

DIOCESE OF BRISTOL

BISHOP'S MISSION ORDER

**MADE BY THE BISHOP OF THE DIOCESE OF BRISTOL
UNDER PART 7 OF THE
MISSION AND PASTORAL MEASURE 2011**

TO ENDORSE AND MAKE PROVISION FOR SHINE PINEHURST

SUMMARY

**THE MISSION INITIATIVE, KEY PEOPLE AND PROVISIONS
AND EXPRESSIONS USED IN THIS ORDER**

(a) The Mission Initiative

Shine Pinehurst

(b) The Area of the Mission Initiative

The Pinehurst area includes parts of the parishes of St Mary, Rodbourne Cheney and St Peter, Penhill, as well as a small part of the parish of St Barnabas, Swindon.

(c) The Objectives of the Mission Initiative

Through service, prayer, discipleship and worship the pioneer minister and their team will bear witness to the redeeming grace of God's love in Christ and the transforming power of the Holy Spirit in individuals, families and the local community. Specifically, as a result of this mission and this post, it is expected that there will be:

- a) a team of Christians committed to living out their Christian faith and commitment, service and witness in Pinehurst;
- b) 'base' in the community, away from the Swindon Academy (Pinehurst campus), from which this team will operate;
- c) a praying, serving, worshipping and growing indigenous Christian community established in Pinehurst, particularly, but not exclusively, involving young people;
- d) a healthy relationships between this new Christian community and the other churches, Christian and community organisations serving Pinehurst, for the benefit of individuals, families and the whole local community;
- e) a growing recognition that the 'Church' is there as an influence for good in the community;
- f) regular opportunities for local people to explore spiritual, moral and faith issues;
- g) regular opportunities for community engagement by pupils, parents and staff of the Academy, and other members of the community;
- h) raised self-esteem among local people, especially young people.

The Leader

Mr Simon Halls to be licensed as a Pioneer Minister for Shine Pinehurst, currently employed by Bristol Diocesan Board of Finance Ltd and to be ordained Deacon at Petertide 2019.

To work in co-operation/collaboration with the following churches/religious organisations

- St Mary, Rodbourne Cheney
- St Peter, Penhill
- St Barnabas, Swindon (Gorse Hill)

The Visitor

The Rt Revd Dr Lee Rayfield, Bishop of Swindon

Commencement Date

29 June 2019

Duration of Order

5 years (to be reviewed after 3 years)

THIS ORDER

Introductory and Interpretation

- 1.1 This Order endorses and makes provision for a mission initiative (“the Mission Initiative”) under the name set out in the Summary on the first and second pages of this Order (“the Summary”) in the Diocese specified in the Summary (“the Diocese”).
- 1.2 The requirements of the Mission and Pastoral Measure 2011 (“the 2011 Measure”) for the making of this Order have been complied with, and following the consultations required by the 2011 Measure the Bishop is satisfied that it would be appropriate to make this Order in respect of the Mission Initiative.
- 1.3 This Order is to be accompanied by a Supplementary Instrument (“the Supplementary Instrument”) which is to be made on the same date as this Order and which makes further provision in respect of the Mission Initiative, and where the context permits any reference in any of the following provisions to “this Order” includes the Supplementary Instrument.
- 1.4 In this Order, where the context permits:
 - 1.4.1 “the Bishop” means the Bishop for the time being of the Diocese or the person in episcopal orders to whom the functions of the Bishop of the Diocese in relation to this Order are delegated under any enactment;
 - 1.4.2 expressions which are also used in the 2011 Measure have the same meaning as in that Measure.

Duration

- 2.1 Subject to the power of the Bishop to revoke or vary this Order under and in accordance with the 2011 Measure, this Order shall come into force on the Commencement Date specified in the Summary and shall continue in force as specified in the Summary.
- 2.2 The Order will be reviewed three years after it has come into force.

THE MISSION INITIATIVE

The Mission Initiative

- 3.1 Pursuant to Part 7 of the 2011 Measure and subject to the terms of this Order, the Bishop endorses the Mission Initiative, which is to be known by the name set out in the Summary.
- 3.2 The Mission Initiative shall be carried out in the Area specified in the Summary with the object of furthering the Church’s mission by carrying out the objectives specified in the Summary.

The Leader

- 4.1 The Leader of the Mission Initiative for the purposes of the 2011 Measure:

- 4.1.1 shall be a person duly authorised by the Bishop in accordance with the 2011 Measure to carry out the functions of the Leader of the Mission Initiative under that Measure and this Order; and
- 4.1.2 shall hold that position subject to the provisions of the 2011 Measure and this Order.
- 4.2 In this Order “the Leader” means the person named as such in the Summary (who also holds the office or authority specified in relation him or her in the Summary) or any other person or persons for the time being duly appointed as Leader in accordance with this Order.
- 4.3 The Leader shall carry out the Mission Initiative subject to and in accordance with the 2011 Measure and this Order and shall be responsible to the Bishop for its conduct.

Others working in support of the Mission Initiative

- 5.1 The persons named in the Summary (each of whom also holds any office or authority specified in relation to him or her in the Summary), or any other persons appointed in addition to them or in their place under the Supplementary Instrument, shall also be involved in working in support of the Mission Initiative as provided for in the Supplementary Instrument.

