

**LANSDOWNE BAPTIST CHURCH BOURNEMOUTH**

**CONSTITUTION**

We certify this to be the Constitution adopted by the members of Lansdowne Baptist Church  
Bournemouth at a general meeting of the members held on the 8<sup>th</sup> of July 2014  
and approved by the Charity Commission on 16<sup>th</sup> September 2014

Chairman: ...Peter G Baker.....Trustee: ...Mike Reynolds.....

## **1. Name**

- 1.1 The name of the Charitable Incorporated Organisation (“the Church”) is LANSDOWNE BAPTIST CHURCH BOURNEMOUTH

## **2. National location of principal office**

- 2.1 The principal office of the Church is in England

## **3. Purposes**

The purposes of the Church are:

- 3.1.1 the advancement of the Christian faith in accordance with the Basis of Faith primarily but not exclusively within Bournemouth and the surrounding neighbourhood; and
- 3.1.2 such other charitable purposes as shall, in the opinion of the charity trustees, further the work of the Church.
- 3.2 Nothing in this constitution shall authorise an application of the property of the Church for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

## **4. Powers**

- 4.1 The Church has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. Without limitation, this includes the powers set out in the non-exhaustive list below:
- 4.1.1 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;
- 4.1.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.3 sell, lease or otherwise dispose of all or any part of the property belonging to the Church with or without payment, provided that, in the exercise of such power, the Church complies as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.1.4 employ and remunerate such staff 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 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- 4.1.5 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.

## **5. Application of income and property**

- 5.1 The income and property of the Church must be applied solely towards the promotion of the purposes of the Church.
  - 5.1.1 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.
  - 5.1.2 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.
- 5.2 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:
  - 5.2.1 benefit from the Church as a beneficiary of the Church;
  - 5.2.2 reasonable and proper remuneration for any goods or services supplied to the Church.
- 5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

## **6. Benefits and payments to charity trustees and connected persons**

- 6.1 Any office holder appointed in accordance with the Church Rules and any employee of the Church may receive reasonable compensation for carrying out their duties as office holders and/or employees notwithstanding that they are or may be a charity trustee of the Church or a connected person to a charity trustee.
- 6.2 Any office holder or employee receiving benefit pursuant to clause 6.1 (or any charity trustee where the office holder or employee directly receiving benefit pursuant to clause 6.1 is a connected person in relation to him/her) must be absent from the part of any meeting at which the terms of stipend or (where applicable) employment of the office holder or employee in question or the performance of his or her duties or (where applicable) any matter in connection with his or her employment is being discussed or determined and must not vote on any such matter. However, in relation to discussions concerning the performance of his or her duties the office holder or employee in question shall have the opportunity to address the meeting and respond to any points of concern that are raised.
- 6.3 In addition to the provisions of clause 6.1 any charity trustee or a connected person of a charity trustee may receive reasonable and proper remuneration for goods or services provided to the Church provided that:-
  - 6.3.1 the goods or services shall actually be required by the Church;

- 6.3.2 the charity trustee shall have fully disclosed to the other charity trustees the interest which he or she may have in and any benefit which he or she may derive either directly or indirectly from the supply of goods or services;
  - 6.3.3 the charity trustee or connected person shall not be present at or take part in any discussion relating to nor vote upon any matter connected with the supply of such goods or services; and
  - 6.3.4 the arrangements shall be approved by a majority of the other charity trustees who must be satisfied that it is to the advantage of the Church to employ or contract with the charity trustee or connected person in question rather than someone who has no connection with the Church.
- 6.4 At no time may a majority of charity trustees benefit directly or indirectly from payments made under clause 6.1 or clause 6.3. Where a payment to a connected person would represent an indirect benefit to the charity trustee and such payment would cause the number of charity trustees benefiting under clause 6.1 or clause 6.3 to be a majority of the charity trustees then the prior written consent of the Charity Commission to the proposed payment must be obtained.
- 6.5 Any other payments to a charity trustee or connected person or arrangements involving the acquisition by a charity trustee or connected person for his or her own benefit of property belonging to the Church require the prior written approval of the Charity Commission unless authorised under statute from time to time.
- 6.6 For the avoidance of doubt nothing in this clause shall prevent reimbursement to the charity trustees or connected person of reasonable and proper out of pocket expenses incurred in carrying out their duties and the reimbursement of the costs of purchases made on behalf of the Church, where such purchases have the prior authorisation of the charity trustees.

## **7. Conflicts of interest and conflicts of loyalty**

A charity trustee must:

- 7.1 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
- 7.2 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).

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.

## **8. 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.

## **9. Membership of the Church**

### **9.1 Admission of new members**

#### **9.1.1 Eligibility**

Membership of the Church is open to anyone who professes the Christian faith in accordance with the Basis of Faith, has satisfied such other requirements as have been specified in the Church Rules and who in his or her application for membership has indicated his or her agreement to become a member and to accept the duty of members set out in clause 9.3.

Corporate bodies may not be members of the Church. A member must be an individual.

#### **9.1.2 Admission procedure**

The charity trustees shall follow the procedure for the admission of members as set in the Church Rules and must ensure that an accurate register of members is maintained at all times.

### **9.2 Transfer of membership**

Membership of the Church cannot be transferred to anyone else.

### **9.3 Duty of members**

It is the duty of each member of the Church to exercise his or her powers as a member of the Church in the way he or she decides in good faith would be most likely to further the purposes of the Church.

### **9.4 Termination of membership**

#### **9.4.1 Membership of the Church comes to an end if :**

9.4.1.1 the member dies;

9.4.1.2 the member sends a notice of resignation to the charity trustees; or

9.4.1.3 a person's membership is terminated in accordance with the provisions for Church discipline set out in the Church Rules; or

9.4.1.4 in the case of a Minister (including a Minister in training) and their spouse upon the termination of their appointment unless their membership is continued as provided for in the Rules

9.4.2 The provisions for Church discipline contained in the Church Rules shall include provisions setting out that no resolution to remove a person (“P”) from membership or to impose any other disciplinary measure as referred to in the Rules on P as a member shall be effective unless:

9.4.2.1 prior to making any decision to remove P from membership or impose any other disciplinary measure as referred to in the Rules on P as a member the Charity Trustees have, at a duly constituted meeting of the Charity Trustees (“the Meeting”), considered whether or not P should be removed from membership or should be subject to such other disciplinary measure(s) as the Trustees consider appropriate and have taken into account the representations referred to below;

9.4.2.2 the Charity Trustees have given P 21 clear days’ notice of the Meeting, informing P of the reasons why his or her removal from membership or the imposition of any other disciplinary measure as referred to in the Rules on P as a member is being considered, inviting P to make representations to the Charity Trustees (prior to or at the Meeting) as to why he or she should not be removed from membership or be subject to any other disciplinary measure; and

9.4.2.3 the charity trustees have allowed P, or P’s representative, to make those representations in person at the Meeting if P so chooses.

## 9.5 Informal or associate (non-voting) membership

9.5.1 The Church Rules may contain provisions for associate or other classes of non-voting membership, and may set out the rights and obligations of any such members, and the conditions for admission to, and termination of membership of any such class of members.

