons’ benefits

6.5. Subject to complying with clause 7. (Conflicts of Interest and Conflicts of Loyalty), a charity trustee or connected person may receive the following benefits and payments from the CIO:

6.5.1. 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.

6.5.2. Subject to sub-clause 6.6., 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.

6.5.3. 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).

6.5.4. 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.

Payment for supply of goods only – controls

6.6. The CIO and its charity trustees may only rely upon the authority provided by sub-clause 6.5.2. if each of the following conditions is satisfied:

- 6.6.1. 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”).
- 6.6.2. 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.
- 6.6.3. 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.
- 6.6.4. 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.
- 6.6.5. 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.
- 6.6.6. The reason for their decision is recorded by the charity trustees in the minute book.
- 6.6.7. A majority of the charity trustees then in office are not in receipt of compensation or payments authorised by clause 6..

6.7. In this clause 6.:

- 6.7.1. “the CIO” includes any company in which the CIO:
 - 6.7.1.1. holds more than 50% of the shares;
 - 6.7.1.2. controls more than 50% of the voting rights attached to the shares; or
 - 6.7.1.3. has the right to appoint one or more directors to the board of the company; and
- 6.7.2. “connected person” includes any person within the definition set out in clause 29. (Interpretation).

7. Conflicts of interest and conflicts of loyalty

- 7.1. A charity trustee must declare the nature and extent of:
 - 7.1.1. any direct or indirect interest which he/she has in relation to 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. any duty or any direct or indirect interest which he/she has which conflicts or may conflict with the interests of the CIO or with his/her duties to the CIO; but
 - 7.1.3. there is no need to declare any interest or duty of which the other charity trustees are, or ought reasonably to be, already aware, or if the charity trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties in respect of the CIO. Any uncertainty about whether or not this is the case shall be determined by a majority decision of the other charity trustees.
- 7.2. Subject to clause 7.4., a charity trustee must:
 - 7.2.1. 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
 - 7.2.2. 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).
- 7.3. 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.
- 7.4. When any charity trustee is conflicted, the trustees who are not conflicted, subject to a quorum being formed and being satisfied that it is in the best interests of the CIO to do so, may by resolution passed in the absence of the conflicted charity trustee authorise the conflicted charity trustee, notwithstanding any conflict of interest or duty which has arisen or may arise, to:
 - 7.4.1. continue to participate in discussions leading to the making of a decision (but not to participate in the decision or vote itself);
 - 7.4.2. disclose to a third party information confidential to the CIO;
 - 7.4.3. take any other action not otherwise authorised which does not involve the receipt by the conflicted trustee or a connected person of any payment or material benefit from the CIO; or
 - 7.4.4. refrain from taking any step required to remove the conflict.
- 7.5. Where a charity trustee has a conflict of interest or duty and has complied with his or her obligations under this constitution in respect of that conflict:

7.5.1. the charity trustee shall not be in breach of his or her duties to the CIO by withholding confidential information from the CIO if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

7.5.2. the charity trustee shall not be accountable to the CIO for any benefit expressly permitted under this constitution which he or she or any connected person derives from any matter or from any office, employment or position.

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

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

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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:

9.3.1. if he or she is under the age of 18 years;

- 9.3.2. if he or she would automatically cease to hold office under the provisions of clause 12.1.5.;
 - 9.3.3. if his or her appointment has not been approved by a majority of at least 75% of the charity trustees; or
 - 9.3.4. if he or she has not affirmed in writing (or by such other means as the trustees may specify) the Statement of Faith.
- 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.

Number of charity trustees

- 9.5. There must be at least two 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.
- 9.6. The maximum number of charity trustees is seven. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

First charity trustees

- 9.7. The first charity trustees are as follows

Jonathan Lewis

John Steven Wyatt

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. Any new trustee appointed in accordance with clause 10.1. shall be appointed for a term of up to three years.

- 10.3. The first trustees shall serve in office until the dates shown below:

Jonathan Lewis – 1 January 2025

John Steven Wyatt – 1 July 2025

- 10.4. In selecting individuals for appointment or reappointment as charity trustees, the charity trustees:

10.4.1. must have regard to the skills, knowledge and experience needed for the effective administration of the CIO; and

10.4.2. may take whatever steps they regard as appropriate or necessary to ensure that the trustee in question is happy to affirm the Statement of Faith and to live consistently with it.