The Visitor

- 6.1 The Visitor for the Mission Initiative for the purposes of the 2011 Measure (“the Visitor”) shall be the person named as such in the Summary, or any other person appointed in that person’s place in accordance with the terms of this clause, and shall perform the functions of the Visitor under the 2011 Measure.
- 6.2. The Visitor:
 - 6.2.1 may resign with the agreement of the Bishop; and
 - 6.2.2 shall cease to hold that position if the Bishop so directs in writing.
- 6.3 If at any time there is no Visitor for the Mission Initiative or that position is about to become vacant the Bishop shall appoint a person to be the Visitor to fill the vacancy.
- 6.4 The Visitor shall carry out the functions specified in section 81 of the 2011 Measure.

THE LIFE OF THE MISSION INITIATIVE

Exercise of ministry and relationship with those with the cure of souls

- 7.1 The Leader and any others for the time being duly authorised by the Bishop to carry out functions in relation to the Mission Initiative may exercise their ministry in any place in the Area specified in the Summary for the purposes of or in connection with the Mission

Initiative and in accordance with this Order without the permission of any person who has the cure of souls in that place.

7.2 The Leader shall use all reasonable efforts:

7.2.1 to consult regularly with each person having the cure of souls in any part of the Mission Initiative Area; and

7.2.2 to work in co-operation with all those persons and to ensure that all others with functions in relation to the Mission Initiative do so;

and if the Leader experiences difficulty in doing any of those things or finds it is impracticable to do any of them the Leader shall report the matter as soon as practicable to the Visitor and seek the Visitor's guidance.

Worship

8.1 This Order authorises the holding of acts of worship (including the administration of the Sacraments) as authorised or directed by the Leader but subject to and in accordance with the 2011 Measure and any further directions by the Bishop

Provided that:

8.1.1 This Order does not authorise the solemnisation of marriage;

8.1.2 The sacraments shall be administered in accordance with the enactments and other laws relating to their administration;

8.1.3 Holy Communion may be celebrated only at times and places authorised by the Bishop and subject to any conditions which the Bishop may specify;

8.1.4 The Leader shall consult the Visitor about any proposal for Baptism or Confirmation to be administered or for any other occasional office to be conducted in connection with or in the context of the Mission Initiative and such a proposal shall be implemented and the rite concerned shall take place subject to and in accordance with the Bishop's directions;

8.1.5 Such acts of worship may take place in a building within section 80(13) of the 2011 Measure only with the consent of the person who has the general management and control of the building;

8.1.6 Such acts of worship may take place in a church or other place of worship within section 80(14) of the 2011 Measure only with the consent of any person having the cure of souls there.

8.2 All acts of public worship of the Mission Initiative:

8.2.1 if held in a place for which a register book of services is provided under Canon law, shall be recorded in that register book; and

8.2.2 if held in any other place, shall be recorded in a register book of services of the Mission Initiative, which shall record the same matters as Canon law requires to be recorded in register books of services for churches and chapels and which shall be kept in accordance with the provisions of the Supplementary Instrument and any directions by the Bishop.

Organisation, governance, finance and management and control of property

- 9 The organisation, governance, finance and management control of property are set out in detail in the constitution of the Charitable Incorporated Organisation (CIO) called Shine Pinehurst, charity number is 1182654.

Representation on Deanery Synod

- 10.1 If and when a scheme is made by the diocesan synod of the Diocese pursuant to rule 27A of the Church Representation Rules for the representation on a deanery synod of persons to whom this Order relates and who are specified in the scheme, those persons shall be represented on that deanery synod in accordance with and as provided for by that scheme.

GENERAL DUTIES

General Provisions

- 11.1 The Mission Initiative shall be carried out subject to and in accordance with the terms of this Order, the 2011 Measure and all other relevant enactments and other legal rules, including those governing the Church of England.
- 11.2 The Mission Initiative shall be carried out having regard to the guidance in the Code of Practice drawn up and issued by the House of Bishops under section 84 of the 2011 Measure as in force for the time being.
- 11.3 The Leader and all others who are involved in the carrying out of the Mission Initiative shall use every endeavour to resolve any dispute or disagreement between them and if they are unable to do so the Leader shall seek the Visitor's guidance on the steps to be taken in order to resolve it.

Safeguarding people from harm or from loss or damage to their property

- 12.1 The provisions of this clause shall be in addition to those in clause 11 above.
- 12.2 The Mission Initiative shall be carried out in all respects in accordance with the guidance issued by the House of Bishops and in force for the time being on the safeguarding of children and vulnerable adults.
- 12.3 The Leader and all others who are involved in the carrying out of the Mission Initiative or who are acting on its behalf shall take all reasonable steps:
- 12.3.1 to avoid harm or loss being caused to any person; and
 - 12.3.2 in addition to the duties under clause 12.3.1 above, to ensure that any premises are used for or in connection with the carrying out of the Mission Initiative only if and for so long as they are reasonably safe for the purposes for which they are being or are intended to be used.
- 12.4 If the Leader becomes aware that harm or loss has been or may have been caused to any person through or in connection with the carrying out of the Mission Initiative or by a person acting or appearing to act on behalf of the Mission Initiative, the Leader shall inform the Visitor without delay and provide the Visitor with full details of the circumstances and shall seek the Visitor's guidance.

12.5 The Leader shall:

12.5.1 take all reasonable steps to ensure that reasonably adequate insurance (including public liability insurance) is in force in respect of the carrying out of the Mission Initiative and in respect of all premises (other than any cathedral, parish or guild church, parish centre of worship or other parochial place of worship) and other property used or to be used for or in connection with the Mission Initiative; and

12.5.2 consult the Visitor as soon as practicable if the Leader requires guidance about what insurance is required under clause 12.5.1 above or has reason to doubt whether such insurance is in force in some or all respects.