9.5.2 Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

## 10 Members’ decisions

### 10.1 General provisions

All decisions of the members of the Church shall be taken by vote at a general meeting as provided in clause 10.2.

### 10.2 Taking ordinary decisions by vote

Subject to clause 10.3, any decision of the members of the Church may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting

### 10.3 Decisions that must be taken in a particular way

- 10.3.1 Any decision to amend this constitution must be taken in accordance with clause 27 of this constitution (Amendment of Constitution).
- 10.3.2 Any decision to wind up or dissolve the Church must be taken in accordance with clause 28 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.
- 10.3.3 Where the Standing Orders or Church Rules cover specific decisions of the members of the Church, the Standing Orders or Church Rules may provide that such decisions shall require a majority that is greater than a simple majority of votes cast.

## **11 General meetings of members**

### **11.1 Types of general meeting**

11.1.1 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, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.

11.1.2 Other general meetings of the members of the Church may be held at any time.

11.1.3 All general meetings must be held in accordance with this clause 11.

### **11.2 Calling general meetings**

11.2.1 The charity trustees:

11.2.1.1 must call the annual general meeting of the members of the Church in accordance with clause 11.1.1 and identify it as such in the notice of the meeting; and

11.2.1.2 may call any other general meeting of the members at any time.

11.2.2 The charity trustees must, within 21 days, call a general meeting of the members of the Church if :

11.2.2.1 Subject to paragraph 11.2.2.3 they receive a request in writing to do so from at least 10% of the members of the Church; and

11.2.2.2 the request states the general nature of the business to be dealt with at the meeting, and is signed by the members making the request.

11.2.2.3 if the request for the meeting and the nature of the business relate to the termination of the appointment of the Senior Minister or any other Minister the request must come from at least 25% of the members of the Church

11.2.3 If, at the time of any such request, there has not been any general meeting of the members of the Church for more than 12 months, then clause 11.2.2.1 shall have effect as if 5% were substituted for 10%.

11.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting, in which case, subject to clause 11.2.5 and clause 11.3.4, the charity trustees must include those particulars in the notice calling the meeting.

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

11.2.6 Any general meeting called by the charity trustees at the request of the members of the Church must be held within 42 days from the date on which it is called.

11.2.7 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

11.2.8 A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

11.2.9 The Church must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Church shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

### 11.3 Notice of general meetings

11.3.1 The charity trustees, or, as the case may be, the relevant members of the Church, must give at least 42 clear days' notice of any general meeting to all of the members, and to any charity trustee of the Church who is not a member.

11.3.2 If it is agreed by not less than 90% of all members of the Church present at the meeting, any resolution may be proposed and passed at the meeting even though the requirements as to the notice periods contained in clauses 11.3.1, 11.3.4 and 11.3.5 have not been met. This sub-clause does not apply where a specified period of notice is strictly required by any other clause in this constitution, by the Charities Act 2011 or by the General Regulations.

11.3.3 The notice of any general meeting must:

**11.3.3.1** state the time and date of the meeting:



11.3.3.2 give the address at which the meeting is to take place;

11.3.3.3 give details of the general nature of the business to be dealt with at the meeting

11.3.4 No resolution may be put before any General Meeting by a member without the consent of the charity trustees or the written support of 10% of the members or 25% of the members if it relates to the termination of the appointment of the Senior Minister or any other Minister and in the case of a resolution proposed by a member notice of the resolution and the written consent of the required percentage of the members must be given to the charity trustees at least 28 days before the General Meeting. The reference to a General Meeting in this clause includes the Annual General Meeting.

11.3.5 The Charity Trustees must give at least 14 clear days notice of

11.3.5.1 any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;

11.3.5.2 if a proposal to alter the constitution of the Church is to be considered at the meeting include the text of the proposed alteration;

11.3.6 The Charity Trustees must include, with the notice for the AGM, a summary of the annual statement of accounts and trustees' annual report.

11.3.7 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.

11.3.8 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Church or because of the failure of the member to provide the Church with an up to date address.

11.3.9 A member may obtain a full copy of the annual statement of accounts by requesting a copy from the Treasurer at any time between the receipt of the summary referred to in sub clause 11.3.6 and the day before the Annual General Meeting.

#### 11.4 Chairing of general meetings

The person nominated as chair by the charity trustees under clause 18.2.1 shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Church who are present at a general meeting shall elect a chair to preside at the meeting.

#### 11.5 Quorum at general meetings

11.5.1 No business may be transacted at any general meeting of the members of the Church unless a quorum is present when the meeting starts.

- 11.5.2 Subject to the following provisions, the quorum for general meetings shall be 20% of members.
- 11.5.3 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. In such circumstances, unless the circumstances are as set out at clause 11.2.3, the members who requested or called the meeting shall not, within the 12 month period commencing on the date of the meeting, be entitled to request a further meeting to deal with business that is substantially the same as the business for which the meeting was called.
- 11.5.4 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's members at least seven clear days before the date on which it will resume.
- 11.5.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 11.5.6 If at any time during the 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.
- 11.6 Voting at general meetings
- 11.6.1 Any decision other than one falling within clause 10.3 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- 11.6.2 A poll shall be taken on each resolution where two or more members request that a poll is held in accordance with clause 11.6.4, and on each resolution for which the chair directs that there should be a poll. Every poll shall be taken at the meeting at which the resolution subject to the poll was put to the vote.
- 11.6.3 Polls do not need to be in writing. Polls may be conducted by counting the number hands raised for and against a resolution or by any other means which allows the number of votes cast for or against the resolution to be recorded.
- 11.6.4 All decisions not requiring a poll shall be decided by a show of hands, i.e. a vote in which members raise their hands to vote for or against the resolution, but the actual number of votes are not counted because it is clear from the show of hands whether or not the resolution has been carried. If any Church member requests that the votes cast on a show of hands be counted, a poll shall be carried out in accordance with clause 11.6.3 if at least one other member seconds the request.

- 11.6.5 In the event of an equality of votes, the resolution shall not be passed
- 11.6.6 A secret ballot may be held at a general meeting on any resolution at the insistence of the charity trustees, the chair of the meeting or of 20% of the Church members present at the meeting in person. Members will be issued with a separate ballot paper for each resolution subject to a secret ballot. The chair will appoint at least two members (the number to be at the chair's discretion) to collect and count the ballot papers in such a manner that preserves the anonymity of the votes cast. The members counting the votes shall be permitted to vote. No further business shall be conducted until the votes have been counted and reported to the chair of the meeting who will then announce the result of the ballot. There shall be a recount by two other members appointed by the chair in respect of any resolution subject to a secret ballot where, on the first count, the number of votes cast in favour of the resolution is less than five percentage points higher than the percentage threshold required for the resolution to be passed. A maximum of one recount may be carried out in respect of each resolution that is subject to a secret ballot. In every secret ballot, the number of votes cast for and against the resolution shall be recorded in the minutes of the meeting.
- 11.6.7 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.
- 11.6.8. No postal votes shall be allowed at any General Meeting or Annual General Meeting

## 11.7 Adjournment of meetings

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.

