

Constitution

The General Assembly of Unitarian and Free Christian Churches

Registered CIO Number 1214831

"Association" model Constitution

of

The General Assembly of Unitarian and Free Christian Churches

Date of constitution - 5 September 2025

1 Name

- 1.1 The name of the Charitable Incorporated Organisation (the **CIO**) is The General Assembly of Unitarian and Free Christian Churches.

2 National location of principal office

- 2.1 The principal office of the CIO is in England.

3 Object

- 3.1 The object of the CIO (the **Object**) is to promote a free and inquiring religion through the worship of God and the celebration of life, the service of humanity and respect for all creation and the upholding of the liberal Christian tradition.
- 3.2 In promoting the Object, the CIO may:
- 3.2.1 encourage and unite in fellowship bodies which uphold the religious liberty of their members, unconstrained by the imposition of creeds;
 - 3.2.2 affirm the liberal religious heritage and learn from the spiritual, cultural and intellectual insights of all humanity; and
 - 3.2.3 act where necessary as the successor to the British and Foreign Unitarian Association and National Conference of Unitarian, Liberal Christian, Free Christian, Presbyterian and other Non-Subscribing or Kindred Congregations, being faithful to the spirit of their work and principles¹, provided always that this shall in no way limit the complete doctrinal freedom of the constituent churches and members of the CIO.
- 3.3 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

- 4.1 The CIO has power to do anything which is calculated to further its Object or is conducive or incidental to doing so and in particular (but without limitation) the CIO has power to:

¹ The following is a statement of the objects of the British and Foreign Unitarian Association:

"The diffusion and support of the principles of Unitarian Christianity, including the formation and assistance of Congregations which do not require for themselves or their Ministers subscription to any doctrinal articles of belief; the publication and circulation of biblical, theological, scientific and literary knowledge related to Unitarian Christianity; the doing of all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them"

The following is a statement of the objects of the National Conference of Unitarian, Liberal Christian, Free Christian, Presbyterian and other Non-Subscribing or Kindred Congregations:

"To consult, and when considered advisable to take action, on matters affecting the well-being and interests of the Congregations and Societies on the Roll of the Conference, as by directing attention, suggesting plans, organising expressions of opinion, raising funds to carry out the foregoing objects."

- 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 provided that the CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 (the **2011 Act**), 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 provided that, in exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the 2011 Act;
- 4.1.4 employ and remunerate such staff as are necessary for carrying out the work of the CIO provided that the CIO may employ or remunerate a member of the Executive Committee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to members of the Executive Committee 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; and/or
- 4.1.6 acquire and accept any devise, legacy, bequest, donation or subscription for the promotion of the Object.

5 Application of income and property

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the Object provided that:
 - 5.1.1 a member of the Executive Committee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the CIO; and
 - 5.1.2 a member of the Executive Committee 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 2011 Act.
- 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 a connected person. This does not prevent a member or connected person who is not also a charity trustee:
 - 5.2.1 receiving a benefit from the CIO as a beneficiary of the CIO;
 - 5.2.2 buying or receiving goods and / or services from the CIO on reasonable and proper terms;
 - 5.2.3 selling goods, services or any interest in land to the CIO on reasonable and proper terms;
 - 5.2.4 being employed by, or receiving remuneration from, the CIO on reasonable and proper terms;

- 5.2.5 receiving 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);
 - 5.2.6 receiving rent for premises let by the member or connected person to the CIO. The amount of rent and the other terms of the lease must be reasonable and proper; or
 - 5.2.7 taking part in the normal trading and fundraising activities on the same terms as members of the public.
- 5.3 Nothing in this clause shall prevent a member of the Executive Committee or connected person receiving any benefit or payment which is authorised by clause 6.

6 Benefits and payments to members of the Executive Committee and connected persons

- 6.1 No member of the Executive Committee 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 clause 6.2 or authorised by the court or prior written consent has been obtained from the Charity Commission (the **Commission**). In this clause, a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

- 6.2 A member of the Executive Committee or connected person may:

- 6.2.1 receive a benefit of the kind referred to in clause 5.1;
- 6.2.2 receive a benefit from the CIO as a beneficiary of the CIO provided that it is available generally to the beneficiaries of the CIO;
- 6.2.3 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, sections 185 to 188 of the 2011 Act;
- 6.2.4 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);
- 6.2.5 receive rent for premises let by the member of the Executive Committee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The member of the Executive Committee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and/or
- 6.2.6 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:
- (a) holds more than 50% of the shares; or
 - (b) controls more than 50% of the voting rights attached to the shares; or
 - (c) 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 31 (Interpretation);

7 Conflicts of interest and conflicts of loyalty

- 7.1 A member of the Executive Committee must:
- 7.1.1 declare the nature and extent of any interest, direct or indirect, which they have 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 Executive Committee in which it is possible that a conflict of interest will arise between their 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 member of the Executive Committee 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 Executive Committee on the matter.

