

## **Model Constitution for a Single Congregation Local Ecumenical Partnership**

**This Constitution was** adopted on [date] [and amended on [date(s)]] and relates to the charitable unincorporated association governed by this Constitution and known as **West Swindon and the Lydiards Church Partnership**.

### **Introduction**

- 1) In this Constitution (including the Schedule to it) the following expressions have the following meanings:
  - a) 'the Area of Benefit' means the area specified in paragraph 2 of the Schedule;
  - b) 'the Charity' means the charity constituted by this Constitution;
  - c) 'Congregational Meeting' means a meeting of the Members;
  - d) 'Co-opted Trustees' means Trustees appointed by the Trustees under clause 22(b);
  - e) 'Elected Trustees' means Trustees elected under clause 22(c);
  - f) 'the LEP' means the Local Ecumenical Partnership specified in paragraph 1 of the Schedule;
  - g) 'the Members' means the members of the Charity;
  - h) 'the Participating Churches' means the Churches specified in paragraph 4 of the Schedule;
  - i) 'the Participating Denominations' means the denominations specified in paragraph 3 of the Schedule;
  - j) 'the Schedule' means the Schedule to this Constitution;
  - k) 'the Sponsoring Body' means the body specified in paragraph 5 of the Schedule;
  - l) 'the Trustees' means the body of trustees constituted by clause 19 of this Constitution (who are the charity trustees of the Charity for the purposes of the Charities Act 1993).

### **Purpose of the Charity**

- 2) The purpose of the Charity is to advance the Christian faith in the Area of Benefit in accordance with the principles and practices of the Participating Churches.
- 3) In achieving its purpose, the Charity will engage in a range of activities, either on its own or with others, including (but not restricted to):
  - a) the celebration of public worship;
  - b) the teaching of the Christian faith;
  - c) mission and evangelism;
  - d) pastoral work, including visiting the sick and the bereaved;
  - e) the provision of facilities with a Christian ethos for the local community, including (but not restricted to) the elderly, the young and other groups with special needs; and
  - f) the support of other charities in the UK and overseas.

### **Membership of the Charity**

- 4) The duly authorised ministers for the time being of the LEP (whether ordained or lay) are Members by virtue of their office.

- 5) Other persons shall be entitled to membership of the Charity if entitled to membership of the LEP in accordance with the provisions of the Schedule.
- 6) The Trustees must keep a register of Members, which must be made available to any Member upon request. The register must record the name, address and denominational affiliation within the LEP of each Member.
- 7) Membership of the Charity shall be terminated if the Member concerned:-
  - a) gives written notice of his or her resignation to the Trustees;
  - b) ceases to be entitled to membership of the LEP (including as a result of any disciplinary procedure conducted by one or more of the Participating Denominations conducted in accordance with paragraph 13 of the Schedule); or
  - c) dies.
- 8) Membership of the Charity is personal and not transferable.

### **Congregational meetings**

- 9) There shall be the following kinds of Congregational Meeting of the Charity:
  - a) Annual Congregational Meetings;
  - b) Ordinary Congregational Meetings;
  - c) Special Congregational Meetings;
- 10) Congregational Meetings shall be convened by or on behalf of the Trustees, either:
  - a) by giving 14 days' (or, in the case of a Special Congregational Meeting, 21 days') notice in writing sent to the addresses recorded for the Members in the register of Members; or
  - b) by giving verbal notice given at each service of public worship held in the LEP on the two Sundays (or, in the case of a Special Congregational meeting, the three Sundays) immediately preceding the date of the Congregational Meeting.
- 11) An Annual Congregational Meeting must be held within 12 months of the adoption of this Constitution and once in every subsequent calendar year.
- 12) The business of an Annual Congregational Meeting is to:
  - a) receive the report of the Trustees on the Charity's activities since the previous Annual Congregational Meeting;
  - b) review the life and witness of the Charity;
  - c) elect Trustees from among the Members by processes that are clear and open;
  - d) receive the accounts of the Charity for the previous financial year;
  - e) appoint an auditor or independent examiner for the Charity; and
  - f) consider any other business put before it by the Trustees.
- 13) An Ordinary Congregational Meeting shall be convened on not less than three occasions in each calendar year in each of the 5 churches.
- 14) The business of an Ordinary Congregational Meeting is to:

