

**Foundation Model Constitution  
of**

**[Insert Church Name Here] CIO**

Certified to be the Constitution adopted by the members of **[Insert Church Name Here] CIO**  
on the ..... of ..... 202... and approved by the

Charity Commission on .....

Trustee: .....Trustee: .....

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

**Date of  
Members  
Meeting**

**Date of Charity  
Commission  
Approval**

**Trustee**

**Trustee**

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## **Background**

The Charitable Incorporated Organisation (“CIO”) governed by this constitution has been established to function as the legal framework for a Christian church known as [Insert Church Name Here]. This church is a church of the Diocese known as the Anglican Mission in England (AMiE).

### **1 Name**

The name of the CIO is [Insert Church Name Here].

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

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

### **3 Purposes**

3.1. The purposes of the CIO are:

3.1.1. the advancement of the Christian faith in accordance with the attached Basis of Faith, primarily, but not exclusively, within [Insert Area] and the surrounding neighbourhood.

3.1.2 such other charitable purposes as shall, in the opinion of the charity trustees, put into practice the Christian faith in accordance with the Basis of Faith, including but not limited to: the prevention and relief of need, hardship and sickness; the advancement of education; and the provision of facilities in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life.

### **4 Powers**

- 4.1. The CIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. In particular, the CIO has power to:
  - 4.1.1. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
  - 4.1.2. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 4.1.3. sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
  - 4.1.4. employ and compensate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or compensate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
  - 4.1.5. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

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

- 5.1. The income and property of the CIO must be applied solely towards the promotion of the purposes.
  - 5.1.1. A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
  - 5.1.2. A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- 5.2. None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- 5.3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

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

### **General provisions**

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

unless the payment or benefit is permitted by sub-clauses 6.2 to 6.7 or authorised by the court or the Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

### **Scope and powers permitting trustees’ or connected persons’ benefits**

- 6.2. 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 CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 6.3. Subject to sub-clause 6.8, a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

- 6.4. 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).
- 6.5. 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.
- 6.6. 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.
- 6.7. A charity trustee or connected person may receive Compensation (including the provision of accommodation) for (i) acting as an employee of the CIO under a contract of employment or (ii) acting as a non-employed paid trustee under an office-holder only arrangement provided that this does not lead to the majority of charity trustees being compensated under clause 6 and provided that each of the following sub-clauses is satisfied:
  - 6.7.1. The other charity trustees are satisfied that (a) the nature of the position inherently means that the person holding the position will be a charity trustee and it is customary for persons holding such a position to be compensated, or (b) the other charity trustees are satisfied that it is in the best interests of the CIO to appoint the trustee or connected person to the paid position rather than someone who is not a charity trustee or connected person, having considered the advantages and disadvantages of each approach;
  - 6.7.2. The Compensation package is set out in writing in a contract of employment in the case of an employee or a memorandum of understanding in the case of a non-employed paid trustee;
  - 6.7.3. The Compensation package does not exceed what is reasonable in the circumstances taking into account regional variations;
  - 6.7.4. The reasons for the decision of the charity trustees is recorded in their minute book; and



6.7.5. The person receiving the Compensation (and any trustee connected to that person) must be absent from the part of any meeting at which the terms of appointment or the performance of his or her duties or any matter in connection with his or her appointment is being discussed or determined and must not vote on any such matter or be counted in the quorum for the part of the meeting during which such matters are discussed. However, in relation to discussions concerning the performance of his or her duties the office holder or employee in question shall have the opportunity to address the meeting and respond to any points of concern that are raised.

**Payment for supply of goods only – controls**

6.8. The CIO and its charity trustees may only rely upon the authority provided by sub-clause 6.3 if each of the following conditions is satisfied:

6.8.1. The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).

6.8.2. 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.

6.8.3. The other charity trustees are satisfied that it is in the best interests of the CIO 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.

6.8.4. 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 CIO.

6.8.5. 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.

6.8.6. The reason for their decision is recorded by the charity trustees in the minute book.

6.8.7. A majority of the charity trustees then in office are not in receipt of Compensation or payments authorised by clause 6.