Accounts

13.1 The Leader shall ensure that:

13.1.1 proper accounting records are kept for the Mission Initiative; and

13.1.2 accounts are prepared annually for the Mission Initiative which show a true and fair view of all activities carried out by or in connection with the Mission Initiative in accordance with professional practice and standards;

and shall ensure compliance with any further provisions regarding accounting records and accounts in the Trust Deed, company documents etc.

13.2 The Leader shall ensure that copies of all accounts and annual reports prepared for the Mission Initiative are supplied to the Visitor.

I, as Bishop of the Diocese, endorse the Mission Initiative and make provision for it as set out above

+ Vivienne

Signed by The Right Reverend Vivienne Frances Faull, Bishop of Bristol.

I, the Leader named in the Summary on the opening pages of this Order, declare my acceptance of the terms of this Order and accordingly assume responsibility to the Bishop for the conduct of the Mission Initiative

Simon Halls

Signed by Mr Simon Halls

Date: 28/6/19

DIOCESE OF BRISTOL

SUPPLEMENTARY INSTRUMENT

MADE BY THE BISHOP OF THE DIOCESE
UNDER PART 7 OF THE
MISSION AND PASTORAL MEASURE 2011

TO SUPPLEMENT THE BISHOP'S MISSION ORDER
DATED 29 JUNE 2019 IN RESPECT OF SHINE PINEHURST

1.1 This Supplementary Instrument:

1.1.1 supplements the Bishop's Mission Order ("the Order") dated 29 June 2019 and made under Part 7 of the Mission and Pastoral Measure 2011 ("the 2011 Measure") in respect of the Mission Initiative known as SHINEPINEHURST and is the Supplementary Instrument referred to in clause 1.3 of the Order; and

1.1.2 takes effect subject to the provisions of the Order (including the provisions as regards commencement and duration) so that in the event of any inconsistency between this Instrument and the Order the provisions of the Order shall prevail.

1.2 Where the context permits, words and expressions used in the Order shall have the same meaning in this Instrument.

Organisation, governance, finance and management and control of property

1.3 Clause 9 of the Order provides for this Instrument to contain supplementary information about the finance and governance arrangements of the Initiative, as follows:

1.3.1 Appendix 1 contains a copy of the relevant governing document as outlined in Clause 9.1 of the Order.

I, as Bishop of the Diocese, make further provision for the Mission Initiative as set out in this Instrument

+ Vivien Frances Faull

Signed by The Right Reverend Vivienne Frances Faull, Bishop of Bristol.

I, the Leader named in the Order, declare my acceptance of the terms of this Instrument

Simon Halls

Signed by Mr Simon Halls

Date: 28/6/19

Appendix I Copy of the governing documents of the current unincorporated organisation for Shine Pinehurst

Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

(‘Association’ Model Constitution)

Date of constitution (last amended): 29th November 2018

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is Shine Pinehurst

2. National location of principal office

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

3. Object[s]

The object[s] of the CIO [is][are]

To advance the Christian faith within the Diocese of Bristol for the benefit of the public in accordance with the doctrines, policies, practices and patterns of worship of the Church of England by furthering its pastoral, evangelistic, social and ecumenical activities.

To work alongside local residents of the Pinehurst estate, Swindon and its environs (especially children and families) to grow their skills/aspirations/capacity, so that the local community is enabled to identify and respond to their own needs.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008]

4. Powers

The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:

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

5. Application of income and property

(1) The income and property of the CIO must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:

(a) a benefit from the CIO as a beneficiary of the CIO;

(b) reasonable and proper remuneration for any goods or services supplied to the CIO.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

(a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the CIO;

(c) be employed by, or receive any remuneration from, the CIO;

(d) receive any other financial benefit from the CIO;

Unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.
- (g) A charity trustee may be employed by the charity other than for acting as a trustee and may receive and retain reasonable remuneration paid to them in respect of their employment, provided that a majority of charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- (a) “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest). Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

Option 1

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

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

(1) A lay person shall be entitled to become a member of the CIO if they are baptised, of sixteen years or upwards, has signed an application form for enrolment set out in of these rules and declares themselves either -

(a) to be a member of the Church of England or of a Church in communion therewith and to have habitually participated in the mission and worship of the CIO during a period of six months prior to enrolment; or

(b) to be a member in good standing of a Church which subscribes to the doctrine of the Holy Trinity (not being a Church in communion with the Church of England) and also prepared to declare themselves to be a member of the Church of England having habitually participated in the mission and worship of the CIO during a period of six months prior to enrolment.

(2) Membership of the CIO does not preclude an individual from also having their name entered on the electoral roll of any parish of the Church of England in accordance with the regulations for membership applicable from time to time. But a person whose name is entered on the roll of a parish must choose either the CIO or the parish as the basis of their qualification for election to a deanery synod, a diocesan synod or the General Synod, further, they will not, without the consent of the Bishop of Bristol be able to serve as both a trustee of the CIO and also a member of a parochial church council.

(3) An individual is entitled to become a member if they are nominated by the trustees due to their connection to the CIO or where they may bring a specific skill or experience that is required by the CIO.

Provided that where a lay person will have their sixteenth birthday after a revision of the register of membership but on or before the date of the annual general meeting, they may complete a form of application for enrolment and their name shall be enrolled but with effect from the date of their birthday.

