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**Memorandum and
Articles of Association
of
DUKE STREET CHURCH (RICHMOND-UPON-THAMES)**

Incorporated on 7th January 2010
Company Registration no. 7118491
Charity Registration no. 1134492

Originally prepared by
Lawson Lewis & Company, 11 Hyde Gardens, Eastbourne. East Sussex. BN21 4PP



The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital
Articles of Association of
DUKE STREET CHURCH (RICHMOND-UPON-THAMES)

1. The Company's name is DUKE STREET CHURCH (RICHMOND-UPON-THAMES) (and in this document, it is called "the Charity").

INTERPRETATION

2. In these articles:

"**Activities**" means the activities referred to in Article 3.3 of the Articles;

"**Beliefs**" means the beliefs contained in the Statement of Faith as defined in article 3.2;

"**the Charity**" means the company intended to be regulated by the articles;

"**the Act**" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"**the articles**" means the articles of association of the Charity;

"**Church**" means the Congregation Minister Officers and others meeting for worship teaching prayer and other activities at Duke Street Richmond-Upon-Thames or at such other location as may be acquired from time to time for these purposes;

"**Church Council**" means the Trustees acting together and as defined in Articles 16 and 17;

"**Church Member**" means a person who is an individual who has been elected as a member of the Church pursuant to Article 8 and who has not ceased to be a member of the Church and "Church Members" shall be construed accordingly;

"**Church Members' Meeting**" means a meeting of the Church Members' duly convened and is either an Ordinary Church Members' Meeting or a Special Church Members' Meeting and "Church Members' Meeting" shall be construed accordingly;

"**clear days**" in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**the Commission**" means the Charity Commission for England and Wales;

"**document**" includes, unless otherwise specified, any document or supplied in electronic form;

"**electronic form**" has the meaning given in section 1168 of the Act;

"**executed**" includes any mode of execution;

"**Finance Group**" means the Core Group Leader appointed pursuant to Article 33 and having responsibility for the finance of the Church and those appointed by that Core Group Leader to assist in the oversight of the finances of the Church;

"**the Membership Covenant**" means the mutual declaration of the Church Members set out in Part 3 of the Schedule hereto;

"**the memorandum**" means the memorandum of association of the Charity;

"**the Minister**" means the Minister of the Church appointed in accordance with articles 26 and 27 and where the Church has appointed more than one Minister shall mean the Senior Minister;

"**Mission Partner**" means a person who is supported by the Church in missionary work;



“**Objects**” means the purposes set out in article 3.1;

“**office**” means the registered office of the Charity;

“**officers**” includes the Trustees and Secretary (if any);

“**Purposes**” means the purposes defined in article 3.1 of the memorandum;

“**the seal**” means the common seal of the Charity if it has one;

“**secretary**” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary. The Leadership Group Chairman normally holds this office;

“**Statement of Beliefs**” means the beliefs and doctrines set out in the Statement of Beliefs at Part 1 of the Schedule hereto;

“**the Trustees**” means the directors of the Charity (and “Trustee” has a corresponding meaning);

“**the United Kingdom**” means Great Britain and Northern Ireland;

“**weekly bulletin**” means the newsletter or notice sheet issued by the Church every week for the benefit of Church Members containing notices information and other material relevant to the Church; and words importing the masculine gender only shall include the feminine gender and words importing the singular number shall include the plural and vice versa where the context so permits.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act and a reference to an Act of Parliament includes any statutory modification or the re-enactment of it for the time being in force.

PURPOSES

3.1 The Charity's objects (“the Objects”) are the advancement of the Christian faith according to the Statement of Beliefs of the Charity and the Charity may also advance education and carry out other charitable purposes in the United Kingdom and/or other parts of the world including the provision of community facilities for recreational and other leisure-time occupation in the interests of social welfare for persons who have need by reason of their youth, poverty or social and economic circumstances with the object of improving their conditions of life in Richmond-Upon-Thames and in such other parts of the United Kingdom or the world as the Church Council may from time to time think fit.

BELIEFS

3.2 The members of the Charity and the Church as hereinafter defined believe support and promote the Beliefs set out in the Statement of Beliefs at the end of this Memorandum of Association (“the Statement of Faith”).

ACTIVITIES

3.3. In fulfilling the Objects the Charity will engage in a range of activities either on its own or with others that will vary from time to time in the course of which activities will be initiated, expanded or closed as appropriate and shall in any event observe (but without being restricted to) the following activities:

- (i) regular public worship, prayer, Bible study, preaching and teaching, celebration of the Gospel Sacraments of Baptism and the Lord’s Supper;
- (ii) evangelism and mission, locally, regionally, nationally and internationally;
- (iii) the teaching, encouragement, welcome and inclusion of young people;
- (iv) nurture and growth of Christian disciples;
- (v) education and training for Christian and community service;
- (vi) giving and encouraging pastoral care;



- (vii) supporting and encouraging charitable social action in the United Kingdom and abroad;
- (viii) encouraging relationships with and supporting other Christians.

3.4. Notwithstanding the appointment of persons to accept responsibility for any of the Activities, all individuals, organisations, groups, and committees operating within the life of the Church, and their leaders, shall be accountable to the Church Council and also through any specific direction of the Church Members' Meeting.