6.9. In sub-clauses 6.2 to 6.9:

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

6.9.1.1. holds more than 50% of the shares; or

6.9.1.2. controls more than 50% of the voting rights attached to the shares; or

6.9.1.3. has the right to appoint one or more directors to the board of the company;

6.9.2. “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). 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**

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

## **9 Charity trustees**

### **Functions and duties of charity trustees**

- 9.1. The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:
- 9.1.1. to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO;  
and
  - 9.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
    - 9.1.2.1. any special knowledge or experience that he or she has or holds himself or herself out as having and,
    - 9.1.2.2. if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### **Eligibility for trusteeship**

- 9.2. Every charity trustee must be a natural person.
- 9.3. No individual may be appointed as a charity trustee of the CIO:
- (a) if he or she is under the age of 16 years;
  - (b) if he or she would automatically cease to hold office under the provisions of clause 12.1.5;
  - (c) if his or her appointment has not been approved by a majority of at least 75% of the charity trustees; or
  - (d) if he or she has not affirmed in writing (or by such other means as the trustees may specify) the Basis of Faith, Ethical Statements or Doctrinal Distinctives.

- 9.4. No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- 9.5. At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

#### **Number of charity trustees**

- 9.7. There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- 9.8. There is no maximum number of charity trustees that may be appointed to the CIO.

#### **First charity trustees**

- 9.9. The names of the first charity trustees of the CIO are as follows, and are appointed for the following terms: –

[INSERT NAME HERE] (Senior Minister) [Ex Officio]

[INSERT NAME HERE] [For 4 years]

[INSERT NAME HERE] [For 3 years]

[INSERT NAME HERE] [For 2 years]

#### **Requirement for the Senior Minister**

- 9.10. Since [Insert Church Name Here] is a church of the Anglican Mission in England (AMiE), the trustees shall ensure that only a person who will be given a licence from the Diocesan Bishop of the Anglican Mission in England (AMiE) is appointed as the Senior Minister of [Insert Church Name Here].

### **10. Appointment of Charity Trustees**

#### **Appointed Trustees**

- 10.1 Apart from the first charity trustees, every appointed trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity.
- 10.2 In selecting individuals for appointment as appointed charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

**Ex officio trustee**

- 10.3 The Senior Minister for the time being (“the office holder”) shall automatically (“ex-officio”) be a charity trustee, for as long as he or she holds that office.
- 10.4 If unwilling to act as a charity trustee, the office holder may:
  - 10.4.1 before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
  - 10.4.2 after accepting appointment as a charity trustee, resign under the provisions contained in clause 12.

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

**11 Information for new charity trustees**

- 11.1. The charity trustees will make available to each new charity trustee, on or before his or her first appointment:
  - 11.1.1. a copy of the current version of this constitution; and
  - 11.1.2. a copy of the CIO’s latest Trustees’ Annual Report and statement accounts.

**12 Retirement and removal of charity trustees**

- 12.1. A charity trustee ceases to hold office as a charity trustee if:
  - 12.1.1. he or she retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - 12.1.2. he or she is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

- 12.1.3. he or she dies;
  - 12.1.4. he or she in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - 12.1.5. he or she is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - 12.1.6. he or she ceases in the opinion of the majority of charity trustees to believe in the doctrines contained in the Basis of Faith, Ethical Statements or Doctrinal Distinctives; or
- 12.2. Any person retiring as a charity trustee under clause 12.1.1 is eligible for reappointment.
  - 12.3. A charity trustee removed in accordance with clause 12.1.6 shall be given reasonable opportunity to make representations to the remaining trustees prior to the decision to remove them being taken.

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

- 13.1. Any decision may be taken either:
  - 13.1.1. at a meeting of the charity trustees; or
  - 13.1.2. by resolution in writing or electronic form agreed by the requisite number of charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement. The requisite number of trustees is the number of trustees that would be required to pass the same resolution were that resolution considered at a meeting of the trustees attended by all trustees eligible to vote on that resolution.

