

BLOOMSBURY CENTRAL BAPTIST CHURCH
CONSTITUTION

1 Name

The name of the Charitable Incorporated Organisation is Bloomsbury Central Baptist Church (“the Church”).

2 National location of principal office

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

3 Purpose

3.1.1 The principal purpose of the Church is the advancement of the Christian faith according to the principles of the Baptist denomination.

3.1.2 The Church may also advance education and carry out other charitable purposes in the United Kingdom and/or other parts of the world.

4 Beliefs

As a member of the Baptist Union of Great Britain (“the Union”) the Church subscribes to the Union’s Declaration of Principle:

“That our Lord and Saviour Jesus Christ, God manifest in the flesh, is the sole and absolute authority in all matters pertaining to faith and practice, as revealed in the Holy Scriptures, and that each church has liberty, under the guidance of the Holy Spirit, to interpret and administer His laws.

That Christian Baptism is the immersion in water into the name of the Father, the Son and the Holy Spirit, of those who have professed repentance towards God and faith in our Lord Jesus Christ who ‘died for our sins according to the Scriptures; was buried, and rose again the third day’.

That it is the duty of every disciple to bear personal witness to the gospel of Jesus Christ, and to take part in the evangelisation of the world.”

5 Activities

5.1 In fulfilling the purposes the Church will engage in a range of activities either on its own or with others that will vary from time to time with activities being initiated, expanded, or closed, as appropriate.

5.2 The activities may include but are not restricted to:

- regular public worship, prayer, Bible study, preaching and teaching;
- baptism, as defined in the Union's Declaration of Principle;
- the Communion of the Lord's Supper which shall normally be observed at least once a month;
- evangelism and mission, locally, regionally, nationally and internationally;
- the teaching, encouragement, welcome and inclusion of young people;
- the nurture and growth of Christian disciples;
- education and training for Christian and community service;
- giving and encouraging pastoral care;
- supporting and encouraging charitable social action in the United Kingdom and abroad;
- encouraging relationships with and supporting Baptists and other Christians.

6 Affiliation

The Church is a member of the Union and the London Baptist Association ("the Association").

7 Powers

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

- 7.1** 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;
- 7.2** buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 7.3** sell, lease or otherwise dispose of all or any part of the property belonging to the Church. In exercising this power, the Church must comply as appropriate with sections 117 to 123 of the Charities Act 2011;
- 7.4** employ, appoint and remunerate such staff and office holders as are necessary for carrying out the work of the Church. The Church may employ or remunerate a Charity Trustee only to the extent that it is permitted to do so by clause 9 of this constitution and provided it complies with the conditions of that clause;
- 7.5** deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Church to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

8 Application of income and property

- 8.1** The income and property of the Church must be applied solely towards the promotion of the purposes.

- 8.2** A Charity Trustee is entitled to be reimbursed from the property of the Church or may pay out of such property reasonable expenses properly incurred when acting on behalf of the Church.
- 8.3** A Charity Trustee may benefit from trustee indemnity insurance cover purchased at the Church's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 8.4** None of the income or property of the Church may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Church. This does not prevent a member who is not also a Charity Trustee receiving:
- 8.4.1** a benefit from the Church as a beneficiary of the Church; and/or
- 8.4.2** reasonable and proper remuneration for any goods or services supplied to the Church.

9 Benefits and payments to Charity Trustees and Connected Persons

9.1 General provisions

Unless the payment or benefit is permitted by clause 9.2, or is authorised by the court or the Charity Commission, no Charity Trustee or Connected Person may:

- 9.1.1** buy or receive any goods or services from the Church on terms preferential to those applicable to members of the public;
- 9.1.2** sell goods, services, or any interest in land to the Church;
- 9.1.3** be employed by, or receive any remuneration from, the Church; or
- 9.1.4** receive any other financial benefit from the Church: in this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

9.2 Scope and powers permitting Charity Trustees' or Connected Persons' benefits

- 9.2.1** A Charity Trustee or Connected Person may receive a benefit from the Church as a member of the Church to the same extent that other members benefit from the activities and services of the Church.
- 9.2.2** 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.
- 9.2.3** Subject to clause 9.3 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.

- 9.2.4** A Charity Trustee or Connected Person may receive interest on money lent to the Church at a reasonable and proper rate which must be at least two percentage points per annum below the base rate of a clearing bank to be selected by the Charity Trustees.
- 9.2.5** A Charity Trustee or Connected Person may receive rent for premises let by the Charity 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.
- 9.2.6** A Charity Trustee or Connected Person may take part in the normal trading and fundraising activities of the Church and benefit from the services provided by the Church and participate in the Church's activities on the same terms as members of the Church.
- 9.2.7** Notwithstanding the fact that any Minister or Ministers appointed by the Church are Charity Trustees they will be entitled to be paid an agreed and reasonable remuneration or stipend out of the funds of the Church provided that a majority of the Charity Trustees at any given time do not benefit under this provision.
- 9.2.8** Where it is proposed that a Charity Trustee (or Connected Person) is to be employed or receive remuneration or sell goods or services or any interest in land to the Church and where this gains the approval of the Charity Trustees and the Church Members' Meeting then this shall be permitted only if:
- 9.2.8.1** the Charity Trustee or any Connected Person who may benefit directly or indirectly from the proposed remuneration or sale declares an interest in the proposal before discussion on the matter begins, and
- 9.2.8.2** absents themselves (or in the case of any Connected Persons themselves) from any part of any meeting at which the proposal is discussed and takes no part in any discussion of it and is not counted in determining whether any such meeting is quorate, and
- 9.2.8.3** does not vote on the proposal;
- 9.2.8.4** the remaining Charity Trustees who do not stand to receive the proposed benefit are satisfied that it is in the interests of the Church to contract with or employ that Charity Trustee (or Connected Person) rather than another independent person and must record the reason for their decision in the minutes; and
- 9.2.8.5** in reaching that decision the Charity Trustees must balance the advantage of contracting with or employing a Charity Trustee against the disadvantages of doing so (especially the loss of the Charity Trustee's services as a result of dealing with the Charity Trustee's conflict of interest).

