

United Church of God - British Isles

CONSTITUTION

Adopted on Thursday the thirtieth day of September 1999

Amended on Thursday the first day of December 2022

A Name

The name of the Association is **The United Church of God - British Isles** ("the Charity")

B Administration

(i) Subject to the matters set out below and including Clause L the Charity and its property shall be administered and managed by the members of the National Council constituted by clause H of this Constitution (the National Council) in accordance with firstly this Constitution and the Charities Acts of 1992 and 1993 and then secondly the Constitution and Rules of Association of the United Church of God *an International Association*, a non-profit religious corporation in the United States with which entity the Charity is associated (hereinafter referred to as "UCG,IA") unless these latter two conflict with National law of the United Kingdom (UK) and the Charities Acts in which case UK National law and the Charities Acts have precedence.

(ii) Unless otherwise and specifically stated the term General Conference of Elders means that collective body of ordained elders of the United Church of God around the world who are accredited by the United Church of God *an International Association*. The General Conference of Elders administers the Statement of Beliefs, i.e. the Doctrinal Beliefs of and for the United Church of God.

C Mission and Objects of the Charity

The mission of this Charity as it represents UCG,IA in the British Isles, Western Europe and any other areas that may be requested of the Charity is to preach the gospel of Jesus Christ and the Kingdom of God in the British Isles and in the world at large, make disciples in all nations and pastor and care for those disciples.

As a part of its mission the Charity's objects ("the objects") are:

(i) To bring a message of hope and good news based upon perceived biblical understanding to the general public of the British Isles and the world at large and respond to requests from the general public for further information and requests for answers to questions concerning that message.

(ii) To assist in the pastoring and instructing and helping where necessary and where possible those who are members in good standing of the Charity.

(iii) To assist in the pastoring and instructing and helping where necessary and where possible those who wish to be associated with the Charity.

(iv) To represent, uphold, and promulgate the doctrinal beliefs of, the United Church of God, *an International Association* (UCG,IA), within the British Isles, and elsewhere as requested by UCG,IA as long as those beliefs rest firmly upon the clear scripture as agreed by the General Conference of Elders. To abide by the Constitution and the Rules of Association of UCG,IA except where that Constitution and those Rules of Association should conflict with National UK law and/or with Charity law.

(v) To be associated with and to co-operate with UCG,IA in every possible way in the furtherance of that charity's objects worldwide, provided those objects remain firmly based upon the clear scripture as agreed by the General Conference of Elders.

D Powers

(1) In furtherance of the objects but not otherwise the National Council may exercise the following powers:

(i) power to raise funds and to invite and receive contributions provided that in raising funds the National Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

(ii) power to buy, rent, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;

(iii) power subject to any consents required by law and this Constitution to sell, lease or dispose of all or any part of the property of the Charity;

(iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;

(v) power to employ such staff (who may be members of the National Council subject to Section H (7) below) as are necessary for the proper pursuit of the objects and to make all reasonable provision within the Charity's financial ability for the payment of pensions and superannuation for staff and their dependants;

(vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

(vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(viii) power to appoint and constitute such advisory committees as the National Council may think fit;

(ix) power to do all such other lawful things as are necessary for the achievement of the objects.

(2) Either the Chairman or the Chief Executive Officer, with one other member of the National Council, whether executive or non-executive, may sign leases, contracts or agreements on behalf of the Charity.

E Membership

(1) Membership of the Charity shall be open to:

Adult baptised individuals whose baptism is recognised by the Charity and who are and remain on the membership rolls as active members of this Church of God in good standing in accordance with the criteria for membership in the United Church of God as set forth in the Rules of Association of UCG,IA. Such members must also be interested in furthering the work of the Charity and have stated their commitment to the objects and work of the Charity. Members of the Charity will be listed on the membership roll kept by the Secretary. The Chairman will be supplied with a copy of the membership roll by the Secretary for use involving Charity business. A backup copy will be held in the Church office. Information about individuals' status can be made available to Charity members upon request.

(2) Members of this Church of God may apply for membership of the Charity at any time in writing to the Secretary for subsequent consideration by the National Council. Similarly, any member of the Charity may resign at any time by writing to the Secretary, such resignation does not of itself affect membership of this Church of God.

(3) Every member shall have one vote.