(b) Admission procedure

The charity trustees :

(i) may require applications for membership to be made in any reasonable way that they decide;

(ii) [shall, if they approve an application for membership, notify the applicant of their decision within [21 days];]

(iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

(iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within [21 days] of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

(v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(4) Termination of membership

(1) Subject to the provisions of this rule, a person's membership shall be terminated if:

- (a) the member dies; or
- (b) the member becomes a clerk in Holy Orders; or
- (c) the member signifies in writing their desire that their membership should be terminated; or
- (d) the member has not habitually participated in the mission and worship of the Charity during the preceding six months, not having been prevented from doing so by illness or other sufficient cause; or
- (e) the member was not entitled to be admitted to membership at the time when they were admitted, or
- (f) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (g) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

If, after such a decision has been passed, the former member wishes, they may refer the matter to the Bishop of Bristol or their delegate for review, and the Bishops decision shall be final.

(2) The termination of a person's membership under any of the provisions of these rules shall be without prejudice to their right to have their name entered again, if they has or acquire that right.

(3) The record of membership shall where practicable contain a record of the address and other contact details of every member, but a failure to comply with this requirement shall not prejudice the validity of any membership entry.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of the CIO must be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

(3) Decisions that must be taken in a particular way

- [(a) Any decision to remove a trustee must be taken in accordance with clause [15(2)].]
- (b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held annually no later than 30th April in each calendar year. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause [13]. Other general meetings of the members of the CIO may be held at any time and shall be called special general meetings. All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The charity trustees :

(i) must call the annual general meeting of the members of the CIO in accordance with sub-clause

(ii) of this clause, and identify it as such in the notice of the meeting; and

(iii) may call any other general meeting of the members at any time.

(b) The charity trustees may call a general meeting of the members of the CIO if :

(i) they receive a request in writing to do so from at least 10% of the members of the CIO; or

(ii) if requested to do so in writing by at least one third of the trustees of the CIO: and

(iii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

If the trustees fail to hold meeting properly requested under 11.2.(b) within twenty-eight days of the request, the trustees or members seeking a special general meeting may refer the matter to the Archdeacon or their delegate. If they feel that the request has been made with sufficient cause, the Archdeacon may proceed to call a special general meeting within the provisions of this constitution, and shall either take the chair of the meeting themselves, or appoint another to do so. The chair person, not being otherwise entitled to attend the meeting, shall not be entitled to vote upon any resolution before the meeting.

(c) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(3) Notice of general meetings

(a) The charity trustees, or, as the case may be, the Archdeacon, must give at least 14 clear days notice of any general meeting to all of the members.

(b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-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.

(c) The notice of any general meeting must :

(i) state the time and date of the meeting;

(ii) give the address at which the meeting is to take place;

(iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

(v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the CIO's website.

(d) 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.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings

The person appointed as chair to the charity trustees under clause 13.2 (a) , shall, if present at the general meeting and willing to act, preside as chair of the meeting. In case of the absence, inability or unwillingness of the person nominated as chair to preside at the general meeting, the same right to preside will devolve onto the person nominated as vice-chair. Subject to that, and to the provisions of sub-clause 11.2, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be one tenth of the total membership at the time.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be announced by the chair or] be notified to the CIO's members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the 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 meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

(a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken :

(i) at the meeting at which it was demanded; or

- (ii) at some other time and place specified by the chair; or
- (iii) if approved by the meeting, through the use of postal or electronic communications.

[(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.]

(d) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Adjournment of meetings

The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity trustees

(1) Functions and duties of charity trustees

(1) The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee :

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the objects of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) The trustees shall make provision for their responsibilities to be served by:

- (a) A vice-chair
- (b) A secretary,
- (c) A treasurer.

(3) The Trustees shall appoint one of their number to act as Vice-chair to the Trustees.

(4) The Trustees shall appoint one of their number to act as secretary to the Trustees. Failing such appointment the office of secretary shall be discharged by some other fit person approved by the trustees who shall not thereby become a trustee except under the provisions of clause 13.1 (e).

(5) The Trustees shall appoint one of their number to act as Treasurer to the Trustees. Failing such appointment the office of treasurer shall be discharged by some other fit person approved by the trustees who shall not thereby become a trustee except under the provisions of clause 13.1 (e).

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause [15(1)(f)].
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(d) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(3) Number of charity trustees

Option 1

(a) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

Option 1a

(a) The maximum number of charity trustees is 12. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) First charity trustees

The first charity trustees of the CIO are –

Rev. Phil Ashby
Rev. David Blandford
Mrs Heather Blandford
Miss Amy Cox
Mrs Andrea Halls
Mr Simon Halls
Rev. Keith Lamdin
Mr. Chris Pope

13. Appointment of charity trustees

Option 2

(1) Elected charity trustees

[(a) At the first annual general meeting of the members of the CIO all the elected charity trustees shall retire from office;]

(b) At every [subsequent] annual general meeting of the members of the CIO, one-third of the elected charity trustees shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;

(c) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

(d) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause

(e) of this clause;

(e) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause [15] (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause [12(3)] on the number of charity trustees would not as a result be exceeded;

A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of his appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

(2) Ex officio charity trustee[s]

(a) At least one lay or ordained minister must be licenced to serve within the work of the CIO and the position of chair to the trustees will be occupied by the licenced minister ex officio. If two or more ministers are licenced to serve within the work of the CIO the Bishop of Bristol shall determine which shall be the lead minister and this minister shall hold the position of chair to the trustees. If the position of licenced minister or lead licenced minister is unoccupied for whatever reason, or the licence holder is absent from their ministry in the work of the CIO for longer than one month, the position of chair to the trustees shall be held by the Bishop of Bristol or their delegate.