8 Liability of members

- 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 Membership of the CIO

- 9.1 The CIO has the following classes of membership:

Full Members

- 9.2 The CIO has the following four classes of full member (each a **Full Member**):

- 9.2.1 Congregations, District Associations and Affiliated Societies acting through their appointed Representatives being:
- (a) one Lay Representative from each Congregation having less than 30 members;
 - (b) two Lay Representatives from each Congregation having 30 or more members; and
 - (c) one Representative from each Affiliated Society or District Association;
- 9.2.2 the Nightingale Centre, acting by a Representative appointed by the trustees from time to time of the Nightingale Centre;

- 9.2.3 any Minister, Lay Pastor or Lay Leader provided that they are on the Roll of the CIO;
and
- 9.2.4 each of the Honorary Officers and the members of the Executive Committee.
- 9.3 Full Members have the right to attend general meetings, to receive annual and other special reports and to speak and to vote at any general meeting. Such right shall be exercised on behalf of each Congregation, District Association and Affiliated Society and the Nightingale Centre by their appointed Representative in accordance with the provisions of clause 11.33.
- 9.4 The members of the Executive Committee shall determine the criteria for the admission of Full Members after the Incorporation Date which will be specified from time to time in By-Laws made by the Executive Committee in accordance with clause 27 provided that:
 - 9.4.1 a Minister, Lay Pastor or Lay Leader shall be admitted as a Full Member once they have been added to the Roll by a decision of the Executive Committee;
 - 9.4.2 a decision to admit any other Full Member to membership of the CIO shall be made by a resolution of the members at a general meeting of the CIO which has been proposed by the Executive Committee; and
 - 9.4.3 before proposing a Motion in relation to such a resolution in relation to a Congregation, the Executive Committee must have received and considered a report on such Congregation from the appropriate local District Association (if there is one).

Honorary members

- 9.5 Such persons as are from time to time elected at an AGM of the CIO to be honorary members shall be **Honorary Members**.
- 9.6 Honorary Members shall be entitled to the same rights as the Full Members.

Associate Members

- 9.7 Such persons who have subscribed such sum as shall be determined from time to time by the Executive Committee to the funds of the CIO in the financial year preceding its AGM shall be **Associate Members**.
- 9.8 Associate Members shall have the right to attend and speak at general meetings but not to vote at any such general meeting.

First members of the CIO

- 9.9 The first Full Members (including the Honorary Officers), Associate Members and Affiliated Societies of the CIO as at the Incorporation Date shall be the persons who have been admitted as (as the case may be) the Full Members, Associate Members and Affiliated Societies of the Predecessor Charity as at the Incorporation Date provided that the members of the Executive Committee as at the Incorporation Date shall be as specified in clause 12.10.

Transfer of membership

- 9.10 Membership of the CIO cannot be transferred to anyone else.

Duty of members

- 9.11 It is the duty of each member of the CIO to exercise their powers as a member of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO.

Termination of membership

- 9.12 Membership of the CIO comes to an end if:
- 9.12.1 the member dies, or, in the case of an organisation (or the Representative of an organisation) that organisation ceases to exist; or
 - 9.12.2 the member sends a notice of resignation to the Executive Committee; or
 - 9.12.3 any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
 - 9.12.4 the Executive Committee decides that it is in the best interests of the CIO that the member in question should be removed from membership and passes a resolution to that effect provided that any such resolution passed in relation to a Congregation, District Association or Affiliated Society is subject to ratification by the members of the CIO at a general meeting and shall not become effective until so ratified.
- 9.13 Before the Executive Committee takes any decision to remove someone from membership of the CIO in accordance with clause 9.12.4 they must:
- 9.13.1 inform the member of the reasons why it is proposed to remove them from membership;
 - 9.13.2 give the member at least 21 clear days' notice in which to make representations to the Executive Committee as to why they should not be removed from membership;
 - 9.13.3 at a duly constituted meeting of the Executive Committee, consider whether or not the member should be removed from membership;
 - 9.13.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - 9.13.5 allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

Membership fees

- 9.14 The CIO may require members to pay reasonable membership fees to the CIO.

Non-voting members

- 9.15 Except where otherwise specified in this constitution, references in this constitution to **members** and **membership** do not apply to Associate Members (or any other members who do not have the right to vote at any general meeting) and such non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

Roll

- 9.16 The Executive Committee shall maintain and keep up to date a register (the **Roll**) which specifies all of the members of the CIO within each of the classes of membership specified in this constitution.

10 Members' decisions

- 10.1 Except for those decisions that must be taken in a particular way as indicated in clause 10.3, decisions of the members of the CIO must be taken by vote at a general meeting as provided in clause 10.2.