(4) The National Council may terminate the membership of any member of this Charity in the event of any member no longer fulfilling the requirements of paragraph (1) above. The individual concerned shall have the right to be heard by an Appeals Committee of the Charity (see (5) below) accompanied by a friend per rules of appeal established by the National Council of the Charity and approved by a majority of the voting members of the Charity. A further right of appeal to the Council of Elders of UCG,IA is available pursuant to rules established by that body. The decision then of the Council of Elders of the United Church of God *an International Association* is final and will be accepted as binding on both parties. No attorney or solicitor shall be allowed to represent a member in any appeal.

(5) The Appeals Committee shall consist of 3 members, who may be lay-members or ordained persons, (i.e. ministers, deacons, deaconesses), of the Charity who are not members of the National Council and who shall be at the time of the appeal regularly attending a local congregation of this Church of God. The 3 members shall represent at least 2, but preferably 3, different congregations and shall be appointed by ballot or by consensus by the members of the Charity attending the particular church congregation. The Secretary to the National Council shall make the arrangements for appointment of the Appeals Committee and shall keep a record of its meetings. The Appeals Committee is appointed for just the one case, of if there is

more than one then for those cases heard at the same time. The Appeals Committee appoints their own Chairman who does not have a casting vote.

F Officers (Honorary and otherwise)

(1) Office of the Chairman of the Council

Following the first general meeting of the Charity which ratifies and adopts this Constitution and selects its National Council and in separate meeting the new National Council (“Council”) shall elect from amongst themselves a Chairman who shall hold office from that point.

The Chairman of the Council shall:

- (a) Act as Chairman of, and preside at, all general meetings of the Charity, as well as being Chairman of the National Council and conducting all meetings of the Council;
- (b) Work in co-operation with the Chief Executive Officer of the United Church of God - British Isles (the Charity) but neither is subject to the other.
- (c) Have the responsibility for the oversight of the Council and its committees;
- (d) Perform such other duties as are incidental to the office of Chairman or as may be delegated by the Membership of the Charity;
- (e) Serve at the pleasure of the National Council and subject to removal and replacement with or without cause at any time by a simple majority of the members of the National Council.
- (f) Exceptionally the Chairman may also serve as the Chief Executive Officer of the Charity but normally these should be two separate offices.

(2) Office of the Chief Executive Officer

A Chief Executive Officer (CEO), who may also be called the President, must be an ordained minister whose credentials are and continue to be recognised by the Council of Elders of UCG,IA. The CEO need not, but preferably should be, a member of the National Council. If the CEO is a member of the National Council he is then one of the 3 voting executive ministerial members which are defined in H(1) below. If he is not a member of the National Council he is deemed to be an additional non-voting, non-executive member of the National Council. He is to be appointed as CEO by the National Council on behalf of the Charity. The Chief Executive Officer of the Charity shall, insofar as it is consistent with this Constitution, the Constitution and Rules of Association of UCG,IA and general powers granted CEOs of other Charities under UK National Law have the following responsibilities:

(a) Co-ordinate and have the responsibility for the day to day operations of the Charity and work within an annual budget established by the National Council; Obtain the approval of the National Council before making any expenditure additional to the set annual budget;

(b) Be responsible for the development of departments and systems (financial, informational, legal, human resources, administrative, etc.) and for the progression of projects to further the work of the Charity as approved by the National Council and to regularly report to the National Council as to the status of such systems, operations and projects;

(c) Represent the Charity publicly and in contacts with the United Church of God *an International Association* and National Councils and congregations of the United Church of God in other parts of the world. He would be the chief liaison with those organisations for the Charity in Britain;

(d) Be responsible for supervising the work of the ministry, the spiritual health of the Church, the speaking schedule, recommendations for ordinations and to present and oversee the progress of policies for member development as approved by the National Council

(e) Perform all duties incidental to that of the chief executive officer and such other duties as may be delegated to him by the Council.

In the event that the CEO is also a member of the National Council his term of office shall be equal to his then remaining term as a ministerial member of the National Council. If the CEO is not a member of the Council his normal term would be for three years. In the event of the CEO's resignation or removal, which removal shall require the same criteria and procedure as does the removal of a member of the National Council, (see Clause I below) the remaining members of the National Council shall choose a replacement from among eligible candidates in the United Kingdom who are willing to serve out the term.

