

Model Governing Documents

(Constitution and Schedule)



for

All Saints' Church Berkhamsted Single Congregation Local Ecumenical Partnership

adopted on 13 January 2013

model updated on 7 February 2012 (amended)

All Saints' Church, Berkhamsted - Constitution of the Single Congregation Local Ecumenical Partnership

This Constitution was adopted on 13 January 2013 and relates to the charitable unincorporated association governed by this Constitution and known as All Saints' Church, Berkhamsted. It replaces the original Single Congregation LEP Constitution of 25 June 2008.

Introduction

- 1) In this Constitution (including the Schedule to it) the following expressions have the following meanings:
 - a) 'the Area of Benefit' means the area specified in paragraph 2 of the Schedule;
 - b) 'the Charity' means the charity constituted by this Constitution;
 - c) 'Congregational Meeting' means a meeting of the Members;
 - d) 'Co-opted Trustees' means Trustees appointed by the Trustees under clause 22(c);
 - e) 'Elected Trustees' means Trustees elected under clause 22(b);
 - f) 'the LEP' means the Local Ecumenical Partnership specified in paragraph 1 of the Schedule;
 - g) 'the Members' means the members of the Charity;
 - h) 'the Participating Churches' means the Churches specified in paragraph 4 of the Schedule;
 - i) 'the Participating Denominations' means the denominations specified in paragraph 3 of the Schedule;
 - j) 'the Schedule' means the Schedule to this Constitution;
 - k) 'the Sponsoring Body' means the body specified in paragraph 5 of the Schedule;
 - l) 'the Trustees' means the body of trustees constituted by clause 22 of this Constitution (who are the charity trustees of the Charity for the purposes of the Charities Act 1993).

Purpose of the Charity

- 2) The purpose of the Charity is to advance the Christian faith in the Area of Benefit in accordance with the principles and practices of the Participating Churches.
- 3) In achieving its purpose, the Charity will engage in a range of activities, either on its own or with others, including (but not restricted to):
 - a) the celebration of public worship;

- b) the teaching of the Christian faith;
- c) mission and evangelism;
- d) pastoral work, including visiting the sick and the bereaved;
- e) the provision of facilities with a Christian ethos for the local community, including (but not restricted to) the elderly, the young and other groups with special needs; and
- f) the support of other charities in the UK and overseas.

Membership of the Charity

- 4) The duly authorised ministers for the time being of the LEP (whether ordained or lay) are Members by virtue of their office.
- 5) Other persons shall be entitled to membership of the Charity if entitled to membership of the LEP in accordance with the provisions of the Schedule.
- 6) The Trustees must keep a register of Members, which must be made available to any Member upon request. The register must record the name, address and denominational affiliation within the LEP of each Member.
- 7) Membership of the Charity shall be terminated if the Member concerned:-
 - a) gives written notice of his or her resignation to the Trustees;
 - b) ceases to be entitled to membership of the LEP (including as a result of any disciplinary procedure conducted by one or more of the Participating Denominations conducted in accordance with paragraph 13 of the Schedule); or
 - c) dies.
- 8) Membership of the Charity is personal and not transferable.

Congregational meetings

- 9) There shall be the following kinds of Congregational Meeting of the Charity:
 - a) Annual Congregational Meetings;
 - b) []
 - c) Special Congregational Meetings;
- 10) Congregational Meetings shall be convened by or on behalf of the Trustees, either:
 - a) by giving 14 days' (or, in the case of a Special Congregational Meeting, 21 days') notice in writing sent to the addresses recorded for the Members in the register of Members; or
 - b) by giving verbal notice given at each service of public worship held in the LEP on the two Sundays (or, in the case of a Special Congregational

- c) meeting, the three Sundays) immediately preceding the date of the Congregational Meeting.

11) An Annual Congregational Meeting must be held within 12 months of the adoption of this Constitution and once in every subsequent calendar year.