(b) Any other lay or ordained minister licenced to serve within the work of the CIO shall be an ex officio trustee save that, where it is expedient to do so because of the numbers of people exercising licenced ministries within the work of the CIO, the annual general meeting shall determine how many ex officio places as trustees shall be available and also the method by which persons may be chosen to occupy those places. Any such decision by the annual general meeting shall not come into force until the annual general meeting following the one at which it was taken. The provisions of this sub-clause may not however override those of sub-clause 13.2.a

14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

1) A charity trustee ceases to hold office if he or she :

- (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) becomes disqualified from being a charity trustee under s.72 of the Charities Act 1993
- (c) is convicted of a criminal offence covered by Schedule 1 to the Children and Young Persons Act 1933
- (d) becomes disqualified from holding parochial office in the Church of England under s.10(6) of the Incumbents (Vacation of Benefices) Measure 1977 (as amended by the Incumbents (Vacation of Benefices) Measure 1993), or under any other provision made by or in accordance with the decisions of the General Synod of the Church of England. In relation to disqualification for such reasons the same processes for disqualification shall apply as if the trustee concerned was a member of a parochial church council.
- (e) becomes a member of an organisation whose constitution, policies, objectives, activities or public statements have been declared by the General Synod of the Church of England to be incompatible with the teaching of the Church of England
- (f) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (g) dies;
- (h) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (i) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause (11), and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. Suspension of trustees pending enquiries

(1) If enquiries are commenced by any statutory agency concerning a trustee under the following:

(a) 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)

(b) s.72 of the Charities Act 1993

(c) offences covered by Schedule 1 to the Children and Young Persons Act 1933

that trustee shall be immediately suspended from participation in the running of the CIO pending an outcome to those enquiries.

(2) In addition and for the purposes of suspension from office, a trustee will be regarded as subject to any provision made by or in accordance with the decisions of the General Synod of the Church of England. In relation to suspension the same processes shall apply as if the trustee concerned was a member of a parochial church council.

(3) During such a period of suspension the trustees shall have the power to appoint a replacement trustee on a temporary basis. This temporary appointment shall come to an end upon the return of the suspended trustee from suspension, or the next annual general meeting of the CIO, whichever is the sooner. The total number of all appointed trustees, including any appointed under this provision for suspension, shall not exceed either three, or one third of the total number of elected trustees, whichever number is the greater.

17. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

18. Taking of decisions by charity trustees

Any decision may be taken either:

- at a meeting of the charity trustees; or by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

19. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements –

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

20. Meetings and proceedings of charity trustees

The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(1) Calling meetings

- (a) The trustees shall hold not less than four meetings in each year. Meetings shall be convened by the Chair to the trustees and if not more than four meetings are held they shall be at quarterly intervals so far as possible.
- (b) The Chair to the trustees may at any time convene a meeting of the trustees
- (c) The Chair to the trustees must convene a meeting within seven days of receiving a written request to do so signed by no less than one third of the trustees, and if the chair fails to do so those trustees may proceed to convene a meeting of the trustees.
- (d) Except in the case of 20.2 (e) below, at least seven clear days before any meeting of the trustees, notice of the meeting shall be provided to all trustees specifying the time and place of the meeting, and setting out the business for the agenda. The notice required in this sub-paragraph shall not be required for a meeting of the trustees immediately following the annual general meeting convened solely to elect the officers for the trustees.
- (e) In the case of a sudden emergency or other special circumstance requiring immediate action by the trustees, a meeting may be convened by the Chair to the trustees at not less than three clear days' notice in writing to the trustees but the quorum for the transaction of any business at such meetings shall be a majority of the then existing number of trustees and no business shall be transacted at such a meeting except as is specified in the notice convening the meeting.

(2) Chairing of meetings

- (a) Except in the case of the provisions under 13.2 (a) above, meetings of trustees shall be chaired by the person who has been elected as Chair.
- (b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (c) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (d) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

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

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

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

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

(3) If the CIO has a seal:

- (a) it must comply with the provisions of the General Regulations; and
- (b) it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

22. Use of electronic communications

[(1) General]

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

24. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

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

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

(1) The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

(2) Any difference of opinion as to the application of these objectives shall be adjudicated by the Bishop of Bristol and their heirs and successors in law and the Visitor to the Charity.

27. Disputes

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

28. Amendment of constitution

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

(1) This constitution can only be amended with the approval of the Bishop's Council of the Diocese of Bristol, and:

- (a) by resolution agreed in writing by all members of the CIO; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

(2) Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

(4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

(a) at a general meeting of the members of the CIO called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- (i) by a resolution passed by a 75% majority of those voting, or
- (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in

(b) by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all the CIO's debts:

(a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

- (i) a copy of the resolution passed by the members of the CIO;
- (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
- (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

(4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within subclause (a) or (b) above;
 - (i) an institution which is controlled – by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (d) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest. Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

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

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

The **“Communications Provisions”** means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

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

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

Appendix

The following provisions do not form part of the ‘Association’ model constitution but are available as options under clauses 11 (General meetings of members) and 22 (Use of electronic communications). For CIOs intending to include these powers in their constitutions, we recommend that you use the following wording. Notes on these clauses are included with the explanatory notes accompanying the clauses in the model.

General meetings of members

(7) Proxy voting

(a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member’s rights to attend, speak and vote at a general meeting of the CIO.

Proxies must be appointed by a notice in writing (a “proxy notice”) which:

- (i) states the name and address of the member appointing the proxy;
- (ii) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
- (iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as :

- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

(g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member’s behalf had authority to do so.

