





CEEC
CHURCH OF ENGLAND
EVANGELICAL COUNCIL

Constitution

We certify this to be the Constitution adopted by the members of the Church of England
Evangelical Council on the 20 of January 2026

and approved by the Charity Commission on 18 June 2026

Trustee:  Trustee: 

As amended by the members in accordance with the provisions of the constitution and approved by the Charity Commission on the dates set out below:

Date of Members Meeting	Date of Charity Commission Approval	Signature of Trustee	Signature of Trustee

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is: THE CHURCH OF ENGLAND EVANGELICAL COUNCIL.

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. Objects

The object of the CIO is the advancement of the Christian religion in accordance with the beliefs and doctrines set out in the Basis of Faith and the Additional Declarations .

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. Powers

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

- 4.1. promote effective consultation between Anglican Evangelical leaders, in order that the evangelical heritage, as expressed in the Basis of Faith and the Additional Declarations, may be better applied to contemporary opportunities and problems in church and nation;
- 4.2. seek primarily to identify key issues, to work for the development of a common mind and concerted action on each, and should this not prove possible, to map out the different views held;
- 4.3. seek also to relate to, interact with, and encourage diocesan evangelical fellowships, societies, and other groups working within the evangelical constituency, and those working within the formal structures of the Church of England;
- 4.4. act as the English agent of the Evangelical Fellowship in the Anglican Communion;
- 4.5. be a channel for establishing and maintaining relationships with evangelicals in other churches;
- 4.6. make public statements, when appropriate;
- 4.7. 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;

- 4.8. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.9. 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;
- 4.10. employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- 4.11. 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.

5. Application of income and property

- 5.1. The income and property of the CIO must be applied solely towards the promotion of the objects.
 - 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 or connected person. This does not prevent a member or connected person who is not also a charity trustee receiving:
 - 5.2.1. a benefit from the CIO as a beneficiary of the CIO;
 - 5.2.2. reasonable and proper remuneration for any goods or services supplied to 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

6.1. General provisions

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 sub-clause 6.2 of this clause, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

6.2. Scope and powers permitting trustees’ or connected persons’ benefits

- 6.2.1. A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- 6.2.2. A charity trustee or connected person may enter into a contract for the supply of services and/or goods to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 6.2.3. 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).
- 6.2.4. 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.
- 6.2.5. 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.

6.3. In clauses 5 and 6:

- 6.3.1. “the CIO” includes any company in which the CIO:
 - 6.3.1.1 holds more than 50% of the shares; or
 - 6.3.1.2 controls more than 50% of the voting rights attached to the shares;
or
 - 6.3.1.3 has the right to appoint one or more directors to the board of the company;
- 6.3.2. “connected person” includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

- 7.1. 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.

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

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. Membership of the CIO

9.1. Admission of members

- 9.1.1. The members of the CIO (together known as the Council) are the persons admitted to membership in accordance with the Rules.
- 9.1.2. No person shall be admitted to membership if he or she has not affirmed in writing (or by such other means as the charity trustees may specify) the Basis of Faith and the Additional Declarations.

- 9.2. No person shall be admitted to membership unless he or she has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause 9.4 of this clause.

9.3. Transfer of membership

Membership of the CIO cannot be transferred to anyone except in accordance with the Rules.

9.4. Duty of members

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

9.5. Termination of membership

- 9.5.1. Membership of the CIO comes to an end if:
- 9.5.1.1 if the term of office under which the member was elected or appointed under the Rules ends by effluxion of time and the member has not been re-elected or re-appointed
 - 9.5.1.2 the member dies, or, in the case of the representative of an organisation that organisation ceases to exist or is removed from the relevant list of organisations in the Rules; or
 - 9.5.1.3 the member sends a notice of resignation to the charity trustees; or
 - 9.5.1.4 the other members decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- 9.5.2. Before the charity trustees take any decision to remove someone from membership of the CIO they must:
- 9.5.2.1 inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - 9.5.2.2 give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 - 9.5.2.3 at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - 9.5.2.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - 9.5.2.5 allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

9.6. Informal or associate (non-voting) membership

- 9.6.1. The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- 9.6.2. Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Members' decisions

10.1. General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause 10.4 of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause 10.2 of this clause or by written resolution as provided in sub-clause 10.3 of this clause.

