

**NORTH ESSEX GOSPEL TRUST
CONSTITUTION**

Certified to be the Constitution adopted by the members of NORTH ESSEX GOSPEL
TRUST on the of 2023 and approved by the Charity
Commission on

Trustee:Trustee:

As amended at a general meeting of the members and approved by the Charity Commission on the dates set out below:

Date of Members’ Meeting	Date of Charity Commission Approval	Trustee	Trustee
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1. Name

The name of the Charitable Incorporated Organisation is North Essex Gospel Trust (“**the CIO**”).

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. Purposes

The purposes of the CIO are the advancement of the Christian faith in accordance with the Basis of Faith, primarily, but not exclusively, within Felsted and the surrounding area, provided that the advancement of such purposes must be undertaken in a manner that is consistent with the Doctrinal Distinctives and Ethical Statements as may be adopted and amended by the CIO from time to time.

4. Powers

4.1. The CIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. In particular, the CIO has power to:

- 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 CIO 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 CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.1.4. employ and compensate such staff as are necessary for carrying out the work of the CIO, provided that staff whose roles have a spiritual or theological component are committed to the purposes, the Basis of Faith, Doctrinal Distinctives and Ethical Statements in belief and conduct. The CIO may employ or compensate 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 that clause;

- 4.1.5. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO 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;
- 4.1.6. make payments and provide grants, loans or support of any kind (including the loaning of equipment) to individuals or organisations who are engaged in work or activity which furthers the CIO's purposes or in assisting directly or indirectly in doing so;
- 4.1.7. pay or contribute directly or indirectly towards the payment of the salary, costs or other properly incurred expenses of a Christian worker or workers.

5. Application of income and property

- 5.1. The income and property of the CIO must be applied solely towards the promotion of the purposes.
 - 5.1.1. A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - 5.1.2. A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO'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 CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- 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

General provisions

- 6.1. No charity trustee or connected person may:
 - 6.1.1. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
 - 6.1.2. sell goods, services, or any interest in land to the CIO;
 - 6.1.3. be employed by, or receive any remuneration from, the CIO;

6.1.4. receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by this clause 6 or authorised by statute from time to time, 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.

- 6.2. A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided it is available generally to the beneficiaries of the CIO.
- 6.3. At no time may a majority of charity trustees benefit directly or indirectly from payments made under clause 6. 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 to be a majority of the charity trustees then the prior written consent of the Charity Commission to the proposed payment must be obtained.
- 6.4. 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 CIO require the prior written approval of the Charity Commission unless authorised under statute from time to time.
- 6.5. For the avoidance of doubt, nothing in this clause shall prevent reimbursement to the charity trustees or connected persons 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 CIO, where such purchases have the prior authorisation of the charity trustees.

Scope and powers permitting trustees’ or connected persons’ benefits

- 6.6. A charity trustee or connected person may enter into a contract for the supply of services and/or of goods to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 6.7. A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.8. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.9. A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

6.10. In this clause 6:

6.10.1. “the CIO” includes any company in which the CIO:

- 6.10.1.1. holds more than 50% of the shares; or
- 6.10.1.2. controls more than 50% of the voting rights attached to the shares; or
- 6.10.1.3. has the right to appoint one or more directors to the board of the company;

6.10.2. “connected person” includes any person within the definition set out in clause 29 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

7.1. Subject to clause 7.3, a charity trustee must:

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

7.2. Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

7.3. When any charity trustee is conflicted, the trustees who are not conflicted, subject to a quorum being formed and being satisfied that it is in the best interests of the CIO to do so, may by resolution passed in the absence of the conflicted charity trustee authorise the conflicted charity trustee, notwithstanding any conflict of interest or duty which has arisen or may arise, to:

- 7.3.1. continue to participate in discussions leading to the making of a decision (but not to participate in the decision or vote itself); or
- 7.3.2. disclose to a third party information confidential to the CIO;
- 7.3.3. take any other action not otherwise authorised which does not involve the receipt by the conflicted trustee or a connected person of any payment or material benefit from the CIO; or
- 7.3.4. refrain from taking any step required to remove the conflict.

8. Liability of members to contribute to the assets of the CIO if it is wound up

- 8.1. If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Charity trustees

Functions and duties of charity trustees

- 9.1. The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

9.1.1. to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

9.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

9.1.2.1. any special knowledge or experience that he or she has or holds himself or herself out as having; and,

9.1.2.2. if he or she acts as a charity trustee of the CIO 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.

