

**CONSTITUTION OF
THE NEW LIFE CHURCH, WOKING**

Adopted at the Special Church Members Meeting on 24th January 2018



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solicitors

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

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Clause Number	
	Date of constitution (last amended): 24 th January 2018
1	Name
	The name of the Charitable Incorporated Organisation is The New Life Church, Woking ("the Church").
2	National location of principal office
	The Charitable Incorporated Organisation must have a principal office in England or Wales. The principal office of the Church is in England.
3	Purposes
3.1	The principal purposes of the Church are:-
3.1.1	The advancement of the Christian faith according to the principles of the Baptist denomination.
3.1.2	The Church may also advance education and carry out other charitable purposes in the United Kingdom and/or other parts of the world.
4	Beliefs
	As a member of the Baptist Union the Church subscribes to the Baptist Union's Declaration of Principle: <p style="padding-left: 40px;">"That our Lord and Saviour Jesus Christ, God manifest in the flesh, is the sole and absolute authority in all matters pertaining to faith and practice, as revealed in the Holy Scriptures, and that each church has liberty, under the guidance of the Holy Spirit, to interpret and administer His laws.</p> <p style="padding-left: 40px;">That Christian Baptism is the immersion in water into the name of the Father, the Son and Holy Spirit, of those who have professed repentance towards God and faith in our Lord Jesus Christ who 'died for our sins according to the Scriptures; was buried, and rose again on the third day'.</p> <p style="padding-left: 40px;">That it is the duty of every disciple to bear personal witness to the gospel of Jesus Christ, and to take part in the evangelisation of the world."</p> <p>The beliefs of the Church also include the Evangelical Alliance Basis of Faith as follows:</p> <p>We believe in:</p> <ol style="list-style-type: none"> 1. The one true God who lives eternally in three persons — the Father, the Son and the Holy Spirit. 2. The love, grace and sovereignty of God in creating, sustaining, ruling, redeeming and judging the world. 3. The divine inspiration and supreme authority of the Old and New Testament Scriptures, which are the written Word of God—fully trustworthy for faith and

	<p>conduct.</p> <p>4. The dignity of all people, made male and female in God's image to love, be holy and care for creation, yet corrupted by sin, which incurs divine wrath and judgement.</p> <p>5. The incarnation of God's eternal Son, the Lord Jesus Christ — born of the virgin Mary; truly divine and truly human, yet without sin.</p> <p>6. The atoning sacrifice of Christ on the cross: dying in our place, paying the price of sin and defeating evil, so reconciling us with God.</p> <p>7. The bodily resurrection of Christ, the first fruits of our resurrection; his ascension to the Father, and his reign and mediation as the only Saviour of the world.</p> <p>8. The justification of sinners solely by the grace of God through faith in Christ.</p> <p>9. The ministry of God the Holy Spirit, who leads us to repentance, unites us with Christ through new birth, empowers our discipleship and enables our witness.</p> <p>10. The Church, the body of Christ both local and universal, the priesthood of all believers — given life by the Spirit and endowed with the Spirit's gifts to worship God and proclaim the gospel, promoting justice and love.</p> <p>11. The personal and visible return of Jesus Christ to fulfil the purposes of God, who will raise all people to judgement, bring eternal life to the redeemed and eternal condemnation to the lost, and establish a new heaven and new earth.</p>
5	Activities
5.1	In fulfilling the Purposes the Church will engage in a range of activities either on its own or with others that will vary from time to time with activities being initiated, expanded, or closed, as appropriate.
5.2	<p>The activities may include but are not restricted to:</p> <ul style="list-style-type: none"> • regular public worship, prayer, Bible study, preaching and teaching; • baptism, as defined in the Baptist Union's Declaration of Principle; • the Communion of the Lord's Supper which shall normally be observed at least once a month; • evangelism and mission, locally, regionally, nationally and internationally; • the teaching, encouragement, welcome and inclusion of young people; • nurture and growth of Christian disciples; • education and training for Christian and community service; • giving and encouraging pastoral care; • supporting and encouraging charitable social action in the United Kingdom and abroad; • encouraging relationships with and supporting Baptists and other Christians.
5.3	Notwithstanding the appointment of persons to accept responsibility for any of the activities all individuals, organisations, groups, and committees operating within the life of the Church, and their leaders, shall be accountable to the Charity Trustees and also through any specific direction of the Church Members' Meeting.
6	Affiliation
	The Church is a member of the Baptist Union and the Association.

7	Powers
	The Church has power to do anything which is calculated to further its Purposes or is conducive or incidental to doing so. In particular, the Church's powers include power to:
7.1	borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Church must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
7.2	buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
7.3	sell, lease or otherwise dispose of all or any part of the property belonging to the Church. In exercising this power, the Church must comply as appropriate with sections 117 to 123 of the Charities Act 2011;
7.4	employ, appoint and remunerate such staff and office holders as are necessary for carrying out the work of the Church. The Church may employ or remunerate a Charity Trustee only to the extent that it is permitted to do so by clause 9 (Benefits and payments to Charity Trustees and Connected Persons) and provided it complies with the conditions of that clause;
7.5	deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Church to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
7.6	apply for and accept grants and to provide security in respect of obligations under grant agreements;
7.7	to receive grants, give guarantees and/or security for loans, and to make grants or loans of money towards the advancement of the Purposes;
7.8	(for the avoidance of doubt) make grants to other charities working elsewhere in the United Kingdom and/or other parts of the world.
8	Application of income and property
8.1	The income and property of the Church must be applied solely towards the promotion of the Purposes.
8.2	A Charity Trustee is entitled to be reimbursed from the property of the Church or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Church.
8.3	A Charity Trustee may benefit from trustee indemnity insurance cover purchased at the Church's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
8.4	None of the income or property of the Church may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Church Member. This does not prevent a Church Member who is not also a Charity Trustee

	receiving:
8.4.1	a benefit from the Church as a beneficiary of the Church; and/or
8.4.2	reasonable and proper remuneration for any goods or services supplied to the Church.
9	Benefits and payments to Charity Trustees and Connected Persons
9.1	General provisions
	Unless the payment or benefit is permitted by clause 9.2, or is authorised by the court or the Charity Commission, no Charity Trustee or Connected Person may:
9.1.1	Buy or receive any goods or services from the Church on terms preferential to those applicable to members of the public;
9.1.2	Sell goods, services, or any interest in land to the Church;
9.1.3	Be employed by, or receive any remuneration from, the Church; or
9.1.4	Receive any other financial benefit from the Church: in this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.
9.2	Scope and powers permitting Charity Trustees' or Connected Persons' benefits
9.2.1	A Charity Trustee or Connected Person may receive a benefit from the Church as a Church Member to the same extent that other Church Members benefit from the activities and services of the Church.
9.2.2	A Charity Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Church where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
9.2.3	Subject to clause 9.3 a Charity Trustee or Connected Person may provide the Church with goods that are not supplied in connection with services provided to the Church by the Charity Trustee or Connected Person.
9.2.4	A Charity Trustee or Connected Person may receive interest on money lent to the Church at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Charity Trustees but not so as to be at a rate less than nil% per annum.
9.2.5	A Charity Trustee or Connected Person may receive rent for premises let by the Charity Trustee or Connected Person to the Church. The amount of the rent and the other terms of the lease must be reasonable and proper. The Charity Trustee concerned must withdraw from any part of any meeting at which such a proposal or the rent or other terms of the lease are under discussion and shall not vote on the proposal.
9.2.6	A Charity Trustee or Connected Person may take part in the normal trading and fundraising activities of the Church and benefit from the services provided by the