(3) **Office of the Treasurer**

The Treasurer shall not be a member of the National Council but must be and remain a member of the Charity and of this Church of God in good standing and a suitably qualified and experienced person pursuant to standards established by the National Council.. Normally the Treasurer shall be appointed by the Annual General Meeting. In the event of a vacancy or removal of the Treasurer occurring between Annual General Meetings the National Council can exceptionally appoint someone but this must be subject to confirmation or re-appointment at the next Annual General Meeting. The Treasurer will:

(a) Normally attend regular meetings of the National Council but may be asked to withdraw in the event of the Council needing to go into an Executive session when particularly sensitive issues may need to be discussed;

(b) Be the Chief Financial Officer of the Charity and shall keep and maintain, or cause to be kept or maintained, adequate and correct books and records of

accounts of the Charity's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements;

(c) Make the books of account available to the Chief Executive Officer and any Council member at all reasonable times;

(d) Deposit, or cause to be deposited, with such depositories as the National Council may designate, all money and other valuables in the name and to the credit of the Charity; and make payments on behalf of the Charity as the Council authorises; and render to the CEO and Council members, when requested, an account of any or all transactions as chief financial officer and of the financial condition of the Charity, and shall, insofar as is consistent with this Constitution, the Constitution of UCG,IA and applicable UK law, have such other powers and perform such other duties as the Council or the CEO may prescribe.

(e) Prepare an annual balanced budget to be approved by the Council and ratified by the Members of the Charity at its annual meeting.

(f) Sign, execute and deliver in the name of the Charity, all other instruments incident to the office of treasurer that are not specifically reserved for the CEO, Council or General Membership of the Charity and which are not prohibited by this Constitution.

(g) Perform such other duties, insofar as they are consistent with this Constitution and the Constitution and Rules of Association of UCG,IA, and applicable UK law, as may be delegated by the CEO or the National Council;

The Candidate(s) for Treasurer shall normally be nominated by the National Council for appointment, re-appointment or confirmation by the Annual General Meeting. Such appointment, or re-appointment, is as a result of whichever candidate in the event there is more than one, receives the majority of votes at the Annual General Meeting. Where there is only one candidate a simple show of hands by way of approval is all that is required. The appointment will normally be for 3 years. Subject to such monetary requirements as may be involved under any contract of employment, the Treasurer may be removed upon at least a two-thirds (2/3rds) majority ballot of the Council, or on a simple majority of the Members of the Charity voting, with or without cause at any time.

(4) **Office of the Secretary**

The Secretary will be appointed by the National Council and serves as Secretary to the Council and of the General Membership of the Charity at its Annual or Special Meetings. The Secretary may be a member of the National Council but ideally would not be but must be, and remain, a member of the Charity and of this Church of God in good standing and a suitable qualified and experienced person pursuant to standards established by the National Council. The Secretary will be appointed normally for 3 years but the appointment is subject to review by the National Council on an annual basis

usually on the anniversary of the original appointment or as close thereafter to that date. Subject to such monetary requirements as may be involved under any contract of employment, the Secretary shall serve at the pleasure of the Council and may be removed and replaced at any time by a majority of the members of the National Council with or without cause. The duties of the Secretary shall be:

- (a) To maintain a book of minutes of all meetings, proceedings and actions of the Council, of committees of the Council, and of Annual or Special Meetings of the Charity, and how each member of the Council balloted on any resolution or other action taken or approved by the Council;
- (b) Cause to be given notice of all meetings of the Members of the Charity and of the Council, and notice of meetings of committees of the Council and such other notices as shall be required of the Charity under this Constitution, the Constitution or Rules of Association of UCG,IA or applicable UK law.
- (c) Be the custodian of the seal of the Charity and affix the seal, or cause it to be affixed, as appropriate;
- (d) Perform duties, as assigned by the Chairman, CEO, the Council or by action of the Members of the Charity, which are consistent with this Constitution, the Constitution or Rules of Association of UCG,IA or applicable UK law;
- (e) Sign, execute and deliver in the name of the Charity, all other instruments incident to the office of secretary that are not specifically reserved to another officer, the Council, the General Membership of the Charity and which are not prohibited hereunder.