9.3 Payment for supply of goods only – controls

The Church and its Charity Trustees may rely upon the authority provided by clause 9.2.3 only if each of the following conditions is satisfied:

- 9.3.1** the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Church and the Charity Trustee or Connected Person supplying the goods (“the Supplier”) under which the Supplier is to supply the goods in question to or on behalf of the Church;
- 9.3.2** 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;
- 9.3.3** the other Charity Trustees are satisfied that it is in the best interests of the Church to contract with the Supplier rather than with someone who is not a Charity Trustee or Connected Person. In reaching that decision the Charity Trustees must balance the advantage of contracting with a Charity Trustee or Connected Person against the disadvantages of doing so;
- 9.3.4** the Supplier is absent from any part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the Church;
- 9.3.5** the Supplier does not vote on the proposal and is not counted in determining whether the meeting is quorate;
- 9.3.6** the Charity Trustees record the reason for their decision in the minutes; and
- 9.3.7** a majority of the Charity Trustees are not in receipt of remuneration or payments authorised by clause 9.
- 9.4** In clauses 9.1, 9.2 and 9.3 “the Church” includes any company in which the Church:
- holds more than half of the shares; or
 - controls more than half of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company.

10 Conflicts of interest and conflicts of loyalty

10.1 A Charity Trustee must:

- 10.1.1** declare the nature and extent of any interest, direct or indirect, which they have 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
- 10.1.2** absent themselves from any discussions of the Charity Trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Church and any personal interest (including but not limited to any financial interest).
- 10.2** Any Charity Trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.

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

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

12 Membership of the Church

12.1 Admission of new members and eligibility

12.1.1 Membership of the Church is open to those who:

- have professed faith in Jesus Christ;
- accept the beliefs of the Church;
- are willing to participate in the activities of the Church; and
- accept the duty of members set out in clause 12.3.

12.1.2 Persons seeking membership who have not been baptised in the manner described in the Union's Declaration of Principle may at the discretion of the Charity Trustees and the Church Members' Meeting be accepted into membership on the basis of their own public profession of faith.

12.1.3 Associate membership of the Church is open for a period of up to four years to those who:

- are eligible for membership of the Church pursuant to clause 12.1.1;
- are in membership with another church;
- are in London temporarily; and
- wish to take part in the life of the Church while they are in London.

12.1.4 Membership or associate membership of the Church is personal and cannot be transferred to anyone else.

12.1.5 A member or associate member shall be a natural person.

12.1.6 Associate members of the Church may attend Church Members' Meetings and take part in discussions, but may not vote and are not eligible to serve as Charity Trustees.

12.1.7 No reference in this constitution to members of the Church should be construed as including associate members of the Church except where associate members are explicitly included.

12.2 Admission procedure

The Charity Trustees:

12.2.1 may require applications for membership or associate membership to be made in any reasonable way that they decide;

12.2.2 shall, if they approve an application for membership or associate membership, notify the applicant of their decision within 21 days;

- 12.2.3 may refuse an application for membership or associate membership if they believe that it is in the best interests of the Church for them to do so;
- 12.2.4 shall, if they decide to refuse an application for membership or associate membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- 12.2.5 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 or associate membership shall be final.
- 12.2.6 Where a person seeking membership is or has been a member of another Baptist church they shall apply in the same manner but a letter of commendation shall normally be requested from their current or previous church. A letter of commendation will not be requested when a member of another Baptist church applies for associate membership.
- 12.2.7 Each application for membership or associate membership shall also be considered by the existing members of the Church and the Charity Trustees shall (except in exceptional circumstances) follow their recommendation.

12.3 Duty of members

Each member of the Church must exercise their powers as a member of the Church in the way they decide would be most likely to further the purposes of the Church. The responsibilities of membership normally also include:

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

12.4 Termination of membership

- 12.4.1 Membership of the Church will be terminated if the member dies, transfers their membership to another church or otherwise resigns in writing to the Church Secretary. Such terminations of membership shall be reported at the next convenient Church Members' Meeting.

- 12.4.2** Associate membership of the Church will be terminated if the associate member dies or resigns in writing to the Church Secretary or once the maximum period of four years has elapsed. Such terminations of associate membership shall be reported at the next convenient Church Members' Meeting.
- 12.4.3** When, pursuant to clause 12.5.2, the Church Members' Meeting reviews the register of members the Church Members' Meeting may resolve to make any appropriate changes.
- 12.4.4** In exceptional circumstances where the conduct of a member or associate member of the Church is considered to be contrary to the purpose and beliefs of the Church and/or disruptive to the relationships between members of the Church then the Charity Trustees may recommend to a Church Members' Meeting that the membership or associate membership of that person be reviewed. The members of the Church may, after considering the facts, terminate the membership or associate membership of that person. The member or associate member shall be allowed to attend the Church Members' Meeting where their membership or associate membership is to be reviewed to hear what is said at the Church Members' Meeting, to correct any errors of fact and offer any explanation of the circumstances or reasons for their actions before withdrawing from the meeting so that the members of the Church may prayerfully and carefully consider whether or not to resolve to remove that person from membership or associate membership.