12) The business of an Annual Congregational Meeting is to:

- a) receive the report of the Trustees on the Charity's activities since the previous Annual Congregational Meeting;
- b) review the life and witness of the Charity;
- c) elect Trustees from among the Members by processes that are clear and open;
- d) receive the accounts of the Charity for the previous financial year;
- e) appoint an auditor or independent examiner for the Charity; and
- f) consider any other business put before it by the Trustees.

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15) A Special Congregational Meeting may be called at any time by the Trustees and must be called by them within 21 days after receiving a written request from at least one-tenth of the Members for the time being.

16) In the case of a Special Congregational Meeting the notice of the meeting must include an indication of the business to be transacted.

17) The business of a Special Congregational Meeting shall comprise that referred to in the notice convening it and no other.

18) No business shall be conducted at any Congregational Meeting unless at least twenty five or one-sixth of the number of Members for the time being (if greater), are present.

19) The chair of the Trustees or (if the chair is unable or unwilling to do so) some other Member elected by those present shall preside at any Congregational Meeting.

20) Except as otherwise provided in this Constitution, every issue at a Congregational Meeting shall be determined by a simple majority of votes cast by the Members present and voting.

21) Except for the chair of the meeting, who in the case of an equality of votes has a second or casting vote, every Member present in person at any Congregational Meeting is entitled to one vote on every issue.

Trustees

- 22) The Charity shall be administered and managed by a body of trustees consisting of:
- a) *ex officio* Trustees, being the ministers of the LEP for the time being;
 - b) not more than fifteen Elected Trustees (stewards and church representatives) elected at the Annual Congregational Meeting; and
 - c) not more than eight Co-opted Trustees appointed by the Trustees.
- 23) The first Elected Trustees shall be elected at the meeting at which this Constitution is adopted.
- 24) Elected Trustees shall hold office from the end of the Annual Congregational Meeting at which they are elected until the end of the third such meeting after their appointment, but shall be eligible for re-election at that meeting.
- 25) No person may be elected as an Elected Trustee or appointed as a Co-opted Trustee unless he or she:
- a) is a Member;
 - b) is aged 18 or above;
 - c) is not disqualified from acting as a Trustee by virtue of section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision);
and
 - d) has indicated his or her willingness to serve as a Trustee.
- 26) Co-opted Trustees serve until the end of the next Annual Congregational Meeting following their appointment.
- 27) A Trustee shall cease to hold office if he or she:
- a) is disqualified from acting as a Trustee by virtue of section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - b) ceases to be a Member;
 - c) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - d) resigns as trustee by notice to the Trustees (but only if at least two Trustees will remain in office when the notice of resignation takes effect);
or
 - e) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

Proceedings of the Trustees

- 28) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 29) The Trustees must hold at least two meetings in each calendar year.
- 30) At their first meeting after an Annual Congregational Meeting the Trustees shall elect the following officers from amongst their number:
- a) a chair;
 - b) a secretary; and
 - c) a treasurer.
- 31) Any Trustee may request a meeting of the Trustees and the secretary must convene a meeting of the Trustees if requested to do so by a Trustee.
- 32) Questions arising at a meeting must be decided by a majority of votes.
- 33) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 34) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 35) The quorum shall be either:
- a) two or the number nearest to one third of the total number of Trustees, whichever is the greater; or
 - b) such larger number as may be decided from time to time by the Trustees.
- 36) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 37) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act for the purpose of filling vacancies or of calling a Congregational Meeting but for no other purpose.
- 38) The person elected as the chair shall chair meetings of the Trustees.
- 39) If the chair is unable or unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 40) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.

- 41) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 42) The resolution in writing may comprise several documents, each containing the text of the resolution in like form and each signed by one or more Trustees.
- 43) The Trustees may delegate any of their powers or functions to a committee of two or more persons, all or a majority of whom shall be Trustees, subject to such conditions (if any) as they think fit. All acts and proceedings of any such committee must be reported promptly to the Trustees.
- 44) The Trustees must keep minutes of all:
- a) appointments of officers and Co-opted Trustees made by the Trustees;
 - b) proceedings at Congregational Meetings; and
 - c) meetings of the Trustees and committees of the Trustees, including:
 - i) the names of the Trustees or committee members present at the meeting;
 - ii) the decisions made at the meeting; and
 - iii) where appropriate, the reasons for the decisions.

