aldwickbaptistchurch

Loving, Reaching, Building | Jesus: God's Answer for our Community

ALDWICK BAPTIST CHURCH
CIO CONSTITUTION

Approved by Trustees

Rev Stuart Filby (Senior Elder).....23rd July 2017

Derek Robinson (Elder) .....23rd July 2017

Clive Bennett (Church Secretary).....23rd July 2017

Douglas Fleming (Deacon) .....23rd July 2017

Carol Fleming (Deacon).....23rd July 2017

Brenda Nanson (Deacon).....23rd July 2017

Angela Halfacree.....23rd July 2017

Approved by membership at the Church meeting on 27th July 2017

BAPTISTS TOGETHER

Anthony Collins solicitors

PRECEDENT CIO CONSTITUTION TO BE USED ONLY BY THE LOCAL BAPTIST CHURCH TO WHICH IT WAS ISSUED AND STRICTLY UNDER THE TERMS OF THE LICENCE GRANTED BY THE BAPTIST UNION CORPORATION AND ANTHONY COLLINS SOLICITORS

Clause Number	
	Date of constitution (last amended): 27th July 2017
1	**Name**
	The name of the Charitable Incorporated Organisation is Aldwick Baptist Church ("the Church").
2	**National location of principal office**
	The Charitable Incorporated Organisation must have a principal office in England or Wales. The principal office of the Church is in England.
3	**Purpose**
3.1	The principal purposes of the Church are:-
3.1.1	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.
3.2	Nothing in this constitution shall authorise an application of the property of the Church for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.
4	**Beliefs**
	As a member of the Baptist Union the Church subscribes to the Baptist 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 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 on 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 Purpose 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 Baptist 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; • 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 Baptist Union and 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 (Benefits and payments to Charity Trustees and Connected Persons) 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 by him or her 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 2% (or more) 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 person connected with the Charity Trustee who may benefit directly or indirectly from the proposed remuneration declares an interest in the proposal before discussion on the matter begins;
9.2.8.2	absents himself or herself (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;
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 only rely upon the authority provided by clause 9.2.3 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 the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Church;
9.3.5	the Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting;
9.3.6	the reason for their decision is recorded by the Charity Trustees in the minute book; 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 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;
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 he or she has in a proposed transaction or arrangement with the Church or in any transaction or arrangement entered into by the Church which has not previously been declared; and
10.1.2	Absent himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Church and any personal interest (including but not limited to any financial interest).
10.2	Any Charity Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.
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 and wish to become members, and who, by applying for membership have indicated acceptance of the Beliefs, a willingness to participate in the activities, have indicated

	their agreement to become a member and acceptance of 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 Baptist Union's Declaration of Principle may at the discretion of the Church Members' Meeting be accepted for full membership based on their own public profession of faith.
12.1.3	Membership of the Church is personal and cannot be transferred to anyone else.
12.1.4	A member shall be a natural person.
12.2	**Admission procedure**
	The Charity Trustees:
12.2.1	may require applications for membership to be made in any reasonable way that they decide;
12.2.2	shall, if they approve an application for membership, notify the applicant of their decision within [6 months];
12.2.3	may refuse an application for 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, 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;
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 shall be final;
12.2.6	where the person seeking membership has been a church member at another Baptist church they shall apply in the same manner but a letter of commendation shall normally be requested from their previous church; and
12.2.7	the membership application 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**
	A Member of a CIO must exercise his or her powers as a member of the CIO in the way he or she decides would be most likely to further the purposes of the CIO. 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 Purpose 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	Church Membership will be terminated if the member dies, transfers their membership to another church or otherwise resigns in writing to the Church Secretary. These routine changes to the membership list shall be reported at the next convenient Church Members' Meeting.
12.4.2	When, pursuant to clause 12.5.2, the Church Members' Meeting reviews the membership list the Church Members' Meeting may resolve to make any appropriate deletions.
12.4.3	In exceptional circumstances where the conduct of a Church Member is considered to be contrary to the Purpose and Beliefs of the Church and/or disruptive to the relationships between Church Members then the Charity Trustees may recommend to a Church Members' Meeting that the membership of that person be reviewed. The Church may, after considering the facts, terminate the membership of that person. The Church Member shall be allowed to attend the Church Members' Meeting where their 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 Church Members may prayerfully and carefully consider whether or not to resolve to remove that person's name from the list of members.
12.5	**Church Membership List**
12.5.1	A list of current Church members shall be maintained by the Charity Trustees in the format required by the General Regulations.
12.5.2	In order to keep the list of current members up to date the membership list shall be reviewed at least once every three years by the Church Members' Meeting.
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 to consider and review routine matters associated with the life of the Church including issues related to Church membership, the appointment of Charity Trustees, the appointment of a Church Secretary, the appointment of a Church Treasurer, the approval of the budget, with opportunities for considering proposals from the Charity