(8) Postal Voting

(a) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail (“email”) to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

- (b) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- (c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than [21] days before the deadline for receipt of votes cast in this way:
- (i) a notice by email, if the member has agreed to receive notices in this way under clause [21] (Use of electronic communication, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for [name of CIO]', at the CIO's principal office or such other postal address as is specified in the voting procedure.
- (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- (i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- (k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

Use of electronic communications

(2) To the CIO

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

(3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); [and
 - (iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or [[the provisions for postal voting clause 8.
- (c) The charity trustees must :
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form

NOTES

Introduction

- 1 The provisions on Bishops' Mission Orders in Part 7 of the Mission and Pastoral Measure ("the 2011 Measure") have deliberately been drafted for use with a very wide variety of mission initiatives. Although the 2011 Measure specifies some mandatory provisions which must be included in every Order, it also sets out a substantial number of non-mandatory matters; in some cases these may be dealt with in the Order, and in others there is a choice between including them in the Order or dealing with them in a Supplementary Instrument. In addition, the Measure gives the Bishop a discretion to include any other supplementary provision in the Order or the Supplementary Instrument which the Bishop considers would further the objectives of the initiative. It follows that the documentation for different initiatives, and for initiatives at different stages in their development, will vary widely, both in what provisions are appropriate and in the amount of detail needed.
- 2 It also follows that the draft Order in this document is, and can be, no more than, a "skeleton" to assist those who draw up the Orders and Supplementary Instruments in individual cases. Clauses which will not be necessary or appropriate in all cases, or may in some case appear in the Supplementary Instrument is essential that the diocesan registrar is responsible for or closely involved in the process of drawing up the documentation, as the registrar's advice will be needed both on what provisions should be included in any given case and on how they should be expressed.
- 3 This document needs to be read in conjunction with the guidance in the House of Bishops' Code of Practice on Part 7 of the 2011 Measure, and in particular with Parts 4 and 5, which deal in detail with the documentation and many of the individual provisions which it must or may contain. Although the footnotes in this document contain a few specific references to the Code, these are not and are not intended to be exhaustive.
- 4 The division of the document into different sections, with their own headings, is suggested in order to assist those who use the document. It may be appropriate to adjust those suggestions in a particular case – for example, if there are number of provisions on co-operation, collaboration and relations with others, such as a "co-operation provision" under section 80(5) of the 2011 Measure as in clause 7, a provision regarding relations with those with the cure of souls as in clause 8 and further provisions under section 82(2)(f) for relations other churches, institutions and religious organisations, that group of provisions may justify its own separate "section heading"

The Supplementary Instrument

- 5 While every Bishop's Mission Order needs a formal Order in writing, it is not mandatory to have a Supplementary Instrument. There may be some Orders whose terms are very simple and straightforward and for which no Supplementary Instrument is needed. However, as paragraph 5.1.1 of the Code explains, one of the 2011 Measure's main objects in allowing for such an Instrument is to ensure that the core provisions of the Order stand out clearly, and that those who have to implement the Order are not left to try to disentangle those core provisions from other material which, however necessary or desirable, deals with secondary matters, or matters of detail or procedure. Similarly, arrangements which affect particular individuals such as the Leader or another person working for the initiative in their personal capacity should normally appear in the Supplementary Instrument, rather than among the basic provisions for the initiative.
- 6 The provisions which appear in the Supplementary Instrument will vary even more widely than those of the Order, and for that reason the skeleton Supplementary Instrument in this document does not attempt to offer more than a possible heading, introductory clause and form of signature by the Bishop and the Leader.

7 However, the following are suggested as matters where anything other than core provisions, or other provisions which are simple, straightforward and important for the initiative, are best dealt in the Supplementary Instrument:

- (a) Co-operation or collaboration with other Churches, institutions or religious organisations (other than basic provisions under section 80(5) of the 2011 Measure as in clause 7);
- (b) Co-operation or relations with others within the Church of England in relevant parishes/benefices and deaneries or the diocese (again other than basic provisions— see e.g. clause 8);
- (c) As regards the Leader (or Leaders), provisions regarding the following - see also paras 11-21 below;
 - The detail of the Leader’s functions in the case of the particular initiative. (General provisions regarding the leader’s role should appear in the Order – see section 80(4));
 - a requirement for the Leader to hold a specific office, licence or permission to officiate (see paragraphs 5.2.1-4 of the Code of Practice), other functions he or she is to perform alongside those relating to the mission initiative, and how far his or her tenure of the position of leader is to be conditional on those arrangements continuing;
 - the Leader’s appointment and tenure of office, stipend or remuneration, housing, pension and reimbursement of expenses, and any other relevant terms of service.

It may be appropriate, applying the principles at the beginning of this paragraph, to deal with the replacement of the Leader and the appointment of a new Leader in the Order, but any provisions on this which do not appear in the Order should be included in the Supplementary Instrument - see also paras 12 and 17 below;

- (d) Provisions similar to those under (c) in relation to other persons working in support of the initiative - see also paras 11-21 below;
- (e) Any special provisions for the particular initiative regarding the Visitor; and
- (f) The organisation, governance and financing of the initiative and property held by or for it or used by it (see paras 22-25 below).

“The Mission Initiative”

8 This is the expression used in Part 7 of the 2011 Measure and is therefore used throughout this document. However, there is no legal objection to substituting some other descriptive expression (such as, for example, “the Fresh Expression”) or the name of the Mission Initiative itself, wherever the term “the Mission Initiative” appear with initial capitals. (In that case, the places where the expression is used without initial capitals, in order to refer back to the Measure, are intended to remain as they stand.)

“The Objectives”

9 In order to satisfy the requirements of section 80(4) of the 2011 Measure, the part of the Summary dealing with the objectives of the Mission Initiative should:

- (a) set out the objects, in general terms; and
- (b) state in reasonably specific terms by what means it is intended that the initiative should set out to achieve those objects in practice.

