

**Dated**

**2018**

**THE BAPTIST UNION OF GREAT BRITAIN**

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Ref: EMC/24993.0046



## 1. Interpretation

In this Constitution:

**“the Alternative Vote”** means is a preferential system where the voters rank the candidates in order of preference. The process continues until one candidate has half of the votes and is elected.

**“Accredited Ministers”** means those ministers on the Register of Covenanted Persons Accredited for Ministry of the Union.

**“Advisory Group”** means a group established under clause 24.

**“the Assembly”** means the body established under clause 12.

**“Associate Member of the Assembly”** means a Member of the Assembly under clause 12.1.5.

**“Association”** means a group of Churches recognised by Council as an Association of Churches.

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**“Association Representatives”** means a person appointed to Council under clause 18.2.1.

**“Baptist Missionary Society”** means the charitable unincorporated association registered with the Charity Commission of England and Wales under charity number: 233782 and any successor body which takes over the charitable unincorporated association's activities.

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**“Baptist Steering Group”** means the group appointed by the Trustees under clause 21.

**“Baptist Union of Scotland”** means the charitable unincorporated association registered with the Office of the Scottish Charity Regulator, charity number: SC004960 and any successor body which takes over the charitable unincorporated association's activities.

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**“Baptist Union of Wales”** means the charitable unincorporated association registered with the Charity Commission of England and Wales under charity number: 1154855 and any successor body which takes over the charitable unincorporated association's activities.

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**“BMS World Mission”** means the working name of the Baptist Missionary Society.

**“the Central Fund”** means the fund established under clause Q.

**“Church”** means a Baptist church in membership with the Union under clause 11.2.1.

**“College”** means a Baptist College providing training for ministry to men and women.

**“Communications Provisions”** means the Communications Provisions in the General Regulations.

**“Connected Person”** means:

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

**“Co-opted Member of the Council”** means a person co-opted to the Council under clause 18.4.

**“Council”** means the body established under clause 18.

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

**Deleted:** “the CIO” means the Charitable Incorporated Organisation subject to this Constitution¶

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	Regulations 2012.
<b>“Ex-officio Member of the Assembly”</b>	means a Member of the Assembly under clause 12.1.4.
<b>“Ex-President”</b>	means the person who served as President in the previous year.
<b>“General Regulations”</b>	means the Charitable Incorporated Organisations (General) Regulations 2012.
<b>“General Secretary”</b>	means the General Secretary of the Union for the time being.
<b>“Irish Baptist Network[s]”</b>	means the initiative managed by the directors of I B Networks Trust Ltd, a charitable company registered with NI Charity Commission (Ref: NIC100323) and with HMRC.
<b>“Meeting of the Assembly”</b>	means a meeting of the Members of the Assembly.
<b>“Member of the Assembly”</b>	means a person or organisation who is for the time being a Member of the Assembly under clause 12.
<b>“Member of the Union”</b>	means a <u>member of this charitable incorporated organisation being either an Organisational Member defined under clause 11.2.1 or a Personal Member defined under clause 11.2.2.</u>
<b>“Ministerial Member of the Assembly”</b>	means a Member of the Assembly appointed under clause 12.1.3.
<b>“Moderator of the Council”</b>	means the person appointed for the time being as moderator of the Council elected under clause 18.1.8.
<b>“Moderator of the Trustee Board”</b>	means the person appointed for the time being as moderator of the Trustee Board elected under clause 17.
<b>“Object”</b>	means the charitable object of the Union set out in clause 5.
<b>“Organisational Member of the Union”</b>	means an organisation <u>defined</u> as an Organisational Member under clause 11.2.1.

**Deleted:** person or organisation who is accepted as a Member of the Union by the Council under clause 11.1 and 11.2 being a charitable incorporated member.

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**“Personal Member of the Union”**

means a person defined as a Personal Member under clause 11.2.2.

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**“President”**

means the person for the time being appointed to the role of President under clause 20.1.

**Deleted: “Poll”** . . . means a counted vote or ballot, usually (but not necessarily) in writing.¶¶

**“Procedure A”**

means the form of decision making described in clause 12.3.5.

**“Procedure B”**

means the form of decision making described in clause 12.3.6.

**“Representative Members”**

means persons appointed as delegates to attend Meetings of the Assembly on behalf of Organisational Members of the Union, Ministerial Members of the Assembly and Ex-Officio Members of the Assembly.

**“Treasurer”**

means the person appointed for the time being as treasurer elected under clause 16.

**“Trustee”**

means a charity trustee of the Union appointed under clause 19.4 or 19.5.

**“Trustee Board”**

means the board of charity trustees.

**“Unincorporated Baptist Union of Great Britain”**

means the means the charitable unincorporated association registered with the Charity Commission of England and Wales under charity number: 1125912.

**“Vice-President”**

means the person for the time being elected to the role of Vice-President under clause 20.2.

References to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it.

References to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa.

For the avoidance of doubt the system of law governing this Constitution is the law of England and Wales.

**2. Name**

The name of the Charitable Incorporated Organisation is The Baptist Union of Great Britain ("the Union").

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### 3. National location of principal office

The principal office of the Union is in England.

### 4. Declaration of Principle

The basis of this Union is:

- 4.1. That our Lord and Saviour Jesus Christ, God manifest in the flesh, is the sole and absolute authority in all matters pertaining to faith and practice, as revealed in the Holy Scriptures, and that each Church has liberty, under the guidance of the Holy Spirit, to interpret and administer His Laws.
- 4.2. That Christian Baptism is the immersion in water into the Name of the Father, the Son, and the Holy Spirit, of those who have professed repentance towards God and faith in our Lord Jesus Christ who "died for our sins according to the Scriptures; was buried, and rose again the third day".
- 4.3. That it is the duty of every disciple to bear personal witness to the Gospel of Jesus Christ and to take part in the evangelisation of the world.

