

# Waverton Evangelical Fellowship

Constitution of a Charitable Incorporated Organisation with voting members other than its Members (based on 'Association' Model Constitution)

Date of constitution (last amended): 24<sup>th</sup> November 2015

## 1. Name and beliefs

- (1) The name of the Charitable Incorporated Organisation ("the Church") is the Waverton Evangelical Fellowship (or any other name chosen by resolution of the Members at a general meeting).
- (2) The beliefs of the Church are expressed in its Statement of Beliefs contained in the Schedule to this constitution.

## 2. National location of principal office

The principal office of the Church is in England.

## 3. Objects

The Objects of the Church are, for the public benefit:-

- (1) to worship God and to advance the Christian faith in accordance with the Statement of Beliefs in such ways and in such parts of the United Kingdom or the world as the Council from time to time may think fit; and
- (2) to relieve sickness and financial hardship and to promote and preserve good health by the provision of funds, goods or services of any kind, including through the provision of counselling and support in such parts of the United Kingdom or the world as the Council from time to time may think fit.

The Council must use the income and may use the capital of the Church in promoting the Objects.

## 4. Powers

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

- (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;

- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the Church. In exercising this power, the Church must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

- (4) employ and remunerate such staff as are necessary for carrying out the work of the Church. The Church may employ or remunerate a Council Member only to the extent that it is permitted to do so by clause 6(3).
- (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**

- (1) The income and property of the Church must be applied solely towards the promotion of the objects.
  - (a) A Council Member 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.
  - (b) A Council Member 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.
- (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 Council Member receiving:
  - (a) a benefit from the Church as a beneficiary of the Church;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Church.
- (3) Nothing in this clause shall prevent a Council Member or connected person receiving any benefit or payment which is authorised by Clause 6.

#### **6. Benefits and payments to Council Members and connected persons**

- (1) General provisions

No Council Member or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) or (3) of this clause, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a

“financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

- (2) Scope and powers permitting Council Members’ or connected persons' benefits
- a) A Council Member or connected person may receive a benefit from the Church as a beneficiary provided that it is available generally to the beneficiaries of the Church.
  - (b) A Council Member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Church where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
  - (c) Subject to sub-clause (4) of this clause a Council Member or connected person may provide the Church with goods that are not supplied in connection with services provided to the Church by the Council Member or connected person.
  - (d) A Council Member or connected person may receive interest on money lent to the Church at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
  - (e) A Council Member or connected person may receive rent for premises let by the Council Member or connected person to the Church. The amount of the rent and the other terms of the lease must be reasonable and proper. The Council Member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (f) A Council Member or connected person may take part in the normal trading and fundraising activities of the Church on the same terms as members of the public.
- (3) Scope for employing or remunerating a Council Member of the Church or connected person
- (a) A Council Member or connected person may be employed by the charity as a Pastor or member of Staff providing that the conditions set out in sub-paragraphs (b) & (c) below are observed, or in the alternative the condition in sub-paragraph (d) is observed:-
  - (b) In the case of a Council Member:
    - (i) at all times a majority of Council Members must not be employed by the Church;
    - (ii) there must be a need for the work that it is proposed the Council Member be employed for, or continue to be employed for;
    - (iii) the knowledge and skills of the Council Member are significantly beneficial to the fulfilment of the objects of the charity in relation to the proposed or continuing employment;
    - (iv) the salary paid to the Council Member must be reasonable in all the circumstances in relation to the work to be carried out;
    - (v) any Council Member must not have used their position as a Council Member to their advantage in gaining employment or to ensure continued

- employment;
  - (vi) the Council Member must declare his interest and excuse himself from any discussions concerning his employment and remuneration.
- (c) In the case of a connected person:
- (i) the connected person is not to be involved, or is to have minimal involvement with the selection process;
  - (ii) there must be a need for the work that it is proposed the connected person be employed for, or continue to be employed for;
  - (iii) the salary paid to the connected person must be reasonable in all the circumstances in relation to the work to be carried out;
  - (iv) any connected person must not have used their position as a connected person to their advantage in gaining employment or to ensure continued employment;
  - (v) the connected person must declare his interest and excuse himself from any discussions concerning his employment and remuneration
- (d) Permission is given for the employment of a Council Member or connected person from the court or Charity Commission
- (e) Subject to clause 6(3)(b) and (c), a person may be appointed as a Council member notwithstanding that he or she is employed or otherwise engaged by the Church and receives remuneration in that capacity.