	Church and participate in the Church's activities on the same terms as Church Members.
9.2.7	Notwithstanding the fact that any Minister or Ministers appointed by the Church are Charity Trustees they will be entitled to be paid an agreed and reasonable remuneration or stipend out of the funds of the Church provided that a majority of the Charity Trustees at any given time do not benefit under this provision.
9.2.8	Where it is proposed that a Charity Trustee (or Connected Person) is to be employed or receive remuneration or sell goods or services or any interest in land to the Church and where this gains the approval of the Charity Trustees and the Church Members' Meeting then this shall be permitted only if:
9.2.8.1	the Charity Trustee or any person connected with the Charity Trustee who may benefit directly or indirectly from the proposed remuneration declares an interest in the proposal before discussion on the matter begins;
9.2.8.2	absents himself or herself (or in the case of any Connected Persons themselves) from any part of any meeting at which the proposal is discussed and takes no part in any discussion of it and is not counted in determining whether any such meeting is quorate;
9.2.8.3	does not vote on the proposal;
9.2.8.4	the remaining Charity Trustees who do not stand to receive the proposed benefit are satisfied that it is in the interests of the Church to contract with or employ that Charity Trustee (or Connected Person) rather than another independent person and must record the reason for their decision in the minutes: and
9.2.8.5	in reaching that decision the Charity Trustees must balance the advantage of contracting with or employing a Charity Trustee against the disadvantages of doing so (especially the loss of the Charity Trustee's services as a result of dealing with the Charity Trustee's conflict of interest);
9.3	Payment for supply of goods only - controls
	The Church and its Charity Trustees may only rely upon the authority provided by clause 9.2.3 if each of the following conditions is satisfied:
9.3.1	the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Church and the Charity Trustee or Connected Person supplying the goods ("the Supplier") under which the Supplier is to supply the goods in question to or on behalf of the Church;
9.3.2	the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
9.3.3	the Charity Trustees who do not stand to receive the proposed benefit are satisfied that it is in the best interests of the Church to contract with the Supplier rather than with someone who is not a Charity Trustee or Connected Person. In reaching that decision the Charity Trustees must balance the advantage of contracting with a Charity Trustee or Connected Person against the disadvantages of doing so;

9.3.4	the Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Church;
9.3.5	the Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting;
9.3.6	the reason for their decision is recorded by the Charity Trustees in the minute book; and
9.3.7	a majority of the Charity Trustees are not in receipt of remuneration or payments authorised by clause 9.
9.4	Definition of Church for the purposes of Clauses 9.1-9.3
	In clauses 9.1, 9.2 and 9.3 "the Church" includes any company in which the Church:
	<ul style="list-style-type: none"> • Holds more than 50% of the shares; or • Controls more than 50% of the voting rights attached to the shares; or • Has the right to appoint one or more directors to the board of the company;
10	Conflicts of interest and conflicts of loyalty
10.1	A Charity Trustee must:
10.1.1	Before discussion of the matter begins in any meeting of Church Trustees or Church Members declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Church or in any transaction or arrangement entered into by the Church which has not previously been declared; and
10.1.2	Absent himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Church and any personal interest (including but not limited to any financial interest).
10.2	Any Charity Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.
11	Liability of Church Members to contribute to the assets of the Church if it is wound up
	If the Church is wound up, the Church Members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.
12	Membership of the Church
12.1	Admission of new members and eligibility

12.1.1	Membership of the Church is open to those who have professed faith in Jesus Christ and wish to become members, and who, by applying for membership have indicated acceptance of the Beliefs, a willingness to participate in the Activities, have indicated their agreement to become a member and acceptance of the duty of members set out in clause 12.3.
12.1.2	Persons seeking membership who have not been baptised in the manner described in the Baptist Union's Declaration of Principle may at the discretion of the Church Members' Meeting be accepted for full membership based on their own public profession of faith.
12.1.3	Membership of the Church is personal and cannot be transferred to anyone else.
12.1.4	A Church Member shall be a natural person.
12.2	Admission procedure
	The Charity Trustees:
12.2.1	may require applications for membership to be made in any reasonable way that they decide having regard to the provisions of this Constitution and any relevant resolution of the Church Members' Meeting;
12.2.2	shall, if they approve an application for membership, and if the Church Members' Meeting ratifies such approval, notify the applicant of their decision within 28 days after the Church Members' Meeting at which such approval was ratified;
12.2.3	may refuse an application for membership if they believe that it is in the best interests of the Church for them to do so;
12.2.4	shall, if they decide to refuse an application for membership, and if the Church Members' Meeting ratifies such refusal, give the applicant their reasons for doing so, within 21 days after the Church Members' Meeting at which such decision to refuse an application was ratified, and give the applicant the opportunity to appeal against the refusal within 21 days after the applicant is notified of the decision to refuse their application ;
12.2.5	shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final;
12.2.6	where the person seeking membership has been a church member at another Baptist church they shall apply in the same manner but a letter of commendation shall normally be requested from their previous church; and
12.2.7	the membership application shall also be considered by the Church Members' Meeting and in the absence of any sustainable objection from the Church Members at the Church Members' Meeting the Church Members' Meeting shall ratify the decision of the Charity Trustees. If accepted the new member will normally be welcomed into fellowship publicly at the next convenient Church service.
12.3	Duty of Church Members