### **14 Delegation by charity trustees**

- 14.1 The charity trustees may delegate day-to-day matters to individuals or committees, including powers to commit the CIO to a course of action. The power of delegation in this clause 14.1 does not authorise the delegation of matters affecting the general control and management of the administration of the CIO. The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers under this sub-clause.
- 14.2. Subject to clause 14.4, the charity trustees may delegate any of their powers or functions relating to the general control and management of the administration of the CIO to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 14.3. The powers in this clause are in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees.
- 14.4. The power at clause 14.2 is subject to the following requirements:
- 14.4.1. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- 14.4.2. the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- 14.4.3. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **15 Meetings of charity trustees**

### **Calling meetings**

- 15.1. Any charity trustee may call a meeting of the charity trustees.
- 15.2. The charity trustees must hold at least [three] meetings in each twelve month period.

- 15.3. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

#### **Chairing of meetings**

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

#### **Procedure at meetings**

- 15.5. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 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.
- 15.6. Questions arising at a meeting shall be decided by a majority of those eligible to vote, subject to any greater requirements that may be set out in the Rules from time to time.

- 15.7. In the case of an equality of votes, the decision shall not be carried.

**Or**

- 15.7. In the case of an equality of votes, the chair of the meeting shall have the casting vote.

#### **Participation in meetings by electronic means**

- 15.8. A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- 15.9. Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.



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

## **16 Membership of the CIO**

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

## **17. Informal or associate (non-voting) membership**

- 17.1 The trustees may make Rules setting out categories of affiliation to the CIO that do not constitute formal legal membership (even if described as “members” in the Rules), but which enable the trustees and members to include a wider group of people in the activities of the church. They are described in this constitution as “Associates”. The Rules shall specify whether or not Associates are required to subscribe to any of the Basis of Faith, Doctrinal Distinctives and/or Ethical Statements to be affiliated as an Associate.
- 17.2 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.

## **18 Decisions which must be made by the members of the CIO**

- 18.1. Any decision to:
- 18.1.1 amend the constitution of the CIO;
  - 18.1.2 amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
  - 18.1.3 wind up or dissolve the CIO (including transferring its business to any other charity) must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

- 18.2. Decisions of the members may be made either:
- 18.2.1. by resolution at a general meeting; or
  - 18.2.2. by resolution in writing, in accordance with clause 18.4.
- 18.3. Any decision specified in clause 18.1 must be made in accordance with the provisions of clause 28 (amendment of constitution), clause 29 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.
- 18.4. Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
- 18.4.1. a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - 18.4.2. the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified. The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.
- 18.5. In relation to any such decision as is described in this clause 18, the members of the CIO may (at their sole discretion, by a majority decision) consult with, invite representations from, or take an advisory vote from among the Associates, but no decision or vote of the Associates shall be binding on the CIO or its members in these circumstances.

## **19 General meetings of members**

### **Calling of general meetings of members**

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

#### **Notice of general meetings of members**

- 19.2. The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
- 19.3. Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.
- 19.4. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

#### **Procedure at general meetings of members**

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

### **20 Saving provisions**

- 20.1. Subject to clause 20.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

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

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

- 20.2. Clause 20.1 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 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 documents and deeds by signature.
- 21.2. A document is validly executed by signature if it is signed by at least two of the charity trustees or in such other manner as set out from time to time in Rules made pursuant to clause 26.
- 21.3. A document is validly executed as a deed if it is signed by at least two of the charity trustees and the document makes clear on its face that it is intended by the persons making it to be a deed.

## **22 Use of electronic communications**

### **General**

- 22.1. 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.