	Trustees or other Church Members for the development of the Church and the advancement of its purpose through its activities.
13.1.4	One Ordinary Church Members' Meeting each year shall include the Annual General Meeting for the Church members to receive annual accounts and reports (duly audited or examined where applicable), Charity Trustees reports, 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, 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 Annual General Meeting shall be convened in accordance with the following conditions.
13.2	**Calling Members' Meetings**
13.2.1	The Charity Trustees:
	• must call the Annual General Meeting 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 of the members of the Church if:
	• They receive a request to do so from at least 10% of the members 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 from 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 at the request of its members, 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 not more than 3 months after the date when 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 7 clear days notice of any Church Members' meeting to all of the Church Members.
13.3.2	If it is agreed by not less than 90% of all members of the Church, any resolution may be proposed and passed at the meeting even though the requirements of 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, details of persons standing for election or re-election as charity trustee, or where allowed under clause 35 (Use of electronic communications), 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 meeting shall not be invalidated because a Church Member 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**
	From time to time the Church may invite guests, and if publically invited by an announcement or notice in the same form as is required for calling members to a meeting, those who normally attend Church events may attend a Church Members' Meeting but only members may vote
13.5	**Chairing of Church Members' Meetings**

13.5.1	The person nominated as chair by the Charity Trustees under clause 22.5 (Chairing of meetings), shall, if present at the Church Members' Meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Church who are present at a Church Members' Meeting shall elect a chair to preside at the meeting.
13.6	**Quorum at Church Members' Meetings**
13.6.1	No business may be transacted at any Church Members' Meeting of the members of the Church unless a quorum is present when the meeting starts.
13.6.2	Subject to the following provisions, the quorum, for Church Members' Meetings shall be the greater of 25%.
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 is 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 must adjourn the meeting. The date, time and place at which the meeting will resume must 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 meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, 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 decision making is an important principle within a Baptist Church. Members are encouraged to listen carefully to each other, express views that will aid decision making, 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 Dissolution Regulations decisions of the members of the Church may be taken as provided in clause 13.8.
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	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.
13.8.3	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.