	A Church Member must exercise his or her powers as a member of the Church in the way he or she decides would be most likely to further the Purposes of the Church. The responsibilities of membership normally also include:
12.3.1	attending worship and participating in Church activities;
12.3.2	personal prayer and Bible study;
12.3.3	participation at the Communion of the Lord's Supper as a privilege and a priority;
12.3.4	helping the Church whenever possible by using gifts and abilities to advance the Purpose of the Church through its activities;
12.3.5	attending and participating in Church Members' Meetings;
12.3.6	giving regular financial support to the Church in proportion to personal resources and circumstances; and
12.3.7	upholding Christian values.
12.4	Termination of membership
12.4.1	Church Membership will be terminated if the Church Member dies, transfers their membership to another church or otherwise resigns in writing to the Church Secretary. These routine changes to the membership list shall be reported at the next convenient Church Members' Meeting.
12.4.2	When, pursuant to clause 12.5.2, the Church Members' Meeting reviews the membership list the Church Members' Meeting may resolve to make any appropriate deletions.
12.4.3	In exceptional circumstances where the conduct of a Church Member is considered to be contrary to the Purposes and Beliefs of the Church and/or disruptive to the relationships between Church Members then the Charity Trustees may recommend to a Church Members' Meeting that the membership of that person be reviewed. The Church may, after considering the facts, terminate the membership of that person. The Church Member shall be allowed to attend the Church Members' Meeting where their membership is to be reviewed to hear what is said at the Church Members' Meeting, to correct any errors of fact and offer any explanation of the circumstances or reasons for their actions before withdrawing from the meeting so that the Church Members may prayerfully and carefully consider whether or not to resolve to remove that person's name from the list of Church Members.
12.4.4	If a Church Member does not attend any Church Activities for at least one year, or indicates they are no longer in accord with the above principles, that individual's membership shall be reviewed by the Charity Trustees. A person's name shall only be removed with the approval of the Church Members Meeting. No person (except in a mission's context) shall be a member of two churches.
12.5	Church Membership List
12.5.1	A list of current Church Members shall be maintained by the Charity Trustees in the format required by the General Regulations.

12.5.2	In order to keep the list of current Church Members up to date the membership list shall be reviewed at least once every three years by the Church Members' Meeting.
13	Church Members' Meetings
13.1	Types frequency and purpose of Church Members' Meetings
13.1.1	There are three types of formal Church Members' Meetings: Ordinary Church Members' Meetings, Special Church Members' Meetings and the Annual General Meeting.
13.1.2	There must be an Annual General Meeting (AGM) of the Church Members. The first AGM must be held within 18 months of the registration of the Church as a CIO.
13.1.3	Ordinary Church Members' Meetings shall be held at regular intervals on not less than four occasions in any calendar year and shall be an opportunity for the Church Members to consider and review routine matters associated with the life of the Church including issues related to Church membership, the appointment of Charity Trustees, the appointment of a Church Secretary, the appointment of a Church Treasurer, the approval of the budget, with opportunities for considering proposals from the Charity Trustees or other Church Members for the development of the Church and the advancement of its Purposes through its Activities.
13.1.4	One Ordinary Church Members' Meeting each year shall include the Annual General Meeting for the Church Members to receive annual accounts and reports (duly audited or examined where applicable), Charity Trustees' reports, and to consider proposals for the strategy and vision of the Church in the coming year, with other appropriate matters.
13.1.5	A Special Church Members' Meeting shall be convened when necessary to consider the appointment or dismissal of a Minister, the dismissal of a Charity Trustee, matters relating to the purchase, sale, lease, mortgage or redevelopment of Church property, the closure of the Church, the amendment of this Constitution, or matters considered by the Charity Trustees to be of sufficient importance to require the calling of a Special Church Members' Meeting.
13.1.6	Additional Ordinary Church Members' Meetings may be held at any time.
13.1.7	Church Members shall meet together in a Church Members' Meeting under the guidance of the Holy Spirit and under the Lordship of Christ to discern the mind of God in the affairs of the Church.
13.1.8	Worship including prayer and the reading of Scripture shall be a key feature of the Church Members' Meeting. The discussion of any matters affecting the life and Activities of the Church shall be set in this context with the intention that, so far as possible, practical issues are not perceived as being separate from the spiritual aspects of the Church.
13.1.9	All Church Members' Meetings, whether Ordinary, Special or the Annual General Meeting shall be convened in accordance with the following conditions in Clauses 13.2 to 13.11 (inclusive).

13.2	Calling Members' Meetings
13.2.1	The Charity Trustees:
	<ul style="list-style-type: none"> • must call the Annual General Meeting of the Church Members in accordance with clause 13.1.2 and identify it as such in the notice of the meeting; and • may call any other Church Members' Meetings at any time.
	in each case so as to be convenient for as many Church Members as is reasonable.
13.2.2	The Charity Trustees must, within 21 days, call a Church Members' Meeting of the Church Members if:
	<ul style="list-style-type: none"> • They receive a written request to do so from at least 10% of the Church Members; and • The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Church Member(s) making the request.
13.2.3	Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting or an indication of the nature of the matters to be considered.
13.2.4	A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
13.2.5	Any Church Members' Meeting called by the Charity Trustees at the proper request of Church Members must be held within 28 days from the date on which it is called.
13.2.6	If the Charity Trustees fail to comply with this obligation to call a Church Members' Meeting at the proper request of Church Members, then those Church Members who requested the meeting may themselves call a Church Members' Meeting.
13.2.7	A Church Members' Meeting called in this way must be held not more than 3 months after the date when the Church Members first requested the meeting.
13.3	Notice of Church Members' Meetings
13.3.1	The Charity Trustees, or, as the case may be, the relevant Church Members, must give at least 7 clear days notice of any Church Members' Meeting to all of the Church Members.
13.3.2	An Ordinary Church Members' Meeting shall be properly convened if as a minimum requirement the date, time and place for the meeting are publicised with an indication (if possible) of the matters to be considered at the public worship service or services on the two previous Sundays (or other regular weekly meeting time when the Church gathers together).
13.3.3	If it is agreed by not less than 90% of all Church Members, any resolution may be proposed and passed at the meeting even though the requirements of clauses 13.3.1 and 13.3.2 have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this Constitution, by the