## 12 Charity trustees

### 12.1 Functions and duties of charity trustees

- 12.1.1 The charity trustees shall have the general control and management of the administration of the Church and may for that purpose exercise all the powers of the Church subject to the provisions contained in this constitution and the Church Rules.
- 12.1.2 When exercising any power in controlling or managing the administration of the Church each of the charity trustees must exercise his or her powers in the way he or she decides in good faith would be most likely to further the purposes of the Church and must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have ("the duty of care").

12.1.3 No charity trustee and no-one exercising any powers or responsibilities that have been delegated by the charity trustees shall be liable for any act or failure to act unless, in acting or failing to act, he or she has failed to discharge the duty of care.

## 12.2 Eligibility for trusteeship

12.2.1 Every charity trustee must be a natural person.

12.2.2 No one may be appointed as a charity trustee:

12.2.2.1 if he or she is under the age of 16 years; or

12.2.2.2 if he or she would automatically cease to hold office under the provisions of clause 14.1.6.

12.2.3 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.

12.2.4 At least one of the trustees of the Church must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

## 12.3 Number of charity trustees

12.3.1 There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or call a general meeting of the members as referred to in and for the purpose set out in clause 12.4.4.

12.3.2 There is no maximum number of charity trustees that may be appointed to the Church.

## 12.4 Appointment of charity trustees

12.4.1 Subject to the provisions of this clause and clause 12.2, the charity trustees of the Church are the persons appointed to the offices set out below in accordance with the Church Rules

- The Senior Minister;
- Elders; and
- Treasurer

12.4.2 The names of the first charity trustees of the Church are: –

Peter Glyn Baker – Senior Minister

Kenneth David Crawford Cook – Elder

Keith Bruce McKay – Elder

Michael John Reynolds – Elder

Beverley Edward Savage – Elder

Jonathan Mark Adams - Treasurer

12.4.3 Any person who has been appointed to one of the offices set out 12.4.1 who ceases to be eligible to be a charity trustee may, by resolution of the members of the Church, continue to hold that office without being a charity trustee, provided that such person ceases to be involved in the general control and management of the administration of the Church.

12.4.4 Where the number of people filling the offices specified in Rule 12.4.1 is less than three the charity trustees shall call a general meeting and members of the Church shall elect as many acting charity trustees as required to ensure that the number of charity trustees is greater than three and to ensure that the provisions of clause 6 (Benefits and payments to charity trustees and connected persons) are followed. An acting charity trustee has the same responsibilities and powers as a charity trustee. However, an acting charity trustee shall cease to be a charity trustee as soon as the number of people filling the offices specified in clause 12.4.1 reaches three unless his or her retirement would cause the provisions of clause 6 to be breached. Further, every person who is appointed as an acting charity trustee shall cease to hold office as a charity trustee 6 months after he or she is appointed, but may be reappointed by the members of the Church if required to ensure that there is always a minimum of three charity trustees.

### **13 Information for new charity trustees**

13.1 The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

13.1.1 a copy of this constitution and any amendments made to it; and

13.1.2 a copy of the Church's latest trustees' annual report and statement of accounts.

### **14 Retirement and removal of charity trustees**

14.1 A charity trustee ceases to hold office if he or she:

14.1.1 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);

- 14.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- 14.1.3 dies;
- 14.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 14.1.5 ceases, in accordance with the Church Rules, to hold the office specified at clause 12.4.1 that makes him or her a charity trustee; or
- 14.1.6 is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision), unless such disqualification is waived by the Charity Commission pursuant to Section 181 of the Charities Act 2011.

## **15. Reappointment of charity trustees**

- 15.1 Any person who retires as a charity trustee by giving notice to the Church is eligible for reappointment.

## **16 Delegation by charity trustees**

- 16.1 The charity trustees may delegate day-to-day matters to individuals or committees, including powers to commit the Church to a course of action. The power of delegation in this clause 16.1 does not authorise the delegation of matters affecting the general control and management of the administration of the Church. The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers under this sub-clause.
- 16.2 Subject to clause 16.4, the charity trustees may delegate any of their powers or functions relating to the general control and management of the administration of the Church 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.
- 16.3 The powers in this clause are in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees.
- 16.4 The power at clause 16.2 is subject to the following requirements –
  - 16.4.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee who has been appointed in accordance with clause 12.4 prior to the establishment of the committee;
  - 16.4.2 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

- 16.4.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **17 Taking of decisions by charity trustees**

- 17.1 Subject to clause 17.4 the charity trustees must exercise their powers jointly, at properly convened meetings.
- 17.2 Subject to clause 17.4, any matter requiring a decision of the charity trustees shall require a simple majority of those present and voting at a properly convened meeting.
- 17.3 In the event of an equality of votes the resolution shall be carried forward to the next meeting and if on that occasion there is an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.
- 17.4 The charity trustees may, in standing orders, provide that certain decisions may be taken by resolution, in writing or electronic form, agreed by all of the charity trustees who would be permitted to vote on such resolution at a meeting 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.

## **18 Meetings and proceedings of charity trustees**

### **18.1 Calling meetings**

- 18.1.1 The charity trustees must hold at least 4 meetings in each 12 month period.
- 18.1.2 Meetings shall require at least 10 days' notice unless all of the charity trustees agree to a meeting being convened on shorter notice.
- 18.1.3 The chairman or any 2 of the charity trustees may call a meeting at any time.

### **18.2 Chairing of meetings**

- 18.2.1 The charity trustees must elect one of their number to be chair of their meetings and shall determine the period for which the person so elected is to continue as chair.
- 18.2.2 The charity trustees present at a meeting must elect one of their number to chair that meeting if the chairman is not present, does not wish to act or the office of chairman is vacant.

### **18.3 Quorum**

No business may be transacted at a meeting of the charity trustees unless there are present at least one-half of the charity trustees for the time being or three charity trustees, whichever shall be the greater. A charity trustee shall not be counted in the quorum

present when any decision is made about a matter upon which he or she is not entitled to vote.

#### 18.4 Recording Of Meetings

The charity trustees must keep proper written minutes of their meetings.

#### 18.5 Participation in meetings by electronic means

18.5.1 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.

18.5.2 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.

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

### 19 Saving provisions

19.1 Subject to clause 19.2 all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

19.1.1 who was disqualified from holding office;

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

19.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

19.2 Clause 19.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 19.1, the resolution would have been void, or if the charity trustee has not complied with clause 6 (Conflicts of interest).

### 20 Execution of documents

20.1 The Church shall execute documents and deeds by signature.

20.2 A document is validly executed by signature if it is signed by at least two of the charity trustees or in such other manner as set out from time to time in standing orders made pursuant to clause 25.



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

## **21 Use of electronic communications**

### 21.1 General

- 21.1.1 The Church will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

21.1.1.1 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;

21.1.1.2 any requirements to provide information to the Commission in a particular form or manner.

### 21.2 To the Church

- 21.2.1 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.

### 21.3 By the Church

- 21.3.1 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.

21.3.2 The charity trustees must send communications in hardcopy form to any member or charity trustee who has not consented to receive communications in electronic form.