### **To the CIO**

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

**By the CIO**

- 22.3. Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- 22.4. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
- 22.4.1. provide the members with the notice referred to in clause 19.2 (Notice of general meetings);
  - 22.4.2. give charity trustees notice of their meetings in accordance with clauses 15.1 and 15.3(Calling meetings); and
  - 22.4.3. submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 17 (Members' decisions), 17.4 (Decisions taken by resolution in writing).
- 22.5. The charity trustees must –
- 22.5.1. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
  - 22.5.2. send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

**23 Keeping of Registers**

- 23.1. 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**

- 24.1. The charity trustees must keep minutes of all:
- 24.1.1. appointments of officers made by the charity trustees;
  - 24.1.2. proceedings at general meetings of the CIO;
  - 24.1.3. meetings of the charity trustees and committees of charity trustees including:
    - (a) the names of the trustees present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions;
  - 24.1.4. 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 account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 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**

- 26.1. The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper

conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

- 26.2. The charity trustees may write, adopt and amend doctrinal statements clarifying or supplementing the doctrines contained in the Basis of Faith, provided that such doctrines are consistent with the Basis of Faith. The doctrines contained within such statements are referred to in this constitution as the "Doctrinal Distinctives."
- 26.3. The charity trustees may write, adopt and amend ethical statements setting out how the doctrines contained in the Basis of Faith apply in day to day life and how members of the CIO (and, if the trustees so specify, Associates) should endeavour to conduct themselves in light of these doctrines. These statements are referred to in this constitution as the "Ethical Statements."

## **27 Disputes**

- 27.1. If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **28 Amendment of constitution**

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

- 28.1. This constitution can only be amended:
- (a) by resolution agreed in writing by all members of the CIO; or
  - (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).
- 28.2. Save as set out within this clause 28, 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 provision 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 specifying of charitable purposes by the charity trustees in accordance with clause 3.1.2 does not constitute an amendment to the constitution.

- 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 every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution.

## **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 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
- (a) resolution passed by a 75% majority of those voting, or
  - (b) 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 applied for charitable purposes the same as or similar to those of the CIO.



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:

(a) a copy of the resolution passed by the members of the CIO;

(b) 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

(c) 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. “**Associates**” means anyone appointed to a category of affiliate or associate in accordance with rules made under clause 17.1;

30.2. “**compensation**” refers to any payment, including a salary or a stipend, that is paid to a trustee or connected person in connection with duties carried out by that individual on behalf of the CIO either as an office holder or an employee but it does not include a payment for loss, or a payment to an individual for providing their services as a trustee;

30.3. “**connected person**” means:

30.3.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

30.3.2. the spouse or civil partner of the charity trustee or of any person falling within sub-clause 30.3.1 above;

30.3.3. a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause 30.3.1 or 30.3.2. above;

30.3.4. an institution which is controlled –

(a) by the charity trustee or any connected person falling within sub-clause 30.3.1, 30.3.2 or 30.3.3 above; or

(b) by two or more persons falling within sub-clause 30.3.4(a) when taken together

30.3.5. a body corporate in which –

(a) the charity trustee or any connected person falling within sub-clauses 30.3.1 to 30.3.3 has a substantial interest; or

(b) two or more persons falling within sub-clause 30.3.5(a) 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.

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

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

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

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

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

- 30.9. “**Basis of Faith**” means the statement of faith set out in the Schedule to this constitution
- 30.10. “**Doctrinal Distinctives**” has the meaning assigned to it in clause 26.2.
- 30.11. “**Ethical Statements**” has the meaning assigned to in in clause 26.3; and
- 30.12. “**Rules**” means any such rules or standing orders as are made in accordance with clause 26.

(Three Basis of Faith are suggested for use – if you want to use one of them delete the other two as appropriate. Please note that in clause 9.3.d Eligibility for Trustees, a trustee must be able to affirm the Basis of Faith and therefore you will need to think through the implications of who can be trustees, depending on which Basis of Faith you choose:

- If you choose Example 1 &2 all trustees must be able to affirm a complementarian view.
- If you choose Example 3, all trustees will need to be Anglican by conviction.)