G Management Team, Job Descriptions, and Compensation

The CEO is responsible to nominate and recommend for Council approval such offices and individuals to fill those offices as the work of the Charity may require consistent with the Annual Budget approved by the General Membership of the Charity at its Annual Meeting. The Council may employ such individuals, arrange for office or other working space for them and purchase equipment or furnishings as shall be required for such persons. . Officers', managers', or other employees' Job Descriptions, as proposed by the CEO, may be developed or changed by the National Council as required and as necessary. The Council at its discretion may publish those Job Descriptions. The Council shall adopt a compensation policy for all employees, independent contractors or consultants, which shall be administered by the appropriate officers of the Charity.

H National Council

(1) The National Council shall consist of 3 voting executive ministerial members, 2 voting executive lay members and 3 non-voting non-executive lay members. Any lay member of the National Council who is ordained to the ministry of this Church must resign from the Council within thirty (30) days but shall continue to be treated as a lay member on the Council until the effective date of that resignation. The non-voting lay members shall act as advisors to the voting members of the Council and shall serve as a pool of available members who can replace the executive lay members in the event of their death, resignation or removal from those posts or during periods of their temporary incapacity.

(a) The three (3) non-executive lay members and the two (2) executive lay members are elected by a plurality of the voting members of the Charity at the Annual General Meeting of the Charity in accordance with H(2) below and shall hold office from the conclusion of that meeting.

(b) The three executive ministerial members of the Council are recommended by the ordained, credentialed ministers of the United Church of God - British Isles (the Charity) meeting together as a General Conference of Elders within the British Isles. (Elders means Ministers). This is for subsequent potential appointment by the executive members (trustees) of the National Council. Those executive ministerial members, together with the CEO (if he is not an executive ministerial member already) form a permanent Standing Sub-Committee of the National Council.

(c) The three (3) executive ministerial members shall follow the same 3-year term cycle as the other Council members, with the initial 1-year, 2-year and 3-year stages being followed from the inception of the Charity in the same manner described below for lay members

(2) The balloting process to nominate lay members to fill vacancies for those posts on the Council and the balloting process to appoint those candidates to the Council shall be determined pursuant to a process which is consistent with this Constitution.

The candidate(s) who receives the most ballots as a result of election balloting by their respective electors are thereby elected to fill the vacancies on the Council for those positions. In the event there is one vacancy to fill and there are two or more candidates with the same number of ballots, the voting members of the Council (lay and ministerial) shall, after prayer, choose between the two. If a member of the Council resigns or is removed or vacates his office for whatever reason the remainder of his term shall be filled as follows:

For executive lay members: by one of the non-executive lay members on the Council as selected by the remaining executive members (ministerial and lay). The vacancy left by an appointment of a non-executive lay member to executive lay member position shall be filled by the candidate with the next highest ballots for the non-executive position at the previous Annual Meeting of the Charity. If no such candidate exists, then a replacement shall be chosen by the Council to fill out that term. If an executive lay member is incapacitated or ill he

may consent to the temporary appointment of one of the non-executive members, as designated by the Council, to take his place during that period.

(3) All the lay members of the National Council shall serve for 3 years on a cycle of 3 years with a decision being made by them, using the casting of lots if needed, to decide who of their number will serve in the initial 3 years of the life of the Charity for 1 year, 2 years and 3 years. They may be re-elected or re-appointed at the end of 3 years or at the end of 1 year or 2 years exceptionally required at the inception of the Charity.

(4) The proceedings of the National Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

(5) Nobody shall be appointed as a member of the National Council who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

(6) No person shall be entitled to act as a member of the National Council whether on a first or on any subsequent entry into office until after signing in the minute book of the National Council a declaration of acceptance and of willingness to act in the trusts of the Charity, to support this Constitution and the Constitution and Rules of Association of UCG,IA, and to maintain their membership in the Charity and as an individual member in good standing of a congregation of this Charity recognised by UCG,IA.

(7) A paid employee of the Charity may be a member of the National Council but no more than one half of the National Council, whether ministry or lay member may be paid employees of the Charity or of the United Church of God, *an International Association*. No member of the National Council may be paid for their service as a Council member although reasonable reimbursement of expenses including mileage may be made.

(8) No liability is incumbent upon the Members of the Charity but may exist in the case of National Council members in the event of financial loss to the Charity where there has been gross negligence in the fulfilment of their duties as Council members.

(9) It should be understood that the voting members of the National Council fulfil the same function as a Board of Directors or Trustees.