- a) review the life and witness of the LEP and its participating churches;
  - b) consider topics relevant to the local and wider witness of the LEP;
  - c) receive reports covering all aspects of the life of the LEP;
  - d) consider matters brought to it by the Trustees, so as to offer advice or guidance (to which the Trustees must have regard), and to indicate support as required;
  - e) help to shape the life, work and vision of the LEP.
- 15) A Special Congregational Meeting may be called at any time by the Trustees and must be called by them within 21 days after receiving a written request from at least one-tenth of the Members for the time being.
- 16) In the case of a Special Congregational Meeting the notice of the meeting must include an indication of the business to be transacted.
- 17) The business of a Special Congregational Meeting shall comprise that referred to in the notice convening it and no other.
- 18) No business shall be conducted at any Congregational Meeting unless at least *one-quarter* of the number of Members for the time being (if greater), are present.
- 19) The chair of the Trustees or (if the chair is unable or unwilling to do so) some other Member elected by those present shall preside at any Congregational Meeting.
- 20) Except as otherwise provided in this Constitution, every issue at a Congregational Meeting shall be determined by a simple majority of votes cast by the Members present and voting.
- 21) Except for the chair of the meeting, who in the case of an equality of votes has a second or casting vote, every Member present in person at any Congregational Meeting is entitled to one vote on every issue.

## Trustees

- 22) The Charity shall be administered and managed by a body of trustees consisting of:
- a) *ex officio* Trustees, being the ministers of the LEP for the time being;
  - b) *up to 2 Elected Trustees per local church* elected at the Annual Congregational Meeting;  
and
  - c) not more than *5* Co-opted Trustees appointed by the Trustees.
- 23) The first Elected Trustees shall be elected at the meeting at which this Constitution is adopted.
- 24) Elected Trustees shall hold office from the end of the Annual Congregational Meeting at which they are elected until the end of the third such meeting after their appointment, but shall be eligible for re-election at that meeting.
- 25) No person may be elected as an Elected Trustee or appointed as a Co-opted Trustee unless he or she:
- a) is a Member;

- b) is aged 18 or above;
  - c) is not disqualified from acting as a Trustee by virtue of section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision); and
  - d) has indicated his or her willingness to serve as a Trustee.
- 26) Co-opted Trustees serve until the end of the next Annual Congregational Meeting following their appointment.
- 27) A Trustee shall cease to hold office if he or she:
- a) is disqualified from acting as a Trustee by virtue of section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - b) ceases to be a Member;
  - c) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - d) resigns as trustee by notice to the Trustees (but only if at least two Trustees will remain in office when the notice of resignation takes effect); or
  - e) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

### **Proceedings of the Trustees**

- 28) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 29) The Trustees must hold at least two meetings in each calendar year.
- 30) At their first meeting after an Annual Congregational Meeting the Trustees shall elect the following officers from amongst their number:
- a) a chair;
  - b) a secretary; and
  - c) a treasurer.
- 31) Any Trustee may request a meeting of the Trustees and the secretary must convene a meeting of the Trustees if requested to do so by a Trustee.
- 32) Questions arising at a meeting must be decided by a majority of votes.
- 33) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 34) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 35) The quorum shall be either:
- a) two or the number nearest to one third of the total number of Trustees, whichever is the greater; or

- b) such larger number as may be decided from time to time by the Trustees.
- 36) 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.
- 37) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act for the purpose of filling vacancies or of calling a Congregational Meeting but for no other purpose.
- 38) The person elected as the chair shall chair meetings of the Trustees.
- 39) If the chair is unable or unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 40) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- 41) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 42) The resolution in writing may comprise several documents, each containing the text of the resolution in like form and each signed by one or more Trustees.
- 43) The Trustees may delegate any of their powers or functions to a committee of two or more persons, all or a majority of whom shall be Trustees, subject to such conditions (if any) as they think fit. All acts and proceedings of any such committee must be reported promptly to the Trustees.
- 44) The Trustees must keep minutes of all:
  - a) appointments of officers and Co-opted Trustees made by the Trustees;
  - b) proceedings at Congregational Meetings; and
  - c) meetings of the Trustees and committees of the Trustees, including:
    - i) the names of the Trustees or committee members present at the meeting;
    - ii) the decisions made at the meeting; and
    - iii) where appropriate, the reasons for the decisions.

### **Accounting and reporting**

- 45) The Trustees must comply with their obligations under charity law with regard to:
  - a) the keeping of accounting records for the Charity;
  - b) the preparation of annual statements of account for the Charity;
  - c) the transmission of the statements of account to the Charity; and
  - d) the preparation of an Annual Report and an Annual Return and their submission to the Charity Commission.