Taking ordinary decisions by vote

- 10.2 Subject to clause 10.3, any decision of the members of the CIO must be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

Decisions that must be taken in a particular way

- 10.3 The following decisions must be taken in a particular way:
- 10.3.1 any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution);
 - 10.3.2 any decision to wind up or dissolve the CIO must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution); and
 - 10.3.3 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 2011 Act; and
 - 10.3.4 any decision which is required by the Standing Orders to be taken in a particular way (including by at least a two-thirds majority of votes cast at the general meeting by the Full and Honorary Members) shall be taken in accordance with such Standing Orders.

11 General meetings of members

- 11.1 There must be an annual general meeting (**AGM**) of the members of the CIO once in each calendar year provided that the first AGM may 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.
- 11.2 The business of the AGM shall be to:
- 11.2.1 receive the annual statement of accounts (duly audited or examined where applicable) and the Executive Committee's annual report;
 - 11.2.2 receive any report on the election of members of the Executive Committee in accordance with clause 12.7.3;
 - 11.2.3 receive a report from the auditors in accordance with clause 26;
 - 11.2.4 appoint the Honorary Officers; and
 - 11.2.5 appoint or re-appoint auditors of the CIO.

11.3 Other general meetings of the members of the CIO may be called at any time in accordance with this clause 11 and are referred to as **Special Meetings**.

11.4 All general meetings must be held in accordance with the following provisions.

Calling general meetings

11.5 The Executive Committee:

11.5.1 must call an AGM of the members of the CIO in accordance with clause 11.1 and 11.2 on no less than 90 days' notice to the members of the CIO and identify it as such in the notice of the AGM; and

11.5.2 may call any Special Meeting of the members at any time on no less than 90 days' notice to the members of the CIO and identify it as such in the notice of the meeting.

11.6 The Executive Committee must call a Special Meeting of the members of the CIO if:

11.6.1 they receive a request to do so from at least 60 Full Members of the CIO; and

11.6.2 the request states the general nature of the business to be dealt with at the meeting.

11.7 Notice of a Special Meeting convened by request of the Full Members of the CIO in accordance with clause 11.6 must be given by the Executive Committee to the members of the CIO within 21 days of the receipt of such request and must be held within 3 months of the date of receipt of such request.

11.8 If the Executive Committee fails to comply with an obligation to call a Special Meeting at the request of its members, then the members who requested the meeting may themselves call a Special Meeting.

11.9 The Executive Committee may call any AGM or Special Meeting to be held at such time and place as they shall determine and may also determine that such meeting shall be held only by electronic means or by a combination of a physical and electronic meeting. "**Electronic means**" includes any means which use or are facilitated by electronic or similar communication or information technology.

11.10 Where a general meeting is to be held physically, the notice of the general meeting must:

11.10.1 state the time and date of the meeting; and

11.10.2 give the address at which the meeting is to take place.

11.11 Where a general meeting is to be held wholly or partly by electronic means the following provisions shall apply to such meeting:

11.11.1 the electronic means which are used will be determined by the Executive Committee, provided that all participants may communicate with all other participants (and may include telephone conference, video conference, live webcast, live interactive streaming or similar communication or information technology);

11.11.2 the notice of the meeting shall state any location at which a member may attend the meeting physically in person (or that there is no location at which a member may

attend the meeting physically in person) and the electronic means by which the meeting will be held and by which a member may participate;

- 11.11.3 the meeting need not be held in any particular place and may be held notwithstanding that any number of those participating might not be together at the same place and any reference to a "**place**" at which a general meeting is to be held in this constitution shall include physical, electronic, digital or virtual locations, web addresses, conference call telephone numbers or combination of them;
- 11.11.4 votes shall be permitted and cast by such electronic means as are determined by the Executive Committee and any reference to a vote on a "**show of hands**" in this constitution shall include any electronic means of voting and votes cast by that method shall be counted in determining the result of the show of hands; and
- 11.11.5 a person shall be present or in attendance at such a meeting if they are in the location notified for the purpose of being present or attending physically in person, or if they are participating electronically in the meeting by the method set out in the notice calling the general meeting and any reference to being "**present**" (including being present in person or by an appointed representative as the case may be) at, "**attend**" or "**attending personally**" a general meeting in this constitution shall, except where otherwise stated, include those present or attending by electronic means.
- 11.12 In relation to any general meeting:
- 11.12.1 the notice must specify the general nature of the business to be dealt with at the meeting; and
- 11.12.2 if a Motion to alter the constitution of the CIO is to be considered at the meeting, the text of the proposed alteration must be specified in the notice of the meeting or otherwise notified to the members in accordance with Standing Orders made under clause 11.16;
- 11.12.3 if not included in the notice for the AGM, the members must be provided with the annual statement of accounts and Executive Committee's annual report, details of persons standing for election or re-election as members of the Executive Committee or, where allowed under clause 22 (use of electronic communication), details of where such information may be found on the CIO's website in accordance with Standing Orders made under clause 11.16.
- 11.13 Notice of a general meeting must be given to Associate Members of the CIO in accordance with this clause 11 in order to enable them to exercise their right to attend and speak at general meetings
- 11.14 If notice is given by way of an envelope that was properly addressed (in accordance with paragraph 4 of Schedule 3 of the General Regulations), prepaid and posted, or an electronic form of notice that was properly addressed (in accordance with paragraph 7 of Schedule 3 of the General Regulations) and sent, the notice shall be deemed to be given 48 hours after it was posted or sent.
- 11.15 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 an accidental omission by the CIO.