13.8.4	Any decision [except a decision affecting the appointment of Charity Trustees, a Church Secretary or a Church Treasurer] shall be taken by a simple majority at an Ordinary Church Members' Meeting.
13.8.5	A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a Poll is duly demanded. A Poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
13.8.6	A Poll may be taken at the meeting at which it was demanded.
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 of the meeting shall be final.
13.8.8	If a Poll is to be held 2 persons should be appointed as scrutineers to the ballot to count the votes. The person chairing the Church Members' Meeting shall announce the outcome without necessarily revealing the number of votes.
13.8.9	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.
13.8.10	A resolution at a Special Church Members' Meeting shall be carried if supported by at least two thirds of the Church Members present entitled to vote and voting.
13.8.11	The Church Members' Meeting or Charity Trustees may want a higher measure of support for a particular resolution but a higher proportion of votes for a resolution shall not override the arrangements in clauses 13.9 and 13.10 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 of this constitution (Amendment of Constitution).
13.9.3	Any decision to wind up or dissolve the Church must be taken in accordance with clause 32 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Church to one or more other churches must be taken in accordance with the provisions of the Charities Act 2011.
13.10	**Special Church Members' Meetings**
13.10.1	A Special Church Members' Meeting shall be convened where the matters to be considered include 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, 14 days clear notice of a Special Meeting must be given to all Church Members 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 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 (or equivalent) and a Church Treasurer (or equivalent) to be responsible for the governance of the Church and where there is a Minister that person is also 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 Charity Trustees shall take responsibility for the control management and administration of the Church 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 his or her functions as a trustee of the Church in the way that the Charity Trustees as a group taking into account the purpose and beliefs of the Church and Christian principles acting in good faith and in ways 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 he or she has or holds himself or herself 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 Church Members 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 if he or she:
	• 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 he or she has expressly acknowledged, in whatever way the Charity Trustees decide, his or her acceptance of the office of Charity Trustee.
14.3.5	The total number of Charity Trustees under the age of 18 years must not any time be more than half of the total number of Charity Trustees in office.
14.3.6	Any Minister or Ministers appointed to serve the Church shall automatically be a Charity Trustee.
14.3.7	The Church Secretary and Church Treasurer shall automatically be a Charity Trustee because of their role and responsibilities.
14.3.8	Any person qualified to be a Member of the Church shall be eligible for election as a Charity Trustee (unless disqualified by statute).
14.3.9	A close family member (spouse, parent, child, sibling) of a serving Charity Trustee shall be eligible for appointment as a Charity Trustee.
14.4	**Number of charity trustees**
14.4.1	The maximum number of Charity Trustees, excluding any Minister or Ministers of the Church is 12
14.4.2	There must be at least three Charity Trustees, excluding any Minister or Ministers of the Church.
14.4.3	If the number falls below this minimum, 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 where appointments can be made.
14.5	**First charity trustees**
	The first Charity Trustees of the Church are:-
	Rev.Stuart Filby, Derek Robinson, Clive Bennett (Church Secretary), Douglas Fleming, Carol Fleming, Angela Halfacree, Brenda Nanson
14.6	**Appointment of Elected Charity Trustees**
14.6.1	At the first Annual General Meeting of the members of the Church all the elected Charity Trustees excluding any Minister or Ministers of the Church (if any) shall retire and a

	process of re-appointment shall be undertaken to appoint Charity Trustees for an initial term of 1, 2 or 3 years having regard to clause 14.6.2.
14.6.2	One-third of the elected charity trustees excluding any Minister or Ministers of the Church (if any) shall usually retire in each calendar year. If the number of elected Charity Trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one Charity Trustee, he or she shall retire.
14.6.3	Subject to clauses 14.6.1 and 14.6.2 Charity Trustees (except for those in ministerial office) shall be appointed for an initial three year term with the opportunity to be nominated for reappointment at the end of each three year term.
14.6.4	The vacancies so arising and any previously unfilled vacancies may be filled by the decision of the members at any Church Members' Meeting.
14.6.5	The Church Members may at any time at an Annual General Meeting, Ordinary Church Members' Meeting or Special Church Members' Meeting decide to appoint a new Charity Trustee, whether in place of a Charity Trustee who has retired or been removed in accordance with clause 18 (Retirement and removal of Charity Trustees), or as an additional Charity Trustee, [provided that the limit specified in clause 14.4 on the number of Charity Trustees would not as a result be exceeded].
14.6.6	The appointment of Charity Trustees shall be undertaken by processes that are public, clear and open so that all Church Members are enabled to consider prayerfully who should be appointed as Charity Trustees. The processes shall ensure that notice is given of any forthcoming election so that Church Members may freely nominate prospective Charity Trustees whose names shall be submitted (after they have indicated a willingness to be appointed) for decision to the Church Members with the intention of ensuring that those appointed have a sufficient level of support from them.
14.7	**Nominations**
	Nominations for the role of Charity Trustee other than a Minister shall be made to the Church Secretary (or equivalent) not later than three Sundays (or other regular weekly meeting time when the Church gathers together) before the Church Members' Meeting at which the election is to be held. Nominations must be submitted in writing with the supporting signature of two other Church Members and the consent of the candidate. No person may nominate more candidates than there are places vacant. Requests for nominations shall be made at all services on the two Sundays (or other regular weekly meeting time when the Church gathers together) immediately before that Sunday [alternative or day] when nominations must cease.
14.8	**Voting Method**
14.8.1	Voting shall be by secret ballot at an Ordinary Church Members' Meeting. Church Members shall be asked to vote for those nominated candidates who they believe would serve the Church well as Charity Trustees. Each Member may vote for as many nominees as they believe meet this criteria.
14.8.2	Scrutineers shall be appointed by the Church Members' Meeting to count the votes and shall report the outcome in confidence and in writing to the person chairing 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 elected provided each candidate shall have received votes from at least 66% of those members voting.