### 5. The Object of the Union

The Object of the Union is, for the public benefit, the advancement of the Christian faith and its practice, especially by the means of and in accordance with the principles of the Baptist denomination in particular, but not exclusively, through any or all of the following means:

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- 5.1. to cultivate among its own members respect and love for one another, and to all who love the Lord Jesus Christ;
- 5.2. to spread the Gospel of Christ by ministers and evangelists, by establishing churches, forming Sunday schools, distributing the Scriptures, issuing religious publications and by such other methods as the Council shall determine;
- 5.3. to afford opportunities for conference and for united action on questions affecting the welfare of the Churches, the support of the ministry and the extension of the Christian faith, both at home and abroad;
- 5.4. to promote good relations between Baptists in this and other countries;
- 5.5. to obtain and disseminate accurate information respecting the organisations, labours and sufferings of Baptists throughout the world; and
- 5.6. to confer and co-operate with other Christian communities as occasion may require.

Nothing in this Constitution shall authorise any application of the property of the Union for the purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or Section 2 of the Charities Act Northern Ireland 2008.

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## **6. Powers**

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

- 6.1. borrow money and charge the whole or any part of its property as security for the repayment of the money borrowed. The Union must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 6.2. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 6.3. sell, lease or otherwise dispose of all or any part of the property belonging to the Union. In exercising this power, the Union must comply as appropriate with sections 117 and 119 -123 of the Charities Act 2011;
- 6.4. employ and remunerate such staff as are necessary for carrying out the work of the Union. The Union may remunerate a Trustee only to the extent that it is permitted to do so by clause 8 (Benefits and payments to Trustees and Connected Persons) and provided it complies with the conditions of that clause;
- 6.5. deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of the Union 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
- 6.6. do anything else within the law which is incidental and conducive to the Object.

## **7. Application of income and property**

- 7.1. The income and property of the Union must be applied solely towards the promotion of the Object.
- 7.2. A Trustee is entitled to be reimbursed from the property of the Union or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Union.
- 7.3. A Trustee may benefit from trustee indemnity insurance cover purchased at the Union's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 7.4. None of the income or property of the Union may be paid or transferred

directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Union. This does not prevent a Member of the Union who is not also a Trustee receiving:

- 7.4.1. a benefit from the Union as a beneficiary of the Union; and/or
  - 7.4.2. reasonable and proper remuneration as an employee or for any goods or services supplied to the Union.
- 7.5. Nothing in this clause shall prevent a Trustee or Connected Person receiving any benefit or payment which is authorised by clause 8.

## **8. Benefits and payments to Trustees and Connected Persons**

### **8.1. General Provisions**

- 8.1.1. In furtherance of the Object the Union may provide benefits to the Trustees where those benefits are the same as or similar to benefits provided to other beneficiaries of the Union.
- 8.1.2. No Trustee or Connected Person may:
  - 8.1.2.1. buy or receive any goods or services from the Union on terms preferential to those applicable to members of the public;
  - 8.1.2.2. sell goods, services or any interest in land to the Union;
  - 8.1.2.3. be employed by or receive any remuneration from, the Union;
  - 8.1.2.4. receive any other financial benefit from the Union;unless the payment or benefit is permitted by clause 8.2 or is authorised by the court or the Charity Commission. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

### **8.2. Scope and powers permitting Trustees' or Connected Persons' benefits**

- 8.2.1. A Trustee or Connected Person may receive a benefit from the Union as a beneficiary of the Union in accordance with clause 8.1.1.
- 8.2.2. A 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 Union where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.



- 8.2.3. A Trustee who is also the General Secretary may be remunerated for his or her role as General Secretary notwithstanding that he or she is also a Trustee.
- 8.2.4. A Trustee or Connected Person may receive interest on money lent to the Union at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 8.2.5. A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Union. The amount of the rent and other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 8.2.6. A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Union on the same terms as members of the public.
- 8.3. The provisions in this clause 8 on the making of payments and the granting of benefits by the Union to Trustees shall also extend to payments made to Trustees by any company in which the Union:-
  - 8.3.1. holds more than 50% of the shares;
  - 8.3.2. controls more than 50% of the voting rights attached to the shares; or
  - 8.3.3. has the right to appoint one or more directors to the board of the company.

## **9. Conflicts of interest and conflicts of loyalty**

A Trustee must:

- 9.1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Union or in any transaction or arrangement entered into by the Union which has not previously been declared; and
- 9.2. not vote or be counted as part of the quorum in any decision of the Trustees in relation to any matter 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 Union and any personal interest (including but not limited to any financial interest).

## **10. Liability of Members of the Union to contribute to the assets of the Union if it is wound up**

If the Union is wound up, the Members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

11. Membership of the Union

A Member of the Union may be an individual, a corporate body or an organisation which is not incorporated.

11.1. Admission of New Members of the Union

- 11.1.1. The Council shall determine the criteria for membership of the Union.
- 11.1.2. Applications from churches for membership of the Union shall be submitted to the relevant Association and shall be accepted upon a majority vote in favour by those present and voting at a meeting of Council.
- 11.1.3. Applications from Associations and Colleges for membership shall be submitted to the Council and shall be accepted upon a majority vote in favour of those present and voting at a meeting of Council.
- 11.1.4. The list of Members of the Union may be revised by the Council and its decision shall be duly notified to the persons concerned who shall have the right of appeal to the Assembly.