POWERS

4. In furtherance of the Objects but not otherwise and subject to compliance with the requirement in the articles for the consent of or a resolution of a Church Members' Meeting (as defined in the articles) the Charity may exercise the following powers:
- (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (b) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (c) subject to any general or specific directions of the Church Members' Meeting to apply for and accept grants and to provide security in respect of obligations under grant agreements;
 - (d) subject to such consents as may be required by law to borrow and raise money without limit in such manner and on such security including the grant of a Legal Charge or Mortgage over any land or building PROVIDED THAT any such Legal Charge or Mortgage shall be consistent with the trusts affecting such land or buildings (if any) as the Charity may think fit;
 - (e) to purchase, lease, hire, exchange or otherwise acquire any land, buildings, furniture, equipment or other property or interest in property and to alter, improve, develop, redevelop and (subject to such consents as may be required by law) to sell, resell, let, underlet, charge, assign, or otherwise dispose of or deal with the same PROVIDED THAT any such acquisition transaction or disposal shall be consistent with the trusts for any land or buildings governing such land or buildings;
 - (f) to 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 Charity shall at all times be entitled to receive the proportion of the net sale proceeds that reflect the funds provided by the Charity or the share, interest or entitlement of the Charity;
 - (g) subject to articles 5 and 6 below, to employ or otherwise engage the services of and remunerate such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
 - (h) (i) to establish or support any trusts, associations, institutions or other bodies which exist to further all or any of the Objects;
 - (ii) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
 - (i) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (j) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;



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- (k) to make donations to any Christian worker who is engaged in such work or activity which furthers the Objects or in assisting either directly or indirectly in the same;
 - (l) to make grants donations or loans to other charities in the United Kingdom or other parts of the World having the same or similar objects as the Charity; or objects one or more of which is the same as or similar to one or more of the Objects;
 - (m) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity except where it is a direct means of furthering the Objects;
 - (n) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects;
 - (o) (i) to train, equip, commission and support or to assist in the training of, any people who are concerned to achieve the Objects;
 - (ii) to make any grant, gift, or payment for the purpose of or in connection with such training, equipping, commissioning and support;
 - (iii) to make provision for the accommodation of individuals and groups of individuals in the areas in which it is desired to operate the Charity;
 - (p) to insure any asset of the Charity on such terms as the Church Council may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the Church Council think fit whether to restore the asset or not;
 - (q) to insure and arrange insurance cover for and to indemnify its Members' employees and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;
 - (r) to provide indemnity insurance to cover the liability of the Church Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity PROVIDED that any such insurance shall not extend to:
 - (i) any claim arising from any act or omission which the Church Council (or the trustee in question) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or by the trustee in question) in reckless disregard of whether it was a breach of trust or breach of duty or not;
 - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the Church Council (or against the trustee in question) in their capacity as Trustees of the Charity;
 - (s) to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
 - (t) to undertake, facilitate or support the co-ordination and net-working of other Christian agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;
 - (u) to make regulations for the management of any property which may be acquired by the Charity;
 - (v) to establish where necessary local branches (whether autonomous or not) or otherwise cause the Charity to be duly registered or constituted by law in any country in which it is desired to operate;



- (w) to establish subsidiary companies to assist or act as agents for the Charity;
- (x) to do all such other lawful things as are necessary for the achievement of the Objects.

EMPLOYMENT POLICY

5. The policy of the Charity shall be to restrict employment by the Charity to evangelical Christians being those:-

- (a) who shall have first signed acceptance of the Statement of Beliefs set out in Part 1 of the Schedule hereto and;
- (b) whose personal lifestyle conduct and practice is consistent with the practice of the Statement of Beliefs set out in Part 1 of the Schedule hereto and traditional biblical Christian standards of behaviour as set out by the Church Council in their Code Practice issued from time to time and who shall have first signed the said Code of Practice at the commencement of their employment.

APPLICATION OF INCOME AND PROPERTY

6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

6.2 (a) A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity;

(b) A Trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with article 4(r);

(c) A Trustee may receive an indemnity from the Charity in the circumstances specified in article 65.

6.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving:

- (a) benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity;
- (c) interest on money lent by any member of the Charity at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank selected by the Trustees;
- (d) of reasonable and proper rent for premises demised or let by any member;
- (e) of any premium in respect of any indemnity insurance relating to liabilities of the Trustees (or any of them) as and to the extent permitted by article 4(r).

Trustees' benefits

6.4(A) No Trustee or connected person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity;

unless:



- (i) the payment or benefit is permitted by article 6.4(B)(a); or
- (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

6.4(B) (a)

- (i) A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (ii) A Trustee or connected person may be employed by the Charity or 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 charity where the conditions set out in article 6.4(B)(b) are satisfied.
- (iii) Subject to article 6.4(C) a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the charity by the Trustee or connected person.
- (iv) A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
- (v) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (vi) The Trustees may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, article 4 (r).
- (vii) A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- (viii) A Trustee may receive any payment or benefit permitted by the Charities Act 1993 notwithstanding the provisions hereof.
- (ix) A Trustee who is a Minister may be paid and receive remuneration and benefits in accordance with article 27.

6.4(B)(b) The Charity and its Trustees may rely upon the authority provided by article 6.4(B)(a)(ii) (iv) (viii) and (ix) if each of the following conditions is satisfied to the extent they are applicable:

- (i) The remuneration or other sums paid to the Trustee in question do not exceed an amount that is reasonable in all the circumstances, and
- (ii) The Trustee in question is absent from the part of any meeting at which there is discussion of:
 - his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of the contract; or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under article 6.4(B)(a), or
 - any other matter relating to a payment or the conferring of any benefit permitted by article 6.4(B)(a).
- (iii) The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- (iv) The other Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the



Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

- (v) The reason for their decision is recorded by the Trustees in the minute book.
- (vi) A majority of the Trustees then in office have received no such payments.
- (vii) A Trustee may not receive remuneration for acting as a Trustee.

6.4(B)(c) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:

- (i) a partner;
- (ii) an employee;
- (iii) a consultant;
- (iv) a director; or
- (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issue share capital.

Payment for supply of goods only – controls

6.4(C) The Charity and its Trustees may only rely upon the authority provided by article 6.4(B)(a)(iii) if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - (i) the Charity or its Trustees (as the case may be); and
 - (ii) the 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 Charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- (f) The reason for their decision is recorded by the Trustees in the minute book.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payment authorised by article 6.4(A).