- 10 It is important for the Order to avoid excessive detail in relation to both (a) and (b) in the previous paragraph, as that may unduly restrict or hamper the development of the initiative. However, assuming that the initiative is to be or form part of a charity, what appears in the Summary must be sufficiently specific to show that the objectives are legally charitable. In addition, specific provisions may be needed if, for example, the initiative will be receiving funds from an existing charity which itself has limited objects.

The Leader or Leaders and others working in support of the Mission Initiative

- 11 Under section 80(4), a person or persons or a group of persons may be the Leader or Leaders. It is for the bishop to decide how many Leaders there are to be, taking into account the nature of the initiative and the people who will be involved in its work. This document, like the 2011 Measure, therefore makes provision for mission initiatives with for more than one Leader. However, in that event, the Leaders should be jointly responsible to the Bishop for the conduct of the initiative in accordance with section 80(4), and it is essential for the Leaders to have discussed and agreed how the other responsibilities of Leader of the particular initiative are to be discharged as between them. In some cases, it may be appropriate for the Order or Supplementary Instrument to deal with this expressly.
- 12 Section 80(4) also requires the Order to specify the person, persons or group of persons who are to be the Leader or Leaders. Because of this, the original Leader or Leaders must be named in the Order. If a new Leader is appointed, a brief instrument should be executed to vary the Order so as to name the new Leader. The Order or Supplementary Instrument should specify how a new leader is to be appointed – for example, it may be appropriate for the bishop to undertake consultation with specified persons or bodies before making the appointment – see also para 17 below. It may also be desirable to review the arrangements as regards, for example, the Leader's stipend or remuneration, pension provision, housing and other terms of service in order to check whether they are still appropriate and, if not, to make whatever changes are needed.
- 13 The Leader may be either a member of the clergy or a lay person. The following paragraphs discuss some of the implications of these two possibilities.

Clergy

- 14 Under section 80(10) a member of the clergy, whether a Leader or some other person working for the initiative, may not officiate in any place in accordance with a Bishop's Mission Order unless he or she is authorised under Canon Law to do so. Normally this will be by virtue of being beneficed in the place concerned or having the bishop's licence or permission to officiate there. (In order to cover cases involving Bishop's Mission Orders, paragraph 1(b) of Canon C12, which before the Dioceses, Pastoral and Mission Measure 2007 was confined to licences to perform a particular office, has been extended to give the bishop power to licence a minister to serve in the diocese for the purposes of or in connection with a mission initiative endorsed by such an order.)
- 15 This means that a Leader who is a member of the clergy will not only be named as such in the Order and have functions under it, but will normally also hold a separate licence or permission from the bishop. In some cases it may be appropriate for the Leader to be an employee of a diocesan body in respect of work for the initiative. This would of course mean that the provisions of employment legislation would apply.
- 16 It has also been suggested that in some cases the Leader might be employed by the body set up to provide for the organisation and governance of the initiative (see paras 22-25 below). However, before any such arrangement can be made, it is essential to ensure that the Leader's rights, powers and duties in relation to that body are entirely consistent with the Leader's responsibilities and legal position under the 2011 Measure and the Bishop's Mission Order and, in particular, with the Leader's responsibilities in relation to the Bishop. The same principle applies to other

arrangements as regards the Leader's position in relation to the body set up to provide for the organisation and government of the initiative.

- 17 In any case, it is important to reach agreement on the following and to provide for it as appropriate in the Order and Supplementary Instrument – see also para 7 above:
- The basis on which a member of the clergy who is a Leader or otherwise working in support of the initiative is to receive a stipend or other payment and have housing and pension arrangements made for him or her. (In some cases, sufficient provision will already be made for this by virtue of another appointment);
 - Reimbursement of any expenses incurred in connection with the initiative;
 - How the Leader's time is to be divided between the initiative and any other appointment or functions;
 - How far is his or her tenure of the position of Leader or the continuance of his or her work for the initiative is to be linked to or conditional on the holding or continuance of any licence or permission to officiate or other appointment or function. (For example, a member of the clergy may be carrying out a mission initiative among students as well as serving as chaplain to a university or college, on the basis that if he or she ceases to be chaplain, the new chaplain will be appointed in his or her place to the work on the initiative); and.
 - In addition to the implications of the previous bullet point, how his or her position as Leader or otherwise can be brought to end, with or without his or her agreement. As regards this, the bishop has power under Part 7 of the 2011 Measure to vary or revoke an Order, subject to the requirements of section 82(5), (6) and (7). However, it is important to bear in mind that under section 8(2) of the Clergy Discipline Measure 2003 a licence granted to a member of the clergy cannot be revoked by reason of the holder's misconduct (as defined in the 2003 Measure) otherwise than by way of proceedings under the 2003 Measure itself. Likewise, employment law will apply to any termination of a person's employment; and
 - How any new Leader is to be appointed.

Lay persons

- 18 In broad terms, many of the same considerations as in para 17 above apply to a lay person who is to work in support of the initiative, whether as the Leader or otherwise, although of course he or she could not be beneficed in the relevant area, nor would the Clergy Discipline Measure 2003 apply.
- 19 Where the Leader is admitted as a reader or lay worker (including an evangelist), section 80(10) provides that he or she may officiate in any place only if he or she is authorised to do so under any Canon. This means that, in addition to the provisions of the Order, he or she must hold a separate licence or permission from the bishop. The same applies to any other reader or lay worker working in support of the initiative.
- 20 Where a lay person is to be the Leader, or to do other work in support of the initiative, arranging for him or her to be employed by a diocesan body may in some cases be an appropriate way of arranging for such matters as remuneration and pension provision and may also mean that the terms of the employment can deal with issues which, in the case of a member of the clergy, might be within the scope of the clergy discipline legislation. Here again, this would mean that employment legislation would apply.
- 21 What has been said in para 16 above also applies to the possibility of a lay Leader being employed by the body set up to provide for the organisation and governance of the initiative, or holding some other office in relation to it, or having specific rights, powers or duties under its constitution.