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11.2. Categories of Membership of the Union

Membership of the Union shall comprise of:

11.2.1. Organisational Members of the Union

- Churches, Associations and Colleges who either:
- 11.2.1.1. as at the date of the registration of the Union as a charitable incorporated organisation are members of the Unincorporated Baptist Union of Great Britain; or
  - 11.2.1.2. are accepted as a Member of the Union under clause 11.1.

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11.2.2. Personal Members of the Union

Persons who at the date of the registration of the Union as a charitable incorporated organisation are personal members of the Unincorporated Baptist Union of Great Britain.

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11.3. Transfer of Membership of the Union

Membership is personal and cannot be transferred to anyone else.

#### 11.4. Duty of Members

It is the duty of each Member of the Union to exercise his or her or its powers as a Member of the Union in the way he or she or it decides in good faith would be most likely to further the [Object](#) of the Union.

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#### 11.5. Termination of Membership of the Union

Membership of the Union comes to an end if:

- 11.5.1. in the case of an Organisational Member of the Union, that organisation ceases to exist or in the case of a Personal Member of the Union that person dies;
- 11.5.2. the Member of the Union sends a notice of resignation to the Trustees;
- 11.5.3. any sum of money owed by the Member of the Union is not paid in full within one year of its falling due and the Council decide that the membership be determined; or
- 11.5.4. the Council decide that it is in the best interests of the Union that the Member of the Union in question should be removed from membership and pass a resolution to that effect.

#### 11.6. Before the Council take any decision to remove a Member of the Union from membership of the Union they must:

- 11.6.1. inform the Member of the Union of the reasons why it is proposed to remove him or her or it from membership;
- 11.6.2. give the Member of the Union at least 21 clear days' notice in which to make representations to the Council as to why he or she or it should not be removed from membership;
- 11.6.3. at a duly constituted meeting of the Council consider whether or not the Member of the Union should be removed from membership;
- 11.6.4. consider at that meeting any representations which the Member of the Union makes as to why the Member of the Union should not be removed; and
- 11.6.5. allow the Member of the Union to make those representations in person at that meeting, if the Member of the Union so chooses.

### 12. The Assembly

#### 12.1. Composition of the Assembly

The Assembly shall comprise of:

#### 12.1.1. Organisational Members of the Union

12.1.1.1. An organisation in membership of the Union under clause 11.2.1 may, in accordance with its usual decision-making process, authorise a person or persons to act as its delegate or delegates at any Meeting of the Assembly.

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12.1.1.2. Delegates shall be appointed by Organisational Members for each Meeting of the Assembly. At a Meeting of the Assembly the delegate (or delegates as the case may be) is entitled to exercise the same powers on behalf of the Organisational Member as the Organisational Member could exercise as an individual Member of the Union. Each delegate shall exercise a separate vote on any matter to be decided.

12.1.1.3. Each Church in membership with the Union and having a membership not exceeding 100 members may appoint one delegate; those with 101-199 members two delegates; and those with 200 or more members three delegates to attend the Assembly on behalf of the Church in question.

12.1.1.4. Each College in membership with the Union may appoint two delegates to attend a Meeting of the Assembly on behalf of the College in question.

12.1.1.5. Each Association in membership with the Union may appoint two delegates to attend a Meeting of the Assembly on behalf of the Association in question.

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#### 12.1.2. Personal Members of the Union

A person in membership of the Union under clause 11.2.2.

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#### 12.1.3. Ministerial Members of the Assembly

The Ministerial Members of the Assembly are;

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12.1.3.1. Accredited Ministers save for those who are retired; and

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12.1.3.2. ministers and assistant ministers and ministers in training of Baptist Churches in membership with the Union.

#### 12.1.4. Ex-officio Members of the Assembly

The Council of the Union as defined in clause 18; and

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#### 12.1.5. Associate Members of the Assembly

Retired Accredited Ministers whose last church was in membership with the Union, retired deaconesses and retired missionaries of the Baptist Missionary Society.

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#### 12.2. Meetings of the Assembly

12.2.1. There must be an annual Assembly called by the Trustees each year. The first annual Assembly must be held within 18 months of the registration of the Union as a Charitable Incorporated Organisation and subsequent annual Assemblies must be held at intervals of no more than 15 months.

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12.2.2. Notice of the annual Assembly must be given to all Members of the Union and all other Members of the Assembly. Such notice may be given by way of notice on the Union's website.

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#### 12.3. Business of the Assembly

12.3.1. The agenda for each Meeting of the Assembly shall be approved by the Trustees.

12.3.2. Items of business shall include:

12.3.2.1. receiving the annual statement of accounts incorporating the Trustees' annual report (duly audited or examined where applicable);

12.3.2.2. affirming the appointment of the Moderator of the Trustee Board; and

12.3.2.3. affirming the appointment of the Treasurer.

12.3.3. The Moderator of the Council shall, if present at a Meeting of the Assembly and willing to act, preside as chair of that meeting. Subject to that, the Members of the Assembly who are present at a Meeting of the Assembly shall elect a chair to preside at the meeting.

12.3.4. The Moderator of Council, in consultation with the Officers of the Union, shall determine which items of business require to be handled under Procedure A and which under Procedure B. Assembly shall have the power to move from Procedure A to Procedure B or vice versa for a specific item, irrespective of the Moderator's ruling, if a 75% majority of those present and voting agree to do so.