10.2. Taking ordinary decisions by vote

Subject to sub-clause 10.4 of this clause, any decision of the members of the CIO may be taken either by means of a resolution at a general meeting passed by a simple majority of votes cast at the meeting (including votes cast by post or email) or by written resolution in accordance with sub-clause 10.3.

10.3. Taking ordinary decisions by written resolution without a general meeting

10.3.1. Subject to sub-clause 10.4 of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

10.3.1.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and

10.3.1.2 a simple 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 (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

10.3.2. The resolution in writing may comprise several copies to which one or more members has signified their agreement.

10.3.3. 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 in accordance with paragraph (a) above.

10.3.4. Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

10.3.5. The charity trustees must within 21 days of receiving such a request comply with it if:

10.3.5.1 the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

10.3.5.2 the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

10.3.5.3 effect can lawfully be given to the proposal if it is so agreed.

10.3.6. Sub-clauses 10.3.1–10.3.3 of this clause apply to a proposal made at the request of members.

10.4. Decisions that must be taken in a particular way

10.4.1. Any decision to remove a trustee must be taken in accordance with clause 15.2.

10.4.2. Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).

10.4.3. Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

11.1. Types of general meeting

11.1.1. There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

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

11.1.3. All general meetings must be held in accordance with the following provisions of this clause 11.

11.1.4. At least one general meeting each year must be held in person. Other general meetings may be held by suitable electronic means in accordance with this subclause.

11.1.4.1 A suitable electronic means must be agreed by the charity trustees and must enable each participant to communicate with all the other participants.

11.1.4.2 Any member 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.

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

11.1.4.4 Voting at an electronic meeting shall be conducted in a way agreed by the charity trustees and communicated to the members with the notice of the meeting under clause 11.3.3.

11.1.4.5 When an electronic meeting is called by the charity trustees, clause 11.3.3.2 shall be read as “give the means by which the meeting will be held and information on how to access the meeting”

11.2. Calling general meetings

11.2.1. The charity trustees:

11.2.1.1 must call the annual general meeting of the members of the CIO in accordance with sub-clause 11.1 of this clause, and identify it as such in the notice of the meeting; and

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

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

11.2.2.1 they receive a request to do so from at least 10% of the members of the CIO; and

11.2.2.2 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

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

11.2.4. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

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

11.2.6. Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

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

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

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

11.3. Notice of general meetings

- 11.3.1. The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members.
- 11.3.2. If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 11.3.1 of this clause 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.
- 11.3.3. The notice of any general meeting must:
 - 11.3.3.1 state the time and date of the meeting;
 - 11.3.3.2 give the address at which the meeting is to take place;
 - 11.3.3.3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - 11.3.3.4 if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - 11.3.3.5 include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.
- 11.3.4. 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.
- 11.3.5. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

11.4. Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

11.5. Quorum at general meetings

- 11.5.1. No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts. If there are postal or

email votes, the quorum must be satisfied by members attending the meeting in person, not including those who have submitted a valid postal or email vote.

- 11.5.2. Subject to the following provisions, the quorum for general meetings shall be 50% of members.
- 11.5.3. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- 11.5.4. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
- 11.5.5. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 11.5.6. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

11.6. Voting at general meetings

- 11.6.1. Any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including postal or email votes). Every member has one vote.
- 11.6.2. A resolution put to the vote of a 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 members present in person at the meeting.
- 11.6.3. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- 11.6.4. A poll may be taken:
 - 11.6.4.1 at the meeting at which it was demanded; or
 - 11.6.4.2 at some other time and place specified by the chair; or
 - 11.6.4.3 through the use of postal or electronic communications.
- 11.6.5. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

11.7. Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

11.8. Postal or electronic Voting

The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail (“email”) to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members. In such cases, the charity trustees shall give clear instructions as to how postal or email votes are to be submitted and shall put in place such procedures as may be required to ensure that the votes submitted by post or email have been submitted by those who are entitled to vote.

12. Charity trustees

12.1. Functions and duties of charity trustees

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:

- 12.1.1. 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
- 12.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - 12.1.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - 12.1.2.2 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.