12.5 Register of members

- 12.5.1** A register of members of the Church shall be maintained by the Charity Trustees in the format required by the General Regulations.
- 12.5.2** The register of members shall be reviewed at least once every three years by the Church Members' Meeting.
- 12.5.3** Associate members of the Church will be not be recorded in the register of members.

13 Church Members' Meetings

13.1 Types and frequency and purpose of Church Members' Meetings

- 13.1.1** There are three types of formal Church Members' Meetings: Ordinary Church Members' Meetings, Special Church Members' Meetings and the Annual General Meeting.
- 13.1.2** 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 as a CIO.
- 13.1.3** Ordinary Church Members' Meetings shall be held at regular intervals on not less than four occasions in any calendar year and shall be an opportunity for the members of the Church to consider and review routine matters associated with the life of the Church including issues related to Church membership, the appointment of Charity Trustees (including the Church Secretary and the Church Treasurer), and the approval of the budget, with opportunities for considering proposals from the Charity Trustees or other members of the Church for the development of the Church and the advancement of its purposes through its activities.

- 13.1.4** One Ordinary Church Members' Meeting each year shall include the AGM for the members of the Church to receive the annual accounts (duly audited or examined where applicable) and the Charity Trustees' annual report, and to consider proposals for the strategy and vision of the Church in the coming year, with other appropriate matters.
- 13.1.5** A Special Church Members' Meeting shall be convened when necessary to consider the appointment or dismissal of a Minister, the dismissal of a Charity Trustee, matters relating to the purchase, sale, lease, mortgage or redevelopment of Church property, the closure of the Church, the amendment of this constitution, or matters considered by the Charity Trustees to be of sufficient importance to require the calling of a Special Church Members' Meeting.
- 13.1.6** Additional Ordinary Church Members' Meetings may be held at any time.
- 13.1.7** Members shall meet together in a Church Members' Meeting under the guidance of the Holy Spirit and under the Lordship of Christ to discern the mind of God in the affairs of the Church.
- 13.1.8** Worship including prayer and the reading of Scripture shall be a key feature of the Church Members' Meeting. The discussion of any matters affecting the life and activities of the Church shall be set in this context with the intention that, so far as possible, practical issues are not perceived as being separate from the spiritual aspects of the Church.
- 13.1.9** All Church Members' Meetings, whether Ordinary, Special or the AGM shall be convened in accordance with the following conditions.

13.2 Calling Church Members' Meetings

13.2.1 The Charity Trustees:

- must call the AGM of the members of the Church in accordance with clause 13.1.2 and identify it as such in the notice of the meeting; and
- may call any other Church Members' Meetings at any time.

13.2.2 The Charity Trustees must, within 21 days, call a Church Members' Meeting if:

- they receive a request to do so from not less than one tenth of the membership of the Church; and
- 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.

13.2.3 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting or an indication of the nature of the matters to be considered.

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

13.2.5 Any Church Members' Meeting called by the Charity Trustees at the request of the members of the Church must be held within 28 days of the date on which it is called.

13.2.6 If the Charity Trustees fail to comply with this obligation to call a Church Members' Meeting when properly requested then the members who requested the meeting may themselves call a Church Members' Meeting.

13.2.7 A Church Members' Meeting called in this way must be held within three months of the date on which the members first requested the meeting.

13.3 Notice of Church Members' Meetings

13.3.1 The Charity Trustees, or, as the case may be, the relevant members of the Church, must give at least seven clear days' notice of any Church Members' Meeting to all of the members of the Church.

13.3.2 If it is agreed by not less than nine tenths of the membership of the Church, any resolution may be proposed and passed at a Church Members' Meeting even though the requirements of clause 13.3.1 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.

13.3.3 The notice of any Church Members' Meeting must:

- state the time and date of the meeting;
- give the address at which the meeting is to take place;
- indicate the general nature of business to be dealt with at the meeting; and
- if a proposal to alter the constitution of the Church is to be considered at the meeting, include the text of the proposed alteration.

13.3.4 The notice for the AGM must include the annual statement of accounts and Charity Trustees' annual report, or where allowed under clause 34, details of where the information may be found on the Church's website.

13.3.5 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.

13.3.6 The proceedings of a Church Members' Meeting shall not be invalidated because a member of the Church who was entitled to receive notice of the Church Members' Meeting did not receive it because of an accidental omission by the Church.

13.4 Guests at a Church Members' Meeting

Apart from guests invited by a Minister or by the Church Members' Meeting, only members and associate members of the Church shall attend a Church Members' Meeting, and only members may vote.

13.5 Chairing of Church Members' Meetings

The Church Members' Meeting will usually be chaired or co-chaired by one or more Ministers of the Church but the members of the Church present at the Church Members' Meeting may select another person to chair the whole meeting or a part of the meeting.

13.6 Quorum at Church Members' Meetings

13.6.1 No business may be transacted at any Church Members' Meeting unless a quorum is present when the meeting starts.

13.6.2 The quorum for Church Members' Meetings shall be the greater of one fifth of the membership of the Church (rounded up) or 25 members of the Church.

13.6.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting shall be closed.