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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:

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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

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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;
 - 12.1.6. he or she ceases in the opinion of the majority of charity trustees to believe in and/or to live consistently with the doctrines contained in the Statement of Faith; or
 - 12.1.7. in the opinion of the majority of charity trustees, it is no longer in the best interests of the CIO for such person to remain as a charity trustee.
- 12.2. Any charity trustee whose term of office expires under clauses 10.2. or 10.3. or who retires under clause 12.1.1. is eligible for reappointment for up to two further terms of three years each, making a maximum of nine years in total, after which the charity trustee in question must not be reappointed until at least one year has elapsed.
- 12.3. A charity trustee removed in accordance with clause 12.1.6. or 12.1.7. shall be given reasonable opportunity to make representations to the remaining trustees prior to the decision to remove them being taken.

13. Taking of decisions by charity trustees

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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 the requisite number of 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. The requisite number of trustees is the number of trustees that would be required to pass the

same resolution were that resolution considered at a meeting of the trustees attended by all trustees eligible to vote on that resolution.

14. Delegation by charity trustees

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- 14.1. The charity trustees may delegate day-to-day matters to any of their number and/or to any other person as they see fit, and subject to any conditions the charity trustees may impose. 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 14.3., 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 constituted in accordance with clause 14.3., 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 power at clause 14.2. is subject to the following requirements:
- 14.3.1. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - 14.3.2. a charity trustee who serves on any such committee may exercise a right of veto over any decision made by the committee with which he/she is not in favour, in which case they shall refer the matter to the charity trustees for resolution;
 - 14.3.3. 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
 - 14.3.4. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- 14.4. 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.

15. Meetings of charity trustees

Calling meetings

- 15.1. Any charity trustee may call a meeting of the charity trustees at any time.
- 15.2. The charity trustees must hold at least two meetings in each twelve-month period.
- 15.3. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

Chairing of meetings

- 15.4. 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

- 15.5. 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 at least one-half 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.
- 15.6. Questions arising at a meeting shall be decided by a majority of those eligible to vote, subject to any greater requirements that may be set out in the Rules from time to time.
- 15.7. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

Participation in meetings by electronic means

- 15.8. 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.
- 15.9. 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.
- 15.10. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes and any resolutions and decisions taken in a meeting held by electronic means shall be noted in the minutes of the next physical meeting of the charity trustees.
- 15.11. The notice and agenda for a meeting held by electronic means must be sent by email to all charity trustees.

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.

Informal or associate (non-voting) membership

- 16.3. The trustees may make Rules setting out categories of affiliation to the CIO that do not constitute formal legal membership (even if described as “members” in the Rules), but which enable the trustees and members to include a wider group of people in the activities of the CIO. They are described in this constitution as “Associates”. The Rules shall specify whether or not Associates are required to subscribe to any of the Statement of Faith to be affiliated as an Associate.
- 16.4. Such Rules may include categories of decisions on which the trustees shall permit Associates to vote, by any majority and in any manner set out in the Rules, save that no decision that is required to be made by members of the CIO in accordance with clause 17. below shall be made by Associates.
- 16.5. Such Rules must make reference to the existence of the CIO governed by this constitution or to having been made in accordance with the provisions of this constitution.
- 16.6. 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.

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.

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 15.4. to 15.10. 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:

19.1.1. who was disqualified from holding office;

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

19.1.3. 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.

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 and deeds 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 or, if it only has one charity trustee, by that trustee.

20.3. A document is validly executed as a deed if it is signed by at least two of the charity trustees and the document makes clear on its face that it is intended by the persons making it to be a deed.

20.4. If the CIO has a seal:

20.4.1. it must comply with the provisions of the General Regulations; and

20.4.2. 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 clause 15. (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

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:

23.1.3.1. the names of the trustees present at the meeting;

23.1.3.2. the decisions made at the meetings; and

23.1.3.3. 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, the preparation and scrutiny of statements of account, and 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

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.

26. Disputes

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. As provided by sections 224 – 227 of the Charities Act 2011, 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.