15	**Appointment of Church Secretary and Church Treasurer**
15.1	The Charity Trustees shall decide who from among their number should be the Church Secretary and who should be the Church Treasurer.
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	A Minister of this Church shall accept the beliefs being the Baptist Union's Declaration of Principle.
16.3	Where the Church has a Minister she or he shall be in relationship with the Baptist Union and the Association normally expressed by being on the Baptist Union's Register of Covenanted Persons Accredited for Ministry.
16.4	The Minister, whether or not they are on the Register of Persons Accredited for Ministry shall be supportive of the Church's relationships with other Baptist Churches, the Association and the Baptist 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 Purpose 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 Church Members.
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 Baptist 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 Church Members at a Special Church Members' Meeting at any time.
16.9	To be appointed as Minister a candidate must receive at least the same level of support as is required for the appointment of Charity Trustees.
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 Baptist Union.
16.11	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.
16.12	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.
17	**Information for new Charity Trustees**
17.1	The Charity Trustees will make available to each new Charity Trustee, on or before his or her first appointment:
17.1.1	a copy of this constitution and any amendments made to it;
17.1.2	a copy of the Church's latest trustees' annual report and statement of accounts; and
17.1.3	a summary of key issues that have recently been under consideration by the Charity Trustees with sufficient background information to enable the newly appointed Charity Trustee to gain an understanding of the ways of working among the Charity Trustees with the intention that a newly appointed Charity Trustee will be helped to understand the work of the Church and their responsibilities so as to contribute positively to Charity Trustees meetings 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 hold office if he or she ceases to be a Minister of the Church.
18.2	A Charity Trustee, except for a Minister or Ministers (if any) ceases to hold office if he or she:
18.2.1	retires by notifying the Church in writing (but only if enough Charity Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
18.2.2	is absent without permission of the Charity Trustees from all their meetings held within a period of six months and the Charity Trustees resolve that his or her office be vacated;
18.2.3	dies;
18.2.4	becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
18.2.5	is removed by the members of the Church in accordance with clause 18.3;
18.2.6	is 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	has completed their term of appointment as either Church Secretary or Church Treasurer and is not re-appointed as Church Secretary, Church Treasurer or Charity Trustee.
18.3	A Charity Trustee shall be removed from their role:
18.3.1	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 13.8.10;

18.3.2	where a Special Church Members' Meeting is considering the dismissal of a Charity Trustee (except for a Minister or Ministers [if any]) 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 rotation, by giving notice to the Church or upon completing their term of appointment as either Church Secretary or Church Treasurer is eligible for reappointment as a Charity Trustee, subject to the requirements of clauses 14.6 to 14.8.
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 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 may consist of two or more persons, but at least one member of each committee must be a Charity Trustee;
21.3.2	the routine acts and proceedings of any committee must be brought to the attention of the Charity Trustees as a whole as soon as is reasonably practicable; and
21.3.3	where any 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 of Charity Trustees**
	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 of Charity Trustees**
22.4.1	The Charity Trustees shall determine a quorum for their meetings that shall not be less than two persons or half of their number whichever is the greater number.
22.4.2	A Charity Trustee shall not be counted in the quorum present when a decision is made about a matter upon which he or she is not entitled to vote.
22.5	**Chairing of meetings**
	The Charity Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Charity Trustees present may appoint one of their number to chair 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 listen carefully to each other, express views that will aid decision making, 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	Where a vote is needed a decision shall be made by a majority of those present or participating in the meeting and eligible to vote.
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 at a meeting by suitable electronic means agreed by the Charity Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
22.9.3	Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
23	**Saving provisions**
23.1	Subject to clause 23.2, if, without the vote of that Charity Trustee and that Charity Trustee being counted in the quorum, the decision has been made by a majority of the Charity Trustees at a quorate meeting, all decisions of the Charity Trustees, or of a committee of Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:
23.1.1	who was disqualified from holding office;
23.1.2	who had previously retired or who had been obliged by the constitution to vacate office;
23.1.3	who 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 him or her 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 (Conflicts of interest and conflicts of loyalty).
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 of Charity Trustees including:
	• the names of those present at the meeting
	• 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	Each set of Church Members' Meeting Minutes shall be approved by the Church Members 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 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' Meeting.
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 10 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	**Proper Rules or a Church Handbook**
	The Charity Trustees may from time to time with the agreement of the Church Members at any Ordinary Church Members' Meeting make such reasonable and proper rules or prepare a Church handbook as they may deem necessary or helpful for the proper conduct and wellbeing of the Church, but such rules or handbook must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Church.
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 resolution agreed in writing by all members of the Church; or
31.1.2	by a resolution passed by a 75% majority of votes cast at a Special Church Members' Meeting.
31.2	Any alteration of clause 3 (Purposes), clause 32 (Voluntary winding up or dissolution), this clause 31, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Charity Trustees or Church Members 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 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