## Appendix 1

### Basis of Faith

#### Example 1: Doctrinal Basis from Gospel Partnerships

1. There is one true and unchanging God, perfect in every way, who exists eternally in three distinct but equal persons: the Father, the Son, and the Holy Spirit.  
*(Deuteronomy 32v4, Malachi 3v6, Matthew 28v19)*
2. God is the all-powerful creator, preserver and ruler of all things, visible and invisible, governing them according to his faultless and sovereign will. He is distinct from his creation, and so although involved in it, he is not part of it.  
*(Colossians 1v15-17, Hebrews 1v3, Ephesians 1v11)*
3. God's purpose in creation is to glorify himself in his Son, by sending him to redeem a people to be his own, eager to do what is good, and by bringing all things under his rule. In the gospel, therefore, God calls all people to honour his Son, submitting to him in everything.  
*(Ephesians 1v3-10, 22-23, Titus 2v14)*
4. God has revealed himself in the Bible, which consists of the Old and New Testaments alone. Every word was inspired by God through human authors, so that the Bible as originally given is in its entirety the Word of God, without error and fully reliable in fact and doctrine. It is therefore to be submitted to, both individually and corporately, as it alone speaks with final authority in every age, being always sufficient for all matters of belief and practice.  
*(John 10v35, 16v12-15, 1 Thessalonians 2v13, 2 Timothy 3v16-4v5)*
5. God has made humanity in his likeness and according to only two distinct genders. Men and women are equal in sharing an inherent value, dignity and worth, yet

created to complement one another by their difference, honouring and upholding the distinctive roles assigned them by God within marriage and the church.

According to the Bible, marriage is a life-long commitment between one man and one woman.

*(Genesis 1v27-28, 2v20-24, Ephesians 5v21-33, 1 Timothy 2v11-15)*

6. Since the fall, all human beings have been sinful and guilty, and are subject to God's wrath and condemnation. Alienated from his life, the inclinations of their minds, hearts, wills and bodies are corrupted by sin, leading them to suppress the truth about God.

*(Ephesians 2v1-3, 4v17-19, Romans 1v18-32, 5v12-21, 7v14-25)*

7. The Lord Jesus Christ is unique in being God's incarnate Son, fully God and fully man, yet without sin. Conceived by the Holy Spirit, he was born of a virgin, lived a perfect life, died on the cross, was raised bodily from death, and visibly ascended into heaven from where he now reigns over all things with the authority of God the Father.

*(Luke 1v26-38, Hebrews 4v15, Acts 2v22-36)*

8. By his resurrection from the dead, Jesus was declared to be God's only Lord and Christ, his promised Saviour-King who redeems sinful human beings from the guilt, penalty and power of sin so that they can share in God's kingdom. He is the only mediator between God and humankind, in whom alone salvation is to be found.

*(Acts 2v31-36, 4v12, Galatians 3v13-14, 1 Timothy 2v5)*

9. In his substitutionary death Jesus bore the full penalty for sin, satisfying God's justice so that those believe are pardoned, credited with Christ's righteousness and so justified.

*(Romans 3v9-4v8, 5v1-21, Acts 13v39)*

10. Salvation is received solely through being united to Christ by faith, and so by grace alone, not as a reward for moral or religious effort. From the moment he or she first believes, the sinner is wholly justified and reconciled to God, with the sure and certain hope of eternal life.

*(Philippians 3:1-9, Romans 4:1- 5:11)*

11. The Holy Spirit alone makes the work of Christ effective, bringing individuals to new birth and faith. He indwells all believers in order to give them a true understanding of the Bible, bring assurance of salvation, move them to do good, grow them to maturity, equip them for service, empower them for mission, and so renew them in the image of God that the church might display the fullness of Christ.

*(Ephesians 1v15-2v10, 4v4-5v20, 1 Corinthians 12v1-14)*

**12.** Those who are truly born again place their faith in Christ, repenting of their sins, calling on him for salvation and submitting to him as Lord. Being renewed into his likeness, they strive to obey his will in all areas of their lives, trusting that the commands of Scripture are for their good and for God's glory. This obedience covers both internal attitudes and external actions, and includes a rejection of the following sins: bitterness, rage, violence, dishonesty, slander, jealousy, selfish ambition, drunkenness, greed and any sexual activity outside of marriage.