6.5 In sub-clauses 6.2 – 6.4 of this article 6:

- (a) "Charity" shall include any company in which the Charity:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company;



- (b) in sub-clause 6.4 of this article 6, sub-clause 24.9.2 of article 24.9 and sub-clause 24.12.2 of article 24.12 "connected person" means:
- (i) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
 - (ii) the spouse or civil partner of the Trustee or of any person falling within paragraph (i) above;
 - (iii) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (i) or (ii) above,
 - (iv) an institution which is controlled -
 - (I) by the Trustee or any connected person falling within paragraph (i), (ii), or (iii) above;
or
 - (II) by two or more persons falling within sub-paragraph (I), when taken together
 - (v) a body corporate in which –
 - (I) the Trustee or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.
- (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

MEMBERSHIP OF THE CHURCH

7.1 Church Members commit themselves to the Membership Covenant

7.2 The responsibilities of Membership of the Church normally include:-

- (i) attending worship and participating in Church Activities (as referred to in articles 3.3 and 3.4);
- (ii) personal prayer and Bible Study;
- (iii) participation at the Communion of the Lord's Supper as a privilege and a priority;
- (iv) helping the Church whenever possible by using gifts and abilities to advance the Purpose of the Church through its Activities;
- (v) attending and participating in Church Members' Meetings;
- (vi) giving regular financial support to the Church in proportion to personal resources and circumstances;
- (vii) upholding Christian values

7.3 If there are differences that lead to difficulties between Church Members (and it is recognized 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 mature Church Member to act as mediator or friend to those seeking to achieve reconciliation. Should such mediation fail, the issue may be brought to the Leadership Group for consideration.

JOINING AND BECOMING A CHURCH MEMBER

8.1 Every applicant to become a Church Member shall:-

8.1.1 sign the Statement of Beliefs and

8.1.2 sign the Membership Covenant prior to becoming a Church Member.



8.2 A person wishing to become a Church Member shall apply in a manner determined by the Church Members' Meeting from time to time. The management of the interviewing and proposing of new Church Members for acceptance shall be the responsibility of the Membership Core Group Leader.

8.3 Every application for Membership of the Church shall be notified to the Church in the weekly bulletin, and interviewed by two existing Church Members selected by the Membership Core Group leader. Should the interviewers' report be favourable a recommendation will be brought to the Leadership Group that the applicant be accepted into Membership. If accepted the Church will be informed via the weekly bulletin and at the next Church Members' meeting. If accepted the new Church Member shall as soon as possible after acceptance be welcomed into Membership at a Sunday service of worship during which they will be asked to make a public profession of their faith.

8.4 Any Church Member, other than a Mission Partner who moves to live permanently in an area which renders regular attendance at the Church premises impracticable shall cease to be a Member of Church, but may opt for his or her name to be transferred to the Friends Register which shall be notified to the next following Church Members' Meeting. A Church Member whose name is on the Friends Register must annually indicate their wish to remain on this list.

THE MEMBERSHIP LIST

9.1 A list of the current Church Members shall be maintained by the Trustees acting by the Membership Core Group Leader and shall incorporate routine changes because of additions or deletions arising through death, transfer to another Church, resignation or a resolution by a Church Members' Meeting.

9.2 Routine changes to the Membership list shall be reported at the next convenient Church Members' Meeting.

9.3 In order to keep the Membership list up to date the Membership list shall be reviewed at least once every two years by the Membership Core Group. Following such review the Membership Core Group leader shall arrange for every Church Member who has been absent from corporate worship for a continuous period of six months to be contacted. The Church Members' Meeting may resolve to make any appropriate deletions of Membership. The name of any Church Member may not be removed from the Membership List unless the resolution proposing such removal is passed by at least 60% of those Church Members present and voting at the Church Members' Meeting at which the resolution is proposed.

9.4 At any time in exceptional circumstances where the conduct of a Church Member is considered to be contrary to the Purposes and Beliefs of the Church and/or disruptive to the relationships between Church Members then the Trustees may recommend to a Church Members' Meeting that the Membership of that person shall be reviewed. Church Members may after considering the facts, terminate the Membership of the Church of that person. The Church Member concerned shall be allowed to hear what is said at the Church Members' Meeting at which their Membership is considered, 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 Church Members' Meeting may prayerfully consider whether they should resolve to remove that person's name from the list of Church Members and terminate that person's Church Membership.

CHURCH MEMBERS' MEETINGS

10.1 Church 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 and of the Charity. All affairs of the Church shall be governed by the prayers of the Church Members and conducted throughout in a manner which seeks to glorify the Lord Jesus Christ.

10.2 The Church Members' Meeting shall have primary authority in the appointment and removal of the Minister, the appointment and removal of Trustees, decisions relating to land and buildings of the Church and of the Charity including (without limitation) any purchase, sale, lease, mortgage or redevelopment of property, the administration of the Membership List and the closure of the Church.



10.3 Any decisions taken under Article 10.2 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.

ORDINARY AND SPECIAL CHURCH MEMBERS' MEETINGS

- 11.1 Church Members' Meetings may be Ordinary Church Members' Meetings or Special Church Members' Meetings and shall be presided over by the Minister or in his absence by a member of the Leadership Group.
- 11.2 Ordinary Church Members' Meetings shall be held at such intervals as may be necessary and shall be an opportunity to consider and review matters associated with the life of the Church and the Charity including issues relating to Church Membership, the appointment and dismissal of the Trustees, the approval of the budget, with opportunities for considering proposals from the Trustees or other Church Members for the advancement of its Purposes.
- 11.3 One Ordinary Church Members' Meeting each year shall include the Annual Church Members' Meeting for the Church Members to receive annual accounts and reports, to appoint Auditors or independent examiners, and to consider proposals for the strategy and vision of the Church in the coming year, with other appropriate matters.
- 11.4 A Special Church Members' Meeting shall be convened when necessary by the Trustees or otherwise in accordance with article 12.2 to consider the appointment or dismissal of a Minister, matters relating to the purchase, sale, lease, mortgage or re-development of Church or Charity property, the closure of the Church or matters considered by the Trustees to be of sufficient importance to require the calling of a Special Members' Meeting.