(4) Payment for supply of goods only – controls

The Church and its Council Members may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Church and the Council Member or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other Council Members are satisfied that it is in the best interests of the Church to contract with the supplier rather than with someone who is not a Council Member or connected person. In reaching that decision the Council must balance the advantage of contracting with a Council Member or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Church.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Council Members is present at the meeting.
  - (f) The reason for their decision is recorded by the Council Members in the minute book.
  - (g) A majority of the Council Members then in office are not in receipt of remuneration or payments authorised by clause 6.
- (5) In sub-clauses (2) (3) and (4) of this clause:
- (a) “the Church” includes any company in which the Church:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more directors to the board of the company;
  - (b) “connected person” includes any person within the definition set out in clause 32 (Interpretation);

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

A Council Member must:

- (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
- (2) absent himself or herself from any discussions of the Council Members 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 Council Member 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 Council Members 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**

- (1) Membership shall be open to all who profess repentance towards God and faith in our Lord Jesus Christ, whose lives bear evidence of their Christian profession and who adhere to the Statement of Beliefs.

- (2) Those desiring to join the Church as members (including those who hold membership in their previous Church), shall make application to the Council. The Council will then appoint two Church members as visitors to interview the applicant and report back to the Council. The candidate, if accepted by the Council shall receive the right hand of fellowship at the next convenient service (preferably a communion service) and will be a Church member from that date.
- (3) At baptism people will be encouraged to become members. Members will be eligible to vote at general meetings when they attain the age of 18 years.
- (4) Members are expected loyally to attend the Church services and meetings, to contribute to the support of the Church and of missionary endeavours, to take part in Church activities and, with God's help, to live lives that are subject to the Lordship and teaching of the Lord Jesus Christ and inspired by the Holy Spirit.
- (5) The Council must keep a register of the names and addresses of Members which must be made available to any Member upon request. The Church members roll will be reviewed at least once a year by the Council who shall have the power to remove names from the membership roll if they are satisfied:-
  - (a) that such members are no longer in regular attendance at Church; and
  - (b) that it is appropriate that such members be removed from the roll.
- (6) Membership shall be terminated immediately if the Member concerned:-
  - (a) gives written notice of resignation to the Church;
  - (b) dies;
  - (c) is removed from membership under clause 22(4)(b)
- (7) Membership of the Church is personal and not transferable.
- (8) 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.

## **10. Ordinances**

- (1) Believer's baptism shall be the only form of baptism offered by the Church, but the Church shall respect alternative convictions on baptism sincerely held by members.
- (2) In the case of infants, the Church will offer a service of dedication.
- (3) The ordinance of the Lord's Supper (communion) shall be observed at least once a month.

## **11 General Meetings**

- (1) A general meeting of the Church members shall be held at least three times a year, one meeting being the AGM.
- (2) The General Meeting shall be accountable to the Lord in the exercise of its functions and shall seek the guidance and leading of the Holy Spirit.
- (3) At an AGM the Members will:
  - (a) receive the accounts of the Church for the previous Financial Year;
  - (b) receive the report of the Council on the Church's activities since the previous AGM;
  - (c) accept the retirement of those Council Members who wish to retire or are retiring by rotation;
  - (d) elect Council Members to fill the vacancies arising;
  - (e) appoint an auditor or Independent Examiner for the Church; and
  - (f) discuss and determine any issues of policy or deal with any other business put before them by the Council.
- (4) Except as allowed by clause 30(1) members must attend General Meetings in person. General Meetings shall be called either by at least 7 Clear Days' written notice being given to the Members or by means of verbal notice or notice on the Church news sheet being given at each service of public worship held on each of the two Sundays preceding the date set for the General Meeting. In both cases an indication of the business to be transacted at the General Meeting must be given.
- (5) 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.
- (6) There is a quorum at a general meeting if the number of Members personally present who are eligible to vote is at least 40% of the Members. No business may be transacted unless a quorum is present.
- (7) The Council shall select one of their number to be the chairperson of a General Meeting. In any case where there is no such selection the members shall choose one of their number, present at that meeting, to be the chairperson of it.
- (8) Except where otherwise provided by this Constitution, every issue at a General Meeting is determined by a simple majority of votes cast by the Members present in person unless the Council propose that a 75% majority is required for a particular issue and the Church meeting agrees to this by a simple majority.