*(Galatians 5v16-26; 1 Corinthians 5v9-11; Ephesians 4v17-5v20)*

**13.** The one, holy, universal church is the Body of Christ to which all true believers belong. It is made visible in local congregations of believers which are called to worship and serve God in the world, to proclaim and defend his truth, to administer the sacraments of baptism and the Lord's Supper, to exhibit his character, and to demonstrate the reality of his new order.

*(Matthew 28v18- 20, 1 Peter 2v9-12, 1 Timothy 3v15)*

**14.** The unity of Christ's body is expressed within and between local churches by mutual love, care, correction and encouragement, all in accordance with the Bible. Fellowship within and between local churches is truly Christian insofar as they are faithful to Christ and his gospel.

*(Ephesians 4v1-16, 2 Corinthians 6v14-16, 2 John 7-11)*

**15.** The Lord Jesus Christ will visibly return in glory to raise and judge the dead, granting the fullness of eternal life to his people and eternal punishment to those who have not believed the gospel. God's kingdom will then be fully established as he creates a new heaven and earth from which evil and evildoers, suffering and death will be excluded, and in which he will be glorified forever.

*(Matthew 25v31-46, 2 Thessalonians 1v6-10, Revelation 20v11- 21v8, 22-27)*

## Example 2

### 1. The Father

There is only one God, who exists eternally in three distinct but equal persons: the Father, the Son and the Holy Spirit. God is the Almighty Creator of all things, the Supreme Ruler over all things and the Holy Judge of all people. He sustains and governs all things according to his sovereign will, for his own glory. Even though God is more powerful, wise and holy than we can imagine, because of his kindness revealed in the Gospel, we can know him as our loving Father.

*Genesis 1:1-2:25; Psalm 90:2, 96:10-13; Isaiah 45:5-18; Daniel 4:34-35; 1 Corinthians 8:6; 1 John 3:1*

### 2. The Son

The Lord Jesus Christ is fully God and fully man. He was conceived by the Holy Spirit, born of a virgin and lived a sinless life in obedience to the Father. In his life, death, teaching and miracles he perfectly reveals the Father. On the cross he died in the place of sinners, bearing God's anger and punishment for their sin, redeeming them by his blood. He rose bodily from the dead and ascended into heaven where he is exalted as Lord of all. Salvation is in and through Christ alone.

*Matthew 1:18-25; John 1:1-18; Acts 2:22-36; Colossians 1:15-22; Hebrews 2:14-18, 7:23-28, 10:11-14*

### 3. The Holy Spirit

The Holy Spirit is the third person of the Trinity. He has been sent from heaven to glorify Christ and to apply his work of salvation. He convicts sinners, imparts spiritual life and gives a true understanding of the Bible – for he inspired all Scripture and he speaks in Scripture to us today. He indwells all believers, brings assurance of salvation and produces increasing likeness to Christ. He builds up the Church and empowers its members for service and mission.

*John 3:1-8, 16:5-16; Romans 8:1-17; 1 Corinthians 2:6-16, 3:17-18, 12:1-31; Galatians 5:16-26*

#### **4. The Bible**

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

*Psalms 19:7-11; 1 Corinthians 2:6-16; 2 Timothy 3:14-17; Hebrews 1:1-2; 2 Peter 1:19-21*

#### **5. The Human Race**

All men and women are created in the image of God and therefore have inherent dignity and worth. Because there is equality and difference within God himself, men and women are equal before God, yet have different roles under God. Both men and women are created to love, obey and glorify God. However, as a result of the disobedience of our first parents, Adam & Eve, every aspect of human nature has been corrupted so that naturally all people are without spiritual life, guilty sinners and enemies of God. Every person is therefore under the just condemnation of God and needs to be forgiven and reconciled to God through Christ in order to know him & please him.