CALLING CHURCH MEMBERS' MEETINGS

- 12.1 Church Members' Meetings shall be convened by the Church Council so as to be convenient for as many Church Members as is reasonably practicable.
- 12.2 All Church Members' Meetings shall be properly convened if as a minimum requirement the date, time and place for the meeting shall be publicised at the Worship Service or Services on the two previous Sundays (or other regular weekly meeting time when the Church gathers together) with an indication (so far as possible) of the matters to be considered and in the case of a Special Church Members' Meeting the date, time and place of the meeting are publicised with as full an indication of the matters to be considered as possible at the public worship service or services on the two previous Sundays (or other regular weekly meeting times when the Church gathers together). Only Church Members may vote.
- 12.3A Church Members' Meeting shall be held in the first half of each calendar year as an Annual Church Members' Meeting at which reports on accounts and activities of the Church shall be given.

THE CONDUCT OF CHURCH MEMBERS' MEETINGS

- 13.1 Worship including prayer and the reading of Scripture shall be a key feature of the Church Members' Meetings. 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.
- 13.2 Subject as referred to in article 13.3 the quorum for the Church Members' Meetings shall be as follows:-
- 13.2.140 Church Members entitled to vote for all ordinary business.
 - 13.2.75 Church Members entitled to vote for the Annual Church Members Meeting and any matter (except those matters referred to in articles 13.2.3 and 13.2.4) the subject of a secret ballot.
 - 13.2.3 150 Church Members entitled to vote for a secret ballot on the appointment of the Minister and 75 Church Members entitled to vote on a secret ballot on the appointments of other members of the Church Council Leadership Group and Core Group Leaders.



13.2.4 100 Church Members entitled to vote on a secret ballot on a resolution proposed by the Leadership Group.

13.3 If the number of Church Members is more or less than 300 the numbers set out in article 13.2 shall be increased or reduced proportionately for every 50 Church Members by which the number of Church Members is more or less than 300.

13.4 A resolution passed at either an Ordinary Church Members' Meeting or a Special Church Members' Meeting shall not be rescinded within one year, unless Notice of the resolution for rescission is given at the Church Members' Meeting prior to that at which there is to be consideration of and a vote on the resolution to rescind.

VOTING

14.1 Church Members shall, so far as possible, seek consensus on all matters considered at a Church Members' Meeting.

14.2 For matters requiring a decision a vote shall be taken and the outcome of the vote recorded as the resolution of the Church Members.

14.3 Each Church Member shall have one vote which he or she may use at the Church Members' Meeting after hearing about the issues and any comments or questions raised by other Church Members in advance of the taking of the vote.

14.4 No proxy vote shall be allowed and no postal vote shall be valid save that the Chairman of the Leadership Group (or some other member of the Leadership Group in the absence of the Chairman who shall be designated for that purpose) may where a Church Member has been in regular attendance during the previous six months or more and can show good cause for not being able to attend a Church Members' Meeting authorise early voting in a secret ballot by such Church Member whereby the completed ballot paper shall be returned to the Chairman of the Leadership Group prior to the commencement of the Church Members' Meeting.

14.5 If any matter requires a decision affecting or involving individuals and any embarrassment might arise by a public vote then a secret ballot shall be held if requested and agreed by resolution of the Church Members' Meeting at which the matter is considered.

14.6 If a secret ballot is to be held at a Church Members' Meeting two persons shall be appointed by the person chairing the meeting as scrutineers for the ballot to count the votes cast at the meeting. The person chairing the Church Members' Meeting shall announce the outcome and shall not be obliged to reveal the number of votes cast.

14.7 Save where otherwise provided in these articles a resolution at an Ordinary Church Members' Meeting shall be carried if supported by a majority of the Church Members present entitled to vote and voting.

14.8 If there is an equality of votes on any matter at an Ordinary Church Members' Meeting the resolution shall be regarded as rejected and the matter shall be referred back to the submitter for review and if appropriate re-submission to a subsequent Ordinary Church Members' Meeting for consideration.

14.9 A resolution at a Special Church Members' Meeting shall be carried if supported by at least three quarters (save where a higher proportion is required elsewhere in these articles) (fractions to be rounded up to a whole number) of the Church Members present entitled to vote and voting.

14.10 A Church Members' Meeting or the Church Council may require a higher measure of support for a particular resolution but such requirement shall not override the arrangements set out in this article unless, before the vote is taken, the Church Members at the Church Members' Meeting pass a further or enabling resolution referring to that particular resolution and specifying the proportion of votes necessary for it to be passed.



14.11 Although Church Members of any age may attend and participate in a Church Members' Meeting the minimum age for a Church Member to be entitled to vote shall be determined from time to time by a resolution at a Church Members' Meeting.

MINUTES

15.1 The business conducted at Church Members' Meetings and in particular any decisions of Church Members shall be recorded in Minutes of such meetings for future reference.

15.2 The Minutes shall be written or printed and filed in a book or binder set aside for this purpose using material of sufficient quality to ensure that they survive for many years and shall be kept in a safe place.

15.3 Each set of Minutes of meetings of Church Members shall be approved by the Church Members attending the next following Church Members' Meeting. Church Members 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 shall confirm Church Members' acceptance of the Minutes by signing and dating them as a correct record of the preceding Church Members' Meeting.

15.4 The signed Minutes shall be conclusive evidence of the decisions taken at the Church Members' Meeting to which they relate.

CHURCH COUNCIL AND TRUSTEES

16. The Trustees shall be known collectively as the Church Council and shall be the Trustees of the Charity who shall include the Minister ex officio and otherwise shall be the members of the Leadership Group and the Core Group Leaders who shall be appointed in accordance with articles 29 to 30 inclusive save that members of the Leadership Team and Core Group Leaders who are members of the employed staff of the Church shall not be Trustees. The number of Trustees shall be not less than five but (unless otherwise determined by a resolution of an Ordinary Church Members' Meeting) shall not be subject to any maximum.