Accounting and reporting

- 45) The Trustees must comply with their obligations under charity law with regard to:
- a) the keeping of accounting records for the Charity;
 - b) the preparation of annual statements of account for the Charity;
 - c) the transmission of the statements of account to the Charity; and
 - d) the preparation of an Annual Report and an Annual Return and their submission to the Charity Commission.

Powers of Trustees

- 46) In order to further the purpose of the Charity the Trustees may:
- a) raise funds, provided that in doing so the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - b) apply for and accept grants and provide security in respect of obligations under grant agreements;

- c) buy, take on lease or in exchange, hire or otherwise acquire any property and maintain and equip it for use;
- d) where the Charity owns property, sell, lease or otherwise dispose of all or any part of the property, subject to such consents as are required by law;
- e) borrow money and charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed, subject to such consents as are required by law;
- f) co-operate with other charities, voluntary bodies and statutory authorities and exchange information and advice with them;
- g) establish or support any charitable trusts, associations or institutions formed for any purpose connected with the purpose of the Charity;
- h) acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any purpose connected with the purpose of the Charity;
- i) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- j) obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- k) open and operate such bank and other accounts as the Trustees consider necessary and invest funds and delegate the management of funds 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
- l) do all such other lawful things as are necessary for the achievement of the purpose of the Charity.

Application of funds

47) The Trustees shall pay out of the income and property of the Charity all the proper costs and expenses of administering the Charity.

Trustee benefits

48) No Trustee or any person connected with a Trustee may receive from the Charity any payment of money or other material benefit (whether direct or indirect) except by way of:

- a) reasonable remuneration or stipend paid to any Trustee who is a minister of the LEP;
- b) reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
- c) interest at a reasonable rate on money lent to the Charity;
- d) a reasonable rent or hiring fee for property let or hired to the Charity;
- e) an indemnity in respect of any liabilities properly incurred in or about the administration of the Charity (including the costs of a successful defence to criminal proceedings);
- f) benefits received by the Trustee as a Member where such benefits are no different in nature or extent from those received by other Members; and
- g) payment for employment or services authorised under clause 49.

49) The Trustees may employ, or engage under a contract for services, such of their number or any person connected to a Trustee as they may determine provided that:

- a) the procedure set out in clause 50 is followed;
- b) the Trustees are satisfied that it is in the interests of the Charity to employ or engage under a contract for services (as the case may be) the Trustee or connected person concerned;
- c) the Trustees are satisfied that the terms of employment or engagement are reasonable and will be subject to regular and objective review; and
- d) at no time may a majority of Trustees benefit directly or indirectly from payments made under this clause.

50) Whenever a Trustee or a person connected to a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or any committee, the Trustee or connected person concerned must:

- a) declare an interest before discussion on the matter begins;
- b) withdraw from the meeting for that item unless expressly invited by the chair to remain solely in order to provide information;
- c) not be counted in the quorum during that part of the meeting; and
- d) withdraw during the vote and have no vote on the matter.

51) For the purpose of clauses 48 to 50 a person is connected with a Trustee if that person is:

- a) a child, parent, grandchild, grandparent, brother or sister of the Trustee; or
- b) a spouse, civil partner or co-habitee of the Trustee or of any person falling within (a) above.

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Investment

53) Funds which are not required for immediate use must be placed on deposit or invested.

54) Investments and other property of the Charity may be held:

- a) in the names of the Trustees;
- b) in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting on their instructions;
- c) in the name of a trust corporation as a holding trustee for the Charity which must be appointed (and may be removed) by deed executed by the Trustees; or

- d) in the case of land, by the Official Custodian for Charities under an order of the Charity Commission or the Court.