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12.3.5. Procedure A shall be a form of consensus decision-making, operating under rules proposed from time to time by the Council

and agreed by the Assembly. The aim of these rules shall be to enable a common mind to emerge from a process of sharing, listening, drafting and re-drafting. Decisions arising from this process may include:

- 12.3.5.1. directions to the Council to consider an issue;
  - 12.3.5.2. advice, encouragement or exhortation to member bodies of the Union;
  - 12.3.5.3. communications of Baptist self-understanding to other parts of Christ's church; or
  - 12.3.5.4. communication to the wider world of views discerned as commonly held among Baptists.
- 12.3.6. Procedure B shall be a form of majority decision-making, appropriate for formal business and public statements, operating on the following rules:
- 12.3.6.1. Notices of motions by Members of the Assembly must be notified in writing addressed to the General Secretary, signed by the proposer, not later than the fiftieth day before the first day of the Assembly. The Council shall determine what resolutions shall be included in the agenda for any Meeting of the Assembly and in what order they shall be considered.
  - 12.3.6.2. The terms of any resolutions to be proposed at the Assembly either by a Member of the Assembly or on behalf of the Council, shall not later than the thirtieth day before the first day of the Assembly be communicated to Members of the Assembly in such manner as the Council may determine.
  - 12.3.6.3. Notice of any proposed amendment of any such resolution shall be notified in writing to the General Secretary, signed by five Members of the Assembly, not later than the fifteenth day before the first day of the Assembly but this proviso shall not apply to any such amendment as may be proposed by the person chairing the Assembly or by the General Secretary.
- 12.3.7. When any business is before the Assembly, any Member of the Assembly may request that a decision shall be taken by the votes of Representative Members of the Assembly only, and if this request is supported by at least one hundred Members of the Assembly the person chairing the Assembly, in putting the resolution, shall accept only the votes of Representative Members of the Assembly.

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### 13. Decisions to be made by the Members of the Union only

#### 13.1. Any decision:

- 13.1.1. to amend the Union's Constitution;
- 13.1.2. to amalgamate the Union with, or transfer its undertakings to, one or more other charitable incorporated organisations in accordance with the Charities Act 2011;
- 13.1.3. to wind up or dissolve the Union (including transferring its business to any other charity); or
- 13.1.4. required to be made by the members of a charitable incorporated organisation under the Charities Act 2011, the General Regulations or the Dissolution Regulations

must be made by a resolution of the Members of the Union.

[13.2] The business of a general meeting is limited to matters set out in clause 13.1.]

#### 13.2. Calling a general meeting

- 13.2.1. Meetings of the Members of the Union shall be called "general meetings" and shall be called and held in accordance with this clause 13.2.
- 13.2.2. The Trustees may call a general meeting at any time, which may be held in conjunction with an annual Meeting of the Assembly.
- 13.2.3. The Trustees must, within 21 days, call a general meeting if:
  - 13.2.3.1. they receive a request to do so from at least 10% of the Members of the Union; and
  - 13.2.3.2. the request states the general nature of the business [(which can only relate to matters set out in clause 13.1)] to be dealt with at the meeting and is authenticated by the Members of the Union making the request.
- 13.2.4. If, at the time of any such request from the Members of the Union there has been no general meeting for more than 12 months, then clause 13.2.3.1 shall have effect as if 5% were substituted for 10%.
- 13.2.5. Any such request may include particulars of a resolution that may properly be proposed and is intended to be proposed at the meeting.
- 13.2.6. A resolution may only properly be proposed if it is lawful and is not

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defamatory, frivolous or vexatious.

- 13.2.7. Any general meeting called by the Trustees at the request of the Members of the Union must be held within 28 days from the date on which it is called.
- 13.2.8. If the Trustees fail to comply with this obligation to call a general meeting at the request of the Members of the Union then the Members of the Union who requested the meeting may themselves call a general meeting.
- 13.2.9. A general meeting called in accordance with clause 13.2.8 must be held no more than 3 months after the date on which the Members of the Union first requested the meeting.
- 13.2.10. The Union must reimburse any reasonable expenses incurred by the Members of the Union calling a general meeting of the [Union](#) by reason of the failure of the Trustees to duly call the meeting but the Union shall be entitled to be indemnified by the Trustees who were responsible for such failure.

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### 13.3. Notice of general meetings

- 13.3.1. The Trustees or, as the case may be, the relevant Members of the Union must give at least 14 days' notice of a general meeting to all of the Members of the Union and to any Trustees who are not Members of the Union. This clause does not apply where a specified period of notice is strictly required by another clause in this Constitution, by the Charities Act 2011 or by the General Regulations.
- 13.3.2. If it is agreed by not less than 90% of all Members of the Union, any resolution may be proposed and passed at the general meeting even though the requirements of clause 13.3.1 have not been met.
- 13.3.3. The notice of any general meeting must:
  - 13.3.3.1. state the time and date of the general meeting;
  - 13.3.3.2. give the address at which the general meeting is to take place;
  - 13.3.3.3. give particulars of any resolution which is to be moved and of the general nature of any other business to be dealt with at the general meeting; and
  - 13.3.3.4. if a proposal to alter this Constitution is to be considered at the general meeting, include the text of the proposed alteration.



13.3.4. Such notice may be given by way of a notice on the Union's website.

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13.3.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted or that an electronic form of notice was properly addressed and sent shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

13.3.6. The proceedings of a general meeting shall not be invalidated because a Member of the Union who was entitled to receive notice of the Meeting did not receive it because of an accidental omission by the Union.

#### 13.4. Chairing general meetings

13.4.1. The Moderator of the Trustee Board shall, if present at a general meeting and willing to act, preside as chair of the meeting. Subject to that, the Members of the Union who are present at a general meeting shall elect a chair to preside at the meeting.