Eligibility for trusteeship

- 9.2. Every charity trustee must be a natural person.

- 9.3. No individual may be appointed as a charity trustee of the CIO:

9.3.1. if he or she is under the age of 18 years;

9.3.2. if he or she would automatically cease to hold office under the provisions of clause 12.1.5;

9.3.3. if his or her appointment has not been approved by a majority of at least 75% of the charity trustees; or

9.3.4. if he or she has not affirmed in writing (or by such other means as the trustees may specify) the Basis of Faith , Ethical Statements and Doctrinal Distinctives.

- 9.4. No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- 9.5. The charity trustees may set out in the Rules any additional requirements for the eligibility and appointment of trustees, having regard to the spiritual nature and responsibilities that the role carries in relation to the charity governed in accordance with this constitution.
- 9.6. Every charity trustee shall be required to affirm in writing, at least once in each calendar year, his or her continued acceptance of, and commitment to live in accordance with, the Basis of Faith, the Doctrinal Distinctives and the Ethical Statements.

Number of charity trustees

- 9.7. Ideally there will be at least five charity trustees but there must be a minimum of four 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 appoint a new charity trustee.
- 9.8. There is no maximum number of charity trustees that may be appointed to the CIO.

First charity trustees

- 9.9. The first charity trustees and their initial terms of office are as follows:

Edward Russell Fenning	4 years
Lois Ruth Ferguson	4 years
James Dub Gannon	4 years
Roger John Miles	4 years
Benjamin Ross Peart	4 years

10. Appointment of Charity Trustees

- 10.1. Apart from the first charity trustees, every trustee must be appointed by a resolution passed at a properly convened meeting of the charity trustees.
- 10.2. In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.
- 10.3. Apart from the first charity trustees, charity trustees shall be appointed for an initial period of three years and shall thereafter retire as a charity trustee.
- 10.4. Subject to clause 9 and clause 12, a charity trustee whose term of office has expired (whether under clause 9.9 or clause 10.3) shall be eligible for reappointment for a further three year term and the process for reappointment shall

be as set out in clause 10.1. A charity trustee may serve a maximum of three consecutive terms of office. After that, a charity trustee may be reappointed as a charity trustee once a period of not less than 12 months has elapsed from the end of their three consecutive terms of office.

11. Information for new charity trustees

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

11.1.1. a copy of the current version of this constitution; and

11.1.2. a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

12. Retirement and removal of charity trustees

12.1. A charity trustee ceases to hold office as a charity trustee if:

12.1.1. he or she retires by notifying the CIO 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);

12.1.2. he or she 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;

12.1.3. he or she dies;

12.1.4. he or she in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

12.1.5. he or she is disqualified from acting as a charity trustee by virtue of sections 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;

12.1.6. he or she ceases, in the opinion of the majority of charity trustees, to believe in the doctrines contained in the Basis of Faith, Ethical Statements or Doctrinal Distinctives;

12.1.7. he or she fails to complete an annual declaration confirming their acceptance of Basis of Faith, Doctrinal Distinctives and Ethical Statements, as required under clause 9.6;

12.1.8. his or her term of office expires and he or she is required to retire as a charity trustee under clause 9.9 or clause 10.3 and is not reappointed in accordance with clause 10.4; or

12.1.9. in the opinion of the majority of charity trustees, it is no longer in the best interests of the CIO for such person to remain as a charity trustee.

12.2. Any person retiring as a charity trustee under clause 12.1.1 is eligible for reappointment, subject to clause 10.4 above.

12.3. A charity trustee removed in accordance with clause 12.1.6 or 12.1.9 shall be given reasonable opportunity to make representations to the remaining trustees prior to the decision to remove them being taken.

13. Taking of decisions by charity trustees

13.1. Any decision may be taken either:

13.1.1 at a meeting of the charity trustees; or

13.1.2 by resolution in writing or electronic form agreed by the requisite number of 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. The requisite number of trustees is the number of trustees that would be required to pass the same resolution were that resolution considered at a meeting of the trustees attended by all trustees eligible to vote on that resolution.