Motions

- 11.16 Subject always to the provisions of this constitution, the Executive Committee may make and from time to time amend standing orders (**Standing Orders**) to regulate the conduct of general meetings of the Charity (including the form, content and period of notice required for Motions which are to be considered at any general meeting) provided all such Standing Orders and any amendments to them must be approved by a resolution of the members of the CIO passed at a general meeting (and shall not be effective until they are so approved).

Chairing of general meetings

- 11.17 The **President** shall, if present at the AGM and willing to act, preside as chair of the AGM. If the President is not at the AGM and willing to act, the person nominated as convener of meetings by the Executive Committee in accordance with clause 19.4 (Convener 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.
- 11.18 For Special Meetings, the person nominated as convener of meetings by the Executive Committee in accordance with clause 19.4 (Convener 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.

Quorum at general meetings

- 11.19 No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- 11.20 Subject to the following provisions, the quorum for general meetings shall be 100 Full and/or Honorary Members present in person.
- 11.21 A Congregation which is represented at a general meeting by a Lay Representative and an Affiliated Society or District Association or the Nightingale Centre which is represented by a Representative in accordance with clause 9.2 is deemed to be, and is counted as, being present in person and each such Lay Representative or Representative shall count in the quorum.
- 11.22 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.
- 11.23 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 be notified to the CIO's members at least seven clear days before the date on which it will resume.
- 11.24 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.
- 11.25 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Executive Committee 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.

Voting at general meetings

- 11.26 Any decision other than one falling within clause 10.3 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the general meeting by the Full and Honorary Members. Every Full and Honorary Member has one vote provided that:
- 11.26.1 as regards each District Association or Affiliated Society or the Nightingale Centre, their Representative shall exercise one vote on their behalf; and
- 11.26.2 as regards each Congregation with less than 30 members, their Lay Representative shall exercise one vote on their behalf; and
- 11.26.3 as regards each Congregation with 30 or more members, each of their Lay Representatives shall exercise one vote on their behalf.
- 11.27 Members falling within the classes of Full Member listed at clauses 9.2.3 and 9.2.4 may only cast one vote and in particular may not cast any additional vote on behalf or otherwise in respect of any District Association, Affiliated Society, Congregation of which they are a member or are otherwise associated with.
- 11.28 A Motion 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 Full and Honorary Members present in person at the meeting. A show of hands may be held by using voting cards.
- 11.29 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.
- 11.30 A poll may be taken:
- 11.30.1 at the meeting at which it was demanded; or
- 11.30.2 at some other time and place specified by the chair; or
- 11.30.3 through the use of postal or electronic communications.
- 11.31 In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- 11.32 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.

Representation of Congregations, District Associations, Affiliated Societies and the Nightingale Centre

- 11.33 Each Congregation, District Association and Affiliated Society and the Nightingale Centre shall be represented at any general meeting by (in the case of a Congregation) one or two Lay Representatives and (in respect of a District Association or Affiliated Society or the Nightingale Centre) a Representative in accordance with clause 9.2 provided that each such Lay Representative or Representative shall be appointed in accordance with the governing

document and usual decision-making process of each such Congregation, District Association, Affiliated Society or, as the case may be, the Nightingale Centre.

- 11.34 Each Lay Representative and Representative is entitled to exercise the same powers on behalf of the relevant Congregation, District Association or Affiliated Society or the Nightingale Society as the Congregation, District Association or Affiliated Society or the Nightingale Centre could exercise as an individual Full Member of the CIO.

Adjournment of meetings

- 11.35 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.