#### 13.5. Quorum at general meetings

13.5.1. No business may be transacted at any general meeting unless a quorum is present when the meeting starts.

13.5.2. Subject to the following provisions, the quorum for general meetings shall be 10% of Members of the Union. An organisation shall be represented by a delegate or delegates at a general meeting appointed in accordance with the method for appointing delegates to attend Meetings of the Assembly set out at clause 9. ~~Regardless of the number of delegates an Organisational Member may appoint, an Organisational Member is regarded as being present in person at a general meeting provided that it has at least one delegate present.~~

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13.5.3. If the general meeting has been called by or at the request of the Members of the Union and a quorum is not present within 15 minutes of the starting time specified in the notice of the Meeting, the general meeting will be closed.

Deleted: ave that each Member of the Union will only have one vote upon matters to be decided at the general meeting.

13.5.4. If the Meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the general meeting, the chair must adjourn the general meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Members of the Union at least seven clear days before the date on which it will resume.

13.5.5. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the Member or Members of the Union present

at the Meeting shall constitute a quorum.

- 13.5.6. If at any time during the general meeting a quorum ceases to be present the general meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a general meeting, the meeting must be adjourned.

#### 13.6. Voting by Members of the Union

- 13.6.1. Any decisions specified in clauses 13.1.1 - 13.1.3 must be made in accordance with the provisions of clause 33 (Amendment to the Constitution), clause 34 (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 voting at a general meeting **in accordance with clause 13.6.3.**

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- 13.6.2. Any decision not required by the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulation to be agreed by a higher majority of those Members of the Union voting at the general meeting shall **subject to clause 13.6.3.** be passed by a simple majority.

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- 13.6.3. **Each delegate appointed by an Organisational Member of the Union and each Personal Member present at a general meeting shall have one vote.**

**Commented [EC11]:** Added

#### 14. Officers

The Officers of the Union shall be the President, the Vice-President, the Ex-President, the Treasurer, the Moderator of the Trustee Board and the General Secretary.

#### 15. The General Secretary

The General Secretary shall be elected by the Assembly upon the nomination of the Council.

#### 16. The Treasurer

The Treasurer shall be elected by the Council to serve in office for a period of three years. Such appointment shall be affirmed annually by the Assembly.

#### 17. The Moderator of the Board of Trustees

The Moderator of the Board of Trustees shall be elected by the Council to serve in office for a period of three years. Such appointment shall be affirmed annually by the Assembly.

#### 18. The Council

18.1. The broad strategic direction of the Union, subject to any directions of the Assembly, shall be discerned by a Council consisting of:

18.1.1. three Association Representatives of each Association in membership with the Union and listed in the bye-laws made by the Council;

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18.1.2. the General Secretary and Treasurer;

18.1.3. the President, Ex-President and Vice-President;

18.1.4. one member of the full time tutorial staff of each of the Colleges in membership with the Union, such person to be appointed by each of such Colleges;

18.1.5. the members of the Baptist Steering Group who are not already members of Council under clause 18.1.1 to 18.1.4;

**Deleted:** those appointed by the Trustees to senior responsibility within the Union (known collectively as

**Deleted:** ) and

18.1.6. two representatives from each of BMS World Mission, Baptist Union of Scotland and Baptist Union of Wales and one representative from the Irish Baptist Network, such members to be appointed by each of such bodies;

18.1.7. twelve Co-opted Members of the Council;

18.1.8. the Moderator of the Council, who shall be elected by such means and for such term as the Council shall determine;

18.1.9. the members of the Trustee Board; and

18.1.10. two ecumenical representatives to be appointed in such manner as the Council may from time to time decide.

## 18.2. Association Representatives

18.2.1. Associations shall be represented on the Council as follows:

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18.2.1.1. the Association's Representative(s) shall be appointed by such method as the Association shall decide, giving consideration to the concerns for balance named in clause 18.4.1, but with the proviso that no one shall be appointed for a term of service to exceed three years but this proviso shall not exclude the possibility of that person being appointed for a further term or terms; and

18.2.1.2. the Association's Representative(s) shall be notified in writing addressed to the General Secretary before the first of June in each year but if during the period of appointment a representative shall resign or die or is ineligible to serve another representative may be

appointed by the Association to serve in place of such representative.

**18.3. Alternate Members of the Council**

- 18.3.1. If a Council member appointed under clauses 18.1.1, 18.1.4 or 18.1.6 is unable for good reason to attend a particular meeting of Council, the relevant appointing body may nominate an alternate to sit in his or her place.

**18.4. Co-opted Members of the Council**

- 18.4.1. Co-options are intended to enable the membership of the Council to honour the diversity of the Union. Any member of a Church in membership with the Union may be considered for co-option by the Council. Co-options shall be made primarily for the purpose of ensuring so far as reasonably possible the following balances within the total membership of the Council, attention to which shall also be taken by those otherwise appointing or electing members:

18.4.1.1. no fewer than 20% of Council members shall be from Black and Minority Ethnic communities;

18.4.1.2. no fewer than 40% of Council members shall be women and no fewer than 40% shall be men;

18.4.1.3. no fewer than 30% of Council members shall be lay;

18.4.1.4. no fewer than 10% of Council members shall be people with disabilities;

18.4.1.5. no fewer than 10% of Council members shall be people under 40 years of age at the time of appointment or re-appointment.

- 18.4.2. Co-options shall be made by the Council in such manner and for such period as the Council may from time to time determine with the proviso that no one shall be co-opted for a term of service to exceed three years but this proviso shall not exclude the possibility of that person being co-opted for a further term or terms.