## **22 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.

## **23 Minutes**

- 23.1 The charity trustees must keep minutes of all:

23.1.1 appointments of officers made by the charity trustees;

23.1.2 proceedings at general meetings of the Church;

- 23.1.3 meetings of the charity trustees and committees of charity trustees including:
  - 23.1.3.1 the names of the trustees present at the meeting;
  - 23.1.3.2 the decisions made at the meetings; and
  - 23.1.3.3 where appropriate the reasons for the decisions;
- 23.1.4 decisions made by the charity trustees otherwise than in meetings.

## **24 Accounting records, accounts, annual reports and returns, register maintenance**

- 24.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, 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.
- 24.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Church entered on the Central Register of Charities.

## **25 Standing Orders**

- 25.1 Subject to clause 25.4
  - 25.1.1 the charity trustees may from time to time make, alter, add to or repeal standing orders for the proper regulation of the affairs of the charity trustees and the regulation of matters which have been delegated by the charity trustees including functions, powers and decision making; and
  - 25.1.2 the Church members in general meeting may alter, add to or repeal the standing orders.
- 25.2 The charity trustees must adopt such means as they think sufficient to bring the standing orders to the notice of Church members.
- 25.3 Standing orders are binding on all Church members and charity trustees.
- 25.4 No standing order may be inconsistent with or may affect or repeal anything in the constitution or the Church Rules.

## **26 Disputes**

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.

## **27 Amendment of constitution**

- 27.1 This constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Church.
- 27.2 Any alteration of clause 3 (Purposes), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Church or persons connected with them, requires the prior written consent of the Charity Commission.
- 27.3 No amendment to the Basis of Faith shall be made without a resolution passed at a Church members' meeting by at least 80% of all members present at the general meeting approving the amendment. Prior to making any amendment to the Basis of Faith, the Church shall take advice on whether or not the proposed change would constitute an alteration of the Church's purposes requiring the prior written consent of the Charity Commission
- 27.4 The specifying of charitable purposes by the charity trustees in accordance with clause 3.1.2 does not constitute an amendment to the constitution.
- 27.5 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 27.6 A copy of any resolution altering the constitution, together with a copy of the Church's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## **28 Voluntary winding up or dissolution**

- 28.1 As provided by the Dissolution Regulations, the 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:
- 28.1.1 at a general meeting of the members of the Church called in accordance with clause 11 (Church Members' meeting), of which not less than 42 days' notice has been given to those eligible to attend and vote:
- 28.1.1.1 by a resolution passed by a 75% majority of those voting, or
- 28.1.1.2 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting.
- 28.2 Subject to the payment of all the Church's debts:
- 28.2.1 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.

- 28.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Church shall be applied.
  - 28.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Church.
- 28.3 The Church must observe the requirements of the Dissolution Regulations in applying to the Commission for the Church to be removed from the Register of Charities, and in particular:
- 28.3.1 the charity trustees must send with their application to the Commission:
    - 28.3.1.1 a copy of the resolution passed by the members of the Church;
    - 28.3.1.2 a declaration by the charity trustees that any debts and other liabilities of the Church have been settled or otherwise provided for in full; and
    - 28.3.1.3 a statement by the charity trustees setting out the way in which any property of the Church has been or is to be applied prior to its dissolution in accordance with this constitution;
  - 28.3.2 the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Church, and to any charity trustee of the Church who was not privy to the application.
- 28.4 If the Church is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## 29 Interpretation

In this constitution:

- 29.1 “**Basis of Faith**” means the doctrinal basis of the Church set out at Appendix 1
- 29.2 “**charity trustee**” means a person who has been appointed as a charity trustee of the Church in accordance with this constitution.
- 29.3 “**Church Rules**” means the rules adopted by the members of the Church governing the internal practices of the Church as may from time to time be amended in accordance with their terms.
- 29.4 “**connected person**” means:
  - 29.4.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
  - 29.4.2 the spouse or civil partner of the charity trustee or of any person falling within clause 29.4.1;

- 29.4.3 a person carrying on business in partnership with the charity trustee or with any person falling within clause 29.4.1 or 29.4.2;
- 29.4.4 an institution which is controlled –
- 29.4.4.1 by the charity trustee or any connected person falling within clause 29.4.1, 29.4.2 or 29.4.3
- 29.4.4.2 by two or more persons falling within clause 29.4.4.1, when taken together
- 29.4.5 a body corporate in which –
- 29.4.5.1 the charity trustee or any connected person falling within clauses 29.4.1 to 29.4.3 has a substantial interest; or
- 29.4.5.2 two or more persons falling within clause 29.4.5.1, who, when taken together, have a substantial interest.
- (N.B. Section 118 of the Charities Act 2011 applies a different definition to “connected person” for the purpose of dispositions of land belonging to charities).
- 29.5 The “**Communications Provisions**” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
- 29.6 “**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 29.7 “**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.
- 29.8 A “**poll**” means a counted vote, in which the actual number of votes cast for and against the resolution are counted to determine whether or not the resolution has been carried.
- 29.9 A “**ballot**” means a poll in which the people voting cast their votes in writing on a ballot slip.

## **Appendix 1**

### **Basis of Faith**

#### 1. God

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

#### 2. The Bible

God has revealed himself in the Bible, which consists of the Old and New Testaments alone. Every word was inspired by God through human authors, so that the Bible as originally given is in its entirety the Word of God, without error and fully reliable in fact and doctrine. The Bible alone speaks with final authority and is always sufficient for all matters of belief and practice.

#### 3. The Human Race

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

#### 4. The Lord Jesus Christ

The Lord Jesus Christ is fully God and fully man. He was conceived by the Holy Spirit, born of a virgin, and lived a sinless life in obedience to the Father. He taught with authority and all his words are true. On the cross he died in the place of sinners, bearing God's punishment for their sin, redeeming them by his blood. He rose from the dead and in his resurrection body ascended into heaven where he is exalted as Lord of all. He intercedes for his people in the presence of the Father.

#### 5. Salvation

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

#### 6. The Holy Spirit

The Holy Spirit has been sent from heaven to glorify Christ and to apply his work of salvation. He convicts sinners, imparts spiritual life and gives a true understanding of the Scriptures. He

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

## 7. The Church

The universal Church is the body of which Christ is the head and to which all who are saved belong. It is made visible in local churches, which are congregations of believers who are committed to each other for the worship of God, the preaching of the Word, the administering of Baptism and the Lord's Supper; for pastoral care and discipline, and for evangelism. The unity of the body of Christ is expressed within and between churches by mutual love, care and encouragement. True fellowship between churches exists only where they are faithful to the gospel.

## 8. Baptism and the Lord's Supper

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

## 9. The Future

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

**LANSDOWNE BAPTIST CHURCH BOURNEMOUTH**  
**CHURCH RULES**

We certify this to be the Church Rules adopted by the members of Lansdowne Baptist Church  
Bournemouth at a meeting of the members held on the 8<sup>th</sup> of July 2014

Chairman: ...Peter G Baker..... Trustee: ...Mike Reynolds.....



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#### **Appendix I Basis of Faith**

## **Principles for Charity Purposes**

### *The Church Constitution*

The Church is established as a Charitable Incorporated Organisation under a constitution dated 8<sup>th</sup> July 2014 (“the Constitution”) which contains the main legal provisions governing the Church, its purposes and Basis of Faith, and its powers. Under the Constitution, the people with the responsibility for the general control and management of the administration of the Church are known as the Charity Trustees and in our case are the Senior Minister, the Elders and the Treasurer.