12 Executive Committee

Functions and duties of the Executive Committee

- 12.1 The affairs of the CIO are managed and controlled by its board of charity trustees (who are referred to collectively in this constitution as the **Executive Committee** and individually as a **member of the Executive Committee**) who may for that purpose exercise all the powers of the CIO.
- 12.2 It is the duty of each member of the Executive Committee:
- 12.2.1 to exercise their powers and to perform their functions in their capacity as a charity trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO; and
 - 12.2.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (a) any special knowledge or experience that they have or hold themselves out as having; and
 - (b) if they act as a member of the Executive Committee 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 membership of the Executive Committee

- 12.3 Every member of the Executive Committee must be a natural person.
- 12.4 No individual may be appointed as a member of the Executive Committee of the CIO:
- 12.4.1 if they are under the age of 16 years; or
 - 12.4.2 if they would automatically cease to hold office under the provisions of clause 14.1.6.
- 12.5 No one is entitled to act as a member of the Executive Committee whether on appointment or on any re-appointment until they have expressly acknowledged:

- 12.5.1 their acceptance of the office of charity trustee of the CIO by signing a Letter of Appointment; and
- 12.5.2 their agreement to accept and abide by the terms of the Code of Conduct.
- 12.6 The Executive Committee shall when complete comprise:
 - 12.6.1 eight individuals elected in accordance with the provisions of clause 12.7 below (the **elected trustees**); and
 - 12.6.2 where the **Honorary Treasurer** is not already one of the elected trustees, the Honorary Treasurer appointed in accordance with clause 16.
- 12.7 The elected trustees shall be appointed in accordance with the procedure and criteria specified from time to time in By-Laws made by the Executive Committee in accordance with clause 27 provided that:
 - 12.7.1 an election (each a **qualifying election**) will be held once in every two calendar years to appoint four individuals each of whom shall serve a term of four years with effect from the end of the first AGM following the date of their election;
 - 12.7.2 the qualifying election will be conducted by way of a postal ballot of the Electors and shall be overseen by an electoral panel (the **Electoral Panel**) appointed by the Executive Committee in relation to each qualifying election and who shall hold office until the completion of such qualifying election; and
 - 12.7.3 the Electoral Panel shall set out in writing the process and procedures by which the qualifying election will be carried out and will report to the members at the AGM in relation to the conduct of such qualifying election.
- 12.8 In the event that there is any vacancy (whether casual or otherwise) within the Executive Committee (including where there are fewer candidates for election than the number of elected trustees to be so elected or because members of the Executive Committee cease to hold office in accordance with clause 14.1), the Executive Committee shall appoint any individual who is qualified to act to fill such vacancy within six months of the date on which such vacancy arose provided that the individual so appointed shall hold office only until the completion of a subsequent qualifying election determined by the Executive Committee
- 12.9 The maximum number of members of the Executive Committee who can be appointed is as provided in clause 12.6. No appointment of a member of the Executive Committee may be made in excess of these provisions.

First members of the Executive Committee

- 12.10 The first members of the Executive Committee of the CIO (and their terms of office) are:
 - 12.10.1 Alexander John Bates until the AGM in 2027;
 - 12.10.2 Joseph Calvert until the AGM in 2027;
 - 12.10.3 Rev Winniefred Joan Gordon until the AGM in 2027;
 - 12.10.4 Sarah Benfield until the AGM in 2029;
 - 12.10.5 Zachariah Reuben Amos Baker until the AGM in 2029;

12.10.6 Rev Donna Stephanie Bisby until the AGM in 2029;

12.10.7 Rev Arkadiusz Piotr Malecki until the AGM in 2029.

13 Information for new members of the Executive Committee

13.1 The Executive Committee will make available to each new member of the Executive Committee, on or before their first appointment:

13.1.1 a copy of the current version of this constitution; and

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

14 Retirement and removal of members of the Executive Committee

14.1 A member of the Executive Committee (including for the avoidance of doubt the Honorary Treasurer) ceases to hold office if they:

14.1.1 retire by notifying the CIO in writing (but only if enough members of the Executive Committee will remain in office when the notice of resignation takes effect to form a quorum for meetings);

14.1.2 are absent without the permission of the Executive Committee from all their meetings held within a period of six months and the members of the Executive Committee resolve that their office be vacated;

14.1.3 die;

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

14.1.5 are removed by a decision of the Executive Committee on the ground that they have:

(a) committed a material breach or persistent breaches of the Code of Conduct;
or

(b) acted in a way which breaches their duties to the CIO;

and that their removal would be in the best interests of the CIO; or

14.1.6 are disqualified from acting as a charity trustee by virtue of sections 178-180 of the 2011 Act (or any statutory re-enactment or modification of that provision).

15 Reappointment of members of the Executive Committee

15.1 Any person who retires as a member of the Executive Committee is eligible for reappointment. A member of the Executive Committee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year. A term includes any period as an appointed member to fill a casual vacancy following a qualifying election or otherwise.