**18.5. Meetings of the Council**

- 18.5.1. The Council shall meet not less than twice a year.

- 18.5.2. Twenty five members of the Council shall form a quorum.

- 18.5.3. Meetings of the Council shall be called by the General Secretary or other person designated by the Trustee Board to hold such authority, who shall call a Special Meeting on the written request of

not fewer than twelve members of the Council, stating the purpose of the meeting.

- 18.5.4. The business to be transacted by the Council shall, as far as possible, be indicated on the notice calling the meeting.
- 18.5.5. The attendance of members of the Council at meetings of the Council and at Advisory Groups shall be registered.
- 18.5.6. Members of the Council shall be expected to attend at least one meeting of the Council each calendar year. If a Council Member does not attend at least one meeting of the Council in a calendar year he or she may be asked to cease to be a member of the Council by the Moderator of the Council.

## **19. Trustees**

### **19.1. Functions and duties of Trustees**

The Trustees shall manage the affairs of the Union and may for that purpose exercise all the powers of the Union. It is the duty of each Trustee:

- 19.1.1. to exercise his or her powers and to perform his or her functions in his or her capacity as a Trustee in the way he or she decides in good faith would be most likely to further the [Object](#) of the Union; and
- 19.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - 19.1.2.1. any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - 19.1.2.2. if he or she acts as a Trustee in the course of a business or profession 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.

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### **19.2. Eligibility for trusteeship**

- 19.2.1. Every Trustee must be a natural person.
- 19.2.2. No individual may be appointed as a Trustee:
  - 19.2.2.1. if he or she is under the age of 18 years; or
  - 19.2.2.2. if he or she would automatically cease to hold office under the provisions of clause 19.7.

- 19.2.3. No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged in whatever way the Trustees decide his or her acceptance of the office of Trustee.

**19.3. Number of Trustees**

- 19.3.1. There must always be at least eight Trustees. If the number falls below this minimum the remaining Trustees may act only to call a meeting of the Council to appoint a new Trustee or Trustees as the case may be.

- 19.3.2. The Trustee Board shall comprise:

- 19.3.2.1. the Moderator of the Trustee Board;
- 19.3.2.2. the General Secretary;
- 19.3.2.3. the Treasurer; and
- 19.3.2.4. up to nine other persons elected by the Council.

**19.4. Appointment of Trustees**

- 19.4.1. Any member of a Baptist Church in membership with the Union may be nominated to serve as a Trustee.
- 19.4.2. Any person who is not a member of a Baptist Church in membership with the Union may, if agreed by Council, be nominated to serve as a Trustee.
- 19.4.3. Trustees elected under clause 19.3.2.4 shall be elected by such method as the Council shall from time to time decide.
- 19.4.4. Trustees will normally be appointed for a three year period, with the proviso that no-one except ex-officio Trustees should serve for more than three consecutive terms or part terms of service, except that on appointment as Moderator of the Trustee Board previous service is disregarded. Three Trustees will normally be appointed or re-appointed each year.
- 19.4.5. Any casual vacancy on the Trustee Board, caused by disqualification or any other reason, shall be filled by the Council by such method as the Council shall from time to time decide.

**19.5. First Trustees**

**The first Trustees are:**

- 19.5.1. [ ];
- 19.5.2. [ ]; and
- 19.5.3. [ ].

#### 19.6. Information for new Trustees

The Trustees will make available to each new Trustee on or before his or her first appointment a copy of this Constitution (and any amendments made to it) any other relevant governance documents and a copy of the Union's latest Trustees' annual report and statement of accounts.

#### 19.7. Retirement and removal of Trustees

19.7.1. A Trustee ceases to hold office if:

- 19.7.1.1. he or she resigns by notifying the Union in writing but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings of the Trustee Board;
- 19.7.1.2. he or she fails to attend at least 50% of the Trustee Board Meetings and one Council Meeting in any calendar year, unless such non-attendance was due to sickness or incapacity or he or she has been excused by resolution of the Council;
- 19.7.1.3. he or she dies;
- 19.7.1.4. he or she is removed by the Council following a vote carried by a two-thirds majority of those present and voting on a proposal for removal with reasons signed by twelve members of the Council;
- 19.7.1.5. he or she in the reasonable opinion of the other Trustees, becomes incapable of fulfilling his or her duties and responsibilities as a Trustee because of illness or injury and the other Trustees resolve that he or she be removed as a Trustee;
- 19.7.1.6. the other Trustees resolve by a 75% majority of the Trustees present and voting at a properly convened meeting of the Trustees that it is in the Union's best interests that he or she should cease to be a Trustee provided that the Trustee concerned has first been given an opportunity to put his or her case to justify why he or she should not be removed as a Trustee;
- 19.7.1.7. is disqualified from acting as a Trustee by virtue of section 178-180 of the Charities Act 2011; or
- 19.7.1.8. he or she completes his or her term of office and is not

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re-elected.

#### **19.8. Taking of decision by Trustees**

Any decision of the Trustees may be taken either:

- 19.8.1. at a meeting of the Trustees; or
- 19.8.2. by a resolution in writing or electronic form agreed by a majority of all of the Trustees which may comprise either a single document or several documents containing the resolution in like form. Such a resolution shall be effective provided that:-
  - 19.8.2.1. a copy of the proposed resolution has been sent at or as near as reasonably practicable to the same time to all of the Trustees; and
  - 19.8.2.2. the majority of all of the Trustees have 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 manner as the Trustees have previously resolved and delivered to the Union at its principal office or such other place as the Trustees may resolve within 28 days of the circulation date.