	Charities Act 2011 or by the General Regulations.
13.3.4	The notice of any Church Members' Meeting must: <ul style="list-style-type: none"> • State the time and date of the meeting; • Give the address at which the meeting is to take place; • Indicate the general nature of business to be dealt with at the meeting; and • If a proposal to alter the Constitution of the Church is to be considered at the meeting, include the text of the proposed alteration.
13.3.5	The notice for the AGM must include the annual statement of accounts and Charity Trustees' annual report, details of persons standing for election or re-election as charity trustee, or where allowed under clause 35 (Use of electronic communications), details of where the information may be found on the Church's website.
13.3.6	Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
13.3.7	The proceedings of a Church Members' Meeting shall not be invalidated because a Church Member who was entitled to receive notice of the Church Members' Meeting did not receive it because of an accidental omission by the Church.
13.4	Guests at a Church Members' Meeting
	From time to time the Church may invite guests, and if publically invited by an announcement or notice in the same form as is required for calling members to a meeting, those who normally attend Church events may attend a Church Members' Meeting but only Church Members may vote.
13.5	Chairing of Church Members' Meetings
13.5.1	The person nominated as chair by the Charity Trustees under clause 22.5 (Chairing of Charity Trustees' meetings), shall, if present at the Church Members' Meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Church who are present at a Church Members' Meeting shall elect a chair to preside at the meeting.
13.6	Quorum at Church Members' Meetings
13.6.1	No business may be transacted at any Church Members' Meeting unless a quorum is present when the meeting starts.
13.6.2	Subject to the following provisions, the quorum for Church Members' Meetings shall be 20% of the total number of Church Members entitled to vote at Church Members' Meetings.
13.6.3	If the meeting has been called by or at the request of the Church Members and a quorum is not present within 15 minutes of the starting time specified in the notice of

	the meeting, the meeting is closed.
13.6.4	If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Church Members at least seven clear days before the date on which it will resume.
13.6.5	If at any time during any meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Charity Trustees but may not make any decisions. If decisions are required which must be made by a Church Members' Meeting, the meeting must be adjourned.
13.7	Taking decisions at Church Members' Meetings
13.7.1	The consultation of Church Members and the involvement of Church Members in decision making is an important principle within a Baptist Church. Church Members are encouraged to listen carefully to each other and to express views that will aid decision making before reaching a decision.
13.7.2	Except for those decisions that must be taken in a particular way as indicated in this Constitution the Charities Act 2011 the General Regulations or Dissolution Regulations decisions of the Church Members may be taken as provided in clause 13.8.
13.8	Taking decisions by consensus and voting
13.8.1	Wherever possible and where there is a clear agreement among the Church Members they may reach a decision by consensus without a vote, provided that the decision taken is clearly recorded in the minutes as a decision of the Church Members.
13.8.2	Each Church Member shall have one vote which they may use at a Church Members' Meeting after hearing about the issues and any comments or questions raised by other Church Members in advance of the vote.
13.8.3	For matters requiring a formal decision or resolution a vote shall be taken and the outcome of the vote recorded as the resolution of the Church Members.
13.8.4	No proxy votes shall be allowed and no postal votes shall be valid.
13.8.5	If any matter requires a decision affecting or involving individuals and any embarrassment might arise by a public vote then a secret Poll shall be held if requested by the Charity Trustees or the Church Members' Meeting and agreed by the Church Members' Meeting.
13.8.6	Any decision except a decision affecting the appointment of Charity Trustees, a Church Secretary or a Church Treasurer shall be taken by a simple majority at an Ordinary Church Members' Meeting.
13.8.7	A resolution put to the vote of a Church Members' Meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a Poll is duly demanded. A Poll may be demanded by the chair or by at least 10% of the Church Members present in person at the meeting and entitled to vote.

13.8.8	A Poll may be taken at the Church Members' Meeting at which it was demanded.
13.8.9	Any objection to the qualification of any voter must be raised at the Church Members' Meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
13.8.10	If a Poll is to be held 2 persons should be appointed as scrutineers to the Poll to count the votes. The person chairing the Church Members' Meeting shall announce the outcome without necessarily revealing the number of votes.
13.8.11	If there is an equality of votes on any matter at an Ordinary Church Members' Meeting the resolution will be considered rejected and the matter shall be referred back to the submitter for review and if appropriate resubmission to a subsequent Church Members' Meeting for consideration.
13.8.12	Save as provided in Clauses 31.1.2 and 32.1.1 a resolution at a Special Church Members' Meeting shall be carried if supported by at least two thirds of the Church Members present entitled to vote and voting.
13.8.13	The Church Members' Meeting or Charity Trustees may want a higher measure of support for a particular resolution but a higher proportion of votes for a resolution shall not override the arrangements in clauses 13.8.6 and 13.8.12 unless, before the vote is taken, the Church Members' Meeting passes a further or enabling resolution referring to that particular resolution and specifying the proportion of votes necessary to pass it.
13.8.14	Although Church Members of any age may attend and participate in a Church Members' Meeting the minimum age for voting will be 16 unless determined otherwise by the Church Members' Meeting.
13.9	Decisions that must be taken in a particular way
13.9.1	Any decision to remove a Charity Trustee must be taken in accordance with clause 18.3.
13.9.2	Any decision to amend this constitution must be taken in accordance with clause 31 of this Constitution (Amendment of Constitution).
13.9.3	Any decision to wind up or dissolve the Church must be taken in accordance with clause 32 of this Constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Church to one or more other churches must be taken in accordance with the provisions of the Charities Act 2011.
13.10	Special Church Members' Meetings
13.10.1	A Special Church Members' Meeting shall be convened where the matters to be considered include the appointment or dismissal of a Minister, the dismissal of a Charity Trustee, matters relating to the purchase, sale, lease, mortgage or redevelopment of Church property, the closure of the Church, the amendment of this Constitution, or matters considered by the Charity Trustees to be of sufficient importance to require the calling of a Special Church Members' Meeting.
13.10.2	A Special Church Members' Meeting shall be properly convened if the requirements of

	clause 13.3 are fulfilled provided that, subject to clause 13.3.3, 14 days clear notice of a Special Church Members' Meeting must be given to all Church Members with as clear an indication as is possible in all the circumstances of the agenda items to be considered.
13.11	Adjournment of Church Members' Meetings
	The chair may with the consent of a Church Members' Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned Church Members' Meeting except business which could properly have been transacted at the original meeting.
14	Charity Trustees
14.1	Charity Trustees and the Church Members' Meeting
14.1.1	The Church Members' Meeting shall appoint Charity Trustees, including a Church Secretary (or equivalent) and a Church Treasurer (or equivalent) to be responsible for the governance of the Church and where there is a Minister that person is also a Charity Trustee because of their role and responsibilities.
14.1.2	Subject to any specific or general directions of the Church Members' Meeting and the provisions of this Constitution the Charity Trustees shall take responsibility for the control management and administration of the Church save that the Charity Trustees are not required to do anything that would cause them to be in breach of this Constitution or any trustee duty placed upon them as a result of this role.
14.1.3	The statutory definition of Charity Trustees in section 177 of the Charities Act 2011 is "persons having the general control and management of the administration of a charity."
14.2	Functions and duties of Charity Trustees
14.2.1	The Charity Trustees shall manage the affairs of the Church and may for that purpose exercise all the powers of the Church. It is the duty of each Charity Trustee:
	<ul style="list-style-type: none"> • to exercise their powers and to perform their functions as a trustee of the Church in the way that the Charity Trustees do as a group taking into account the Purposes and Beliefs of the Church and Christian principles acting in good faith and in ways most likely to further the Purposes of the Church;
	<ul style="list-style-type: none"> • to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or holds himself or herself out as having;
	<ul style="list-style-type: none"> • to act always in accordance with the provisions of this Constitution and the general law; and
	<ul style="list-style-type: none"> • (subject to any overriding legal binding requirement to the contrary including without limitation the requirements of statute law and any specific property trusts under which the land and buildings are used and occupied by the