17. The first Trustees and members of the Church Council shall be those persons named in the statement delivered pursuant to section 12(1) of the Act, who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided in these articles.

18. The Minister of the Church and if there is more than one Minister then the senior Minister shall be a Trustee ex officio.

19.1 No person may serve as a Trustee if he is disqualified from acting by virtue of any provision in the Act or by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision) or any other statutory provision.

19.2 A person shall cease to be a Trustee if:

- a) if he or she becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs; or
- b) resigns his or her office by notice in writing to the Church Council but only if at least two Trustees will remain in office when the notice of resignation is to take effect; or
- c) Ceases to hold the office of Minister by virtue of which he became a Trustee; or
- d) Ceases to be a member of the Leadership Group or a Core Group Leader by virtue of which he or she became a Trustee.

20. The maximum number of Trustees may be determined from time to time by resolution of an Ordinary Church Members' Meeting and save in the case of a newly appointed Minister or Senior Minister (if any) no individual shall be a Trustee unless he or she is a Church Member.

POWERS OF CHURCH COUNCIL



21. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by resolution of a Church Members' Meeting in relation to the matters set out in Article 10.2 the business of the Charity shall be managed by the Church Council who may exercise all the powers of the Charity. The Leadership Group, as part of the Church Council shall be responsible for the governance of the Church and the fulfilment of the Purposes set out in article 3.1 through the Activities shown in article 3.3 acting according to the will of God as discerned by the Church Members' Meeting. The Leadership Group shall delegate areas of activity to Core Group Leaders to assist in the furtherance of the Purposes. No alteration of the articles and no such direction shall invalidate any prior act of the Church Council, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Church Council by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
22. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles but always subject to the provisions of the memorandum and of the articles and to any specific or general direction given by a resolution of a Church Meeting in relation to the matters set out in article 10.2 the Church Council shall have the following powers, namely:
 - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the charity;
 - (2) to enter into contracts on behalf of the Charity.
 - (3) to operate any Bank or Building Society account in which any of the funds of the Charity are deposited in the name of the Charity. Unless the Church Council determine otherwise, all cheques and orders for the payment of money from such an account shall be signed by at least two Trustees.
- 23.1 The Church Council shall keep in an appropriate state of repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those where the responsibility is of a third party where they shall use reasonable endeavours to ensure that the third party does so). They must ensure that suitable public liability and employers liability insurance is in place where appropriate.
- 23.2 The Church Council may delegate the day-to-day management of the financial affairs of the Church to the Finance Group established for that purpose the Chairman of which shall be the Church Treasurer.
- 23.3 The Trustees shall be responsible jointly and severally for the general and financial administrative business of the Charity and of the Church including the following:-
 - 23.3.1 the employment of staff, the terms and conditions of their employment, supervision and direction of staff, the termination of employment of staff all with the exception of the Minister;
 - 23.3.2 the induction of duly appointed Ministers;
 - 23.3.3 the preparation of an annual budget of income and expenditure for the forthcoming year and its presentation to the Church Members' Meeting for approval;
 - 23.3.4 the communication to Church members on a regular basis of the concerns and activities of the Leadership Group and the Church Council;
 - 23.3.5 the constitutional, scriptural and general oversight of the Church.

PROCEEDINGS OF CHURCH COUNCIL



- 24.1 Worship including prayer and the reading of scriptures shall be key features of any meeting of the Trustees whose leadership and administration of the Church shall be characterized as much by mutual accountability, service and pastoral care as to thinking and effective management.
- 24.2 The Church Council shall determine when and how frequently they shall meet provided that they shall convene meetings of the whole group not less than three times per year.
- 24.3.1 The Church Council shall determine a quorum for their full meetings which shall not be less than three persons or half of their number whichever is the greater number and in any case where the number of Trustees is an uneven number the quorum shall be not less than three persons or half their number rounded up to a whole number. A Trustee shall not be counted in the quorum, present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 24.3.2 The Church Council may appoint one of their number to be the Chairman of their meetings who shall normally be the Minister, and may at any time remove him from that Office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no trustee holding that Office, or if the Trustee holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chairman of the meeting.
- 24.4 Notwithstanding the joint and several responsibilities of all the Trustees and in addition to regular meetings of the whole group they may meet in such sub-groups as are necessary and convenient and as they may determine. Reports of sub-group meetings must be made to the next full Church Council meeting.
- 24.5 For matters requiring a decision the Church Council shall, so far as possible, seek consensus on all matters considered at their meetings but where this is not possible a vote shall be taken and the outcome recorded as the resolution of the Trustees.
- 24.6 Each Trustee shall have one vote to be exercised at the meeting.
- 24.71.1 Every issue may be determined by a simple majority of votes cast at the meeting of the Church Council 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 re-submission to a subsequent meeting for consideration.
- 24.72.1 A resolution in writing agreed by a simple majority of all the Church Council entitled to receive notice of a meeting of the Church Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and
 - (b) a simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- 24.72.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

Declaration of Trustees' Interests

- 24.8 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).



Conflicts of Interests

24.9.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
- (c) the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

24.9.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

24.10 The Church Council shall always act in accordance with the provisions of these articles and the general law.

24.11 Subject to the requirements of the general law and to any specific property trusts under which the land and buildings used by the Church are held the Church Council shall act in accordance with the specific directions of the Church Members' Meeting in relation to matters relating to Church land and buildings including any purchase, sale, lease, mortgage or redevelopment of Church land and buildings.

Validity of Trustees' Decision

24.12.1 Subject to article 24.12.2 all acts done by a meeting of Church Council shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reasons of a conflict of interests or otherwise;

if without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

24.12.2 Article 24.12.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees if, but for article 24.12.1 the resolution would have been void or, if the Trustee has not complied with article 24.8

24.13 Minutes shall be prepared of the proceedings at the meetings of the Church Council including any appointments, the names of those present, the decisions taken and where appropriate the reasons for the decisions and the Church Council shall decide from time to time whether all or part of these minutes shall be treated as confidential.