#### **19.9. Delegation by Trustees**

- 19.9.1. The Trustees may delegate any of their powers or functions to a committee or committees and, if they do, they shall determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions or revoke the delegation.
- 19.9.2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees but is subject to the following requirements:
  - 19.9.2.1. a committee may consist of two or more persons but at least one member of each committee must be a Trustee; and
  - 19.9.2.2. the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable.
- 19.9.3. The Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

#### **19.10. Calling meetings**



19.10.1. Any Trustee may call a meeting of the Trustees.

19.10.2. Subject to clause 19.10.1, the Trustees shall decide how their meetings are to be called and what notice is required.

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#### 19.11. Chairing of meetings

The Moderator of the Trustee Board shall chair Trustee Board Meetings. If the Moderator of the Trustee Board is not willing to preside or is not present within 10 minutes after the time of the meeting, the Trustees present may appoint one of their number to chair that meeting.

#### 19.12. Procedure at meetings

19.12.1. No decision shall be taken at a meeting of the Trustees unless a quorum is present at the time when the decision is taken. The quorum is four Trustees. A Trustee shall not be counted in the quorum when any decision is made about a matter upon which he or she is not entitled to vote.

19.12.2. Questions arising at a meeting shall be decided by a majority of those eligible to vote.

#### 19.13. Participation in meetings by electronic means

19.13.1. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

19.13.2. Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

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

#### 19.14. Observers

19.14.1. Subject to clauses 19.14.3 and 19.14.4, the Trustees may allow individuals who are not Trustees to attend meetings of the Trustees as observers on whatever terms the Trustees decide.

19.14.2. Observers may not vote but may take part in discussions with the prior consent of the Moderator of the Trustee Board.

19.14.3. The Trustees may exclude such observers from any part of the meeting of the Trustees where the Trustees consider that it is appropriate to do so.

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19.14.4. The Trustees must exclude an observer from any meeting of the Trustees at which a possible personal benefit to him or her is being considered.

#### 19.15. Saving Provisions

19.15.1. Subject to clause 19.15.2, all decisions of the Trustees or of a committee of Trustees shall be valid notwithstanding the participation in any vote of a Trustee:

19.15.1.1. who was disqualified from holding office;

19.15.1.2. who had previously retired or who had been obliged by the Constitution to vacate office; or

19.15.1.3. who was not entitled to vote on the matter, whether by reason of a conflict or otherwise

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

19.15.2. Clause 19.15.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees it, but for clause 19.15.1, the resolution would have been void, or if the Trustee has not complied with clause 9 (Conflicts of interest and conflicts of loyalty).

#### 20. Presidency of the Union

20.1. The Union may have a President who shall be the Vice President of the previous year and shall take office at the annual Assembly. The Vice-President shall take office at the annual Assembly.

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20.2. The Vice-President shall be elected annually by the Personal Members of the Union and the Representative Members.

20.3. Nominations (which must receive the consent of the nominees before being submitted) may be received from the Council (voting by ballot) from any Association in membership with the Union or from any twenty-five Representative Members of the Assembly acting jointly.

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20.4. All nominations must be forwarded in writing addressed to the General Secretary not later than 31st December in each year. If no nomination is received for the office of Vice-President then the Vice-President will be nominated by the Council.

20.5. A nomination may not be withdrawn, save under exceptional circumstances with the consent of the Trustee Board.

20.6. The election shall be according to the principle of a simple majority unless there are more than two nominations for the office of Vice President. If there are more than two nominations, the election shall be according to the principle of the Alternative Vote.

20.7. In the election for the Vice-President, Representative Members of the Assembly (other than persons appointed as delegates to attend Meetings of the Assembly on behalf of Organisational Members of the Union) shall each be entitled to one vote and each Organisational Member of the Union shall have the same number of votes as the number of delegates it is entitled to appoint to the Assembly under clause 12.1.

20.8. Should the President or the Vice-President die, resign, or become incapacitated, the vacancy so caused may be filled by the Council.

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## 21. The Baptist Steering Group

The Trustees may appoint a Baptist Steering Group to exercise collaborative leadership and manage the implementation of agreed strategies and policies.

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22. The Central Fund of the Union

The Union shall promote and maintain a Central Fund.

- 22.1. The main purpose of the Central Fund is, by unity of appeal and action and the encouragement of systematic giving on a denominational basis to promote the constitutional object of the Union and in particular the following purposes (but so that these purposes are ancillary to the Object and not so as to extend the purposes of the Central Fund beyond such Object) of enabling the Union with its member bodies to discharge more adequately the task of the care of all the churches and of fostering the evangelical witness and evangelistic enterprise in and through the churches and of assuming the responsibility for the better support of the ministry of the Gospel.
- 22.2. The finance of sites and buildings is not, save in exceptional circumstances, an object of the Central Fund, provided that in this Central Fund the expression 'finance of sites and buildings' does not mean or include:
  - 22.2.1. the acquisition, erection or improvement of premises intended for, or already in, the actual occupation of the Union or its employees;
  - 22.2.2. the making of loans (whether or not carrying interest) for the purpose of assisting any Association or Church, or other Baptist organisation, to acquire, erect or improve any premises occupied, or intended to be occupied, for any of the constitutional objects of the Union;
  - 22.2.3. the acquisition, erection or improvement of premises by way of investment.
- 22.3. The Central Fund shall be administered by the Trustee Board, in accordance with bye laws made by the Council.