14. Delegation by charity trustees

14.1. The charity trustees may delegate day-to-day matters to individuals or committees, including powers to commit the CIO to a course of action. The power of delegation in this clause 14.1 does not authorise the delegation of matters affecting the general control and management of the administration of the CIO. 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.

14.2. Subject to clause 14.4, the charity trustees may delegate any of their powers or functions relating to the general control and management of the administration of the CIO 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.

14.3. 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.

14.4. The power at clause 14.2 is subject to the following requirements:

- 14.4.1. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- 14.4.2. 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
- 14.4.3. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of charity trustees

Calling meetings

- 15.1. The chair of trustees or any two of the charity trustees may call a meeting of the charity trustees at any time.
- 15.2. The charity trustees must hold at least three meetings in each twelve month period.
- 15.3. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

Chairing of meetings

- 15.4. The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

Procedure at meetings

- 15.5. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or at least one-half of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. 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.
- 15.6. Questions arising at a meeting shall be decided by a majority of those eligible to vote, subject to any greater requirements that may be set out in the Rules from time to time.
- 15.7. In the case of an equality of votes, the person who chairs the meeting shall be entitled to a second or casting vote.

Participation in meetings by electronic means

- 15.8. 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.
- 15.9. 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.
- 15.10. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. Membership of the CIO

- 16.1. The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.
- 16.2. Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

Informal of associate (non-voting) membership

- 16.3. The trustees may make Rules setting out categories of affiliation to the CIO that do not constitute formal legal membership (even if described as “members” in the Rules), but which enable the trustees and members to include a wider group of people in the activities of the charity. They are described in this constitution as “Associates”. The Rules shall specify whether or not Associates are required to subscribe to any of the Basis of Faith, Doctrinal Distinctives and/or Ethical Statements to be affiliated as an Associate.
- 16.4. Such Rules may include categories of decisions on which the trustees shall permit Associates to vote, by any majority and in any manner set out in the Rules, save that no decision that is required to be made by members of the CIO in accordance with clause 17 below shall be made by Associates.
- 16.5. Such Rules must make reference to the existence of the CIO governed by this constitution or to having been made in accordance with the provisions of this constitution.
- 16.6. 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.

17. Decisions which must be made by the members of the CIO

17.1. Any decision to:

- 17.1.1. amend the constitution of the CIO;
- 17.1.2. amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
- 17.1.3. wind up or dissolve the CIO (including transferring its business to any other charity);

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

17.2. Decisions of the members may be made either:

- 17.2.1. by resolution at a general meeting; or
- 17.2.2. by resolution in writing, in accordance with clause 17.4.

17.3. Any decision specified in clause 17.1 must be made in accordance with the provisions of clause 27 (amendment of constitution), clause 28 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting or agreed by all members in writing.

17.4. Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

- 17.4.1. a copy of the proposed resolution has been sent to all the members eligible to vote; and
- 17.4.2. the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified. The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

18. General meetings of members

Calling of general meetings of members

- 18.1. The charity trustees may designate any of their meetings that have already been called as a general meeting of the members of the CIO, provided that all of the members are given at least 14 days' notice of this. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause 17 (Decisions which must be made by the members of the CIO).

Notice of general meetings of members

- 18.2. The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
- 18.3. Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice, if it is so agreed by a majority of the members of the CIO.
- 18.4. 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.

Procedure at general meetings of members

- 18.5. The provisions in clauses 15.4-15.10 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

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 7 (Conflicts of interest and conflicts of loyalty).

20. Execution of documents

20.1. The CIO 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.

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

General

21.1. The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

21.1.1. 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;

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

To the CIO

21.2. Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

By the CIO

21.3. Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from

the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

21.4. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

21.4.1. provide the members with the notice referred to in clause 18.2 (Notice of general meetings);

21.4.2. give charity trustees notice of their meetings in accordance with clause 15 (Calling meetings); and

21.4.3. submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 17 (Members' decisions), 17.4 (Decisions taken by resolution in writing) or 13.1 (Taking of decisions by charity trustees).

21.5. The charity trustees must –

21.5.1. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and

21.5.2. send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

22. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register 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 CIO;

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 account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, 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 CIO entered on the Central Register of Charities.

25. Rules

25.1. The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, 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 CIO on request.

25.2. The charity trustees may write, adopt and amend doctrinal statements clarifying or supplementing the doctrines contained in the Basis of Faith, provided that such doctrines are consistent with the Basis of Faith. The doctrines contained within such statements are referred to in this constitution as the "Doctrinal Distinctives."