Amendment of Constitution

55) This Constitution (including the Schedule) may be amended at either an Annual or a Special Congregational Meeting provided that:

- a) No amendment may be made to this clause that would have the effect of making the Charity cease to be a charity at law or altering the purpose of the Charity if the change would not be within the reasonable contemplation of the Members;
- b) Clauses 48 to 51 may not be amended without the prior written consent of the Charity Commission;
- c) Members are given 21 days' notice and resolve by not less than two-thirds majority of the Members present and voting; and
- d) the resolution receives the approval of the Sponsoring Body and of the appropriate authority of each of the Participating Denominations.

56) A copy of any resolution amending this Constitution must be sent to the Charity Commission within 21 days of its being passed.

Dissolution of Charity

57) The Charity may be dissolved only with the approval of the Sponsoring Body, and the appropriate authority of each of the Participating Denominations.

58) If the members resolve to dissolve the Charity the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with the provisions of this Constitution.

59) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

60) The Trustees must apply any remaining property or money:

- a) directly for the purpose of the Charity;
- b) by transfer to any charity or charities for purposes the same as, or similar, to the purpose of the Charity; or
- c) in such other manner as the Charity Commission may approve in writing in advance.

61) The Members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity, in which event the Trustees must comply with the resolution if it is consistent with clause 60.

- 62) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity.
- 63) The Trustees must notify the Charity Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Charity Commission the Charity's final accounts.

Schedule

The LEP

- 1) The Charity:
 - a) gives effect to the local ecumenical partnership known as All Saints' Church, Berkhamsted approved for the Area of Benefit by the Participating Churches;
 - b) comprises the Participating Churches; and
 - c) looks to the Sponsoring Body for support, encouragement and advice.

The Area of Benefit

- 2) The Area of Benefit is the town of Berkhamsted and surrounding area.

The Participating Churches

- 3) The Participating Denominations are:
 - a) The Methodist Church; and
 - b) The Church of England.
- 4) The Participating Churches are:
 - a) All Saints' Church (previously Berkhamsted Methodist Church) and
 - b) All Saints' Anglican Church in the Parish of Great Berkhamsted.
- 5) The Appropriate Authority for each Participating Church is:
 - a) The Bedfordshire, Essex and Hertfordshire District and the West Hertfordshire and Borders Circuit; and
 - b) The Diocese of St Albans and the Parish of Great Berkhamsted.

The Sponsoring Body

- 6) The Sponsoring Body is Churches Together in Hertfordshire.

Christian Initiation and Belonging

- 7) Baptism shall be administered according to the rite and/or practice of any of the Participating Denominations, or according to a rite approved by the Sponsoring Body, and shall be set, in normal circumstances, within an act of congregational worship. A register of baptisms shall be kept.
- 8) All persons involved as candidates or parents in baptism, should proceed with the full knowledge of the options that are available to them. Infant Dedication and Thanksgiving for the Gift of a Child shall be among such options, as shall be a service for the Re-Affirmation of Baptismal Faith, as appropriate.
- 9) Preparation for adult baptism and for confirmation and admission to the full responsibilities and privileges of membership of the LEP shall be undertaken jointly and shall include specific denominational teaching and instruction. Confirmation and reception into membership of the LEP or a transfer and/or extension of membership shall normally be administered at a joint act of worship according to a rite authorised by the Sponsoring Body, and agreed by the confirming ministers.
- 10) Those received into membership of the LEP by joint confirmation in consequence become members of all the Participating Denominations, as well as members of the LEP.
- 11) Those received into membership of the LEP by transfer and extension of membership in consequence become members of all the Participating Denominations which have received them, as well as members of the LEP.
- 12) Baptismal practice and policy shall be in line with the discipline of the Participating Denominations and Churches.
- 13) Membership discipline shall be in accordance with the procedures of the Participating Denominations. Members affiliated to more than one of the Participating Denominations shall be subject to the procedures of only one of them, as agreed by the Sponsoring Body and the appropriate authorities of the Participating Denominations on the proposal of the Trustees. The standing of any such member with the other Participating Denomination(s) to which they are affiliated shall be reviewed by them in the light of the outcome of that procedure.