### *The Church Rules*

These Rules set out the practices of the Church and its method of internal governance, none of which are contrary to any of the provisions of the Constitution.

These Rules were initially adopted by the Members on 8 July 2014. Any amendments since that date will have been approved as provided for under Rule 2.13. Any new Member, including any Minister and their spouse, must confirm in writing their wholehearted agreement to the Basis of Faith and acceptance of the provisions of these Rules before their admission to membership.

## **Part 1 – Church Practices and Ethical Statements**

### **1.1 Introduction to Church Practices**

The Basis of Faith sets out matters that we believe all Christian believers should be able to accept wholeheartedly and a person can only become a member of the Church if they have indicated that they do accept those beliefs. We recognise that there are a number of other issues over which genuine Christian believers may take different views. This section of the Church Rules sets out the practices of the Church in a number of areas where Christians may take different views.

1.1.1 **Baptism** - the Members of the Church agreed, in adopting these Rules, that Church membership is open to those who have been baptised as believers or whose infant baptism was confirmed by their later personal faith in Jesus Christ. The mode of baptism to be practised by this Church is that of believer's baptism, normally by immersion.

1.1.2 **Communion** - the Members of the Church agreed in adopting these Rules that the ordinance of Communion will normally be observed twice monthly or more frequently as is considered appropriate by the Eldership. All believers are invited to accept the elements providing they are walking in fellowship with the Lord Jesus and in good standing with their home church.

### **1.2 Introduction to Ethical Statements**

The matters covered in this section set out how the beliefs contained in the Basis of Faith apply in relation to ethical matters.

1.2.1 **Marriage** - the Members of the Church agreed in adopting these Rules that in the understanding and application of the statement about the Bible in the Basis of Faith marriage is between one man and one woman (Genesis 2:24, Matthew 19:4-6, Ephesians 5:31-33) and that all sexual practices outside of that marriage union are wrong in God's sight.

### **1.3 Amendments**

1.3.1 Amendments to this Part 1 of these Rules shall only be permitted where the provisions of Rule 2.13 have been satisfied.

## **Part 2 - Rules for the Internal Governance of the Church**

### **2.1 Members and Membership**

- 2.1.1 Rule 2.1 comprises the membership requirements of the Church Rules referred to in the Constitution.
- 2.1.2 Members of the Church shall be those persons who have confirmed in writing, or other means permitted by the Charity Trustees, their unreserved agreement to the Basis of Faith and their acceptance of the Constitution and these Rules in their entirety (including the duty of members referred to in the Constitution) and whose membership has been approved and has not been suspended or terminated, all in accordance with the provisions of this Rule 2.1.
- 2.1.3. Membership brings with it certain privileges and responsibilities. The privileges are identified as membership of the local Body of Christ in all its work and worship, the benefit of pastoral care and making a contribution to helping the church to move forward in fulfilling its Biblical role in the local community. The obligations of membership are to submit to the authority and leadership of the Charity Trustees and the Eldership in accordance with the provisions of these Rules and the Constitution, to participate in the work of the Church and its activities, to attend meetings regularly, to bear each other up before the Lord in prayer, and to share in giving to the financial needs of the Church.

#### Full Membership

- 2.1.4 A Full Member is a person who is admitted to membership through the procedure set out in paragraph 2.1.5 below or those specified in paragraphs 2.1.6 and 2.1.7 below. Any reference to a “member” in these Rules and the Constitution shall mean and be limited to a full member unless otherwise stated.
- 2.1.5 A person who is 16 years or over and who has attended the Church for a period of 6 months or more is eligible to apply for membership. It will be necessary to demonstrate that they are not a member of any body or organisation whose doctrine or practices are deemed to be incompatible with the Church’s Basis of Faith, its Constitution or Rules. Such a person may apply to the Charity Trustees to become a Member of the Church by submitting a completed and signed application form to the Charity Trustees. Upon receipt of that application and upon the Charity Trustees agreeing to allow the application to proceed the following procedure will apply:
- 2.1.5.1 the Charity Trustees shall within 14 days after their decision to allow the application to proceed give details of the application to all existing members; and
- 2.1.5.2 two members delegated by the Charity Trustees will arrange to interview the prospective member(s).
- 2.1.5.3 upon receipt of the members’ report the Charity Trustees will consider the application and decide whether or not to approve it. If the Charity Trustees approve the application they will notify all the other members of the details of the new member within 28 days after their decision.
- 2.1.6 The Charity Trustees named in clause 12.4.2 of the Constitution are the original members.
- 2.1.7 Immediately upon the registration of the Church by the Charity Commission every person who was a member, associate member or student member of Lansdowne Baptist Church as an unincorporated association (charity number 1139811) on the date of such registration shall

automatically become respectively a full member, an associate member or student member of the Church upon providing to the Charity Trustees a completed and signed membership application form without the need to comply with the balance of the above requirements and without the Charity Trustees having to make any decision on the application. It is a condition of this particular provision that the application form must be received by the Charity Trustees within 12 months from the date of the registration of the Church by the Charity Commission – the Charity Trustees may in their absolute discretion extend this period of time.

- 2.1.8 Any Minister, including a Minister in Training, and, if applicable, their spouse shall become Members immediately on the taking up of their appointment as Minister subject to them having confirmed in writing (or other means permitted by the Charity Trustees) their unreserved agreement to the Basis of Faith and their acceptance of the Constitution and these Rules in their entirety (including the duty of members referred to in the Constitution).
- 2.1.9 The Charity Trustees may in their absolute discretion refuse or defer an application for membership.
- 2.1.10 The Charity Trustees or such person as they shall appoint shall maintain a written register of all Church Members.
- 2.1.11 Associate Membership  
Associate Membership is open to:
- 2.1.11.1 those who are not in regular attendance because they are living away temporarily and in the process of finding a church in their new location. Such a person, who is 16 years or over and who is not a member of any body or organisation whose doctrine or practices are deemed to be incompatible with the Church's Basis of Faith, its Constitution or Rules, may apply to the Charity Trustees in whatever way the Charity Trustees require to become an Associate Member of the Church. The decision as to whether or not to grant such application will be taken by the Charity Trustees alone and will be dealt with by the Charity Trustees in such way as they see fit. The Charity Trustees may terminate such membership at any time in their absolute discretion and in any event it will be terminated automatically after a period of 2 years from that grant of the application to be an Associate Member unless the membership is extended by the Charity Trustees.
- 2.1.11.2 any other person who is 16 years or over and who is not a member of any body or organisation whose doctrine or practices are deemed to be incompatible with the Church's Basis of Faith, its Constitution or Rules and who the Charity Trustees consider suitable for such membership. The procedure for the application for and termination of such membership shall be in the absolute discretion of the Charity Trustees and the Charity Trustees may dispense with the need for an application for such membership whenever they consider appropriate
- 2.1.11.3 Associate Members are precluded from voting for Ministers, Elders and the Treasurer and on all matters referred to in the Constitution.
- 2.1.12 Student Membership  
This is open to those who are resident in the area for a limited period for educational purposes, e.g. 3 or 4 year course, and wish to involve themselves in the work at Lansdowne Baptist Church. If the student is in membership elsewhere the agreement and support of the student's home Church should be obtained to this joint arrangement on the basis that they remain under the primary spiritual oversight of the home Church for as long as they are in membership. A Student who is 16 years or over and who is not a member of any body or

organisation whose doctrine or practices are deemed to be incompatible with the Church's Basis of Faith, its Constitution or Rules may apply to the Charity Trustees in whatever way the Charity Trustees require to become a Student Member of the Church. The decision as to whether or not to grant such application will be taken by the Charity Trustees alone and will be dealt with by the Charity Trustees in such way as they see fit. Student Members are precluded from voting for Ministers, Elders and the Treasurer and on all matters referred to in the Constitution. The Charity Trustees may terminate such membership at any time in their absolute discretion.