- (9) Except for the chairman of the meeting, who in the case of an equality of votes has a second casting vote, every Member present in person over the age of 18 is entitled to one vote on every issue.
- (10) Method of voting.
- (a) A resolution put to the vote of a meeting shall be decided on a show of hands, unless
- (i) The vote is to elect Council Members or Officers where a secret ballot is required; or
- (ii) before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (b) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (11) An AGM shall be called by the Council (or if the Council fails to call an AGM in any year it may be called by six Church members). Any other general meeting may be called at any time by the Council and must be called within 21 Clear Days after a written request to the Council from at least six Members.
- (12) Any General Meeting shall have power to discuss any matter relating to the government of the Church.
- (13) A member wishing to submit an item for the agenda shall do so to the Pastor or to a Council Member at least five days prior to the General Meeting.

## **12. Council (Charity Trustees)**

- (1) The Council Members are Charity Trustees responsible for the management and administration of the Church's property and funds in accordance with this Constitution.
- (2) Eligibility for Council Membership
- (a) Every Council Member must be a member of the church.
- (b) No one may be appointed as a Council Member:
- if he or she is under the age of 18 years; or
  - if he or she would automatically cease to hold office under the provisions of clause 14(1)(g).



- (c) No one is entitled to act as a Council Member whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Council Members decide, his or her acceptance of the office of Council Member.

(3) Functions and duties of Council Members

The Council Members shall manage the affairs of the Church and may for that purpose exercise all the powers of the Church. It is the duty of each Council Member:

- (a) to exercise his or her powers and to perform his or her functions as a Council 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; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - (ii) if he or she acts as a Council Member of the Church in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

- (4) The Pastor, Church Officers and Congress shall be accountable to the Council, for their decisions and the exercise of their functions.

- (5) Council Members shall exercise the gifts God has given them in discerning God's direction for the Church and communicate that to the membership and encourage members to follow God's lead. This discernment will come from a regular practice of prayer and Bible study and a sensitivity to the promptings of the Holy Spirit. The Council shall meet on a regular basis.

- (6) The first Council Members of the Church are Rev Christopher Noel Mellor of Ravenscar, Moor Lane, Rowton, Chester CH3 7QW; Mrs Alison Clare Bird of 12 Brookdale Way, Waverton, Chester, CH3 7NT, Mr Julian Chisholm of 2 Cowthorne Drive, Waverton, Chester CH3 7QL; Mr Andrew Dunstone of Homelands, Chester Road, Kelsall CW6 0SD; Mrs Jean Marsland of Fieldway, Sherrington Lane, Brown Knowl, CH3 9JU; Dr Paul Treloar of 8 Fox Lane, Waverton, Chester, CH3 7PQ; Dr John Williamson of 24 Abbotts Road, Waverton, Chester, CH3 7NJ. Apart from the Pastor their appointment shall continue until the Annual Church Meeting held in the third calendar year after their original appointment as Council Members of the Waverton Evangelical Fellowship before it became a CIO, but they may be re-elected for further terms.

- (7) The Pastor of the Church for the time being shall automatically, by virtue of holding that office be a Council Member.

- (8) Other Council members shall hold office for a period ending with the AGM -in the third calendar year after their appointment but may be re-elected for further terms.