(10) All members of the National Council (executive or non-executive) must be and remain members of the Charity and of this Church of God in good standing. If he, or she, is put out of this Church of God fellowship by this Charity, that Council member shall immediately be disqualified as a member of the Council as of that time and shall be removed and, if possible, replaced by another qualified individual who is a member of this Church of God in good standing.

I Determination of Membership of National Council

A member of the National Council (executive or non-executive) shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the National Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) has been medically certified of having become incapable, by reason of mental disorder or mental incapacity (whether through age, illness or injury) of competently managing and administering his or her own affairs or the affairs of the Charity;
- (3) is absent without apology and/or the permission of the National Council from all their meetings held within a period of six months and the National Council resolve by a 4/5 ballot that his or her office be vacated; or
- (4) Is guilty of inappropriate behaviour or conduct that is deemed by the National Council as un-representative of the United Church of God-British Isles or unsupportive of UCG,IA or has been disfellowshipped or his or her church membership has been suspended or withdrawn by this Charity or the Council of Elders of UCG,IA or, in the case of a minister his credentials as an elder of UCG,IA have been revoked by said Council of Elders; or
- (5) notifies to the National Council a wish to resign (but only if at least three members of the National Council will remain in office when the notice of resignation is to take effect).
- (6) Appeals of any removal under this Section shall be referred to the Council of Elders of UCG,IA for decision, which decision shall be final and binding on all parties. Pending any such appeal the appellant shall be relieved of all duties on the Council or any of its committees and shall have no right to vote on the Council.

J National Council Members not to be personally interested.

- (1) Subject to the provisions of sub-clause (2) of this clause no member of the National Council shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or obtain financial advantage (otherwise than as a member of the National Council who is also a paid employee of the Charity and then by reason of that employment) in any contract entered into by the National Council.
- (2) Any member of the National Council for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the National Council to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the National Council benefit under this provision and that a member of the National Council shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

K Meetings and proceedings of the National Council.

(1) The National Council shall hold at least three ordinary meetings each year. Council members can either be personally present at a meeting or can be present using video conferencing media. The National Council meetings can also be conducted entirely using video conferencing media but are still subject to the same rules as laid down in this constitution. Special meetings may be called at any time by the Chairman, the CEO or by any two members of the National Council upon not less than 4 days' notice being given to the other members of the National Council provided an agenda of the matters to be discussed is also given but if the notice is for a face to face meeting or matters include an appointment of a replacement of any Council member then not less than 21 days' notice must be given. If the CEO, Chairman or at least 3 of the voting executive members of the Council declare that an extraordinary emergency requires a meeting right away the 21 days' notice may be waived if at least three executive Council members consent thereto provided all members are given at least four (4) days notice and have an opportunity to attend or participate. Unless consent is given by all executive members of the Council at a meeting, matters not included in the agenda for that meeting can not be addressed or decided.

(2) The chairman shall act as chairman at meetings of the National Council. If the chairman is absent from any meeting the CEO may preside. If both are absent the members of the National Council present shall choose one of their number to be chairman of the meeting before any other business is transacted.

(3) There shall be a quorum when at least one third of the number of members of the National Council for the time being or three members of the National Council, whichever is greater, are present at a meeting.

(4) Every matter shall be determined by either consensus or by a majority of votes of the members of the National Council present and voting on the question. In the case of equality of votes the chairman of the meeting shall have a second or casting vote.

(5) The Secretary of the National Council shall cause minutes to be kept, in books for that purpose, of the proceedings at meetings of the National Council and any sub-committee.

(6) The National Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution or contrary to the Constitution or Rules of Association of UCG, IA or applicable U.K. law.

(7) The National Council may appoint one or more sub-committees consisting of three or more members of the National Council whether executive or non-executive members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the National Council would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the National Council.

(8) In the event of any unresolved conflict within the National Council the matter shall be referred by the Chairman of the National Council to the Council of Elders of the United Church of God *an International Association* for mediation and arbitration with a view to resolution.

(9) In all meetings and proceedings the National Council shall continue to keep in mind that it is there to serve the objects of the United Church of God-British Isles (the Charity) immediately and the wider work of the United Church of God *an International Association* secondly.