- 2.1.13 The procedure for the termination of membership referred to below shall not apply to Associate and Student Members.
- 2.1.14 The Charity Trustees or such person as they shall appoint shall maintain written registers of all Associate and Student Church Members.
- 2.1.15. Every member – whether full, associate or student – shall notify the Charity Trustees in writing of any change of their address – this to include if applicable their email address.

#### Termination of Membership

- 2.1.16 A Member may voluntarily resign by submitting in writing a letter to that effect to the Charity Trustees or to such other person as nominated by the Trustees from time to time
- 2.1.17 A Member may be removed from Membership by the application of the disciplinary procedure set out in Rule 2.9.
- 2.1.18 In the event that a full member becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs and is not able to discharge their responsibilities as a full member the Charity Trustees may terminate that person's full membership. In such a case that person will automatically become an Associate Member unless the Charity Trustees decide otherwise. The provisions of Rule 2.9.3 shall apply to this Rule
- 2.1.19 Any Minister (including a Minister in Training) and their spouse shall automatically cease to be Members upon their termination of office as Minister unless they wish to remain as members. The request to remain as member(s) must be:
  - 2.1.19.1 approved by the Charity Trustees (excluding the Senior Minister if he is the Minister in question); and
  - 2.1.19.2 approved by the Church at a Church Business Meeting by a simple majority of the votes cast.

## **2.2 Church Officers**

- 2.2.1 The Church Officers are the people who hold the roles set out in this Rule 2.2.
- 2.2.2 Each of the Officers referred to in this Rule 2.2 must fulfil the statutory criteria for being a Charity Trustee in addition to any specific criteria referred to in respect of each office.

### 2.2.3 **Senior Minister**

2.2.3.1 The following Rules shall apply in respect of the qualifications for and the appointment of the Senior Minister and the termination of the appointment:

2.2.3.2 He must be a baptised believer, normally by immersion. Any exception to immersion to be as approved by the Charity Trustees;

2.2.3.3 He must be in full agreement with the Basis of Faith, Constitution, Rules and Membership Agreement.

2.2.3.4 The method of appointment shall be as follows:

(a) the Charity Trustees agreeing by a majority of 90% to recommend his appointment to the members; and

(b) by not less than two thirds of the votes cast by the members present at a Church Business Meeting and who are permitted to vote being in favour of the appointment; and

(c) the voting at the Church Business Meeting shall be by secret ballot.

2.2.3.5 The procedure for the termination of the appointment is as follows:

(a) by the Minister voluntarily resigning in accordance with any contract relating to his appointment;

(b) the Charity Trustees, with the exception of the Minister in question, agreeing by a majority of 90 % to terminate the appointment and that decision being approved by not less than two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting;

(c) by a members' resolution at a Church Business Meeting – such resolution shall require the support of at least 25% of the members or the unanimous support of the Charity Trustees – with the exception of the Minister in question - before it can be put to such a meeting. In the event that it is put to the meeting it will require not less than two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting; and

(d) the voting at the Church Business Meeting shall be by secret ballot.

### 2.2.4 **Elders**

2.2.4.1 The following Rules shall apply in respect of the qualifications for and the appointment of Elders and the termination of the appointment:

2.2.4.2 An Elder will be a person recognised for the Godly qualities and gifts they possess and display. They will be fully committed to the work of the Gospel and have a sound understanding of and an ability to teach Scripture. It is expected that they should be in regular attendance at the various meetings of the Church thus leading by example. They will have been a member of the church for a minimum of two years.

- 2.2.4.3 The term “Eldership” shall mean the Elders appointed as set out below and the Senior Minister.
- 2.2.4.4 There is no limit to the number of Elders but that it would not normally be considered appropriate to have more than 5% of the number of full members of the Church serving as Elders at any one time and in any event there shall not be less than 3 – in both cases the number is in addition to any Minister who is also a member of the Eldership. Subject to the minimum number referred to the number of Elders shall be as determined by the Eldership from time to time.
- 2.2.4.5 The method of appointment shall be as follows:
- (a) by the Eldership on their own initiative putting the names of the prospective Elders to the members at a Church Business Meeting for approval as set out below; or
  - (b) by any full member submitting the name of a potential Elder who has agreed to stand to the Eldership – the Eldership having a complete discretion as to whether or not to put that person forward to the members at a Church Business Meeting for approval as set out below; and
  - (c) and in each case by the potential Elder obtaining not less than two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting and the person(s) with the most votes (in descending order) being duly elected to fill the required number of vacancies Provided that each has received the support of at least two thirds of the votes cast and
  - (d) the voting at the Church Business Meeting shall be by secret ballot.
- 2.2.4.6 Once elected, an Elder will serve for an initial period of two years which will give them time to consider their suitability in the role and the opportunity to decide whether to continue or stand down at that point.
- 2.2.4.7 Elders elected as above will be required to stand for re-election every five years.
- 2.2.4.8 The procedure for the termination of office as Elder other than on death or not being re-elected will be as follows:
- (a) by the Elder resigning as an Elder or a member; or
  - (b) upon the Elder ceasing to be a Charity Trustee for any reason unless the members of the Church agree that they may continue as an Elder in accordance with clause 12.4.3 of the Constitution ;
  - (c) the Eldership, with the exception of the Elder in question, agreeing by a majority of 80% to terminate the appointment and that decision being approved by not less than two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting;



- (d) by a members' resolution at a Church Business Meeting – such resolution shall require the support of at least 10% of the members or the support of 80% of the Eldership – with the exception of the Elder(s) in question - before it can be put to such a meeting. In the event that it is put to the meeting it will require not less than two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting being in favour of the termination; and
- (e) the voting at the Church Business Meeting shall be by secret ballot.
- (f) A Senior Minister whose appointment is terminated will cease to be a member of the Eldership.

2.2.4.9 Elders and the Senior Minister are ex-officio members of any Church committee.

2.2.4.10. The first Elders will be Kenneth David Crawford Cook, Keith Bruce McKay, Michael John Reynolds and Beverley Edward Savage and their appointment will take effect immediately upon the registration of the Church by the Charity Commission and without the need to comply with the procedure set out above and their term of office shall be the remainder of the time left from their appointment under the previous Rules of the Church as an unincorporated association (charity number 1139811).

### 2.2.5. **Church Treasurer**

2.2.5.1 The Treasurer must have been a member of the Church for at least 2 years prior to their appointment.

2.2.5.2 The method of appointment shall be by the Charity Trustees subject to the appointment being confirmed by the members at a Church Business Meeting by a majority of two thirds of the votes cast. This vote shall be by secret ballot.