- (9) Elections shall take place at the relevant AGM (or at any other General Meeting if there is a vacancy to be filled).
- (10) Elections to the Council shall take place as follows:
- (a) Nominations for membership of the Council shall be made and seconded by any member (including the Pastor and members of the Council). Such nominations shall be made in writing to the Pastor or Council member not later than 14 days prior to the General Meeting. The nominee must be a Church Member and must first be approached and be agreeable for his/her name to go forward.
  - (b) Up to six Council members shall be elected by the Church in addition to the Pastor who shall be one of the Council members ex officio.
  - (c) At the General Meeting members shall vote by secret ballot for members nominated. Each member shall have the same number of votes as there are vacancies. Nominees who receive the highest number of votes shall be elected to the vacancies provided they each have the votes of 50% of those present and eligible to vote at the meeting. Where two or more nominees receive an equal number of votes and it is not certain which of them has been elected, none of such nominees shall be elected on this first round of voting.
  - (d) If there are more nominees than vacancies and all the vacancies are not filled as a result of the first round of voting a second round of voting shall be held to attempt to fill the remaining vacancies. Those nominees who would have been elected in the first round if there was no requirement to obtain 50% of the votes and those nominees who would have been elected if another nominee or nominees had not obtained an equal number of votes shall take part in the second round. Each member shall have the same number of votes as the vacancies remaining after the first round of voting. Those nominees who each receive the votes of 50% of those present and eligible to vote at the meeting shall be elected on the second round but nominees to whom paragraph (e) below applies shall only be elected in accordance with paragraph (e).
  - (e) If in the second round of voting two or more nominees receive an equal number of votes as a result of which it is not clear which nominee has been elected to a vacancy the Chairman of the meeting shall determine how the question shall be resolved and may hold additional rounds of voting as necessary to determine the question.
- (11) There must be at least three Council Members. If the number falls below this minimum, the remaining Council Member or Council Members may act only to call a meeting of the Council Members, or appoint a new Council Member.

### **13. Information for new Council Members**

The Council Members will make available to each new Council Member, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and

- (b) a copy of the Church's latest trustees' annual report and statement of accounts.

#### **14. Retirement and removal of Council Members**

(1) A Council Member ceases to hold office if he or she :

- (a) is not re-elected when his or her period of office comes to an end;
- (b) retires by notifying the Church in writing (but only if at least two Council Members will remain in office);
- (c) is absent without the permission of the Council Members from all their meetings held within a period of six months and the Council resolve that his or her office be vacated;
- (d) dies;
- (e) in the written opinion, given to the Church, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Council Member and may remain so for more than three months;
- (f) is removed by the members of the Church in accordance with sub-clause (2) of this clause; or
- (g) is disqualified from acting as a Council Member by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A Council Member shall be removed from office if a resolution to remove that Council Member is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11(4), and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a Council Member in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Church.

(4) A retiring Council Member is entitled to an indemnity from the continuing Council Members at the expense of the Church in respect of any liabilities properly incurred while he or she held office.

#### **15. Any decision may be taken either:**

- at a meeting of the Council; or
- by resolution in writing or electronic form agreed by all of the Council Members, 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 Council Members has signified their agreement.

## **16. Delegation by the Council**

- (1) The Council may delegate any of its powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Council may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Council, but is subject to the following requirements -
  - (a) a committee may consist of two or more persons, but at least one member of each committee must be a Council Member;
  - (b) the acts and proceedings of any committee must be brought to the attention of the Council as a whole as soon as is reasonably practicable; and
  - (c) the Council shall from time to time review the arrangements which they have made for the delegation of their powers.

## **17. Meetings and proceedings of the Council**

- (1) Calling meetings
  - (a) Any Council Member may call a meeting of the Council.
  - (b) Subject to that, the Council shall decide how its meetings are to be called, and what notice is required.

### **(2) Chairing of meetings**

The Pastor shall chair Council Meetings if he is present. In other cases the Council Members may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Council Members present may appoint one of their number to chair that meeting.