24.14 The Trustees shall respect the confidentiality of meetings of the Church Council.

MINISTERS

25.1 The tasks fulfilled by a Minister will vary depending on individual ability and gifting that a Minister is normally expected to be involved in the Activities of the Church. The Minister or if a Church



appoints more than one Minister at any time the Senior Minister will be responsible to labour in "preaching and teaching to proclaim and defend the Gospel and to feed the flock of God over which he has been appointed (1 Timothy 5v 17; 2 Timothy 4v.2 Acts 20 v28) A Minister shall work with the Church towards achieving its Purposes through its Activities.

- 25.2 No person shall be a Minister of the Church unless he or she accepts the Church's Statement of Beliefs and practices the Gospel Sacraments of Baptism and the Lords Supper.
- 25.3 The Church shall appoint a Minister and may appoint more than one Minister or no Minister. Where more than one Minister is appointed the Church shall appoint one of them as Senior Minister. The Senior Minister or where one Minister only is appointed by the Church that Senior Minister or sole Minister shall be male. Where a Minister is appointed it is expected that he will become a Church Member.
- 25.4 Notwithstanding any legal status afforded to a Minister by statute the Church recognises that a 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 Trustees and also with the Church Members.

THE APPOINTMENT AND REMOVAL OF MINISTERS

- 26.1 A Minister shall be appointed or removed from office by a resolution of the Church Members' Meeting passed by not less than 75% of those present and entitled to vote at a Special Church Members' Meeting held at any time. At the discretion of the Leadership Group a Senior Minister who has been removed from office may continue to be paid and receive the benefits of office for a period of up to six months after removal from office to allow for relocation.
- 26.2 If not less than three quarters (fractions to be rounded up) of the lay members of the Leadership Group resolve that the Senior Minister or if only one Minister has been appointed then that Minister shall be removed from office then a Special Church Members' Meeting shall be called by the Trustees as soon as practicable at which a motion shall be put to the Special Church Members' Meeting for his removal from office. 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 at the Church Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for his or her actions before withdrawing so that the Church Members' at the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.
- 26.3 A Minister shall be appointed on such terms and conditions as may be approved at a meeting of the Church Council.
- 26.4 During any period or periods when there is no Minister appointed by the Church the Leadership Group shall be responsible to see that the duties of a Senior Minister are discharged by others.

THE REMUNERATION OF MINISTERS

27. Notwithstanding that any Minister or Ministers appointed by the Church are Trustees they may be paid reasonable remuneration or stipend out of the funds of the Church of such an amount as shall be approved by resolution of the Church Members' at a Church Members' Meeting. PROVIDED THAT at no time shall a majority of the Trustees benefit as a result of the application of this article and that any Minister shall withdraw from any meeting at which his or her appointment or remuneration is under discussion or being voted upon.

PASTORAL VACANCIES AND THE APPOINTMENT OF A MODERATOR



28. During such period or periods as there is no Minister in Office the Church Members may at a Church Members' Meeting appoint a person who is a Church Member or a member of another Church to be the Moderator who will hold this Office until a new Minister is appointed or until he resigns or is released or dismissed by the Church Members at a Church Members' Meeting.

LEADERSHIP GROUP OR ELDERS

29.1 The Leadership Group shall be the Elders of the Church and they shall comprise the Minister and any Associate Ministers appointed by the Church together with others elected in accordance with the Articles. Members of the Leadership Group shall be persons who are marked by their integrity vision and faith and satisfy the qualifications set out in 1 Timothy 3 vv 1-15, vv 19-25, 2 Timothy 2 vv 24-25, Titus 1 vv 5-9 and Acts 6 vv 3-6. Other members of staff of the Church may attend meetings of the Leadership Group as invited by the Leadership Group

29.2 Membership of the Leadership Group:

29.2.1 Membership of the Leadership Group:-

29.2.1.1 shall be open to Church Members who have been Church Members for not less than two years who satisfy the Biblical requirements referred to in article 29.1.

29.2.1.2 shall not be members of the same immediate family as any other member of the Leadership Group save in exceptional circumstances.

29.2.1.3 shall be elected by secret ballot at a Church Members Meeting to be held in alternate years. Not more the 50% of Leadership Group Members shall retire in any year.

29.2.1.4 shall be for a four year term of office but a member shall be eligible to serve further terms if re-elected at a Church Members' Meeting.

29.2.1.5 shall be limited to a maximum number of eight persons excluding the Minister and Associate Ministers shall comprise a majority of lay persons shall be elected by not less than 75% of the Church Members present and voting at the Church Members' meeting at which the proposal for appointment or reappointment is held

29.3 The Leadership Group shall ensure that a majority of its members are lay persons and in the event of there being a minority of lay members the Leadership Group shall as soon as practicable make arrangements for additional members of the Leadership Group to be elected by calling a Church Members' Meeting at which nominations may be made for election of additional members of the Leadership Group so as to cause there to be a majority of lay members

29.4 The Leadership Group may at its own discretion appoint additional members of the Leadership Group to fill a vacancy but any person so appointed shall retire at the next election of a member or members and be eligible for re-appointment by the Church Members.

29.5.1 The serving Leadership Group shall, in consultation with Church Members, be responsible for the nomination of additional members of the Leadership Group. Such nominations shall be made available to Church Members on or before the seventh Sunday before the Church Members' Meeting at which elections for membership of the Leadership Group are to be held.

29.5.2 Subject to Article 29.5.3 all those who are nominated to stand for election to join the Leadership Group shall have been Church Members for not less than two years and shall be interviewed by the Minister who shall determine their suitability and compliance with the Biblical requirements referred to in Article 29.1. They shall also be required to sign the Statement of Beliefs, indicating their acceptance of these Beliefs. Following such determination the Minister shall procure that the names of those persons nominated and in respect of whom he has determined satisfy the criteria referred to in this sub-article 29.5.2 are notified to Church Members in a public worship service taking place on a Sunday not less than two weeks before the date of the Church Members' Meeting at which the election is to take place.