2.2.5.3 The Church Treasurer shall be responsible for maintaining the accounts of the Church. Any Member holding any church funds shall account for those funds to the Church Treasurer together with such explanations and documentary evidence as will enable the Treasurer to incorporate the figures into the church accounts.

2.2.5.4 Once appointed a Treasurer will serve for an initial period of two years which will give him/her time to consider his/her suitability in the role and the opportunity to decide whether to continue or stand down at that point.

2.2.5.5 A Treasurer appointed as above will be required to stand for re-appointment every five years.

2.2.5.6 The procedure for the termination of office as Treasurer other than not being re-appointed will be as follows:

- (a) by the Treasurer resigning as Treasurer or as a member;
- (b) the Charity Trustees, with the exception of the Treasurer, agreeing by a majority of 80% to terminate the appointment and that decision being approved by two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting.

(c) by a members' resolution at a Church Business Meeting – such resolution shall require the support of at least 10% of the members or the support of 80% of the Charity Trustees – with the exception of the Treasurer - before it can be put to such a meeting. In the event that it is put to the meeting it will require not less than two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting being in favour of the termination; and

(d) the voting at the Church Business Meeting shall be by secret ballot.

2.2.5.7 The first Treasurer will be Jonathan Mark Adams and his appointment will take effect immediately upon the registration of the Church by the Charity Commission and without the need to comply with the procedure set out above and his term of office shall be for the period of 5 years from the 24<sup>th</sup> day of April 2014 being the date of his appointment under the previous Rules of the Church as an unincorporated association.

### **2.3 Finance Committee**

2.3.1 The Treasurer shall be supported by a Finance Committee to be selected and appointed by the Charity Trustees.

### **2.4. Financial Procedures**

2.4.1 Treasurers of the separate Departments within the church shall be appointed by the Charity Trustees and be subject to the control and direction of the Church Treasurer.

2.4.2 Any method of raising funds for the Church or any of its organisations other than that of prayer and direct giving must receive the sanction of the Charity Trustees.

2.4.3 Any appeal for funds whether connected to the Church or an outside organisation must receive the sanction of the Charity Trustees.

2.4.4 The accounts of all organisations within the Church, together with the main Church Accounts, shall be made up to the end of the agreed financial year and shall be duly audited in accordance with Charity Law.

### **2.5 Charity Trustees**

2.5.1 The Constitution sets out which of the Church Officers are the Charity Trustees of the Church.

### **2.6. Ministers (other than the Senior Minister) including Ministers in Training**

2.6.1 The following Rules shall apply in respect of the qualifications for and the appointment of any Minister including a Minister in Training and the termination of the appointment:

2.6.2 They must be a baptised believer, normally by immersion. Any exception to immersion to be as approved by the Charity Trustees.

2.6.3 They must be in full agreement with the Basis of Faith, Constitution, Rules and Membership Agreement.

- 2.6.4 The method of appointment shall be as follows
- 2.6.4.1 by the Charity Trustees agreeing, by a majority of 90%, to recommend the appointment to the members;
  - 2.6.4.2 by not less than two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting being in favour of the appointment; and
  - 2.6.4.3 the voting shall be by secret ballot.
- 2.6.5 The procedure for the termination of the appointment is as follows:
- 2.6.5.1 by the Minister voluntarily resigning in accordance with any contract relating to his/her appointment;
  - 2.6.5.2 the Charity Trustees agreeing by a majority of 90 % to terminate the appointment and that decision being approved by not less than two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting;
  - 2.6.5.3 by a members' resolution at a Church Business Meeting – such resolution shall require the support of at least 25% of the members or the unanimous support of the Charity Trustees – before it can be put to such a meeting. In the event that it is put to the meeting it will require not less than two thirds of the votes cast by the members present and permitted to vote at a Church Business Meeting being in favour of the termination; and
  - 2.6.5.4 the voting at the Church Business Meeting shall be by secret ballot.

## **2.7. Staff**

- 2.7.1 All other staff shall be appointed by the Charity Trustees or such other person as they may nominate from time to time.

## **2.8. Departments**

- 2.8.1 There shall be such Departments within the Church as the Eldership decide on from time to time
- 2.8.2 The Leaders of the Departments will be appointed by the Eldership, such appointments to be confirmed by the members on an annual basis at the Annual General Meeting by a simple majority of the votes cast. They shall work closely with and are responsible to the Elder who has oversight of the department to which they have been appointed.
- 2.8.3 All departments within the church shall submit to the Eldership for their approval the names of any proposed additional leaders. Such leaders must be Members at the time of their appointment. Rules relating to all departments must also be approved by the Eldership.

## **2.9 Church Discipline**

### **Removal from membership**

- 2.9.1 Matthew 18:15-17 and 1 Corinthians 5 teach that local churches should remove from among them members who refuse to repent of sin. We believe that local churches should always take this action with the aim that it will prompt the person who has been removed from membership to repent so that he or she can be welcomed back into the church and with the aim that it will help to prevent other members from being tempted to follow their example.
- 2.9.2 A Member of the church may either be removed from membership by the Charity Trustees or be made subject to such restrictions so far as Church activities are concerned or be required to take such actions as the Charity Trustees in their absolute discretion consider appropriate for any of the following reasons:
- 2.9.2.1 He or she errs in doctrine so that he or she no longer affirms the Basis of Faith of the Church;
- 2.9.2.2 He or she is no longer willing to respect the practices and doctrinal positions adopted by the Church set out in Part 1 of these Rules;
- 2.9.2.3 He or she errs in conduct by committing open sin which brings the church into disrepute;
- 2.9.2.4 He or she has consistently failed to fulfil the obligations of a member of the church;
- 2.9.2.5 He or she refuses to repent of sin committed against another Member which has been drawn to his or her attention;
- 2.9.2.6 He or she has made false and/or malicious allegations against a Minister or a Trustee or an Elder, or other member of the church and refuses to withdraw the allegation and acknowledge they were false and/or malicious; or
- 2.9.2.7 He or she is no longer living in submission to the leadership and authority of the Charity Trustees.
- 2.9.3 The Charity Trustees shall not remove a Church Member from membership or impose any restriction or require the Member to take any specified action as referred to in Rule 2.9.2 unless the following steps have been taken:
- 2.9.3.1 The Charity Trustees have held a Charity Trustee disciplinary meeting (“the CTD Meeting”) at which they considered whether or not to remove the person (“P”) from membership or impose any such restriction or require P to take any specified action(s);
- 2.9.3.2 The Charity Trustees have given to P 21 clear days’ notice of the CTD Meeting, informing P why his or her removal from membership or why the imposition of a restriction or restrictions or the need to take any specified action(s) is being considered, and inviting P to make representations to the Charity Trustees as to why he or she should not be removed from membership or such restrictions should not be imposed or why they should not be required to take any action(s);
- 2.9.3.3 The Charity Trustees allowed the Member to make those representations at the CTD Meeting himself or herself or through his or her representative; and
- 2.9.3.4 The Charity Trustees took those representations into account when deciding whether to remove P from membership or whether to impose such restrictions or require P to take any

specified action(s).