### **(3) Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two Council Members or one-half of the Council members for the time being whichever is the greater number. A Council Member 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.
- (b) If the number of Council members is less than the number fixed as the quorum for Council meetings the continuing Council members may act only to call a General Meeting.
- (c) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

- (d) In the case of an equality of votes, the chair shall have a second or casting vote.
  - (e) A resolution which is in writing and signed by all the Council members is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- (4) Participation in meetings by electronic means
- (a) A meeting may be held by suitable electronic means agreed by the Council Members in which each participant may communicate with all the other participants.
  - (b) Any Council Member participating at a meeting by suitable electronic means agreed by the Council Members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
  - (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

**18. Saving provisions**

- (1) A technical defect in the appointment of a Council Member of which the Council is unaware at the time does not invalidate decisions taken at a meeting of the Council.
- (2) Subject to sub-clause (3) of this clause, all decisions of the Council, or of a committee of the Council, shall be valid notwithstanding the participation in any vote of a Council Member:
  - who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - 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 Council Member and that Council Member being counted in the quorum, the decision has been made by a majority of the Council Members at a quorate meeting.

(3) Sub-clause (2) of this clause does not permit a Council Member to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of the Council if, but for clause (2), the resolution would have been void, or if the Council Member has not complied with clause 7 (Conflicts of interest).

(4) A procedural defect of which the Council is unaware at the time does not invalidate decisions taken at a meeting of the Council.

**19. Church Congress**

- (1) The Church Congress shall include the Officers of the Church and a representative chosen by those involved in each area of Church life not represented by a Church Officer. The Council

shall determine which areas shall be represented. A Church Officer may nominate another member to attend in their place. Where there is more than one fabric steward or treasurer the fabric stewards or treasurers shall decide which of them shall attend any particular congress meeting (or may jointly nominate another member to attend in their place). Congress may set up sub-committees as required.

- (2) Congress shall meet as often as it deems necessary to assist the Pastor in the day to day running and administration of the Church
- (3) It shall be the responsibility of Congress to ensure necessary maintenance is carried out to buildings owned by the Church.
- (4) Congress members shall exercise a regular practice of prayer and Bible study and be sensitive to the promptings of the Holy Spirit. They will seek God's direction and use their God given gifts to carry out their functions.
- (5) A chairperson of Congress shall be chosen by Congress.
- (6) Where possible a member of the Council shall attend meetings of Congress.
- (7) Congress can authorise expenditure on practical needs as long as it is not significant and the funds are available to proceed. The Church Members will agree what qualifies as significant and change this figure as and when necessary.
- (8) Minutes shall be kept of all decisions made by Congress.

## **20 Pastor**

- (1) A pastor may be called by the Council provided such person is approved by at least three-quarters of the members present and eligible to vote at a General Meeting.
- (2) The Pastor may be required to resign only by a three-quarters majority of those present and eligible to vote at a General Meeting called for the purpose. If required to resign then he shall vacate office from the date decided by the General Meeting (or, if he has a contract of employment, from the date when that is ended).
- (3) The pastor may be paid a salary and given other financial benefits provided the provisions of clause 6(3) are satisfied.
- (4) The Pastor's key role shall be the spiritual leadership of the Church and he shall be assisted by a Council and shall be accountable to it. If there is no Pastor spiritual leadership shall be the responsibility of the Council. The Council may make decisions but shall be accountable to the General Meeting.
- (5) The day to day administration of the Church shall be the responsibility of the Pastor who shall be assisted by the Church Officers and Congress. The Pastor may delegate any matter of day to day administration to the Church Officers or to Congress. If there is no Pastor the day to day administration shall be the responsibility of the Church Officers and Congress.

## **21. Church Officers**

- (1) At least one fabric steward and treasurer and a missionary co-ordinator shall be appointed from the membership to serve the Church as Church Officers.
- (2) The Council shall determine the number of fabric stewards and treasurers. It shall also determine the number of any other Church Officers to be appointed and their tasks. Church Officers shall be appointed by a General Meeting in the following way:
  - (a) Church Officers shall be nominated by at least two church members to the Pastor or to a Council member prior to a General Meeting. The nominee must consent to appointment.
  - (b) At the General Meeting members shall vote by secret ballot for those nominated to fill the vacancies. Nominees who receive the highest number of votes shall be elected provided they each have the votes of half of those present and eligible to vote at the meeting.
  - (c) Such appointments shall be for a period of three years unless specifically decided to the contrary. Church Officers may be re-appointed by a General Meeting for further periods of service.
- (3) The Church may employ an Administrator subject to the approval of a General Meeting. The Administrator shall be a Church Officer, but the appointment is subject to the contract and the Administrator shall not need to be elected by a General Meeting.