12.2. Eligibility for trusteeship

- 12.2.1. Every charity trustee must be a natural person.
- 12.2.2. No individual may be appointed as a charity trustee of the CIO:
 - 12.2.2.1 if he or she is under the age of 18 years; or
 - 12.2.2.2 if he or she would automatically cease to hold office under the provisions of clause 15.1.6;

12.2.2.3 if he or she has not affirmed in writing (or by such other means as the trustees may specify) the Basis of Faith and the Additional Declarations

12.2.3. No one is entitled to hold any of the offices set out at clause 13.1 (by virtue of which he or she will be a charity trustee) whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

12.3. Number of charity trustees

12.3.1. There must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to arrange for the appointment of additional trustees to bring the total number back to the minimum required by this clause. They may do this by arranging for people to be appointed to the offices set out at clause 13.1.

12.3.2. The maximum number of charity trustees is eight. No charity trustee may be appointed if as a result the number of charity trustees would exceed the maximum.

13. Appointment of charity trustees

13.1. Subject to the provisions of this clause 13 and clauses 12.2 and 12.3, the charity trustees of the CIO are

13.1.1. the persons appointed to the offices of President, Convenor, Secretary or Treasurer in accordance with the Rules; and

13.1.2. up to four other persons elected in accordance with the Rules.

13.2. The first charity trustees of the CIO are:

- Right Reverend Julian Tudor Henderson (President)
- Edward Jonathan James Shaw (Convenor)
- Reverend Elisabeth Ann Goddard (Convenor)
- Claire Alldritt (Treasurer)
- Sarah Louise Tett (Secretary)

13.3. At every annual general meeting of the members of the CIO, one-third of the charity trustees shall retire from office. If the number of 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.

13.4. The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 13.5. The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause 13.6 of this clause.
- 13.6. The members or the charity trustees, may at any time decide to appoint a new charity trustee in accordance with the Rules, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12.3 on the number of charity trustees would not as a result be exceeded.
- 13.7. A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses 13.3 and 13.4 of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

14. Information for new charity trustees

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

- 14.1. a copy of this constitution and any amendments made to it; and
- 14.2. a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

- 15.1. A charity trustee ceases to hold office if he or she:
 - 15.1.1. 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);
 - 15.1.2. is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - 15.1.3. dies;
 - 15.1.4. 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;
 - 15.1.5. ceases, in accordance with the Rules, to hold the office specified at clause 13.1 by virtue of which he or she is a charity trustee; or is removed by the members of the CIO in accordance with sub-clause 15.2 of this clause; or

- 15.1.6. is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 15.2. A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 15.3. A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

17. Taking of decisions by charity trustees

Any decision may be taken either:

- 17.1. at a meeting of the charity trustees; or
- 17.2. by resolution in writing or electronic form agreed by a majority of 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 which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
 - 17.2.1. a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - 17.2.2. the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. Delegation by charity trustees

- 18.1. The charity trustees may delegate day-to-day matters to individuals or committees, including powers to commit the Charity to a course of action. The power of delegation in this clause 18.1 does not authorise the delegation of matters affecting the general control

and management of the administration of the Charity. 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.

- 18.2. Subject to clause 18.4, the charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall 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.
- 18.3. 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.
- 18.4. The power at clause 18.2 is subject to the following requirements:
 - 18.4.1. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - 18.4.2. 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
 - 18.4.3. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of charity trustees

19.1. Calling meetings

- 19.1.1. Any charity trustee may call a meeting of the charity trustees.
- 19.1.2. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

19.2. 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 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

19.3. Procedure at meetings

- 19.3.1. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third 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.
- 19.3.2. Questions arising at a meeting shall be decided by a majority of those eligible to vote.

19.4. Participation in meetings by electronic means

- 19.4.1. A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- 19.4.2. 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.
- 19.4.3. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

- 20.1. Subject to sub-clause 20.2 of this clause, 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:
 - 20.1.1. who was disqualified from holding office;
 - 20.1.2. who had previously retired or who had been obliged by the constitution to vacate office;
 - 20.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - 20.1.4. for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;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.
- 20.2. Sub-clause 20.1 of this clause 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 20.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- 21.1. The CIO shall execute deeds and documents by signature.
- 21.2. A deed or document is validly executed by signature if it is signed by at least two of the charity trustees.