(10) All meetings of the National Council may be attended by any of the members as defined in Clause E (1) of the Charity, with the exception of Executive meetings at which items of special sensitivity may need to be discussed in private. Members of the Charity attending meetings of the National Council may speak or contribute if invited to do so by the Chairman. Any desire to address the meeting, together with notice of the subject concerned, should be made known to the Chairman 7 days before the event. He will then advise the other members of the National Council of the request. The Chairman shall govern the amount of time allotted to the member to address the National Council.

L Local Churches

(1) A Local Church or Church Congregation is an assembly of members of the United Church of God, wherever located, pastored by a minister ordained and credentialed by, or whose earlier ordination has been accepted, with credentials then issued by, the United Church of God *an International Association*. That pastor's credentials and membership in this Church and Charity must be and remain at all times current and recognised by this Charity and UCG,IA

(2) The Local Church is guided and shepherded by a pastor, assisted by elders, deacons and deaconesses. Each congregation can, if it wishes, have a Local Advisory Council to assist the pastor in the administration of the local church. It is subject to the Constitution of the United Church of God - British Isles. The pastor shall not unreasonably veto the desire of a local congregation to have a Local Advisory Council. The Pastor may, however, overrule decisions or recommendations of such Local Advisory Councils subject to their right of appeal to the National Council, or those they designate for such purpose, if at least a majority of the Council agree such appeal should be heard.

(3) The Local Advisory Council assists the ministry in serving the needs of the local congregation, the church as a whole and, as they have opportunity, their local community. It will also work in conjunction with the National Council to further the aims and objectives of the Charity and the support of the established policies and procedures of the United Church of God *an International Association*.

(4) Each local church is effectively a branch of the Charity and will submit regular reports and accounts for consolidation as required by the National Council.

(5) Rules for establishment and administration of Local Advisory Councils are stated by the National Council under advisement from the United Church of God *an International Association*.

M Receipts and expenditure

(1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the National Council in the name of the Charity at such bank as the National Council shall from time to time decide. As the Treasurer is not so designated, all cheques drawn on the account must be signed by at least two members of the Charity designated by the Council who shall also not be related. At least one of those authorising payments must be a member of the National Council, whether an executive or non-executive member. The number of people eligible to be signatories is determined by the National Council.

(2) The National Council may open other accounts as necessary - for example for the deposit of temporarily surplus funds which might then attract interest. Withdrawals or transfers from such accounts must still be signed by those designated by resolution of the National Council.

(3) The National Council will also decide upon, and administer, financial systems and arrangements in consultation with the Treasurer, and, when Local Church finances are involved in co-operation with those Local Churches.

(4) All donations, contributions and bequests which are accepted for a particular and specified purpose shall be set aside in the accounts and used only for that purpose. In the event it becomes impractical or impossible for the Charity to devote such property to the specified charitable or restricted purpose, or the National Council or the General Membership of the Charity in good faith expressly conclude and record in writing that the stated purpose for which the property or funds was contributed is no longer in accord with the policies or goals for which the same was given or solicited, then the National Council or the General Membership of the Charity may approve or ratify the use of such property or funds for the general purposes of the Charity rather than for the specific purpose for which it was contributed.

(5) The National Council shall, when possible and when practicable, establish and maintain a reserve equal to at least three months income or expenses whichever is assessed as being the greatest. This reserve can be drawn upon when need is agreed by the National Council but monies withdrawn should be replaced at earliest possible moment.

(6) The funds belonging to the Charity shall be applied only in furthering the objects of the Charity as defined in Clause C. Those funds applied for relief of poverty in specific individual cases, or for help to attend the church annual convocation, in the case of a member of the Charity (the church) shall be distributed in accordance with procedures adopted by the National Council in consultation with the CEO and the Treasurer. Names and other information regarding recipients will be filed and kept on record by the Treasurer, and shall be available to the Council but only revealed to others on a "need to know" basis.

(7) Approval by the National Council is required for any specific item of expenditure over a sum to be set by the National Council, and varied by the Council as conditions demand for any member of the council or any officer. This is additional to the approval required for the Treasurer and Chief Executive Officer. .

N Property

(1) Subject to the provisions of sub-clause (2) of this clause, the National Council shall cause the title to:

(a) all land held by or in trust for the charity which is not required to be vested in the Official Custodian for Charities; and

(b) all investments held by or on behalf of the charity;

The foregoing are to be held in the name of the Charity or vested in a corporation entitled to act as custodian trustee on behalf of the Charity. Trustees of such holding corporations shall be appointed and may be removed by the National Council at their pleasure and shall act in accordance with the lawful directions of the National Council. The holding trustees shall not be liable for the acts and defaults of its members.