31.5	Any alteration of clause 3 (Purpose), clause 4 (Beliefs), clause 6 (Affiliation), clause 12.2.7 (Admission procedure), clause 14.1 (Charity Trustees and the Church Members' Meeting), clauses 14.6.1 and 14.6.6 (Appointment of Elected Charity Trustees), this clause 31 (Amendment of Constitution) or clause 32 (Voluntary winding up or dissolution) shall have no legal effect unless:
31.5.1	at least 6 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 at a Special Church Members' Meeting called in accordance with clause 13.3 (Notice of Church Members' Meetings) of which not less than 14 days' notice has been given to those eligible to attend and vote:
32.1.1	by a resolution passed by a 75% majority of those voting, 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:
	• 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 to the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.
33.1	**"Association"** means the regional Association recognised by the Baptist Union for the area in which the Church is situated.
33.2	**"Baptist Union"** means the Baptist Union of Great Britain charity number 1125912
33.3	**"Church Member"** means a person appointed under clause 12
33.4	**"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 Special Church Members' Meeting.
33.5	**"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.
33.6	"**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012.
33.7	"**Charity Trustee**" means a charity trustee of the Church.
33.8	The "**Communications Provisions**" means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
33.9	"**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
33.10	A "**Poll**" means a counted vote or ballot, usually (but not necessarily) in writing.
34	**Postal Voting [optional – not recommended but included for information]**
34.1	The Church may, if the Church Members so decide, allow the Church Members to vote by post or electronic mail ("email") to elect Charity Trustees and or a Church Secretary and or a Church Treasurer.
34.2	The Charity Trustees must appoint at least two Church members [who are not Charity Trustees] to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
34.3	If postal and/or email voting is to be allowed on a matter, the Church must send to members of the Church not less than 21 days before the deadline for receipt of votes cast in this way:
34.3.1	a notice by email, if the Church Member has agreed to receive notices in this way under clause 25 (Use of electronic communication) including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the Church, containing details of the resolution being put to a vote, or of the candidates for election, as applicable; and
34.3.2	a notice by post for all other Church Members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the Church Member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
34.4	The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for [name of Church]', at the Church's principal office or such other postal address as is specified in the voting procedure.
34.5	The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

34.6	Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
34.7	The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
34.8	The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a Charity Trustee or other person overseeing admission to, and voting at, the Church Members' Meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
34.9	For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
34.10	Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
34.11	The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by Poll at the meeting, or by Poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
34.12	Following the final declaration of the result of the vote, the scrutineers must provide to a Charity Trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
34.13	Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the Charity Trustees, to consist of two trustees and two persons independent of the Church. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to a neighbouring church or the local Baptist Association who shall act as an arbitrator.
35	**Use of electronic communications**
35.1	**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.
35.2	**By the Church**
35.2.1	Any member or Charity Trustee of the Church, by providing the Church with his or her email address or similar, is taken to have agreed to receive communications from the

	Church in electronic form at that address, unless the member has indicated to the Church his or her unwillingness to receive such communications in that form.
35.2.2	The Charity Trustees may, subject to compliance with any legal requirements, by means of publication on its website:-
	• Provide the members with the notice referred to in clause 13.3 (Notice of Church Members' Meetings);
	• Give Charity Trustees notice of their meetings in accordance with clause 22.2 (Call meetings); and
	• Submit any proposal to the members or Charity Trustees for decision by written resolution [or postal vote] in accordance with the Church's powers under clause 13.7 (Taking Decisions at Church Members' Meetings)[or clause 34 (Postal voting)].
35.2.3	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;
	• 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.