## **Powers of Trustees**

46) In order to further the purpose of the Charity the Trustees may:

- a) raise funds, provided that in doing so the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- b) apply for and accept grants and provide security in respect of obligations under grant agreements;
- c) buy, take on lease or in exchange, hire or otherwise acquire any property and maintain and equip it for use;
- d) where the Charity owns property, sell, lease or otherwise dispose of all or any part of the property, subject to such consents as are required by law;
- e) borrow money and charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed, subject to such consents as are required by law;
- f) co-operate with other charities, voluntary bodies and statutory authorities and exchange information and advice with them;
- g) establish or support any charitable trusts, associations or institutions formed for any purpose connected with the purpose of the Charity;
- h) acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any purpose connected with the purpose of the Charity;
- i) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- j) obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- k) open and operate such bank and other accounts as the Trustees consider necessary and invest funds and delegate the management of funds 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; and
- l) do all such other lawful things as are necessary for the achievement of the purpose of the Charity.

## **Application of funds**

47) The Trustees shall pay out of the income and property of the Charity all the proper costs and expenses of administering the Charity.

## **Trustee benefits**

48) No Trustee or any person connected with a Trustee may receive from the Charity any payment of money or other material benefit (whether direct or indirect) except by way of:

- a) reasonable remuneration or stipend paid to any Trustee who is a minister of the LEP;
- b) reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
- c) interest at a reasonable rate on money lent to the Charity;
- d) a reasonable rent or hiring fee for property let or hired to the Charity;
- e) an indemnity in respect of any liabilities properly incurred in or about the administration of the Charity (including the costs of a successful defence to criminal proceedings);

- f) benefits received by the Trustee as a Member where such benefits are no different in nature or extent from those received by other Members; and
  - g) payment for employment or services authorised under clause 49.
- 49) The Trustees may employ, or engage under a contract for services, such of their number or any person connected to a Trustee as they may determine provided that:
- a) the procedure set out in clause 50 is followed;
  - b) the Trustees are satisfied that it is in the interests of the Charity to employ or engage under a contract for services (as the case may be) the Trustee or connected person concerned;
  - c) the Trustees are satisfied that the terms of employment or engagement are reasonable and will be subject to regular and objective review; and
  - d) at no time may a majority of Trustees benefit directly or indirectly from payments made under this clause.
- 50) Whenever a Trustee or a person connected to a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or any committee, the Trustee or connected person concerned must:
- a) declare an interest before discussion on the matter begins;
  - b) withdraw from the meeting for that item unless expressly invited by the chair to remain solely in order to provide information;
  - c) not be counted in the quorum during that part of the meeting; and
  - d) withdraw during the vote and have no vote on the matter.
- 51) For the purpose of clauses 48 to 50 a person is connected with a Trustee if that person is:
- a) a child, parent, grandchild, grandparent, brother or sister of the Trustee; or
  - b) a spouse, civil partner or co-habitee of the Trustee or of any person falling within (a) above.

### **Investment**

- 53) Funds which are not required for immediate use must be placed on deposit or invested.
- 54) Investments and other property of the Charity may be held:
- a) in the names of the Trustees;
  - b) in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting on their instructions;
  - c) in the name of a trust corporation as a holding trustee for the Charity which must be appointed (and may be removed) by deed executed by the Trustees; or
  - d) in the case of land, by the Official Custodian for Charities under an order of the Charity Commission or the Court.

### **Amendment of Constitution**

- 55) This Constitution (including the Schedule) may be amended at either a General or a Special Congregational Meeting provided that:
- a) No amendment may be made to this clause that would have the effect of making the Charity cease to be a charity at law or altering the purpose of the Charity if the change would not be within the reasonable contemplation of the Members;
  - b) Clauses 48 to 51 may not be amended without the prior written consent of the Charity Commission;
  - c) Members are given 21 days' notice and resolve by not less than two-thirds majority of the Members present and voting; and
  - d) the resolution receives the approval of the Sponsoring Body and of the appropriate authority of each of the Participating Denominations.
- 56) A copy of any resolution amending this Constitution must be sent to the Charity Commission within 21 days of its being passed.

### **Dissolution of Charity**

- 57) The Charity may be dissolved only with the approval of the Sponsoring Body, and the appropriate authority of each of the Participating Denominations.
- 58) If the members resolve to dissolve the Charity the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with the provisions of this Constitution.
- 59) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- 60) The Trustees must apply any remaining property or money:
- a) directly for the purpose of the Charity;
  - b) by transfer to any charity or charities for purposes the same as, or similar, to the purpose of the Charity; or
  - c) in such other manner as the Charity Commission may approve in writing in advance.
- 61) The Members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity, in which event the Trustees must comply with the resolution if it is consistent with clause 60.
- 62) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity.
- 63) The Trustees must notify the Charity Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Charity Commission the Charity's final accounts.