29.5.3 Members of the Leadership Group whose term of office has come to an end or will shortly come to an end may stand and are eligible to stand for re-election shall not require further nomination but their names shall be notified to Church Members in all usual services of public worship as those who have been nominated and who are standing for election.

29.5.4 The Leadership Group shall nominate a Chairman of its meetings (other than the Minister or any other Minister) who shall be appointed for such office by the Church Members at the next following Church Members' Meeting before taking office.

29.5.5 The duties of the Leadership Group shall include the following:-

29.5.1.1 to be devoted to prayer and the study of God's word and to sustain a caring ministry for the flock:

- serving as partners with the Minister for the Church's spiritual growth;
- praying for the sick and visiting the congregation as required;
- developing and maintaining the strategy of the Church;
- encouraging the development of new ministries within the Church;
- identifying and appointing leaders to key teams within the life of the Church;
- carrying responsibility for the exercising of Church discipline, and if necessary dealing with any Church Member who acts in a manner that is detrimental to the welfare of the Church in accordance with Matthew chapter 18 and within the terms of article 29.1

29.5.2. to support the Minister in his task of teaching and preaching as well as refuting those who contradict the truth:

- ensuring that instructors, Bible study leaders and youth leaders are spiritually qualified and equipped;
- to support the Minister in arranging for appropriate preachers during the Minister's absence;
- studying together bible doctrine and related themes;
- to be responsible for the prayer life of the Church for worship and discipleship issues.

29.5.3. to lead by Christ-like example:

- consistently modelling spiritual character, attitudes, values and behaviour amongst the congregation;
- providing and inviting the opportunity for frequent and on going contact with members of the congregation;
- conducting the affairs of the Church in an atmosphere of openness and mutual sensitivity, focusing on nurturing one another;
- maintaining a visible presence at events of the Church;
- being pro-active in ensuring quality of service at all levels.



CORE GROUP LEADERS (THE DIACONATE)

- 30.1 Core Group Leaders (together known as the Diaconate) shall be nominated by the Leadership Group to be responsible for the administration of certain Ministries within the life of the Church from amongst Church Members of not less than one year's membership of the Church. Any Church Member who consents to take office and is approved by resolution at a Church Members' Meeting passed by not less than 60% of those present and voting shall be elected as a Core Group Leader in respect of the Ministry for which he was nominated by the Leadership Group. A person elected as a Core Group Leader shall hold office for a term of four years and shall at the expiry of such term be eligible for election to further terms of four years.
- 30.2 The responsibilities of Core Group Leaders shall include such Ministries as finance, administration, maintenance and repair of the premises plant and equipment of the Church and the administration of admissions to, continuation of, determination and transfer of membership of the Church.
- 30.3 Core Group Leaders shall, with the exception of members of staff of the Church, be members of the Church Council.
- 30.4 The Church Council may propose an additional Core Group required for a ministry in the Church and shall give not less than two weeks' notice of its proposal to the Church Members. Such proposed additional Core Group shall be established upon being accepted by resolution of a Church Members' Meeting held following expiry of the notice period of two months.
- 30.5 Core Group Leaders may nominate assistants to help them and such nominated assistants shall be appointed upon being approved by the Church Council.
- 30.6 Core Groups shall be accountable through their respective Core Group Leaders to the Church Council and to Church Members at a Church Members' Meeting.

LEADERSHIP AND CORE GROUP LEADERS

31. The appointment of Members of the Leadership Group and Core Group Leaders shall be undertaken by processes that are public, clear and open (save that voting shall be by secret ballot) so that all Church Members are able to consider prayerfully who should be appointed. The process shall ensure that reasonable notice is given of any forthcoming elections
32. The appointment of a Member of a Leadership Team or a Core Group Leader may be rescinded at any time by resolution of a special Church Members' Meeting except in the case of the Minister who is a trustee ex officio
33. Where the dismissal of a Member of the Leadership Team or of a Core Group Leader is under consideration at a Special Church Members' Meeting (except in the case of the Minister) the person concerned 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 his or her actions before withdrawing so that the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.

ORGANISATIONS AND HOLDING TRUSTEES

- 34.1 The Minister shall be ex-officio President of all Organisations within the Church and for the purpose of this article an 'organisation' is a group managed for the purpose of a particular ministry within the Church (other than the Groups led by Core Group Leaders) such as a ministry for young people, outreach activity or community activity.
- 34.2 The Church Council shall ensure that the Church through its Activities provides at all times for the effective and adequate care and instruction of children and young people.

HOLDING TRUSTEES

35. In so far as land and buildings are held on trusts which are separate from the trusts of the Charity the Church Council shall seek at all times to procure that such land and buildings are held by not less than



three trustees, the majority of which must be Church Members who have been in membership of the Church for not less than three years and who have been approved for trusteeship of such land and buildings by resolution of the Church Council and of a Church Members' Meeting. The Church Council shall take immediate steps to procure the appointment of a replacement trustee of such land and buildings in the event of any such trustee ceasing to be a trustee for any reason.

MEMBERS OF THE CHARITY

36.1 The subscribers to the memorandum and the Trustees from time to time shall be the members of the Charity. These members shall be the members of the Leadership Group and members of the Church Council.

LIABILITY OF MEMBERS

36.2 The liability of the members is limited.

36.3 Every member of the Charity promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

TERMINATION OF MEMBERSHIP

37.1 Any member of the Charity may retire on giving written notice to the secretary (normally the Chairman of the Leadership Group), provided that such retirement shall not reduce the number of Members to less than two.

37.2 If not less than two-thirds of the Trustees present at a meeting so resolve, the Trustees shall have the right for a good and sufficient reason to terminate the membership of any member provided that he shall have received 21 clear days' notice in writing to his last known address notifying him of the intention to terminate his membership and the reasons therefor and that he shall have the right to be heard by the Trustees before any vote is taken.