13.6.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair or co-chairs must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Church members at least seven clear days before the date on which it will resume.

13.6.5 If at any time during any Church Members' Meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Charity Trustees but may not make any decisions. If decisions are required which must be made by a Church Members' Meeting, the meeting must be adjourned.

13.7 Taking decisions at Church Members' Meetings

13.7.1 The consultation of Church members and the involvement of members in taking decisions are important principles within a Baptist church. Members are encouraged to express views that will aid decision-making and listen carefully to each other before reaching a decision.

13.7.2 Except for those decisions that must be taken in a particular way as indicated in this constitution, the Charities Act 2011, the General Regulations or the Dissolution Regulations decisions of the members of the Church may be taken as provided in clause 13.8.

13.7.3 A resolution passed at a Church Members' Meeting shall not be rescinded within one year of its passing unless notice of the resolution for rescission is given at the Church Members' Meeting prior to that at which there is to be a vote on the resolution to rescind.

13.8 Taking decisions by consensus and voting

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

- 13.8.2** For matters requiring a formal decision or resolution a vote shall be taken and the outcome of the vote recorded as the resolution of the members.
- 13.8.3** Each member shall have one vote which they may use at a Church Members' Meeting after hearing about the issues and any comments or questions raised by other members in advance of the vote.
- 13.8.4** No proxy votes or postal votes shall be allowed.
- 13.8.5** A resolution at an Ordinary Church Members' Meeting shall be carried if supported by a simple majority of the members present, entitled to vote and voting.
- 13.8.6** If there is an equality of votes on any matter at an Ordinary Church Members' Meeting the resolution will be considered rejected and the matter shall be referred back to the submitter for review and if appropriate resubmission to a subsequent meeting for consideration.
- 13.8.7** 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 or co-chairs of the meeting shall be final.
- 13.8.8** A resolution put to the vote of a Church Members' 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 co-chairs or by at least one tenth of the members present in person at the meeting.
- 13.8.9** A poll may be taken at the meeting at which it was demanded.
- 13.8.10** If a poll is to be held two persons should be appointed as scrutineers to the ballot to count the votes. The chair or co-chairs shall announce the outcome without necessarily revealing the number of votes.
- 13.8.11** A resolution at a Special Church Members' Meeting shall be carried if supported by not less than two thirds of the members present, entitled to vote and voting.
- 13.8.12** The Church Members' Meeting or the Charity Trustees may want a higher measure of support for a particular resolution but a higher level of support for a resolution than that specified in clause 13.8.5 or clause 13.8.11 shall not be required unless, before the vote is taken, the Church Members' Meeting passes a further or enabling resolution referring to that particular resolution and specifying the proportion of votes necessary to pass it.

13.9 Decisions that must be taken in a particular way

- 13.9.1** Any decision to remove a Charity Trustee must be taken in accordance with clause 18.3.
- 13.9.2** Any decision to amend this constitution must be taken in accordance with clause 31.
- 13.9.3** Any decision to wind up or dissolve the Church must be taken in accordance with clause 32 of this constitution. Any decision to amalgamate or transfer the undertaking of the Church to one or more other churches must be taken in accordance with the provisions of the Charities Act 2011.

13.10 Special Church Members' Meetings

- 13.10.1** A Special Church Members' Meeting shall be convened when necessary to consider the appointment or dismissal of a Minister, the dismissal of a Charity Trustee, matters relating to the purchase, sale, lease, mortgage or redevelopment of Church property, the closure of the Church, the amendment of this constitution, or matters considered by the Charity Trustees to be of sufficient importance to require the calling of a Special Church Members' Meeting.
- 13.10.2** A Special Church Members' Meeting shall be properly convened if the requirements of clause 13.3 are fulfilled provided that, subject to clause 13.3.2, at least fourteen clear days' notice of a Special Church Members' Meeting must be given to all members of the Church with as clear an indication as is possible in all the circumstances of the agenda items to be considered.

13.11 Adjournment of Church Members' Meeting

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

14 Charity Trustees

14.1 Charity Trustees and the Church Members' Meeting

- 14.1.1** The Church Members' Meeting shall appoint Charity Trustees including a Church Secretary and a Church Treasurer to be responsible for the governance of the Church and any Minister of the Church shall be a Charity Trustee because of their role and responsibilities.
- 14.1.2** Subject to any specific or general directions of the Church Members' Meeting and the provisions of this constitution the control management and administration of the Church shall be by the Charity Trustees, save that the Charity Trustees are not required to do anything that would cause them to be in breach of this constitution or any trustee duty placed upon them as a result of this role.
- 14.1.3** The statutory definition of Charity Trustees in section 177 of the Charities Act 2011 is "persons having the general control and management of the administration of a charity."

14.2 Functions and duties of Charity Trustees

14.2.1 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:

- to exercise their powers and to perform their functions as a Trustee of the Church in the way that the Charity Trustees as a group taking into account the purposes and beliefs of the Church and Christian principles decide in good faith would be most likely to further the purposes of the Church;
- to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that they have or hold themselves out as having; and
- to take note of the directions and requests of the Church Members' Meeting.

14.2.2 The Charity Trustees have an obligation (subject to any overriding legal binding requirement to the contrary) to take note of the directions and requests of the Church Members' Meeting.

14.3 Personal qualities of Charity Trustees

14.3.1 Every Charity Trustee must be a natural person.

14.3.2 Charity Trustees shall with the possible exception of any newly appointed Minister be chosen from among the members of the Church with the maximum number of Charity Trustees being agreed from time to time by the Church Members' Meeting.