## **22. Church Discipline**

- (1) These provisions shall apply to all members. In addition church employees are subject to the Church's disciplinary procedure which shall be applied before the provisions of this clause.
- (2) The following matters shall be dealt with in accordance with this clause:-
  - (a) immoral or scandalous conduct;
  - (b) any other serious breaches of Christian principles;
  - (c) absence from public worship without reason for six months or more;
  - (d) serious neglect of the duties assigned to any church office;
  - (e) a member ceases, in the reasonable opinion of the Council, to subscribe or adhere to, in belief and lifestyle, the Statement of Beliefs.
- (3) If any such matter comes to the attention of the Council they shall consider it. If the person concerned is a member of the Council such person shall not attend Council meetings when the matter is under consideration, except to make representations. The Council shall investigate carefully and allow the person concerned to make representations. If the Council find there is substance in the matter they shall give loving counsel to the person concerned and in accordance with scripture, seeking that person's repentance and restoration.

- (4) If it is thought that further measures are needed the Council may take all or any of the following action:-
  - (a) admonition;
  - (b) removal from the members roll;
  - (c) removal from any church office held (but a church employee may only have his employment terminated in accordance with his/her contract of employment and the Church's disciplinary procedure);
- (5) In any case the Council may summon a General Meeting to consider the views of such meeting. In the case of possible removal from office of a Council member they shall summon such a meeting.

### **23 Execution of documents**

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

### **24 Use of electronic communications**

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

- (a) 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;
- (b) any requirements to provide information to the Commission in a particular form or manner.

### **25. 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 Council Members.



## **26. Minutes**

The Council must keep minutes of all:

- (1) appointments of officers made by a General Meeting;
- (2) proceedings at general meetings of the Church;
- (3) meetings of the Council and committees of the Council including:
  - the names of the Council Members at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions;
- (4) decisions made by the Council otherwise than in meetings;

Minutes of Council and Congress meetings will be made available to all members (other than minutes of matters of a confidential nature) and there will be provision for feedback on all issues other than those of a confidential nature.

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

- (1) The Council 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.
- (2) The Council must comply with its obligation to inform the Commission within 28 days of any change in the particulars of the Church entered on the Central Register of Charities..

## **28. Rules**

The Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Church, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Church on request.

## **29. 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.

## **30. Amendment of Constitution**

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:

- (a) by resolution agreed in writing by all members of the Church; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of members of the Church (including those voting in advance of the meeting) provided notice of proposed alterations has been given at the previous General Meeting.
- (i) A vote which involves a change of the constitution shall be by secret ballot and members unable to attend may submit their votes in advance of the meeting.
- (ii) At least 21 days in advance of a meeting which is to vote on a constitutional change the Council must appoint at least two persons independent of the Council to serve as scrutineers to supervise the conduct of the ballot and the counting of votes. Notice of their appointment shall be given in the notice sheet or notices at each Sunday service which falls within 21 days of the meeting with an invitation to members to apply to vote in advance of the meeting.
- (iii) Members of the Church who wish to vote in advance of the meeting must ask the scrutineers for a voting form at least 10 days before the meeting and the scrutineers must give or send to such members at least 7 days before the meeting
- a voting form containing details of the resolution being put to a vote
  - a written explanation of the purpose of the proposed change
  - the voting procedure to be followed by the member.
- (iv) The voting procedure must require all forms returned to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to "The Scrutineers for the Waverton Evangelical Fellowship" and handed or posted to one of the scrutineers.
- (v) The voting procedure must specify the closing date and time for receipt of votes (which must be before the meeting and at least four days after receipt of the voting form by the member), and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (vi) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a Council Member or the Church Secretary. A member who has cast a valid advance vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he or she has already cast a valid vote. A member who has cast an invalid advance vote is allowed to vote at the meeting and counts towards the quorum.