	Church) to act in accordance with the specific directions and requests of the Church Members' Meeting.
14.3	Personal Qualities of Charity Trustees
14.3.1	Every Charity Trustee must be a natural person.
14.3.2	Charity Trustees shall with the possible exception of any newly appointed Minister be chosen from among the Church Members with the maximum number of Charity Trustees being agreed from time to time by the Church Members' Meeting
14.3.3	No one may be appointed as a Charity Trustee if he or she: <ul style="list-style-type: none"> • is under the age of 16 years; or • would automatically cease to hold office under the provisions of clause 18.2.6.
14.3.4	No one is entitled to act as a Charity Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Charity Trustees decide, his or her acceptance of the office of Charity Trustee.
14.3.5	The total number of Charity Trustees under the age of 18 years must not any time be more than half of the total number of Charity Trustees in office.
14.3.6	Any Minister or Ministers appointed to serve the Church shall automatically be a Charity Trustee.
14.3.7	The Church Secretary and Church Treasurer shall each automatically be a Charity Trustee because of their role and responsibilities.
14.3.8	Any person qualified to be a Church Member shall be eligible for election as a Charity Trustee (unless disqualified by statute).
14.3.9	A close family member (spouse, parent, child, sibling) of a serving a Charity Trustee shall not be eligible for appointment as a Charity Trustee.
14.4	Number of charity trustees
14.4.1	There is no maximum number of Charity Trustees that may be appointed to the Church.
14.4.2	There must be at least three Charity Trustees, excluding any Minister or Ministers of the Church.
14.4.3	If the number falls below this minimum, the remaining Charity Trustee or Trustees may act only to call a meeting of the Charity Trustees, or to seek nominations for additional Charity Trustees and to convene a Church Members' Meeting where appointments can be made.
14.5	First Charity Trustees
	The first Charity Trustees of the Church are:-

	Alan Kenneth Nelson (Minister), Hazel Andrea Koch (Associate Pastor), Guy Tuson Cosnahan (Church Secretary), Guy Tuson Cosnahan, Paul Stephen Edwards, Rowland Nathaniel Lynch, and Anthony Joseph Faccini (Church Treasurer)
14.6	Appointment of Elected Charity Trustees
14.6.1	At the first Annual General Meeting of Church Members all the elected Charity Trustees excluding any Minister or Ministers of the Church (if any) shall retire and a process of re-appointment shall be undertaken to appoint Charity Trustees for an initial term of 1,2 or 3 years having regard to clause 14.6.2.
14.6.2	One-third of the elected Charity Trustees excluding any Minister or Ministers of the Church (if any) shall usually retire in each calendar year. If the number of elected Charity Trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one Charity Trustee, he or she shall retire.
14.6.3	Subject to clauses 14.6.1 and 14.6.2 Charity Trustees (except for those in ministerial office) shall be appointed for an initial three year term with the opportunity to be nominated for reappointment at the end of each three year term.
14.6.4	The vacancies so arising and any previously unfilled vacancies may be filled by the decision of the Church Members at any Church Members' Meeting.
14.6.5	The Church Members may at any time at an Annual General Meeting, Ordinary Church Members' Meeting or Special Church Members' Meeting decide to appoint a new Charity Trustee, whether in place of a Charity Trustee who has retired or been removed in accordance with clause 18 (Retirement and removal of Charity Trustees), or as an additional Charity Trustee.
14.6.6	The appointment of Charity Trustees shall be undertaken by processes that are public, clear and open so that all Church Members are enabled to consider prayerfully who should be appointed as Charity Trustees. The processes shall ensure that notice is given of any forthcoming election so that Church Members may freely nominate or consider those nominated as prospective Charity Trustees whose names shall be submitted (after they have indicated a willingness to be appointed) for decision to the Church Members' Meeting with the intention of ensuring that those appointed have a sufficient level of support from them.
14.7	Nominations
	Nominations for the role of Charity Trustee other than a Minister shall be made to the Church Secretary (or equivalent) not later than three Sundays (or other regular weekly meeting time when the Church gathers together) before the Church Members' Meeting at which the election is to be held. Nominations must be submitted in writing with the supporting signature of two other Church Members and the consent of the candidate. No person may nominate more candidates than there are places vacant. Requests for nominations shall be made at all services on the two Sundays (or other regular weekly meeting time when the Church gathers together) immediately before that Sunday when nominations must cease.
14.8	Voting Method
14.8.1	Voting shall be by secret Poll at a Church Members' Meeting. Church Members shall

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

	be asked to vote for those candidates whom they believe could serve the Church well as Charity Trustees. They shall vote for no more candidates than there are vacancies.
14.8.2	Scrutineers shall be appointed by the Church Members' Meeting to count the votes and shall report in writing and in confidence to the person chairing the Church Members' Meeting the number of votes cast for each candidate.
14.8.3	The number of candidates, being not more than the number of vacancies, receiving the highest number of votes shall be declared to be elected provided that each candidate so declared shall have received votes from at least two thirds of those Church Members present entitled to vote and voting.
14.8.4	If there are more candidates than vacancies and if after the Poll, some vacancies remain unfilled because insufficient candidates have received votes from at least two thirds of those Church Members present entitled to vote and voting then, if that Church Members' Meeting agrees, the person chairing the Church Members' Meeting shall delete from the list of names of those who have not been elected those with the lowest number of votes so as to leave as many names as there now are vacancies and these names shall be submitted to that or another Church Members' Meeting for Polling on the remaining places.
15	Appointment of Church Secretary and Church Treasurer
15.1	The Church Members shall appoint a Church Secretary and Church Treasurer (or equivalents) who shall by the nature of their responsibilities be Charity Trustees to serve for a period of one year but may be re-nominated and reappointed for up to 6 years but must then stand down for one year before becoming eligible for nomination). They will usually be appointed at the Annual General Meeting but may be appointed at any Church Members' Meeting.
15.2	The Church Secretary and Church Treasurer shall be chosen from among the Church Members.
15.3	The appointment of Church Secretary or Church Treasurer (or equivalents) shall be undertaken by processes that are public, clear and open so that all Church Members are enabled to consider prayerfully who should be appointed. The processes shall ensure that notice is given of any forthcoming election so that Church Members may freely nominate or consider those nominated as prospective candidates whose names shall be submitted (after they have indicated a willingness to be appointed) for decision to the Church Members' Meeting with the intention of ensuring that those appointed have a sufficient level of support from them.
15.4	The Church Secretary and Church Treasurer (or equivalents) must have the same level of support as is required for the appointment of Charity Trustees.
16	Ministers
16.1	The Church may have a Minister or more than one Minister or no Minister. Where a Minister is appointed it is expected that they will become a Church Member.
16.2	A Minister of this Church shall accept the Beliefs being the Baptist Union's Declaration of Principle and the Evangelical Alliance Basis of Faith referred to in Clause 4 above.