14.3.3 No one may be appointed as a Charity Trustee who:

- is under the age of 16 years; or
- would automatically cease to hold office under the provisions of clause 18.2.6.

14.3.4 No one is entitled to act as a Charity Trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the Charity Trustees decide, their acceptance of the office of Charity Trustee.

14.3.5 No one other than a Minister may be appointed as a Charity Trustee unless they have been a member of the Church for at least one year. No associate member of the Church may be appointed as a Charity Trustee.

14.3.6 The total number of Charity Trustees under the age of 18 years must not at any time be more than half of the total number of Charity Trustees in office.

14.3.7 Any Minister or Ministers appointed to serve the Church shall automatically be Charity Trustees.

14.3.8 The Church Secretary and Church Treasurer shall automatically be Charity Trustees because of their roles and responsibilities.

14.3.9 Along with any Minister or Ministers, the Church Secretary and the Church Treasurer, those persons elected to serve as Deacons shall also be Charity Trustees.

14.3.10 Any person who is qualified to be a member of the Church and has been a member of the Church for at least one year shall be eligible to serve as a Charity Trustee unless disqualified by statute or excluded by any other provision of this constitution.

14.3.11 A close family relationship with a serving Charity Trustee shall not make a person ineligible for appointment as a Charity Trustee.

14.4 Number of Charity Trustees

14.4.1 There is no upper limit on the number of Charity Trustees that the Church Members' Meeting may choose to appoint.

14.4.2 There must be at least six Charity Trustees who are not Ministers of the Church.

14.4.3 If the number of Charity Trustees who are not Ministers falls below the minimum number specified in clause 14.4.2, the remaining Charity Trustee or Trustees may act only to call a meeting of the Charity Trustees, or to seek nominations for additional Charity Trustees and to convene a Church Members' Meeting at which appointments can be made.

14.5 First Charity Trustees

The first Charity Trustees of the Church are:

Ruth Gouldbourne
Dawn Savidge
Simon Woodman
Howard Brown
Jackie Somerville
Duncan Bartlett
Frank Brown
Philip Cotterell
Luke Dowding
Tim Gee
Andreea Gherman
Jean Harrison
Peter How
Graham Neale
Dave Porter
Nyaueth Riam
Helen Swinyard

14.6 Appointment of Deacons

14.6.1 At the first AGM of the members of the Church all the Deacons shall retire and a process of re-appointment shall be undertaken to appoint Deacons for initial terms of one, two or three years having regard to clause 14.6.2.

- 14.6.2** Matters shall be arranged so that approximately one third of the Deacons shall usually retire in any one year, but no Deacon shall be required or expected to retire before the end of the term for which they were elected, or required expected or permitted to serve for a term longer than that for which they were elected, as a result of the appointment retirement or dismissal of any other Deacon or Deacons.
- 14.6.3** Subject to clause 14.6.1 each Deacon shall be appointed for an initial three-year term and may at the end of that term and at the end of any subsequent term be nominated for reappointment for another three-year term.
- 14.6.4** The members of the Church may at any time at an AGM, Ordinary Church Members' Meeting or Special Church Members' Meeting decide to appoint a new Deacon, whether in place of a Deacon who has retired or been removed in accordance with clause 18, or as an additional Deacon.
- 14.6.5** The appointment of Deacons shall be undertaken by processes that are public, clear and open so that all members of the Church are enabled to consider prayerfully who should be appointed as Deacons. The processes shall ensure that notice is given of any forthcoming election so that members of the Church may freely nominate prospective Deacons whose names shall be submitted (after they have indicated a willingness to be appointed) for decision to a Church Members' Meeting with the intention of ensuring that those appointed have a sufficient level of support.

14.7 Nominations

Nominations for the role of Deacon shall be made to the Church Secretary not later than seven days before the Church Members' Meeting at which the election is to be held. Nominations must be submitted in writing signed by two members of the Church other than the candidate and with the written consent of the candidate and a declaration by the candidate that they are not disqualified from serving as a Charity Trustee. No person may nominate more candidates than there are places vacant. Requests for nominations must be made at the morning services on the two Sundays immediately preceding the day by which nominations must be submitted.

14.8 Voting method

- 14.8.1** Voting shall be by secret ballot at a Church Members' Meeting. Members of the Church shall be asked to vote for those nominated candidates who they believe would serve the Church well as Deacons. No member may vote for more nominees than there are vacancies.
- 14.8.2** Scrutineers shall be appointed by the Church Members' Meeting to count the votes and shall report the number of votes cast for each candidate in writing and in confidence to the chair or co-chairs of the meeting.
- 14.8.3** The number of candidates, being not more than the number of vacancies, receiving the highest number of votes shall be declared to be elected provided that each candidate so declared shall have received votes from not less than half of those members present, entitled to vote and voting.

14.8.4 If more candidates receive votes from not less than half of the members present, entitled to vote and voting than there are vacancies and as a consequence of two or more of those candidates receiving the same number of votes the election fails to produce a clear outcome, the chair or co-chairs of the meeting shall have as many casting votes as are strictly necessary to resolve the situation. They may exercise these votes without necessarily announcing to the meeting that they have done so.

15 Appointment of Church Secretary and Church Treasurer

15.1 The Church Members' Meeting shall appoint a Church Secretary and a Church Treasurer who shall by the nature of their responsibilities be Charity Trustees and who shall normally be appointed for a four-year term and be eligible for re-appointment at the end of each term.