25.3. The charity trustees may write, adopt and amend ethical statements setting out how the doctrines contained in the Basis of Faith apply in day to day life and how members of the CIO (and, if the trustees so specify, Associates) should endeavour to conduct themselves in light of these doctrines. These statements are referred to in this constitution as the "Ethical Statements."

26. Disputes

26.1. If a dispute arises between members of the CIO 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. As provided by sections 224 – 227 of the Charities Act 2011, 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 CIO or by a written resolution of all the members.
- 27.2. Save as set out within this clause 27, 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 CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- 27.3. The Basis of Faith can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO or by a written resolution of all the members.
- 27.4. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 27.5. A copy of any resolution altering the constitution, together with a copy of the CIO'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 CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
- 28.1.1. at a general meeting of the members of the CIO called in accordance with clause 18 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
- (a) by a resolution passed by a 75% majority of those voting, or
 - (b) 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
- 28.1.2. by a resolution agreed in writing by all members of the CIO.
- 28.2. Subject to the payment of all the CIO's debts:

- 28.2.1. Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO 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 CIO 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 CIO.
- 28.3. The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO 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 CIO;
 - 28.3.1.2. a declaration by the charity trustees that any debts and other liabilities of the CIO 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 CIO 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 CIO, and to any charity trustee of the CIO who was not privy to the application.
- 28.4. If the CIO 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. “**Associates**” means anyone appointed to a category of affiliate or associate in accordance with rules made under clause 16.3 above;
- 29.2. “**Basis of Faith**” means the doctrinal basis of the CIO set out at Appendix 1 as may be amended from time to time in accordance with clause 27.3
- 29.3. “**connected person**” means:
 - 29.3.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

29.3.2. the spouse or civil partner of the charity trustee or of any person falling within sub-clause 29.3.1 above;

29.3.3. a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause 29.3.1 or 29.3.2. above;

29.3.4. an institution which is controlled –

- (a) by the charity trustee or any connected person falling within sub-clause 29.3.1, 29.3.2 or 29.3.3 above; or
- (b) by two or more persons falling within sub-clause 29.3.4(a) when taken together

29.3.5. a body corporate in which –

- (a) the charity trustee or any connected person falling within sub-clauses 29.3.1 to 29.3.3 has a substantial interest; or
- (b) two or more persons falling within sub-clause 29.3.5(a) who, when taken together, have a substantial interest.

Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause 29.3. 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.

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

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

29.6. The “**Communications Provisions**” means the Communications Provisions in Part 9 of the General Regulations.

29.7. “**charity trustee**” means a charity trustee of the CIO.

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

29.9. “**Doctrinal Distinctives**” has the meaning assigned to it in clause 25.2.

29.10. “**Ethical Statements**” has the meaning assigned to in in clause 25.3.

29.11. “**Rules**” means any such rules or standing orders as are made in accordance with clause 25.

29.12. A reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.

Appendix 1

Basis of Faith

1. There is one God, who exists eternally in three distinct but equal persons: the Father, the Son, and the Holy Spirit.
2. 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.
3. 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.
4. God created humanity as male and female, giving each man and each woman their physical gender from before birth. In God's good design for His world, men and women have equal dignity and status yet different and complementary roles in marriage, family life and in Christian leadership and teaching.
5. 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.
6. 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.
7. Sinful human beings are redeemed from the guilt, penalty and power of sin only through the sacrificial death once and for all time of their representative and substitute, Jesus Christ, the only mediator between them and God. 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.
8. 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.
9. The Holy Spirit has been sent from heaven to glorify Christ and to apply his work of salvation by convicting sinners, imparting spiritual life and giving a true understanding of the Scriptures.
10. The Holy Spirit lives in all those he has regenerated, uniting them to Christ. He makes them increasingly Christlike in character and behaviour and gives them

power for their witness in the world. By the Spirit, the Christian life involves a growing knowledge of God, trust in Christ, conformity to Christ and actions pleasing to God in every area of life as directed by Scripture.

11. God designed marriage to be a public union between one man and one woman for life and that sexual relations should be within the one-flesh union of marriage. Marriage ultimately serves as a type of the union between Christ and his church.
12. 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 as expressed in the full canon of Scripture.
13. 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.