16 Honorary Officers

- 16.1 The **Honorary Officers** of the CIO shall be a president (**President**), a vice-president (**Vice-President**) and a treasurer (**Honorary Treasurer**).
- 16.2 The Honorary Officers shall be elected at each AGM and shall hold office from the end of that AGM until the end of the next AGM, provided that the candidates for election to an Honorary Officer role shall be proposed by the Executive Committee for election by the members of the CIO at the AGM (and the Executive Committee may from time to time specify criteria for appointment to an Honorary Officer role in By-Laws made in accordance with clause 27).
- 16.3 If an Honorary Officer ceases to act during their term of office, the Executive Committee may propose a replacement candidate or candidates to a general meeting for election by the members at that general meeting.
- 16.4 For the avoidance of doubt, neither the President nor the Vice-President are members of the Executive Committee or charity trustees of the CIO and have only the rights and duties prescribed by this constitution.
- 16.5 As regards the Honorary Treasurer:
 - 16.5.1 unless they already hold office as an elected trustee, the Honorary Treasurer shall hold office as a member of the Executive Committee and as a charity trustee in accordance with clause 12.6.2;
 - 16.5.2 the same individual shall not hold office as Honorary Treasurer for more than 7 consecutive years unless the members of the CIO confirm by a resolution at an AGM that extraordinary circumstances exist which justify their election for a further term of office in accordance with clause 16.2.
- 16.6 A President and/or Vice-President shall cease to hold office as an Honorary Officer if they:
 - 16.6.1 retire by notifying the CIO in writing;
 - 16.6.2 die;
 - 16.6.3 in the written opinion, given to the CIO, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as an Honorary Officer and may remain so for more than three months; or
 - 16.6.4 are removed as an Honorary Officer by a decision of the Executive Committee on the ground that they have acted in a way which damages the interests or reputation of the CIO and that their removal would be in the best interests of the CIO.

17 Decision-making by the Executive Committee

- 17.1 Any decision may be taken either:
 - 17.1.1 at a meeting of the Executive Committee; or
 - 17.1.2 by resolution in writing or electronic form agreed by a majority of all of the members of the Executive Committee, which may comprise either a single document or several documents containing the text of the resolution in like form to

which a majority of all of the members of the Executive Committee has signified their agreement. Such a resolution shall be effective provided that:

- (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the members of the Executive Committee; and
- (b) the majority of all of the Executive Committee 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 Executive Committee may resolve within 28 days of the circulation date.

18 Delegation by the Executive Committee

- 18.1 Subject to this constitution, the Executive Committee may delegate any of the powers conferred on it by this constitution to such person, by such means, to such an extent, in relation to such matters and on such terms of reference as Executive Committee thinks fit provided that:

18.1.1 all acts carried out by delegates must be reported promptly to the Executive Committee; and

18.1.2 every delegate must act in accordance with the terms of reference on which any power or function is delegated to them.

- 18.2 The Executive Committee may also delegate to any committee consisting of two or more individuals appointed by the Executive Committee any of its functions (including any powers or discretions) for such time and on such terms of reference as it thinks fit (including any requirement that a resolution of the committee shall not be effective unless a majority of those present when it is passed are members of the Executive Committee or it is ratified by the Executive Committee) provided that:

18.2.1 all proceedings of every committee must be reported promptly to the Executive Committee; and

18.2.2 every committee must act in accordance with the terms of reference on which any function is delegated to it (but, subject to that, the proceedings of the committee will be governed by such of the provisions of this constitution as regulate the proceedings of the Executive Committee so far as they are capable of applying).

- 18.3 The Executive Committee shall from time to time review and may at any time revoke any delegation in whole or part or alter its terms.

19 Meetings and proceedings of the Executive Committee

Calling meetings

- 19.1 Any member of the Executive Committee may call a meeting of the Executive Committee.

- 19.2 The Executive Committee shall meet at least six times each year.

- 19.3 The chief officer of the CIO (**Chief Officer**) shall send to all members of the Executive Committee notice of the time and place of every meeting, whether ordinary, special or adjourned, at least 7 days before the relevant meeting or such shorter period agreed by the Executive Committee unanimously in writing, and the nature of such notice and the conduct of such meeting shall be in accordance with the procedure adopted by the Executive Committee.

Convener of meetings

- 19.4 The Executive Committee may appoint one of their number to act as convener of 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 members of the Executive Committee present may appoint one of their number to act as convener of that meeting.

Procedure at meetings

- 19.5 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. Subject to clause 19.6, the quorum is five members of the Executive Committee. A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
- 19.6 If the number of members of the Executive Committee is at any time lower than the quorum required by clause 19.5, the Executive Committee may act to exercise the power to fill vacancies under clause 12.8 (and the quorum required in such circumstances shall be three members of the Executive Committee).
- 19.7 Questions arising at a meeting shall be decided by a majority of the members of the Executive Committee who are eligible to vote.

Participation in meetings by electronic means

- 19.8 A meeting may be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.
- 19.9 Any member of the Executive Committee participating at a meeting by suitable electronic means agreed by the Executive Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 19.10 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 clause 20.2, all decisions of the Executive Committee, or of a committee of the Executive Committee, shall be valid notwithstanding the participation in any vote of a member of the Executive Committee:
- 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; or

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 member of the Executive Committee and that member of the Executive Committee being counted in the quorum, the decision has been made by a majority of the Executive Committee at a quorate meeting.