16.3	The Minister, whether or not they are on the Baptist Union's Register of Persons Accredited for Ministry shall be supportive of the Church's relationships with other Baptist Churches, the Association and the Baptist Union.
16.4	The tasks fulfilled by Ministers will vary depending on individual ability and gifting but a Minister is normally expected to be involved in the Activities of the Church with an emphasis on the leading of worship and prayer, the teaching of the Christian faith and the pastoral care of individuals. The Minister shall work with the Church towards achieving its Purposes through its Activities.
16.5	Notwithstanding any legal status afforded to a Minister by statute the Church recognises that the Minister and the Church are in a Covenant relationship based on Christian love and trust and mutual accountability. A Minister shall be in a relationship of mutual accountability with the other Charity Trustees and also with the Church Members.
16.6	A Minister may only be appointed or removed by a resolution of the Church Members at a Special Church Members' Meeting at any time.
16.7	To be appointed as Minister a candidate must receive at least the same level of support as is required for the appointment of Charity Trustees.
16.8	The Church and the Minister shall normally agree 'terms and conditions of appointment' including termination procedures based on the standard terms of appointment published by the Baptist Union.
16.9	Notwithstanding the fact that any Minister or Ministers appointed by the Church are Charity Trustees they will subject to the proviso to clause 9.2.7 be entitled to be paid an agreed and reasonable remuneration or stipend out of the funds of the Church.
16.10	Where a Special Church Members' Meeting is considering the dismissal of a Minister the Minister shall be allowed to hear what is said to the Church Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for their actions before withdrawing so that the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.
16.11	When there is no appointed Minister the Church Members' Meeting may appoint a person who is a Church Member or a member of another Baptist Church to be the Moderator who will hold this office until a new Minister is appointed or until they resign or are released or dismissed by the Church Members' Meeting.
17	Information for new Charity Trustees
17.1	The Charity Trustees will make available to each new Charity Trustee, on or before his or her first appointment:
17.1.1	a copy of this Constitution and any amendments made to it;
17.1.2	a copy of the Church's latest trustees' annual report and statement of accounts; and
17.1.3	a summary of key issues that have recently been under consideration by the Charity Trustees with sufficient background information to enable the newly appointed Charity Trustee to gain an understanding of the ways of working among the Charity Trustees

	with the intention that a newly appointed Charity Trustee will be helped to understand the work of the Church and their responsibilities so as to contribute positively to Charity Trustees meetings as soon as possible after their appointment.
18	Retirement and removal of Charity Trustees
18.1	A Charity Trustee who is a Minister of the Church ceases to hold office if he or she ceases to be a Minister of the Church.
18.2	A Charity Trustee, except for a Minister or Ministers (if any) ceases to hold office if he or she:
18.2.1	retires by notifying the Church in writing (but only if enough Charity Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
18.2.2	is absent without permission of the Charity Trustees from all their meetings held within a period of six months and the Charity Trustees resolve that his or her office be vacated;
18.2.3	dies;
18.2.4	becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
18.2.5	is removed by the Church Members in accordance with clause 18.3;
18.2.6	is disqualified from acting as a Charity Trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); and/or
18.2.7	has completed their term of appointment as Church Secretary or Church Treasurer or Charity Trustee and is not re-appointed as Church Secretary, Church Treasurer or Charity Trustee.
18.3	A Charity Trustee shall be removed from their role:
18.3.1	if a resolution to remove that Charity Trustee is proposed at a Special Church Members' Meeting called for that purpose and properly convened in accordance with clause 13.10.2, and the resolution is passed by the required majority of votes cast at the meeting in accordance with clause 13.8.10;
18.3.2	where a Special Church Members' Meeting is considering the dismissal of a Charity Trustee (except for a Minister or Ministers (if any) the Charity Trustee shall be allowed to hear what is said to the Church Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for their actions before withdrawing so that the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.
19	Reappointment of Charity Trustees
	Any person who retires as a Charity Trustee by rotation, by giving notice to the Church or upon completing their term of appointment as either Church Secretary or

	Church Treasurer is eligible for reappointment as a Charity Trustee, subject to the requirements of clauses 14.6 to 14.8.
20	Taking of decisions by Charity Trustees
20.1	Any decision may be taken either:
20.1.1	at a meeting of the Charity Trustees either by consensus or by a vote or a Poll; or
20.1.2	by resolution in writing or electronic form agreed by all of the Charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Charity Trustees has signified their agreement.
21	Delegation by Charity Trustees
21.1	The Charity Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Charity Trustees may at any time alter those terms and conditions, or revoke the delegation.
21.2	Notwithstanding any such delegation the Charity Trustees retain overall responsibility.
21.3	This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Charity Trustees, but is subject to the following requirements:
21.3.1	a committee may consist of two or more persons, but at least one member of each committee must be a Charity Trustee;
21.3.2	the routine acts and proceedings of any committee must be brought to the attention of the Charity Trustees as a whole as soon as is reasonably practicable; and
21.3.3	where any committee identifies a major difficulty in their area of work or an urgent matter affecting the life and work of the Church they must tell the Charity Trustees without delay.
21.4	The Charity Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
22	Meetings and proceedings of Charity Trustees
22.1	Frequency of meetings
	The Charity Trustees shall determine when and how frequently they shall meet provided that they shall call a physical meeting of the whole group not less than once every three months.
22.2	Calling meetings
22.2.1	Any Charity Trustee may call a meeting of the Charity Trustees but this shall normally be the responsibility of the Church Secretary.