- (vii) The scrutineers must retain the internal envelopes (with the member's name and signature). A scrutineer must record on this envelope that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
  - (viii) Votes cast in advance must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received in advance and the number of votes received which were invalid.
  - (ix) The scrutineers must not disclose the result of the advance ballot until after votes cast at the meeting have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
  - (x) Following the final declaration of the result of the vote, the scrutineers must provide to a Council Member or other authorised person bundles containing the evidence of members submitting valid advance votes; evidence of invalid votes; the valid votes; and the invalid votes.
  - (xi) Any dispute about the conduct of an advance ballot must be referred initially to a panel set up by the Council, to consist of two Council Members and two persons independent of the Church. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.
- (2) Any alteration of clause 3 (Objects), clause 31 (Voluntary winding up or dissolution), this clause (apart from paragraphs (i) to (xi) above), or of any provision where the alteration would provide authorisation for any benefit to be obtained by Council Members or members of the Church or persons connected with them, requires the prior written consent of the Charity Commission.
  - (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
  - (4) A copy of any resolution altering the constitution, together with a copy of the Church's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

### **31. Voluntary winding up or dissolution**

- (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:

- (a) at a general meeting of the members of the Church called in accordance with clause 11(4) (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
    - (i) by a resolution passed by a 75% majority of those voting, or
    - (ii) 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; or
  - (b) by a resolution agreed in writing by all members of the Church.
- (2) Subject to the payment of all the Church's debts:
- (a) 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.
  - (b) If the resolution does not contain such a provision, the Council must decide how any remaining assets of the Church shall be applied.
  - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Church.
- (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:
- (a) the Council must send with its application to the Commission:
    - (i) a copy of the resolution passed by the members of the Church;
    - (ii) a declaration by the Council that any debts and other liabilities of the Church have been settled or otherwise provided for in full; and
    - (iii) a statement by the Council 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;
  - (b) the Council must ensure that a copy of the application is sent within seven days to every member and employee of the Church, and to any Council Member of the Church who was not privy to the application.
- (4) If the Church is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## 32. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Council Member;
- (b) the spouse or civil partner of the Council Member or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the Council Member or with any person falling within subclause (a) or (b) above;
- (d) an institution which is controlled –
  - (i) by the Council Member or any connected person falling within sub-clause (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
  - (i) the Council Member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

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

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

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

The “Communications Provisions” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

“Council Member” means a Council Member of the Church.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.

## SCHEDULE

### STATEMENT OF BELIEFS

As a church, independent of a denominational structure, we have many freedoms but also responsibilities to ensure that we maintain an allegiance to the principles upon which the universal Church was established.

We are affiliated to the Evangelical Alliance, UK. The EA exists to support 'Evangelical' churches in the furtherance of the evangelical tradition. Even the word evangelical is interpreted in different ways. To some it implies zealous support of a cause (any cause), in Christian circles it defines the basis of our beliefs.

#### **Members of WEF accept that the following eight statements frame our Christian belief and experience.**

1. The one, true and living God is revealed in perfect unity in three persons, Father, Son and Holy Spirit. We call this The Trinity.
2. God's supreme rule and undeserved favour towards us is seen in:  
all He has created,  
  
the way He sustains us,  
  
all He has revealed of Himself,  
  
the price He paid to free us from our sin and His plans for  
  
final judgement.
3. Our Lord, Jesus Christ:  
was born to a virgin,  
  
lived a sinless life,  
  
performed a miraculous ministry,  
  
died to pay the penalty for our sin,  
  
rose bodily from death,  
  
victoriously ascended to heaven,  
  
prays to the Father for us and  
  
will make a personal visible return to earth.
4. God the Holy Spirit works in us individually and corporately to reveal God's truth, give us new life, equip us for service and to enable us to become more like our Lord and Saviour.

5. We all fall short of God's standards because of our inherent sinfulness. Therefore, we are subject to God's righteous anger and condemnation.
6. We can only be put right with God through faith in Jesus Christ. This is a relationship that is totally dependant on God's grace, is for eternity and will be perfected following Christ's return.
7. The universal church is like a body of which Christ is the head and in which each individual Christian has equal access to the Godhead by His grace.
8. The Bible is inspired by God and has supreme authority in all matters of faith and conduct.