Worship

- 14) The LEP shall respect the faith and practice of each of the Participating Denominations. Worship shall safeguard and present the doctrines, practices, traditions and developing traditions of each of the Participating Denominations and be conducted in accordance with denominational practices and/or using rites adopted by the Sponsoring Body. A balanced and varied pattern of worship shall be aimed for in order to maximise the riches of each tradition and to enable the congregation to explore and express its ecumenical life and aspiration, while at the same time ensuring that worship is accessible and sustaining for all its members. Ordained priests, ministers or other duly authorised persons shall preside at the Eucharist as permitted by the rules of the relevant Participating Denomination.
- 15) The authorisations of each Participating Denomination apply to that denomination's services.
- 16) All those recognised as communicants by the Participating Denominations may receive the sacrament. In arranging services encouragement shall be given to the participation of the whole congregation, especially Lay/Local Preachers, Readers, and others authorised as leaders of worship or as preachers.

Ministry

- 17) Authorised ministry within the LEP shall be provided by ministers (whether clergy or lay) duly appointed by the Participating Denominations, after consultation with the Sponsoring Body.
- 18) The procedures of the relevant Participating Denominations shall be followed in the appointment/call of ministers. Recognising, however, the importance of continuity, the LEP expects that those responsible for the appointment/call of ministers shall select persons who will respect and develop the ecumenical character of the LEP. To that end, when it is expected that a minister or member of the ministry team serving the LEP may leave, or before any major changes in the responsibility of the minister presently in post are considered, or if additions to the ministry team are being contemplated, the agreed procedure of the Sponsoring Body shall be followed.
- 19) At present the Methodist Church shall be responsible for the provision of Ordained Ministry to the LEP.
- 20) Newly appointed ministers shall be inducted / welcomed at a service at which they, other members of the ministry team, the LEP and representatives of the Sponsoring Body reaffirm the Ecumenical Vision Statement.

- 21) All ministers serving the LEP shall seek or be offered appropriate status within all the Participating Churches.
- 22) Remuneration of Ministers shall be in accordance with the practices of the appointing Participating Denomination.

Relationship with the Participating Denominations

- 23) The Trustees shall be the equivalent of:
 - the Methodist Church Council (according to Standing Order 611 of the Methodist Church).
- 24) As far as possible, at least two members of the Trustees (ie All Saints' Church Council) will serve as All Saints' representatives on the Parochial Church Council of Great Berkhamsted, and one member of the PCC shall be included in the membership of the Trustees.
- 25) The LEP shall maintain a proper relationship to the appropriate local and regional bodies of the Participating Denominations, fulfilling necessary constitutional requirements. These bodies are:
 - a) in the case of the Church of England, the Parish of Great Berkhamsted and the Diocese of St Albans;
 - b) in the case of the Methodist Church, the West Hertfordshire and Borders Circuit, and the Bedfordshire, Essex and Hertfordshire District.
- 26) To that end, meetings of the members of the LEP affiliated to a particular Participating Denomination (as opposed to meetings of the members of the LEP) may be held in order to meet the constitutional requirements of the Participating Denomination concerned.

Buildings

- 27) The premises of the LEP comprise All Saints' Church, Shrublands Road, Berkhamsted, HP4 3HY whose ownership is vested in a Company Limited by Guarantee (Anglican Methodist Association (Berkhamsted) Limited) and which are subject to a Sharing Agreement under the provisions of the Sharing of Church Buildings Act, 1969.

Ongoing development

28) Other churches in or near the Area of Benefit may seek participation in the LEP at any time, subject to the agreement of the appropriate authorities of the Participating Denominations and the Sponsoring Body.

29) The LEP looks to the Sponsoring Body to review its work and witness every seven years, or sooner, with reference to its purpose set out in the Ecumenical Vision Statement and this Constitution.