22.2.2	Subject to clause 22.2.1, the Charity Trustees shall decide how their meetings are to be called, and what notice is required.
22.3	Conduct of meetings
	Worship including prayer and the reading of Scripture shall be key features of any meeting of the Charity Trustees whose leadership and administration of the Church shall be characterised as much by mutual accountability, service, and pastoral care, as strategic thinking and effective management.
22.4	Quorum at meetings
22.4.1	The Charity Trustees shall determine a quorum for their meetings that shall not be less than two persons or half of their number whichever is the greater number.
22.4.2	A Charity Trustee shall not be counted in the quorum present when a decision is made about a matter upon which he or she is not entitled to vote.
22.5	Chairing of meetings
	The Charity Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 15 minutes after the time of the meeting, the Charity Trustees present may appoint one of their number to chair that meeting.
22.6	Procedure at meetings
	No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken.
22.7	Taking decisions by consensus
	Charity Trustees are encouraged to listen carefully to each other, express views that will aid decision making, before reaching a decision. Charity Trustees shall so far as practicable seek consensus on all matters considered at their meetings. Where there is a clear agreement they may reach a decision by consensus without a vote, provided that the decision taken is clearly recorded in the minutes as a decision of the Charity Trustees.
22.8	Taking decisions by vote
22.8.1	Each Charity Trustee shall have one vote which they may use at a Charity Trustees' Meeting after hearing about the issues and any comments or questions raised by other Charity Trustees in advance of the vote or in the case of a resolution in writing pursuant to clause 20.1.2 or a meeting held by electronic means in accordance with clause 22.9. For the avoidance of doubt where a Charity Trustee is also appointed as Secretary or Treasurer that person shall have only one vote.
22.8.2	Where a vote is needed a decision shall be made by a majority of those present or participating in the meeting and eligible to vote.
22.8.3	If there is an equality of votes on any matter the resolution will be considered rejected

	and the matter shall be referred back to the submitter for review and if appropriate resubmission to a subsequent meeting for consideration.
22.9	Participation in meetings by electronic means
22.9.1	Notwithstanding the requirements of clause 22.1 to hold a full meeting not less than once every two months a meeting may be held by suitable electronic means agreed by the Charity Trustees in which each participant may communicate with all the other participants.
22.9.2	Any Charity Trustee participating at a meeting by suitable electronic means agreed by the Charity Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
22.9.3	Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
23	Saving provisions
23.1	Subject to clause 23.2, if, without the vote of that Charity Trustee and that Charity Trustee being counted in the quorum, the decision has been made by a majority of the Charity Trustees at a quorate meeting, all decisions of the Charity Trustees, or of a committee of Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:
23.1.1	who was disqualified from holding office;
23.1.2	who had previously retired or who had been obliged by the Church Constitution to vacate office;
23.1.3	who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
23.1.4	in respect of whose appointment there is a technical defect of which the Charity Trustees were unaware at the time.
23.2	Clause 23.1 does not permit a Charity Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for clause 23.1, the resolution would have been void, or if the Charity Trustee has not complied with clause 10 (Conflicts of interest and conflicts of loyalty).
24	Execution of documents
24.1	The Church shall execute documents either by signature or by affixing its seal (if it has one).
24.2	A document is validly executed by signature if it is signed by at least two of the Charity Trustees.
24.3	If the Church has a seal:
24.3.1	it must comply with the provisions of the General Regulations; and

24.3.2	it must only be used by the authority of the Charity Trustees or of a committee of Charity Trustees duly authorised by the Charity Trustees. The Charity Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Charity Trustees.
25	Use of electronic communications
25.1	The Church will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
25.1.1	the requirement to provide within 21 days to any Church Member on request a hard copy of any document or information sent to the Church Member otherwise than in hard copy form; and
25.1.2	any requirements to provide information to the Charity Commission in a particular form or manner.
26	Keeping of Registers
	The Church must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Charity Trustees.
27	Minutes
27.1	The Charity Trustees must keep minutes of all:
27.1.1	proceedings at Church Members' Meetings; and
27.1.2	meetings of the Charity Trustees and committees of Charity Trustees including:
	<ul style="list-style-type: none"> • any appointments • the names of those present at the meeting • the decisions made at the meetings; and • where appropriate the reasons for the decisions;
27.2	The Charity Trustees must keep a record of decisions made by the Charity Trustees otherwise than in meetings;
27.3	Each set of Church Members' Meeting Minutes shall be approved by the Church Members attending the next Church Members' Meeting. They shall have the opportunity to review the Minutes and to correct any errors of fact before a formal vote on the approval of the Minutes is taken. If the Minutes are approved the person chairing the Church Members' Meeting shall confirm the Church Members' acceptance of the Minutes by signing and dating them as a correct record of the preceding meeting.
27.4	The Minutes signed pursuant to clause 27.3 shall be conclusive evidence of the decisions taken at the Church Members' Meeting to which they relate.

27.5	The Charity Trustees have an obligation (subject to any overriding legal binding requirement to the contrary) to keep confidential the affairs of the Charity Trustees' Meeting.
27.6	The Minutes made under this clause shall be written or printed and filed in a book or binder set aside for this purpose using materials of sufficient quality to ensure that they survive for many years and shall be kept in a safe place.
28	Accounting records, accounts, annual reports and returns register maintenance
28.1	The Charity Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Church, within 10 months of the financial year end.
28.2	The Charity Trustees must inform the Charity Commission within 28 days of any change in the particulars of the Church entered on the Central Register of Charities.
29	Proper Rules or a Church Handbook
	The Charity Trustees may from time to time with the agreement of the Church Members at any Ordinary Church Members' Meeting make such reasonable and proper rules or prepare a Church handbook as they may deem necessary or helpful for the proper conduct and wellbeing of the Church, but such rules or handbook must not be inconsistent with any provision of this Constitution. Copies of any such rules or bye laws currently in force must be made available to any Church Member.
30	Disputes
30.1	If a dispute arises between any Church Members about the validity or propriety of anything done by the Church Members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.
30.2	If there are differences that lead to difficulties between any Church Members (and it is recognised that these will sometimes arise) each of those Church Members should try to resolve the situation with gentleness and humility following Christian and Biblical principles. It may be necessary for another wise and experienced Church Member (or if invited a member of a neighbouring Church or representative of the Association) to act as a mediator or friend to those seeking to achieve reconciliation.
31	Amendment of Constitution
31.1	Subject to Clauses 31.2 and 31.3 this Constitution can only be amended:
31.1.1	by resolution agreed in writing by all Church Members; or
31.1.2	by a resolution passed by a 75% majority of votes cast at a Special Church Members' Meeting.
31.2	Any alteration of clause 3 (Purposes), clause 32 (Voluntary winding up or dissolution),