- 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. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 27.4. 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:
 - 28.1.1.1 by a resolution passed by a 75% majority of those voting; or
 - 28.1.1.2 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
 - 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:
 - 28.3.1.1. a copy of the resolution passed by the members of the CIO;
 - 28.3.1.2. 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

28.3.1.3. 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; and

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. Interpretation

In this constitution:

29.1. “**Charities Acts**” means the Charities Acts 1992 to 2016;

29.2. “**Associates**” means anyone appointed to a category of affiliate or associate in
accordance with rules made under clause 16.3. above;

29.3. “**connected person**” means:

29.3.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

29.3.2. the spouse or civil partner of the charity trustee or of any person falling within
sub-clause 29.3.1. above;

29.3.3. a person carrying on business in partnership with the charity trustee or with
any person falling within sub-clause 29.3.1. or 29.3.2.. above;

29.3.4. an institution which is controlled –

29.2.4.1 by the charity trustee or any connected person falling within sub-
clause 29.3.1., 29.3.2. or 29.3.3. above; or

29.2.4.2 by two or more persons falling within sub-clause 29.2.4.1 when
taken together;

29.3.5. a body corporate in which –

29.2.5.1 the charity trustee or any connected person falling within sub-
clauses 29.3.1. to 29.3.3. has a substantial interest; or

29.2.5.2 two or more persons falling within sub-clause 29.2.5.1 who, when
taken together, have a substantial interest.

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

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

- 29.6. The “**Communications Provisions**” means the Communications Provisions in Part 9 of the General Regulations.
- 29.7. “**charity trustee**” means a charity trustee of the CIO as defined by s177 Charities Act 2011.
- 29.8. “**member**” means a member of the CIO as referred to in s206 Charities Act 2011 but, for the avoidance of doubt, shall not refer to any Associates as defined in clause 16.3.
- 29.9. “**Statement of Faith**” means the statement of faith set out in the Schedule to this constitution.
- 29.10. “**Rules**” means any such rules or standing orders as are made in accordance with clause 25..
- 29.11. Expressions not otherwise defined which are defined in the Charities Acts shall have the same meaning.
- 29.12. The use of the word “including” in this constitution shall mean “including, without limitation”.
- 29.13. References to an Act are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Schedule

Statement of Faith

- **1. God**

There is one God, who exists eternally in three distinct but equal persons: the Father, the Son, and the Holy Spirit. God is unchangeable in his holiness, justice, wisdom and love. He is the almighty Creator; Saviour and Judge who sustains and governs all things according to his sovereign will for his own glory.

- **2. The Bible**

God has revealed himself 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.

- **3. The Human Race**

All men and women, being created male and female in the image of God, have inherent and equal dignity and worth. Their greatest purpose is to obey, worship and love God. As a result of the fall of our first parents, every aspect of human nature has been corrupted and all men and women are without spiritual life, guilty sinners and hostile to God. Every person is therefore under the just condemnation of God and needs to be born again, forgiven and reconciled to God in order to know and please him.

- **4. The Lord Jesus Christ**

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. He taught with authority and all his words are true. On the cross he died in the place of sinners, bearing God's punishment for their sin, redeeming them by his blood. He rose from the dead and in his resurrection body ascended into heaven where he is exalted as Lord of all. He intercedes for his people in the presence of the Father.

- **5. Salvation**

Salvation is entirely a work of God's grace and cannot be earned or deserved. It has been accomplished by the Lord Jesus Christ and is offered to all in the gospel. God in his love forgives sinners whom he calls, granting them repentance and faith. All who believe in Christ are justified by faith alone, adopted into the family of God and receive eternal life.

- **6. The Holy Spirit**

The Holy Spirit 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 Scriptures. He indwells all believers, brings assurance of salvation and produces increasing likeness to Christ. He builds up the Church and empowers its members for worship, service and mission.

- **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, and for evangelism. The unity of the body of Christ is expressed within and between churches by mutual love, care and encouragement. True fellowship between churches exists only where they are faithful to the gospel.

- **8. Baptism and the Lord's Supper**

Baptism and the Lord's Supper have been given to the churches by Christ as visible signs of the gospel. Baptism is a symbol of union with Christ and entry into his Church but does not impart spiritual life. The Lord's Supper is a commemoration of Christ's sacrifice offered once for all and involves no change in the bread and wine. All its blessings are received by faith.

- **9. Marriage**

Sexual intimacy is a gift from God and is to be enjoyed exclusively within the context of marriage. Marriage is, by definition, heterosexual and between one man and one woman. Marriage ultimately serves as a type of the union between Christ and his Church.

- **10. The Future**

The Lord Jesus Christ will return in glory. He will raise the dead and judge the world in righteousness. The wicked will be sent to eternal punishment and the righteous will be welcomed into a life of eternal joy in fellowship with God. God will make all things new and will be glorified forever.