GENERAL MEETINGS OF MEMBERS OF THE CHARITY

38. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS OF MEMBERS OF THE CHARITY

39.1 General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all the members of the Charity. The notice must contain a statement setting out the right of members of the Charity to appoint a proxy under section 324 of the Act.

39.2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and



(d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

39.2.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

39.2.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

39.2.4 Unless a proxy notice indicates otherwise, it must be treated as:-

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

39.3.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

39.3.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

39.3.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

39.3.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

40. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS OF THE CHARITY

41. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

42. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

43. The chairman of the Trustees (normally the Chairman of the Church Council), or in his absence some other trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

44. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

45. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

46. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no



- business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
47. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (1) by the chairman; or
 - (2) by at least three members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
48. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
49. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
50. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
51. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
52. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

WRITTEN RESOLUTIONS

- 53.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) A copy of the proposed resolution has been sent to every eligible member;
 - (b) A simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified his or her agreement to the resolution; and
 - (c) It is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 53.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 53.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.



VOTES OF MEMBERS OF THE CHARITY

54. Every member of the Charity shall have one vote.
55. Votes may be cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.
56. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

SECRETARY OF THE CHARITY

57. Subject to the provisions of the Act, the secretary of the Charity shall be the Chairman of the Leadership Group but in the absence of any appointment of the Chairman of the Leadership Group the Secretary of the Charity shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

RECORD KEEPING AND ACCOUNTING

- 58.1 The Charity's annual financial year will run from 1st January to 31st December or from and too such other dates as may be determined from time to time by the Church Council subject to the general law.
- 53.2 Financial Statements of all Church Organisations that form part of the Activities of the Charity and are required by the Finance Group shall be presented to the Church Council and incorporated in to the Charity's financial statements.
- 53.3 The Statement of the Charity accounts (audited or independently examined as required by law) shall be received by a Church Members' Meeting.
- 58.4 Financial records, annual reports and statements of account relating to the Church for the previous six years shall be available for inspection by any Trustee.
- 58.5 The Church Council shall keep Minutes of the Charity in books or in other written or electronic media kept for the purpose:
 - 58.5.1 of all appointment of Officers made by the Church Council; and
 - 58.5.2 of all proceedings at meetings of the Church Council and Members' of the Charity and of Committees of Trustees including the names of the Trustees present at each such meeting.
- 58.6 The Church Council may make a reasonable charge to cover the administration costs of making the Annual Report and Accounts of the Charity and/or the Church available to any person who requests them.
- 58.7 The Chairman of the Finance Group shall notify the Church Council of all changes in the remuneration of the Minister and other Ministers (if any) and other employees of the Church which are approved by the Church Council.
- 58.8 No appeal or collection made in the Church on behalf of any individual or organization whether connected with the Church or not shall be made without prior approval of the Church Council.

EXECUTING OR SEALING DOCUMENTS

- 59.1 The Charity need not have a company seal. If it does, the seal shall only be used by the authority of the Church Council or of a committee of Church Council authorised by the Church Council. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second trustee.



59.2 If the Charity does not have a seal, instruments may be executed on the authority of the Church Council or of a committee of Church Council authorized by the Trustees on the signature of a trustee and of the secretary or by a second trustee.

MEANS OF COMMUNICATION TO BE USED

60.1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

60.2 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

61. Except as otherwise provided by the articles, any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

- (a) personally; or
- (b) by sending it by post or in a prepaid envelope addressed to the member or Church Member at his or her address; or
- (c) by leaving it at the address of the member or Church Member; or
- (d) by giving it in electronic form to the member's or Church Member's address; or
- (e) by publication in a newsletter or magazine distributed generally by the Charity where notice is applicable to Church Members generally.

62.2 A member or Church Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

62.3 Subject to article 62.2 the only address at which a member of the Charity is entitled to receive notices is the address shown in the Register of members of the Charity and the only address at which a Church Member is entitled to receive notices is the address shown in the Membership List

63. A member or Church Member present in person at any meeting shall be deemed to have received notice of the meeting and of the purposes for which it was called.

64.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

64.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act.

64.3 In accordance with section 1147 of the Act notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY

65.1 The Charity shall indemnify any relevant Trustee against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Act.

65.2 In this article a "relevant Trustee" means any director or former director of the Charity.



- 65.3 The Charity may indemnify an auditor or independent examiner against any liability incurred by him or her or it:
- 65.3.1 in defending proceedings (whether civil or criminal) in which judgement is given in his or her or its favour or he or she or its is acquitted; or
 - 65.3.2 in connection with an application under section 1157 of the Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

DISSOLUTION

- 66.1 If the Church Members shall cease to meet for worship for at least six months or the Church Members shall resolve to close the Church or to wind up the Charity then after all its debts and liabilities have been satisfied any property remaining (not being property subject to separate trusts) shall not be paid to or distributed among the members of the Charity but shall be applied for Christian charitable purposes as determined by a Special Church Members' Meeting.
- 66.2 Subject to any such resolution of the Church Members the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any Charity or Charities for use for particular purposes that fall within the Objects.
- 66.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with article 66.1 is passed by the Church Members or the Trustees in accordance with article 66.2 the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

CONSTITUTION

- 67.1 A copy of these Articles will be made available to Church Members and to every applicant for Church Membership with the intention that every Church Member shall be informed about the organisation of the Church and be able to participate in the life of the Church and in Church Members' Meetings.
- 67.2 No amendment may be made to these articles that would have the effect of making the Charity cease to be a Charity at law.
- 67.3 These articles may be altered only with the prior sanction of a resolution of a Special Church Members' Meeting passed by not less than 75% of the Church Members present and eligible to vote at such Church Members' Meeting and in respect of which not less than one calendar month's written notice shall have been given to Church Members explaining the nature of the proposed alterations.