(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the National Council may permit any investments held

by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee reasonable, and give proper remuneration for acting as such.

(3) Property of Church Which Has Dissolved or Is Extinct

If a particular Local Church congregation is formally dissolved by this Charity acting on its own initiative or on behalf of UCG,IA, or becomes extinct by reason of members leaving, abandonment, or other cause, then the property of that Local Church may be sold, or otherwise disposed of as the National Council loyal to, and continuing to be associated with, UCG,IA, shall direct.

(4) Membership and Subscription Lists

Subject to the provisions of UCG-BI's Registration under the Data Protection Act the Charity will undertake the following: The Home Office of UCG,IA shall be given a copy of the list of all baptised members of the Church in the Charity and, to the extent allowed by law, a copy of lists of subscribers to any UCG,IA publication or recipients of UCG,IA literature wherever distributed by the Charity or its agents worldwide. All lists will be supplied in suitable electronic form. Updates to the database will also be supplied in suitable electronic form by the Charity to the Home Office of UCG,IA on a regular basis at approximately three month intervals. All of said membership and subscription or recipients lists, while belonging to the Charity which has a responsibility under the Data Protection Act for the security and integrity of these lists, may be used by the Home Office of UCG,IA as the Council of Elders sees fit. The membership and subscription or recipient lists remain the property of the Charity and the use of those lists will be determined by the

members of the Charity in Extraordinary General Meeting together with the National Council to maintain the stated Mission and Objects of the Charity.

O Accounts

The National Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) and any other relevant Acts of Parliament with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.
- (5) the transmission of the statements of account of the Charity to the Inland Revenue and other relevant national bodies as required.

P Annual Report

The National Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

Q Annual Return

The National Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

R Any Other Reports and Returns

The National Council shall comply with their obligations under any relevant Act of Parliament with regard to the preparation and submission of any required Reports and Returns to the relevant and appropriate authority.

S Annual General Meeting

(1) There shall be an annual general meeting of the Charity which shall be held each year or when practicable as decided by the National Council which shall be no later than 18 months from the previous one.

(2) Every annual general meeting shall be called by the National Council.. The Secretary shall give at least 42 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting. The Secretary shall make postal balloting forms available to members of the Charity who will not be able to be present at the Annual General Meeting. These forms must be requested of the Secretary, in writing, by the member within 7 days of the notice of the annual general meeting being put in the mail, the postmarked date being evidence. The postal balloting forms will be mailed by the Secretary with a copy of the agenda not later than 28 days before the date of the Annual General meeting. The postal balloting forms must be returned to the Secretary and received by him or her within a further 7 days. Any forms received by the Secretary later than 14 days before the date of the Annual General Meeting will not be accepted and will be deemed as invalid.

(3) The Chairman of the National Council at the time of the annual general meeting shall be the chairman of that annual general meeting, but if he or she is not present, before any other business is transacted, the CEO shall act as Chairman. If neither the Chairman or CEO is present the members shall appoint a chairman of the meeting.

(4) The Secretary of the National Council at the time of the annual general meeting shall be the secretary of that annual general meeting, but if he or she is not able to be present the National Council will appoint someone to keep a full record of proceedings.

(5) The Treasurer, or in his or her absence a person the National Council shall designate shall present to each annual general meeting the report and accounts of the Charity for the preceding accounting year.

(6) Nominations for appointment to the National Council must be made by members of the Charity in writing and must be in the hands of the secretary of the National Council not later than 10 days after notice has been given of the annual general meeting. .

(7) The Chief Executive Officer shall give a report to the Annual General Meeting together with a review of the plan for the coming year.

(8) Other reports will be determined by the National Council.

(9) Notwithstanding the various periods of notices and mailings given in (2) and (6) above the National Council may exceptionally and for good reason vary them in any one year.

T Financial Year

The dates of the Financial or Fiscal Year will be determined by, and at the discretion of, the National Council.