22. Use of electronic communications

22.1. General

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

- 22.1.1. 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.

22.2. To the CIO

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.

22.3. By the CIO

- 22.3.1. 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.
- 22.3.2. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - 22.3.2.1 provide the members with the notice referred to in clause 11.3 (Notice of general meetings);
 - 22.3.2.2 give charity trustees notice of their meetings in accordance with clause 19.1 (Calling meetings); and
 - 22.3.2.3 submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10.3 (Decisions taken by resolution in writing), or the provisions for postal voting (clause 11.9).
- 22.3.3. The charity trustees must:
 - 22.3.3.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;

- 22.3.3.2 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.

23. 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.

24. Minutes

The charity trustees must keep minutes of all:

- 24.1. appointments of officers made by the charity trustees;
- 24.2. proceedings at general meetings of the CIO;
- 24.3. meetings of the charity trustees and committees of charity trustees including:
 - 24.3.1. the names of the trustees present at the meeting;
 - 24.3.2. the decisions made at the meetings; and
 - 24.3.3. where appropriate the reasons for the decisions;
- 24.4. decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- 25.1. 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 CIO, within 10 months of the financial year end.
- 25.2. 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.

26. Rules

The charity trustees may from time to time make, alter, add to or repeal such reasonable and proper rules or bye laws 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 and must be approved by the members before they are made, amended or repealed. Copies of any such rules or bye laws currently in force must be made available to every member of the CIO.

27. Disputes

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.

28. Amendment of constitution

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

- 28.1. This constitution can only be amended:
 - 28.1.1. by resolution agreed in writing by all members of the CIO; or
 - 28.1.2. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- 28.2. Any alteration of the CIO's objects, of any provision of the CIO's constitution directing the application of property on its dissolution or any provisions of the CIO's constitution 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.
- 28.3. The Basis of Faith and the Additional Declarations 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.
- 28.4. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 28.5. 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.

29. Voluntary winding up or dissolution

- 29.1. 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:
 - 29.1.1. at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - 29.1.1.1 by a resolution passed by a 75% majority of those voting, or
 - 29.1.1.2 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - 29.1.2. by a resolution agreed in writing by all members of the CIO.

- 29.2. Subject to the payment of all the CIO's debts:
- 29.2.1. 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.
 - 29.2.2. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - 29.2.3. In either case the remaining assets must be given or transferred to some other charity or charities having objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the CIO, chosen by the members of the CIO at or before the time of dissolution and if that cannot be done then to some other charitable object.
- 29.3. 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:
- 29.3.1. the charity trustees must send with their application to the Commission:
 - 29.3.1.1 a copy of the resolution passed by the members of the CIO;
 - 29.3.1.2 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
 - 29.3.1.3 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;
 - 29.3.2. 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.
- 29.4. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

- 30.1. the "Additional Declarations" means the additional declarations set out in the Appendix
- 30.2. the "Basis of Faith" means the statement of faith set out in the Appendix
- 30.3. "charity trustee" means a charity trustee of the CIO.
- 30.4. "Council" means the members of the CIO

- 30.5. the "Rules" means the rules made under Article 26
- 30.6. **"connected person"** means:
- 30.6.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;
 - 30.6.2. the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause 30.6.1 above;
 - 30.6.3. a person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause 30.6.1 or 30.6.2 above;
 - 30.6.4. an institution which is controlled:
 - 30.6.5. by the charity trustee, member or any connected person falling within sub-clause 30.6.1, 30.6.2 or 30.6.3 above; or
 - 30.6.6. by two or more persons falling within sub-clause 30.6.5 when taken together;
 - 30.6.7. a body corporate in which:
 - 30.6.8. the charity trustee, member or any connected person falling within sub-clauses 30.6.1 to 30.6.3 has a substantial interest; or
 - 30.6.9. two or more persons falling within sub-clause 30.6.8 who, when taken together, have a substantial interest.