- 2.9.4 The Member shall be informed of the decision of the Trustees and the register of Members amended accordingly where termination of membership is to be applied.
- 2.9.5 The Charity Trustees shall notify the members of the Church of any removals from membership at the next General Meeting following the decision to remove a member from membership. The Charity Trustees shall have an absolute discretion as to whether or not they provide the members with the reason for the removal.
- 2.9.6 A person who has been removed from membership shall be welcomed back into membership if they apply for membership in the normal way and their application is approved.
- 2.9.7 The steps set out at Rule 2.9.8 to 2.9.10 should also be followed prior to the CTD Meeting taking place, but failure to follow those steps will not invalidate a resolution of the Charity Trustees to remove a person from Membership or impose any restriction on that person or to require that person to take the specified action(s) .
- 2.9.8 The Eldership must be informed where it is believed that any of the reasons set out in Rule 2.9.2 apply to a Member of the Church. Where a person's behaviour is being reported by a Member who has been sinned against by the person he or she is reporting, that Member should normally raise the issue first with the person concerned and only report it to the Eldership if the two persons concerned are unable to resolve the matter between them.
- 2.9.9 Where the Eldership are informed or they themselves believe that any of the reasons at Rule 2.9.2 apply to a Member, they shall appoint two persons of spiritual maturity to meet with the Member to enquire into the matter and to investigate the matter thoroughly, and where appropriate to encourage the Member against whom the allegations have been made to repent.
- 2.9.10 After the persons appointed under Rule 2.9.9 have investigated the matter and have met with the Member against whom the allegations have been made (or the Member has been given reasonable opportunity to meet and has refused), they shall report back to the Eldership to consider what additional steps they should take (if any) including but not limited to referring the matter to the Charity Trustees and for them to decide whether or not a CTD Meeting be held.
- 2.9.11 Even in cases where there has been genuine repentance, the Charity Trustees may still be required to report the facts arising from the investigation to the relevant secular authorities. In such cases the Charity Trustees shall give to the Member concerned all the support that is appropriate for a Member who is genuinely repentant.

### **Additional Disciplinary Measures**

- 2.9.12 Whenever the Charity Trustees decide to remove a person from membership, they may also resolve to impose a restriction from attending or taking part in any or all of the meetings of the Church, including meetings or activities that are normally open to the public;
- 2.9.13 The restrictions referred to at Rules 2.9.2 and 2.9.12 may be removed by a resolution of the Charity Trustees.

### **2.10 Church Business Meetings**

The provisions for Church business meetings are set out in the Constitution under the clauses headed "Members' decisions" and "General meetings of members". A "general meeting of

members” under the Constitution is referred to as a “Church Business Meeting” in these Rules.

## **2.11 Church Safeguarding Policy**

- 2.11.1 The Charity Trustees shall operate a church safeguarding policy and shall ensure that activities involving children and vulnerable adults are carried out in accordance with that policy.
- 2.11.2 To the extent that is required by the legislation from time to time each person overseeing church activities involving children or vulnerable adults and every Charity Trustee shall provide to the person nominated by the Trustees a current Disclosure and Barring Service certificate.

## **2.12 Exclusion of Non-Members From Public Meetings of the Church**

- 2.12.1 The Charity Trustees may decide that the open invitation to attend public meetings of the Church customarily extended to non-members may be withdrawn from any individual who seeks to obstruct the carrying out of the work and ministry of the Church, or to undermine the leadership of the Church.
- 2.12.2 An invitation that has been withdrawn may be reinstated by a resolution of the Charity Trustees.

## **2.13 Amendment of the Rules**

- 2.13.1 Other than the section headed “Principles for Charity Purposes”, any provisions of these Rules can be amended by the Charity Trustees under the authority of a resolution of the Members of the Church approving such a change at a Church Business Meeting, provided that the proposed amendment shall not be such as would cause the Church to lose its charitable status or such as would cause these Rules to be inconsistent with the Constitution. The section headed “Principles for Charity Purposes” can only be amended where this is required because the provisions of the Constitution have changed.
- 2.13.2 A majority of two thirds of those Members present and voting at the Church Business Meeting is required to approve a proposed amendment to any Rule excepting (i) the rules contained in Part 1 of these Rules where a majority of 75% is required and (ii) the provisions in the section headed “Principles for Charity Purposes” where the Charity Trustees shall make the amendment without the need for a vote following any change to the Constitution.
- 2.13.3 Notice of any proposed amendment together with the specific wording of the proposed change must be given in writing to all Church Members at least 14 clear days before the meeting at which the proposal will be put to the vote. Failure to be able to give notice to individual Members because they are out of the country or away from the Church on holiday or for any other reason shall not constitute failure to give proper notice under this Rule.
- 2.13.4 No amendment may be made under this Rule to any provision of the Constitution, including the Basis of Faith.

## **2.14 General Matters**

- 2.14.1 No literature shall be displayed or distributed on church premises without the permission of the Charity Trustees.
- 2.14.2 Any proposal to form a new organisation or ministry which in any way involves the Church

shall be submitted for approval to the Charity Trustees.

2.14.3 All matters not covered by these Rules shall be left to the discretion of the Charity Trustees.

## APPENDIX 1

### BASIS OF FAITH

#### 1. God

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

#### 2. The Bible

God has revealed himself in the Bible, which consists of the Old and New Testaments alone. Every word was inspired by God through human authors, so that the Bible as originally given is in its entirety the Word of God, without error and fully reliable in fact and doctrine. The Bible alone speaks with final authority and is always sufficient for all matters of belief and practice.

#### 3. The Human Race

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

#### 4. The Lord Jesus Christ

The Lord Jesus Christ is fully God and fully man. He was conceived by the Holy Spirit, born of a virgin, and lived a sinless life in obedience to the Father. He taught with authority and all his words are true. On the cross he died in the place of sinners, bearing God's punishment for their sin, redeeming them by his blood. He rose from the dead and in his resurrection body ascended into heaven where he is exalted as Lord of all. He intercedes for his people in the presence of the Father.

#### 5. Salvation

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

#### 6. The Holy Spirit

The Holy Spirit has been sent from heaven to glorify Christ and to apply his work of salvation. He convicts sinners, imparts spiritual life and gives a true understanding of the Scriptures. He indwells all believers, brings assurance of salvation and produces increasing likeness to Christ. He builds up the Church and empowers its members for worship, service and mission.

#### 7. The Church

The universal Church is the body of which Christ is the head and to which all who are saved belong. It is made visible in local churches, which are congregations of believers who are committed to each other for the worship of God, the preaching of the Word, the administering of Baptism and the Lord's Supper; for pastoral care and discipline, and for evangelism. The unity of the body of Christ is expressed within and between churches by mutual love, care and encouragement. True fellowship between churches exists only where they are faithful to the gospel.

#### 8. Baptism and the Lord's Supper

Baptism and the Lord's Supper have been given to the churches by Christ as visible signs of the gospel. Baptism is a symbol of union with Christ and entry into his Church but does not impart



spiritual life. The Lord's Supper is a commemoration of Christ's sacrifice offered once for all and involves no change in the bread and wine. All its blessings are received by faith.

#### 9. The Future

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