*Genesis 1:26-27, 3:1-24; Matthew 22:34-40; Romans 1:18-32, 5:12-19; 2 Corinthians 5:16-19; Eph 2:1-3*

#### **6. The Gospel**

The Gospel is the wonderful news that because of God's love, sinners can be saved from God's wrath through the sacrificial death and resurrection of God's Son. Because of what Jesus has done on the cross we can be saved from wrath for relationship; from Hell for Heaven. This salvation is entirely a work of God's grace and cannot be earned or deserved. It is God who calls sinners, granting them repentance and faith so that all who believe in



Jesus are justified by grace alone, through faith alone in Christ alone. Believers are adopted into the family of God, sanctified by the Holy Spirit and preserved for the coming Kingdom. *John 1:12-13, 6:35-51; Romans 3:21-26; Galatians 2:15-16; Ephesians 2:4-9; 2 Timothy 1:9-10; Titus 3:4-7*

## **7. The Church**

The universal Church is the body of which Christ is the head and to which all who are saved belong. It is made visible in local churches, which are congregations of believers who are committed to each other for the worship of God, the preaching of the Word, the administering of Baptism and the Lord's Supper, for pastoral care and discipline, for building up believers for service and reaching out to non-believers in evangelism. The unity of the body of Christ is expressed within and between churches by mutual love, care and encouragement.

*Acts 2:42-47; Ephesians 2:19-22, 4:1-6, 5:25-33; Philippians 2:1-11; Colossians 1:18*

## **8. The Future**

The Lord Jesus Christ will return in glory. He will raise the dead and judge the world in righteousness. Those who have not been saved by Christ will be sent to eternal punishment in Hell and those who have will be welcomed into a life of eternal joy in fellowship with God in the promised New Creation. God will make all things new and will be glorified in all things forever.

*Matthew 24:1-44, 25:31-46; 1 Thessalonians 4:13-18; Revelation 20:11-21:8, 22:1-5*

### **Example 3: The Jerusalem Declaration**

1. We rejoice in the gospel of God through which we have been saved by grace through faith in Jesus Christ by the power of the Holy Spirit. Because God first loved us, we love him and as believers bring forth fruits of love, ongoing repentance, lively hope and thanksgiving to God in all things.
2. We believe the Holy Scriptures of the Old and New Testaments to be the Word of God written and to contain all things necessary for salvation. The Bible is to be translated, read, preached, taught and obeyed in its plain and canonical sense, respectful of the church's historic and consensual reading.
3. We uphold the four Ecumenical Councils and the three historic Creeds as expressing the rule of faith of the one holy catholic and apostolic Church.
4. We uphold the Thirty-nine Articles as containing the true doctrine of the Church agreeing with God's Word and as authoritative for Anglicans today.
5. 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.
6. We rejoice in our Anglican sacramental and liturgical heritage as an expression of the gospel, and we uphold the 1662 Book of Common Prayer as a true and authoritative standard of worship and prayer, to be translated and locally adapted for each culture.
7. We recognise that God has called and gifted bishops, priests and deacons in historic succession to equip all the people of God for their ministry in the world. We uphold the classic Anglican Ordinal as an authoritative standard of clerical orders.
8. 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.
9. We gladly accept the Great Commission of the risen Lord to make disciples of all nations, to seek those who do not know Christ and to baptise, teach and bring new believers to maturity.

10. We are mindful of our responsibility to be good stewards of God's creation, to uphold and advocate justice in society, and to seek relief and empowerment of the poor and needy.

11. We are committed to the unity of all those who know and love Christ and to building authentic ecumenical relationships. We recognise the orders and jurisdiction of those Anglicans who uphold orthodox faith and practice, and we encourage them to join us in this declaration.

12. We celebrate the God-given diversity among us which enriches our global fellowship, and we acknowledge freedom in secondary matters. We pledge to work together to seek the mind of Christ on issues that divide us.

13. We reject the authority of those churches and leaders who have denied the orthodox faith in word or deed. We pray for them and call on them to repent and return to the Lord.

14. We rejoice at the prospect of Jesus' coming again in glory, and while we await this final event of history, we praise him for the way he builds up his church through his Spirit by miraculously changing lives.