15.2 The Church Secretary and the Church Treasurer shall satisfy the conditions for eligibility to serve as a Charity Trustee set out in clause 14.3.

15.3 The appointment of the Church Secretary and the Church Treasurer shall be undertaken by processes that are public, clear and open so that all members of the Church are enabled to consider prayerfully who should be appointed to these roles. The processes shall ensure that notice is given of any forthcoming appointment so that members of the Church may freely nominate candidates whose names shall be submitted (after they have indicated a willingness to be appointed) for decision to a Church Members' Meeting with the intention of ensuring that those appointed have a sufficient level of support.

15.4 The Church Secretary and the Church Treasurer must be appointed by a resolution of the Church Members' Meeting so that it is clear that the persons so appointed have at least the same level of support from the membership as is required by those elected to serve as Deacons.

16 Ministers

16.1 The Church may have a Minister or more than one Minister or no Minister. Where a Minister is appointed it is expected that they will become a member of the Church.

16.2 Any Minister of the Church shall accept the beliefs of the Church set out in clause 4 of this constitution.

16.3 Any Minister of the Church shall be in relationship with the Union and the Association and this shall normally be expressed by the Minister being on the Union's Register of Covenanted Persons Accredited for Ministry.

16.4 Any Minister of the Church, whether or not they are on the Register of Covenanted Persons Accredited for Ministry, shall be supportive of the Church's relationships with other Baptist churches, the Association and the Union.

16.5 The tasks fulfilled by Ministers will vary depending on individual ability and gifting but a Minister is normally expected to be involved in the activities of the Church with an emphasis on the leading of worship and prayer, the teaching of the Christian faith and the pastoral care of individuals. The Minister shall work with the Church towards achieving its purposes through its activities.

- 16.6** Notwithstanding any legal status afforded to a Minister by statute the Church recognises that the Minister and the Church are in a covenant relationship based on Christian love and trust and mutual accountability. A Minister shall be in a relationship of mutual accountability with the other Charity Trustees and also with the members of the Church.
- 16.7** When the Church is seeking to appoint a Minister it will normally consult the appropriate staff within the Association before commencing any appointment process and follow, so far as practicable, the Union's procedures and recommended terms for the settlement of Ministers.
- 16.8** A Minister may only be appointed or removed by a resolution of the members of the Church at a Special Church Members' Meeting.
- 16.9** Any person appointed as a Minister of the Church must receive at least the same level of support from the membership of the Church as is required by those elected to serve as Deacons. This is ensured by clause 16.8.
- 16.10** The Church and the Minister shall normally agree 'terms and conditions of appointment' including termination procedures based on the standard terms of appointment published by the Union.
- 16.11** Where a Special Church Members' Meeting is considering the dismissal of a Minister the Minister shall be allowed to hear what is said to the Church Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for their actions before withdrawing so that the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.
- 16.12** Notwithstanding the fact that any Minister or Ministers appointed by the Church are Charity Trustees subject to clause 9.2.7 they will be entitled to be paid an agreed and reasonable remuneration or stipend out of the funds of the Church.
- 16.13** If and when the Church appoints a person to the role of Communities Minister that person shall be a Minister for the purpose of interpreting this constitution and in particular clause 16.12 shall apply to any Communities Minister (but recognising the particular purpose and focus of the role of Communities Minister clause 16.5 may not apply).

17 Information for new Charity Trustees

- 17.1** The Charity Trustees will make available to each new Charity Trustee, on or before their first appointment:
- 17.1.1** a copy of this constitution and any amendments made to it;
- 17.1.2** a copy of the latest annual accounts and Charity Trustees' annual report; and

17.1.3 a summary of issues that have recently been discussed by the Charity Trustees with sufficient background information to enable the newly appointed Charity Trustee to gain some understanding of matters currently under consideration by the Charity Trustees with the intention that a newly appointed Charity Trustee will be helped to understand their responsibilities so as to contribute positively to the meetings of the Charity Trustees as soon as possible after their appointment.

18 Retirement and removal of Charity Trustees

18.1 A Charity Trustee who is a Minister of the Church ceases to be a Charity Trustee if they cease to be a Minister of the Church.

18.2 A Charity Trustee who is not a Minister of the Church ceases to be a Charity Trustee if they:

18.2.1 retire by notifying the Church in writing;

18.2.2 are absent without permission of the Charity Trustees from all their meetings held within a period of six months and the Charity Trustees resolve that their office be vacated;

18.2.3 die;

18.2.4 become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

18.2.5 are removed by the members of the Church in accordance with clause 18.3;

18.2.6 are disqualified from acting as a Charity Trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); and/or

18.2.7 reach the end of their term of appointment as a Deacon or the Church Secretary or the Church Treasurer and are not re-appointed as a Deacon or the Church Secretary or the Church Treasurer.

18.3 A Charity Trustee shall be removed from their role if a resolution to remove that Charity Trustee is proposed at a Special Church Members' Meeting called for that purpose and properly convened in accordance with clause 13.10.2 and the resolution is passed by the required majority of votes cast at the meeting in accordance with clause 13.8.11.

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

19 Reappointment of Charity Trustees

Any person who retires as a Charity Trustee by giving notice to the Church or upon reaching the end of their term of appointment as a Deacon or the Church Secretary or the Church Treasurer is eligible for reappointment as a Charity Trustee, subject to the requirements of clauses 14 and 15.