Organisation, government and financing of the initiative and provisions regarding property

- 22 This group of issues is dealt with in general terms in paragraphs 5.5.1-8 of the Code of Practice. Because of the very wide range of possibilities, the skeleton order does not attempt to suggest possible provisions except some very basic ones on accounts (which are specifically required by the 2011 Measure). It may be necessary to devote more than one clause in the Order to the provisions under this heading.
- 23 The Order or Supplementary Instrument will need to make clear how the initiative is to be funded, and how its money and property is to be held and dealt with. In the very early stages some initiatives may simply operate by using small sums of money which are handled on a purely cash basis. However, as soon as its finances go beyond that, or it is to hold other property, to engage employees or to enter into other types of contract, it will need to have a clear and established form of legal structure. The Order and Supplementary Instrument should make clear what this is to be, and if the structure has not been put fully into place, with the necessary legal documentation and any other necessary steps completed, when the Order and Supplementary Instrument are signed, it is recommended that the Order and/or the Supplementary Instrument set out a clear process for achieving this with a time-limit for completing the process, and make an identified individual responsible for checking and reporting to the Bishop that this has been done.
- 24 The legal structure which is chosen must not only provide a suitable vehicle for the holding of property but must also make provision for the governance of the initiative's activities. As the Code points out, it is important to have professional legal advice on these matters from someone who has a thorough understanding of the Church's rules and legal structures as well as the law relating to voluntary bodies generally. Hence the need to involve the diocesan registrar, not least because the Bishop will need the assurance of knowing that the diocesan registrar regards the proposals as satisfactory.
- 25 The factors to be taken into account in deciding what structure is appropriate will include the following:
- (a) The initiative will almost always be set up as or form part of a charity, which means that its objects will need to be ones which are recognised as legally charitable. In principle, it is possible to envisage some individual initiatives that were not legally charitable, but a Bishop's Mission Order should not be made on that basis without expert advice about the possible legal and financial implications.
- (b) Assuming the initiative will be a charity, professional advice will be needed on which form of charitable structure is preferable in the particular case, and in particular whether it should involve:
- an unincorporated body of trustees; or
 - a corporate body.
- In either case the terms of the trust or the provisions governing the corporate body will need to be set out in a separate document or documents rather than in the Order and Supplementary Instrument, but the provisions of the documentation as a whole must not only be consistent but must interlock so as to produce the desired structure
- (c) A number of model forms of documentation for non-incorporated charities are available, for example on the web sites of the Charity Commission (www.charitycommission.gov.uk) and the National Council for Voluntary Organisations (www.ncvo-vol.org.uk), although expert professional advice will always be needed on what modifications any model of this kind will need for use for a mission initiative operating under a Bishop's Mission Order.
- (d) Among other factors, adopting a corporate structure has the advantage that generally the charity trustees are not personally liable for what the charity does. Liability (for example, for a charity's debts) falls on the corporate entity not on the charity trustees personally.

For that reason, many charities have been established as companies limited by guarantee. The administratively simpler model of the Charitable Incorporated Organisation (CIO) is now available and is likely to confer the same advantages where a mission initiative is to be established as a charity. The Charity Commission has issued guidance available at <https://www.gov.uk/guidance/charity-types-how-to-choose-a-structure> on how to choose a structure for a charity. The 'association'-type of CIO is likely to be suitable for a mission initiative that is intended to have an identifiable 'membership' who have some say in how the initiative is run. In other cases, the 'foundation'-type CIO may be more suitable.

- (e) Where a diocese has or expects to have a number of initiatives in their early and formative stages, one possible way forward may be to set up a diocesan charitable body to provide funds for the newly formed initiatives, and a legal structure within which they can operate, until a judgment can be taken on the best form of structure for each individual initiative. Where a new initiative is funded by some other existing charitable body, which can properly apply its funds for that purpose, another possibility may be for the initiative to begin life under the legal "umbrella" of that structure. In each case, however, it will be necessary to give thought at the outset, at least in principle, to when and how the decision to move to a separate legal structure is to be taken and who is to be involved in taking it, and for the Order and/or Supplementary Instrument to reflect that.
- (f) It is also necessary to bear in mind at the outset that at some stage the initiative may cease to exist or undergo major changes in its character or objectives. The structure that is set in place at the outset needs to allow for this, and to embody any suitable safeguards, for example as regards rights to any property held by or for the initiative.
- (g) However, it is equally important to bear in mind that where an initiative grows and flourishes, and possibly develops in new directions, the original structure may need to be altered or replaced by a different one. For example, as a newly formed initiative matures and its Christian community develops, it may well be desirable to involve the members of the community in directing the initiative's life and activities to a greater extent than was practicable in the very early stages. The initiative may also need more people to work in support of it and may require new sources of funding. Thus what is set in place at the outset or at an early stage should leave open the possibility of such changes, again subject to any necessary safeguards.

26 *If the Mission Initiative is to include participation in a local ecumenical partnership or to work in collaboration with particular churches or organisations state that in the Objects of the Mission Initiative in the Summary of the Order. In such cases, the following additional clauses can be used in the Order.*