20.2 Clause 20.1 does not permit a member of the Executive Committee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or of a committee of the Executive Committee if, but for clause 20.1, the resolution would have been void or if the member of the Executive Committee has not complied with clause 7 (Conflicts of interest).

21 Execution of documents

21.1 The CIO shall execute documents either by signature or by affixing its seal (if it has one).

21.2 A document is validly executed by signature if it is signed by at least two members of the Executive Committee.

21.3 If the CIO has a seal:

21.3.1 it must comply with the provisions of the General Regulations; and

21.3.2 the seal must only be used by the authority of the Executive Committee or of a committee of members of the Executive Committee duly authorised by the Executive Committee; and

21.3.3 the Executive Committee may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two members of the Executive Committee.

22 Use of electronic communications

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; and

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

To the CIO

22.2 Any member of the CIO or member of the Executive Committee 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 of the CIO or member of the Executive Committee, by providing the CIO with their 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 their unwillingness to receive such communications in that form.
- 22.4 The Executive Committee 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 11 (general meetings of members);
 - 22.4.2 give the Executive Committee notice of their meetings in accordance with clauses 19.1, 19.2 and 19.3 (calling meetings);
- 22.5 The Executive Committee must:
 - 22.5.1 take reasonable steps to ensure that members of the CIO and the Executive Committee are promptly notified of the publication of any such notice; and
 - 22.5.2 send any such notice in hard copy form where required to do so by any member of the CIO or member of the Executive Committee.

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 register of its members of the CIO and members of the Executive Committee, which shall include the Roll.

24 Minutes

- 24.1 The Executive Committee must keep minutes of all:
 - 24.1.1 appointments of Honorary Officers made by the Executive Committee;
 - 24.1.2 proceedings at general meetings of the CIO;
 - 24.1.3 meetings of the Executive Committee and committees of the Executive Committee including:
 - (a) the names of the members of the Executive Committee present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions; and
 - 24.1.4 decisions made by the Executive Committee otherwise than in meetings.

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

- 25.1 The Executive Committee must comply with the requirements of the 2011 Act 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 Executive Committee 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 Auditor

- 26.1 Auditors for the CIO shall be appointed at the AGM and it shall be their duty to audit or examine (as required) the CIO's accounts and to report to the members of the CIO at the next AGM.

27 By-laws

- 27.1 The Executive Committee may from time to time make such reasonable and proper by-laws (**By-Laws**) as they may deem necessary or expedient for the proper conduct and management of the CIO, but such By-Laws must not be inconsistent with any provision of this constitution.
- 27.2 Copies of any such By-Laws currently in force must be made available to any member of the CIO on request.

28 Disputes

- 28.1 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.

29 Amendment of constitution

- 29.1 As provided by sections 224 to 227 of the 2011 Act:
- 29.1.1 this constitution can only be amended 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 11 (general meetings of members);
- 29.1.2 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 provision of the CIO's constitution where the alteration would provide authorisation for any benefit to be obtained by the Executive Committee or members of the CIO or persons connected with them, requires the prior written consent of the Commission;
- 29.1.3 no amendment that is inconsistent with the provisions of the 2011 Act or the General Regulations shall be valid; and
- 29.1.4 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.

30 Voluntary winding up or dissolution

- 30.1 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 at a general meeting of the members of the CIO called in accordance with clause 11

(general meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- 30.1.1 by a resolution passed by a 75% majority of those voting, or
 - 30.1.2 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
 - 30.1.3 by a resolution agreed in writing by all of the Full and Honorary Members of the CIO.
- 30.2 Subject to the payment of all the CIO's debts:
- 30.2.1 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;
 - 30.2.2 if the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied;
 - 30.2.3 in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 30.3 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:
- 30.3.1 the Executive Committee 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 Executive Committee that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (c) a statement by the Executive Committee 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; and
 - 30.3.2 the Executive Committee must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any member of the Executive Committee who was not privy to the application.
- 30.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

31 Interpretation

- 31.1 In this constitution:
 - 31.1.1 **AGM** has the meaning given in clause 11.1.
 - 31.1.2 **Affiliated Society** means a group of people established to interact on an international, national or cross-regional basis with other Societies in relation to shared interests associated with the Free Christian and Unitarian tradition.
 - 31.1.3 **Associate Members** has the meaning given in clause 9.7.
 - 31.1.4 **Chief Officer** has the meaning given in clause 19.3.

31.1.5 **CIO** has the meaning given in clause 1.1.

31.1.6 **Code of Conduct** means a code of conduct for the members of the Executive Committee which shall be adopted maintained by the Executive Committee, as amended by the Executive Committee from time to time.

31.1.7 **Commission** has the meaning given in clause 6.1.