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

- 30.7. **"General Regulations"** means the Charitable Incorporated Organisations (General) Regulations 2012.
- 30.8. **"Dissolution Regulations"** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 30.9. The **"Communications Provisions"** means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.
- 30.10. A **"poll"** means a counted vote or ballot, usually (but not necessarily) in writing.

APPENDIX

The **BASIS OF FAITH** of the Charity shall be:-

1.1. Introduction - As members of the Church of England within the one, holy, catholic and apostolic church we affirm the faith uniquely revealed in the holy Scriptures and set forth in the catholic creeds, of which the Thirty-nine Articles of Religion are a general exposition. Standing in the Reformation tradition we lay especial emphasis on the grace of God - his unmerited mercy - as expressed in the doctrines which follow.

1.2. God as the Source of Grace - In the continuity with the teaching of holy Scripture and the Christian creeds, we worship one God in three persons - Father, Son and Holy Spirit. God has created all things, and us in his own image; all life, truth, holiness and beauty come from him. His Son Jesus Christ, fully God and fully man, was conceived through the Holy Spirit and born of the virgin Mary, was crucified, died, rose and ascended to reign in glory.

1.3. The Bible as the Revelation of Grace - We receive the canonical books of the Old and New Testaments as the wholly reliable revelation and record of God's grace, given by the Holy Spirit as the true word of God written. The Bible has been given to lead us to salvation to be the ultimate rule for Christian faith and conduct, and the Supreme authority by which the Church must ever reform itself and judge its traditions.

1.4. Atonement as the Work of Grace - We believe that Jesus Christ came to save lost sinners. Though sinless, he bore our sins, and their judgement, on the cross, thus accomplishing our salvation. By raising Christ bodily from the dead, God vindicated him as Lord and Saviour and his victory. Salvation is in Christ alone.

1.5. The Church as the Community of Grace - We hold that the Church is God's covenant community, whose members, drawn from every nation, having been justified by grace through faith, inherit the promises made to Abraham and fulfilled in Christ. As a fellowship of the Spirit manifesting his fruit and exercising his gifts, it is called to worship God, grow in grace and bear witness to him and his kingdom. God's Church is one body and must ever strive to discover and experience that unity in truth and love which it has in Christ, especially through its confession of the apostolic faith and in its observance of the dominical sacraments.

1.6. The Sacraments as the Signs of Grace --We maintain that the Sacraments of Baptism and Holy Communion proclaim the Gospel as effective and visible signs of our justification and sanctification, as true means of God's grace to those who repent and believe. Baptism is the sign of forgiveness of sin, the gift of the Spirit, new birth to righteousness and entry into the fellowship of the People of God. Holy communion is the sign of the living, nourishing presence of Christ through his Spirit to his people: the memorial of his one, perfect, completed and all-sufficient sacrifice for sin, from whose achievement all may benefit but in whose offering none can share; and an expression of our corporate life of sacrificial thanksgiving and service.

1.7. Ministry as the Stewardship of Grace - We share, as the People of God, in a royal priesthood common to the whole Church, and in the community of the Suffering Servant. Our mission is the proclamation of the Gospel by the preaching of the word, as well as by caring for the needy,

challenging evil and promoting justice and a more responsible use of the world's resources. It is the particular vocation of bishops and presbyters, together with deacons, to build up the body of Christ in truth and love, as pastors, teachers and servants of God.

1.8. Christ's Return as the Triumph of Grace - We look forward expectantly to the final manifestation of Christ's grace and glory when he comes again to raise the dead, judge the world, vindicate His chosen and bring his Kingdom to its eternal fulfilment in the heaven and the new earth

ADDITIONAL DECLARATIONS

We gladly proclaim and submit to the unique and universal Lordship of Jesus Christ, the Son of God, humanity's only Saviour from sin, judgement and hell, who lived the life we could not live and died the death that we deserve. By his atoning death and glorious resurrection, he secured the redemption of all who come to him in repentance and faith.

We acknowledge God's creation of humankind as male and female and the unchangeable standard of Christian marriage between one man and one woman as the proper place for sexual intimacy and the basis of the family. We repent of our failures to maintain this standard and call for a renewed commitment to lifelong fidelity in marriage and abstinence for those who are not married.