U Special or Extraordinary General Meetings

- (1) The National Council, by at least a majority ballot, may call a special or extraordinary general meeting of the Charity at any time.
- (2) If at least fifteen members of the Charity request such a meeting in writing stating the business to be considered the secretary shall call such a meeting.
- (3) At least 28 days notice must be given in both cases - (1) and (2) above. The notice must state the business to be discussed. Business which is not set forth on the agenda may not be addressed or decided upon at such meetings without the consent of the majority of the members of the Charity attending the meeting upon a show of hands called by the Chairman of the meeting.
- (4) Arrangements for Special or Extraordinary general meetings shall follow the rules for balloting for Annual General Meetings as outlined in Clause S above.

V Procedure at General Meetings.

- (1) The secretary or, in his or her absence, such other person specially appointed by the National Council shall keep a full record of proceedings at every general meeting of the Charity;
- (2) There shall be a quorum when at least thirty percent (30%) of the number of members of the Charity are present at any general meeting. Postal ballots may be included in the number required for a quorum.
- (3) The National Council is responsible for establishing and maintaining a system for determining the number and identity of the members of the Charity.

W Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary of the National Council on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the British Isles, and any letter so sent shall be deemed to have been received within 10 days of posting.

X Alterations/ Amendments to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered or amended by a resolution passed by not less than two thirds of the members present and voting at a general meeting. Members voting by postal ballot under the terms of Clause S (2) above shall be regarded as present at the general meeting for the

purpose of this Clause. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration or amendment proposed.

(2) After the ratification of this Constitution any proposed Amendments hereto thereafter, together with a short Statement of Necessity for the same, must be presented to the Secretary of the National Council no later than 180 days before the next scheduled Annual General Meeting of Members of the Charity. An Amendment Committee appointed by the National Council will review the proposed amendment and suggest any corrections needed to avoid internal conflicts with this Constitution. The proposed amendment, with permitted changes by the Amendment Committee, will be sent to the National Council who will, should they approve the Amendment, submit it to the Charity Commission for comment and approval. Following which process the amendment will be submitted to the General Membership for their review and approval at least 60 days before the next Annual Meeting. If said proposal garners the support of at least three (3) of the executive members of the National Council, or at least 25% support of the General Membership, and receives the necessary pre-approval by the Charity Commission, the proposal will be placed on the agenda for ballot at the next Annual Meeting. If passed, such amendments will be effective on the day following the conclusion of that Annual Meeting.

(3) Unless exempted by U.K. law, no amendment may be made to clause **A** (the name of charity clause), clause **C** (the objects clause), clause **J** (National Council members not to be personally interested clause), clause **Y** (the dissolution clause), Rules for Amendments; Changes to any provision authorising remuneration and/or indemnity for member of the National Council, Changes to the extending of or widening of power to invest, expenditure of any permanent endowment; provision and/or changes of other benefits to members of the National Council or this clause **X** without the prior consent in writing of the Charity Commission. No amendment may then be made to Clause **C** (the objects clause) without the subsequent consent of two thirds of the membership of the Charity balloting in accordance with previously stated rules. (See (1) above).

(4) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

(5) No amendment may be made which has the effect of severing the association of this Charity, its Local Congregations, or the membership of this Church from UCG,IA without the consent of two thirds of the membership of the Charity.

(6) The National Council shall, if required by law, promptly send to the Commission a copy of any amendment made under this clause.

Y Dissolution

If the National Council, in consultation with the Council of Elders of UCG,IA, decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 28 days' notice (stating the terms of the resolution to be proposed) shall be given. Members voting by postal ballot under the terms of Clause S(2) shall be regarded as present at the general meeting for the purpose of this Clause. If the proposal is confirmed by a two thirds majority of the membership of the Charity the National Council shall have power to realise any

assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the Council of Elders of UCG,IA may determine or, if said Council refuses to give such a determination with thirty (30) days of being requested to do so by the Charity, then to such other charitable purpose as the Charity may determine. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity together with a copy of the resolution dissolving the Charity shall be caused to be sent to the Council of Elders of UCG,IA and to the Charity Commission by the National Council.

Z. Adoption of Constitution

This Constitution was adopted on the date mentioned above by a simple majority of the members of the Charity meeting in General Meeting. Those not present but balloting by post were be deemed as being present. It is signed on behalf of the Members by the members of the National Council of the Charity.

To the extent required by U.K. law this Constitution will be submitted for the approval of the Charity Commission.

Signed

.....

.....

.....

.....

.....

.....

.....