31.1.8 **Congregation** means a group of individuals from a church, chapel or fellowship who meet for worship within the Free Christian and Unitarian tradition.

31.1.9 **Quota Members** means the individuals from a Congregation who are confirmed by or on behalf of the Congregation to have paid a subscription (or other payment) in respect of the quota payable to the CIO by the Congregation.

31.1.10 **connected person** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;
- (b) the spouse or civil partner of the charity trustee, member or of any person falling within clause 31.1.10 (a) above;
- (c) a person carrying on business in partnership with the charity trustee, member or with any person falling within clauses 31.1.10 (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the charity trustee, member or any connected person falling within clauses 31.1.10 (a), (b), or (c) above; or
 - (ii) by two or more persons falling within clause 31.1.10 (d) (i), when taken together
- (e) a body corporate in which:
 - (i) the charity trustee, member or any connected person falling within clauses 31.1.10 (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within clauses 31.1.10 (e) (i) who, when taken together, have a substantial interest.

31.1.11 **Electors** means the individual Full Members, the Honorary Members, the Associate Members and the Quota Members.

31.1.12 **elected trustees** has the meaning given in clause 12.6.1.

31.1.13 **Electoral Panel** has the meaning given in clause 12.7.2.

31.1.14 **electronic means** has the meaning given in clause 11.9.

31.1.15 **Executive Committee** (and a **member of the Executive Committee**) has the meaning given in clause 12.1.

31.1.16 **financial benefit** has the meaning given in clause 6.1.

- 31.1.17 **Full Member** has the meaning given in clause 9.2.
- 31.1.18 **general meeting** means the AGM or (as the case may be) a Special Meeting.
- 31.1.19 **Honorary Member** has the meaning given in clause 9.5.
- 31.1.20 **Honorary Officers** has the meaning given in clause 16.1.
- 31.1.21 **Honorary Treasurer** has the meaning given in clause 16.1.
- 31.1.22 **Incorporation Date** means a date determined for the purpose of clause 9.9 by resolution of the Executive Committee.
- 31.1.23 **Lay Representative** means an individual (who must have reached the age of eighteen years) who is not a Minister and who has been appointed by a Congregation to represent such Congregation at any general meeting of the CIO provided that each such Lay Representative shall be appointed in accordance with the governing document and usual decision-making process of each such Congregation.
- 31.1.24 **Lay Leader** means a leader who is not a Minister and whose name is on the Roll.
- 31.1.25 **Lay Pastor** means a pastor who is not a Minister and whose name is on the Roll.
- 31.1.26 **Letter of Appointment** means a letter which confirms acceptance of the office of charity trustee of the CIO by a member of the Executive Committee in such form as the Executive Committee shall from time to time determine.
- 31.1.27 **Minister** means a minister whose name is on the Roll.
- 31.1.28 **Motion** means a resolution proposed for consideration at a general meeting.
- 31.1.29 **Nightingale Centre** the unincorporated charity known as "The Nightingale Centre (Unitarian)" (registered charity number 242256) or any successor body, acting by the trustees from time to time of the Nightingale Centre.
- 31.1.30 **Object** has the meaning given in clause 3.1.
- 31.1.31 **Predecessor Charity** means the unincorporated charity known as "The General Assembly of Unitarian and Free Christian Churches" (registered charity number 250788).
- 31.1.32 **President** has the meaning given in clause 16.1.
- 31.1.33 **qualifying election** has the meaning given in clause 12.7.1.
- 31.1.34 **District Association** means an association of people established to support the Congregations within a geographical region.
- 31.1.35 **Representative** means an individual (who must have reached the age of eighteen years) appointed by a District Association or Society or the Nightingale Centre to represent such District Association, Society or the Nightingale Centre at any general meeting of the CIO provided that each such Representative shall be appointed in accordance with the governing document and usual decision-making process of each such District Association or Society or the Nightingale Centre.

- 31.1.36 **Roll** has the meaning given in clause 9.16.
- 31.1.37 **Special Meetings** has the meaning given in clause 11.3.
- 31.1.38 **Standing Orders** has the meaning given in clause 11.16.
- 31.1.39 **Vice-President** has the meaning given in clause 16.1.
- 31.1.40 **written or in writing**: refers to a legible document on paper (including a fax message) or in electronic form (including an email).
- 31.1.41 **2011 Act** has the meaning given in clause 4.1.1.
- 31.1.42 **General Regulations** means the Charitable Incorporated Organisations (General) Regulations 2012.
- 31.1.43 **Dissolution Regulations** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 31.1.44 **Communications Provisions** means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.
- 31.1.45 **charity trustee** means a charity trustee of the CIO.
- 31.1.46 **poll** means a counted vote or ballot, usually (but not necessarily) in writing.
- 31.2 Section 118 of the 2011 Act applies for the purposes of interpreting the terms used in this constitution.