20 Taking of decisions by Charity Trustees

20.1 Any decision may be taken either:

20.1.1 at a meeting of the Charity Trustees either by consensus or by a vote or a poll; or

20.1.2 by resolution in writing or electronic form agreed unanimously by all of the Charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Charity Trustees has signified their agreement.

21 Delegation by Charity Trustees

21.1 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.

21.2 Notwithstanding any such delegation the Charity Trustees retain overall responsibility.

21.3 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Charity Trustees, but is subject to the following requirements:

21.3.1 a committee to which the Charity Trustees delegate any of their powers may consist of two or more persons, but at least one member of each such committee must be a Charity Trustee;

21.3.2 the acts and proceedings of any such committee must be brought to the attention of the Charity Trustees as a whole as soon as is reasonably practicable; and

21.3.3 where any such committee identifies a major difficulty in their area of work or an urgent matter affecting the life and work of the Church they must tell the Charity Trustees without delay.

21.4 The Charity Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

22 Meetings and proceedings of Charity Trustees

22.1 Frequency of meetings

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

22.2 Calling meetings

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

22.2.2 Subject to clause 22.2.1, the Charity Trustees shall decide how their meetings are to be called, and what notice is required.

22.3 Conduct of meetings

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

22.4 Quorum at meetings

22.4.1 The quorum for a meeting of the Charity Trustees shall be half of the total number of Charity Trustees (rounded up if there is an odd number of Charity Trustees).

22.4.2 A Charity Trustee shall not be counted for the purpose of determining whether a quorum is present when a decision is made about a matter upon which they are not entitled to vote.

22.5 Chairing of meetings

Meetings of the Charity Trustees will usually be chaired or co-chaired by one or more Ministers of the Church, but the Charity Trustees present at a meeting may at their discretion appoint any one of their number to chair that meeting.

22.6 Procedure at meetings

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

22.7 Taking decisions by consensus

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

22.8 Taking decisions by vote

22.8.1 Each Charity Trustee shall have one vote which they may use at a Charity Trustees' Meeting after hearing about the issues and any comments or questions raised by other Charity Trustees in advance of the vote or in the case of a resolution in writing pursuant to clause 20.1.2 or a meeting held by electronic means in accordance with clause 22.9.

22.8.2 When a decision is taken by voting a simple majority of the votes actually cast by those present at or participating in the meeting and entitled to vote shall decide the issue.

22.8.3 But if there is an equality of votes on any matter the resolution will be considered rejected and the matter shall be referred back to the submitter for review and if appropriate resubmission to a subsequent meeting for consideration.

22.9 Participation in meetings by electronic means

22.9.1 Notwithstanding the requirements of clause 22.1 to hold a full meeting not less than once every two months a meeting may be held by suitable electronic means agreed by the Charity Trustees in which each participant may communicate with all the other participants.

22.9.2 Any Charity Trustee participating in 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.

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

22.10 Invited attendees

The Charity Trustees may at their discretion invite any member of the Church or any employee of the Church or any person involved in any of the Church's activities or any other person to attend and participate in the whole or a specified part of any meeting of the Charity Trustees. While present any such person may participate fully in discussions but, for the avoidance of doubt, may not vote or take decisions and must not be counted for the purpose of determining whether the meeting is quorate.

23 Saving provisions

23.1 Subject to clause 23.2, if, without the vote of the Charity Trustee in question and without that Charity Trustee being counted for the purpose of determining whether a quorum was present, a decision has been made by a majority of the Charity Trustees at a quorate meeting, that decision shall be valid notwithstanding the participation in any vote of a Charity Trustee who:

23.1.1 was disqualified from holding office;

23.1.2 had previously retired or been obliged by this constitution to vacate their office; or

23.1.3 was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

23.2 Clause 23.1 does not permit a Charity Trustee to keep any benefit that may be conferred upon them by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for clause 23.1, the resolution would have been void, or if the Charity Trustee has not complied with clause 10.

24 Execution of documents

- 24.1** The Church shall execute documents either by signature or by affixing its seal (if it has one).
- 24.2** A document is validly executed by signature if it is signed by at least two of the Charity Trustees.
- 24.3** If the Church has a seal:
- 24.3.1** it must comply with the provisions of the General Regulations; and
- 24.3.2** it must only be used by the authority of the Charity Trustees or of a committee of Charity Trustees duly authorised by the Charity Trustees. The Charity Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Charity Trustees.

25 Use of electronic communications

- 25.1** The Church will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
- 25.1.1** 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; and
- 25.1.2** any requirements to provide information to the Charity Commission in a particular form or manner.

26 Keeping of registers

The Church must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Charity Trustees.

27 Minutes

- 27.1** The Charity Trustees must keep minutes of all:
- 27.1.1** proceedings at Church Members' Meetings; and
- 27.1.2** meetings of the Charity Trustees and committees to which the Charity Trustees have delegated any of their powers including:
- the names of those present at the meetings;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.
- 27.2** The Charity Trustees must keep a record of decisions made by the Charity Trustees otherwise than in meetings.