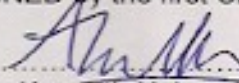
	this clause 31, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Charity Trustees or Church Members or Connected Persons requires the prior written consent of the Charity Commission.
31.3	No amendment that would have the effect of making the Church cease to be a charity at law or that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
31.4	A copy of any resolution altering the constitution, together with a copy of the Church's Constitution as amended must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.
31.5	Any alteration of clause 3 (Purposes), clause 4 (Beliefs), clause 6 (Affiliation), clause 12.2. (Admission procedure), clause 13.1.7 (Church Members' Meetings), clause 14.1 (Charity Trustees and the Church Members' Meeting), clauses 14.6.1 and 14.6.6 (Appointment of Elected Charity Trustees), this clause 31 (Amendment of Constitution) or clause 32 (Voluntary winding up or dissolution) shall have no legal effect unless:
31.5.1	at least 6 months before the Special Church Members' Meeting at which the resolution is considered, or such shorter period as may be agreed in writing by each of the bodies referred to in clause 6, the Church shall have given to those bodies written notice of the wording of the resolution; and
31.5.2	the Church has afforded to those bodies reasonable opportunities, if those bodies so require, for enabling representatives of those bodies to meet representatives of the Church, to make representations to the Church Members' Meeting, and to consider with the Church whether the proposed resolution might be withdrawn, amended or replaced by a different resolution.
32	Voluntary winding up or dissolution
32.1	As provided by the Dissolution Regulations, the Church may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Church can only be made at a Special Church Members' Meeting called in accordance with clause 13.3 (Notice of Church Members' Meetings) of which not less than 14 days' notice has been given to those eligible to attend and vote:
32.1.1	by a resolution passed by a 75% majority of those present eligible to vote and voting, or
32.1.2	by a resolution agreed in writing by all Church Members.
32.2	Subject to the payment of all the Church's debts:
32.2.1	any resolution for the winding up of the Church, or for the dissolution of the Church without winding up, may contain a provision directing how any remaining assets of the Church shall be applied;
32.2.2	if the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of the Church shall be applied; and

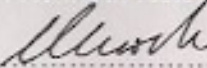
32.2.3	in either case the remaining assets must be applied for Christian charitable purposes the same as or similar to those of the Church provided that any decisions taken under this clause in relation to property must comply with the requirements of statute law and any specific property trusts under which the land and buildings are used and occupied by the Church.
32.3	The Church must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the Church to be removed from the Register of Charities, and in particular:
32.3.1	the Charity Trustees must send with their application to the Charity Commission:
	<ul style="list-style-type: none"> • a copy of the resolution passed by the Church Members; • a declaration by the Charity Trustees that any debts and other liabilities of the Church have been settled or otherwise provided in full; and • a statement by the Charity Trustees setting out the way in which any property of the Church has been or is to be applied prior to its dissolution in accordance with this Constitution; provided that any decisions taken under this clause in relation to property must comply with the requirements of statute law and any specific property trusts under which the land and buildings are used and occupied by the Church.
32.3.2	The Charity Trustees must ensure that a copy of the application to the Charity Commission is sent within seven days to every Church Member and every employee of the Church, and to any Charity Trustee of the Church who was not privy to the application.
32.4	If the Church is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.
33	Interpretation and Definitions
	Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this Constitution.
33.1	“Activities” means the activities referred to in clause 5.
33.2	“Association” means the regional Association recognised by the Baptist Union for the area in which the Church is situated.
33.3	“Baptist Union” means the Baptist Union of Great Britain charity number 1125912
33.4	“Beliefs” means the beliefs as referred to in clause 4.
33.5	“Charity Trustee” means a charity trustee of the Church.
33.6	“Church Member” means a person appointed under the provisions of clause 12.
33.7	“Church Members’ Meeting” means a General Meeting as defined in the General Regulations and where the context permits, includes an Annual General Meeting, an Ordinary Church Members’ Meeting and Special Church Members’ Meeting.

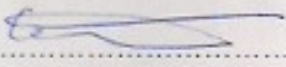
33.8	The " Communications Provisions " means the Communications Provisions in Part 9 of the General Regulations.
33.9	<p>"Connected Person" carries the same meaning as in section 118 of the Charities Act 2011 and includes:</p> <p>(a) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee;</p> <p>(b) the spouse or civil partner of the Charity Trustee or of any person falling within sub-clause (a) above;</p> <p>(c) a person carrying on business in partnership with the Charity Trustee or with any person falling within sub-clauses (a) or (b) above;</p> <p>(d) an institution which is controlled:</p> <p>(i) by the Charity Trustee or any Connected Person falling within sub-clauses (a), (b) or (c); or</p> <p>(ii) by two or more persons falling within sub-clauses (a), (b) or (c) when taken together.</p> <p>(e) a body corporate in which:</p> <p>(i) the Charity Trustee or any Connected Person falling within sub-clauses (a), (b) or (c) has a substantial interest; or</p> <p>(ii) two or more persons falling within sub-clauses (a), (b) or (c) who, when taken together, have a substantial interest.</p>
33.10	" Dissolution Regulations " means The Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
33.11	" General Regulations " means The Charitable Incorporated Organisations (General) Regulations 2012.
33.12	" Poll " means a counted vote or ballot, usually (but not necessarily) in writing.
33.13	" Purposes " means the purposes referred to in clause 3.
33.14	A reference in a clause or sub-clause of this Constitution to another clause or sub-clause is (unless expressly stated otherwise) a reference to the relevant clause or sub-clause of this Constitution.
34	Use of electronic communications
34.1	To the Church
	Any Church Member or Charity Trustee of the Church may communicate electronically with the Church to an address specified by the Church for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Church.


34.2	By the Church
34.2.1	Any Church Member or Charity Trustee of the Church, by providing the Church with his or her email address or similar, is taken to have agreed to receive communications from the Church in electronic form at that address, unless the Church Member or Charity Trustee has indicated to the Church his or her unwillingness to receive such communications in that form.
34.2.2	The Charity Trustees may, subject to compliance with any legal requirements, by means of publication on the Church's website:- <ul style="list-style-type: none"> • Provide the Church Members with the notice referred to in clause 13.3 (Notice of Church Members' Meetings); • Give Charity Trustees notice of their meetings in accordance with clause 22.2 (Calling meetings); and • Submit any proposal to the Church Members or Charity Trustees for decision by written resolution in accordance with the Church's powers under clause 13.7 (Taking Decisions at Church Members' Meetings).
34.2.3	The Charity Trustees must: <ul style="list-style-type: none"> • Take reasonable steps to ensure that Church Members and Charity Trustees are promptly notified of the publication of any such notice or proposal; • Send any such notice or proposal in hard copy form to any Church Member or Charity Trustee who has not consented to receive communications in electronic form.


SIGNED by the first Charity Trustees:

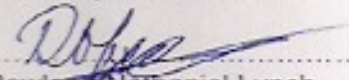

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Alan Kenneth Nelson (Minister)

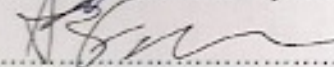

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Hazel Andrea Koch (Associate Pastor)


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Guy Tuson Cosnahan (Church Secretary)


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Guy Tuson Cosnahan


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Paul Stephen Edwards


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Rowland Nathaniel Lynch


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Anthony Joseph Faccini