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23. Finance

- 23.1. The Council may from time to time agree an annual subscription which shall be paid by each Church, Association or College in membership with the Union on such basis to be determined by the Council.
- 23.2. The name of any Church, Association or College whose subscription is more than one year in arrears shall be reported to the Council which may determine its membership.
- 23.3. Auditors shall be appointed by the Trustee Board.

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24. Advisory Groups

The Trustees, the Baptist Steering Group or the Council may appoint such advisory groups as they shall from time to time decide.

## 25. Dates

Wherever in the Constitution dates are specified for the submission of nominations or the sending and return of voting papers and wherever periods of time are specified for the giving of notice of a motion, notice of resolutions or notice of amendments of resolutions the Council may substitute such other dates and periods of time in respect of any Assembly as it may deem to be necessary having regard to the date of that Assembly.

## 26. Execution of documents

A document is validly executed by signature if it is signed by at least two of the Trustees.

## 27. Use of electronic communications

### General

27.1. The Union will comply with the requirements of the Communications Provisions and in particular:

27.1.1. the requirement to provide within 21 days to any Member of the Union on request a hard copy of any document or information sent to the Member of the Union otherwise than in hard copy form; and

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

27.2. Any Member of the Union or Trustee may communicate electronically with the Union to an address specified by the Union for the purpose so long as the communication is authenticated in a manner which is satisfactory to the Union.

27.3. Any Member of the Union or Trustee, by providing the Union with his or her or its email address or similar, is taken to have agreed to receive communications from the Union in electronic form at that address, unless the Member of the Union or Trustee has indicated to the Union his or her or its unwillingness to receive such communications in that form.

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27.4. The Union may, subject to compliance with any legal requirements, by means of publication on its website:

27.4.1. provide the Members of the Assembly with the notice of a meeting in accordance with clause 12.2.2;

27.4.2. provide the Members of the Union with the notice of a meeting in accordance with clause 13.3;

27.4.3. give Trustees notice of their meetings in accordance with clause 19.10; and

27.4.4. give notice of meetings of the Council under clause 18.5.

27.5. The Trustees must:-

27.5.1. take reasonable steps to ensure that Members of the Union, members of the Council and Trustees are promptly notified of the publication of any such notice or proposal; and

27.5.2. send any such notice or proposal in hard copy form to any Member of the Union, member of the Council or Trustee who has not consented to receive communications in electronic form.

## **28. Keeping of registers**

The Union must comply with its obligations under the General Regulations in relation to the keeping of and provisions of access to registers of its Members of the Union and Trustees.

## **29. Minutes**

The Trustees must keep minutes of all:

29.1. appointments of officers made by the Trustees;

29.2. proceedings at Meetings of the Assembly;

29.3. proceedings at Council;

29.4. proceedings at general meetings;

29.5. meetings of the Trustees and committees of Trustees including:

29.5.1. the names of the Trustees present at the meeting;

29.5.2. the decisions made at the meetings; and

29.5.3. where appropriate the reasons for decisions; and

29.5.4. decisions made by the Trustees otherwise than in meetings.

## **30. Accounting records, accounts, annual reports and returns, register maintenance**

30.1. The 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 Union within 10 months of the Union's financial year end.

30.2. The Trustees must comply with their obligation to inform the Charity Commission within 28 days of any change in the particulars of the Union entered on the Central Register of Charities.

### 31. Rules

The 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 Union 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 Union or member of the Council on request.

### 32. Disputes

If a dispute arises between Members of the Union about the validity or propriety of anything else done by the Members of the Union 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.

### 33. Amendment of Constitution

33.1. This Constitution can only be amended by a resolution passed by a 75% majority of those Members of the Union voting in accordance with clause 13.6.3 at a general meeting called in accordance with clause 13.

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33.2. Any alteration of clause 5 (Object), clause 34 (Voluntary winding up or dissolution), this clause or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or Members of the Union or persons connected with them, requires the prior written consent of the Charity Commission.

33.3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

33.4. A copy of a every resolution amending the Constitution, together with a copy of the Union's Constitution as amended must be sent to the Charity Commission by the end of the period of 15 days beginning with the date of passing of the resolution and the amendment does not take effect until it has been recorded on the Central Register of Charities.

### 34. Voluntary winding up or dissolution

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34.1. As provided by the Dissolution Regulations, the Union may be dissolved by resolution of the Members of the Union. Any decision by the Members of the Union to wind up or dissolve the Union can only be made:

34.1.1. at a general meeting called in accordance with clause 13, of which not less than 14 days' notice has been given to those eligible to attend and vote:

34.1.1.1. by a resolution passed by a 75% majority of those voting in accordance with clause 13.6.3; or

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34.1.1.2. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the meeting.

34.2. Subject to the payment of all the Union's debts:

34.2.1. any resolution for the winding up of the Union or for the dissolution of the Union without winding up may contain a provision directing how any remaining assets of the Union shall be applied;

34.2.2. if the resolution does not contain such a provision as required by clause 34.2.1 the Trustees must decide how any remaining assets of the Union shall be applied;

34.2.3. on either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Union's Object.

34.3. The Union must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the Union to be removed from the Central Register of Charities and in particular:

34.3.1. the Trustees must send with their application to the Charity Commission:

34.3.1.1. a copy of the resolution passed by the Members of the Union;

34.3.1.2. a declaration by the Trustees that any debts and other liabilities of the Union have been settled or otherwise provided for in full; and

34.3.1.3. a statement by the Trustees setting out the way in which any property of the Union has been or is to be applied prior to its dissolution in accordance with this Constitution; and

34.3.2. the Trustees must ensure that a copy of the application is sent within seven days to every Member of the Union and employee of the Union and to any Trustee who was not privy to the application.

34.4. If the Union is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.