- 27.3** The minutes of each Church Members' Meeting shall be approved by the members of the Church attending the next Church Members' Meeting. They shall have the opportunity to review the minutes and to correct any errors of fact before a formal vote on the approval of the minutes is taken. If the minutes are approved the person chairing the Church Members' Meeting (or one of the co-chairs) shall confirm the members' acceptance of the minutes by signing and dating them as a correct record of the preceding meeting.
- 27.4** The minutes signed pursuant to clause 27.3 shall be conclusive evidence of the decisions taken at the Church Members' Meeting to which they relate.
- 27.5** The Charity Trustees have an obligation (subject to any overriding legal binding requirement to the contrary) to keep confidential the affairs of the Charity Trustees' meetings.
- 27.6** The minutes made under this clause shall be written or printed and filed in a book or binder set aside for this purpose using materials of sufficient quality to ensure that they survive for many years and shall be kept in a safe place.

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

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

29 Rules or a church handbook

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

30 Disputes

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

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

31 Amendment of constitution

31.1 This constitution can only be amended:

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

31.1.2 by a resolution supported by not less than three quarters of the members present, entitled to vote and voting at a Special Church Members' Meeting.

31.2 Any alteration of clause 3, clause 32, this clause 31, 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 Connected Persons requires the prior written consent of the Charity Commission.

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

31.4 A copy of any resolution altering the constitution, together with a copy of the Church's constitution as amended must be sent to the Charity Commission within fifteen days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Central Register of Charities.

31.5 A resolution altering clause 3, clause 4, clause 6, clause 12.2.7, clause 14.1, clauses 14.6.1 or 14.6.5, this clause 31 or clause 32 shall have no legal effect unless:

31.5.1 at least six months before the Special Church Members' Meeting at which the resolution is considered, or such shorter period as may be agreed in writing by each of the bodies referred to in clause 6, the Church shall have given to those bodies written notice of the wording of the resolution; and

31.5.2 the Church has afforded to those bodies reasonable opportunities, if those bodies so require, for enabling representatives of those bodies to meet representatives of the Church, to make representations to the Church Members' Meeting, and to consider with the Church whether the proposed resolution might be withdrawn, amended or replaced by a different resolution.

32 Voluntary winding up or dissolution

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

32.1.1 by a resolution supported by not less than three quarters of the members present, entitled to vote and voting at a Special Church Members' Meeting called in accordance with clause 13.3 of which not less than fourteen clear days' notice has been given to those eligible to attend and vote; or

32.1.2 by a resolution agreed in writing by all members of the Church.

32.2 Subject to the payment of all the Church's debts:

32.2.1 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;

32.2.2 if the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of the Church shall be applied; and

32.2.3 in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Church provided that any decisions taken under this clause in relation to property must comply with the requirements of statute law and any specific property trusts under which the land and buildings are used and occupied by the Church.

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

32.3.1 The Charity Trustees must send with their application to the Charity Commission:

- a copy of the resolution passed by the members of the Church;
- a declaration by the Charity Trustees that any debts and other liabilities of the Church have been settled or otherwise provided in full; and
- a statement by the Charity Trustees setting out the way in which any property of the Church has been or is to be applied prior to its dissolution in accordance with this constitution, provided that any decisions taken under this clause in relation to property must comply with the requirements of statute law and any specific property trusts under which the land and buildings are used and occupied by the Church.

32.3.2 The Charity Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Church, and to any Charity Trustee of the Church who was not privy to the application.

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

33 Interpretation

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

- 33.1 **“Association”** means the Baptist Regional Association recognised by the Union for the area in which the Church is situated; that is, the London Baptist Association.
- 33.2 **“Union”** means the Baptist Union of Great Britain.
- 33.3 **“Member of the Church”** means a person admitted to membership of the Church in accordance with clause 12 of this constitution.
- 33.4 **“Associate member of the Church”** means a person admitted to associate membership of the Church in accordance with clause 12 of this constitution.
- 33.5 **“Church Members’ Meeting”** means a General Meeting as defined in the General Regulations and where the context permits, includes an Annual General Meeting, an Ordinary Church Members’ Meeting and a Special Church Members’ Meeting.
- 33.6 **“Connected Person”** carries the same meaning as in section 118 of the Charities Act 2011 and includes:
- (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-clauses (a) or (b) above;
 - (d) an institution which is controlled:
 - (i) by the Charity Trustee or any Connected Person falling within sub-clauses (a), (b) or (c); or
 - (ii) by two or more persons falling within sub-clauses (a), (b) or (c) when taken together.
 - (e) a body corporate in which:
 - (i) the Charity Trustee or any Connected Person falling within sub-clauses (a), (b) or (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clauses (a), (b) or (c) who, when taken together, have a substantial interest.
- 33.7 **“Charity Trustee”** means a charity trustee of the Church.
- 33.8 **“General Regulations”** means the Charitable Incorporated Organisations (General) Regulations 2012.
- 33.9 **“Communications Provisions”** means the Communications Provisions in Part 9 of the General Regulations.

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

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

34 Use of electronic communications

34.1 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.

34.2 By the Church

34.2.1 Any member or associate member of the Church, by providing the Church with their email address or similar, is taken to have agreed to receive communications from the Church in electronic form at that address, unless the member or associate member has indicated to the Church their unwillingness to receive such communications in that form.

34.2.2 The Charity Trustees may, subject to compliance with any legal requirements, by means of publication on the Church’s website:

- give notice of a Church Members’ Meeting to the members of the Church;
- give notice of a meeting of the Charity Trustees to the Charity Trustees; or
- submit any proposal to the Charity Trustees for decision by written resolution in accordance with clause 20.1.2.

34.2.3 The Charity Trustees must:

- take reasonable steps to ensure that members and Charity Trustees are promptly notified of the publication of any such notice or proposal; and
- 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.