

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

Adapted for application at Bristol Area Meeting of the Religious Society of Friends (Quakers)

Date of constitution (last amended):

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is Bristol Area Quaker Meeting of the Religious Society of Friends (Quakers) in Britain (abbreviated as Bristol Area Meeting).

2. National location of principal office

The principal office of the CIO is in [England][Wales] at Bristol

3. Object

The object of Bristol Area Meeting is the furtherance of the general religious and charitable purposes of the Religious Society of Friends (Quakers) in Britain in the area of Bristol Area Meeting and beyond. To that end, the CIO's income and property are used solely to further the area meeting's object by work such as:

- i) strengthening the life and witness of Quaker meetings both in the area of Bristol Area Meeting and beyond;
- ii) spreading the message of Quakers and interpreting and developing the thought and practice of the Religious Society;
- iii) undertaking Quaker service for the relief of suffering at home and abroad;
- iv) funding the concerns that Quaker meetings in the area of Bristol Area Meeting or beyond have adopted or agreed to support;
- v) providing for the pastoral care of individual members and Attenders including assistance to those in need and for education;
- vi) maintaining and developing Quaker meeting houses as places for public worship and from which to carry our witness into the world;
- vii) administering and maintaining the organisation of Bristol Area Meeting and contributing to the support of Britain Yearly Meeting.

4. Powers

The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO shall have the following powers:

- i) to raise funds from contributions; from legacies; from grants and other sources outside the area meeting; from investments and the use of assets; and from the sale of goods or services provided in furtherance of the area meeting's object;
- ii) to buy, lease or acquire property, and to sell, grant a lease or dispose of property, subject to the terms of Clause 14 below;
- iii) to borrow money and to give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011 as amended from time to time);
- iv) to set aside income as a reserve;
- v) to make investments in accordance with legal constraints and the ethical testimonies of the Religious Society;
- vi) to co-operate with other charities or to enter into partnerships;
- vii) to establish or support trusts or institutions formed for charitable purposes within Bristol Area Meeting's object;
- viii) to employ staff;
- ix) to pay pensions;
- x) to obtain and pay for goods and services;
- xi) to reimburse reasonable expenses, including those of the trustees, incurred when acting on behalf of Bristol Area Meeting.

- xii) to open and operate bank accounts;
- xiii) to authorise any of the area meeting's constituent meetings or committees to open a bank account and to appoint signatories; such action to be recorded by minute of the constituent meeting or committee and reported without delay to the trustees;
- xiv) to effect insurance for all classes of liability and property, subject to clause 5(1)(b);
- xv) to delegate their powers or functions as set out in Clause 16, below;
- xvi) to establish committees or working groups for carrying out agreed programmes of work;
- xvii) to do any other lawful thing that is necessary or desirable for the achievement of the object of the area meeting.

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 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 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.
- (1) 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 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.

6. Benefits and payments to trustees and connected persons

- (1) No 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 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 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, sections 185 to 188 of the Charities Act 2011.
 - (c) Subject to sub-clause (3) of this clause a trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the trustee or connected person.
 - (d) A trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the trustees.
 - (e) A 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 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 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.

(3) Payment for supply of goods only – controls

The CIO and its 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 an agreement in writing between the CIO and the trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the CIO.
 - (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 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 trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a 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 take part in the decision on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the trustees in the minute book.
 - (g) A majority of the 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:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - 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 28 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A 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 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 trustee absenting himself or herself from any discussions in accordance with this clause must not take part in the decision or be counted as part of the quorum in any decision of the trustees on the matter.

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

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

(a) Eligibility

Anyone who is interested in furthering the purposes of Bristol Area Meeting may apply for membership by informing the clerk of the Area Meeting. An application for membership is an indication of his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (d) of this clause. A member may be an individual only

(b) Membership procedure

- i) Once an application for membership has been made, it will be considered by Bristol Area Meeting. A decision will be made by Bristol Area Meeting meeting in session. The membership of anyone in Bristol Area Meeting begins when a record to this effect is made in the minutes of Bristol Area Meeting.
- ii) Bristol Area Meeting shall maintain an official register of members and shall appoint a suitable member to have care of it. No alteration shall be made to the register save in accordance with decisions minuted by Bristol Area Meeting.

- (c) Termination of Membership
 - i) Any member may ask the Area Meeting to terminate his or her membership. The Area Meeting can also decide to terminate membership where:
 - 1) over a prolonged period a member has ceased to show any interest in the life of the Religious Society and there seems no reasonable likelihood of renewed participation;
 - 2) a member's address has been unknown for a period of at least three years and cannot, after a careful search, be ascertained;
 - 3) the conduct or publicly expressed opinions of the member are so much at variance with the principles of the Religious Society that the spiritual bond has been broken.

The decision must be made by the Area Meeting in session. The membership of anyone shall cease when a record to this effect is made in the minutes of Bristol Area Meeting.

- ii) If a member is dissatisfied with a final decision of the area meeting affecting her or him, the member may appeal in writing against the decision in accordance with Britain Yearly Meeting's appeals process.

(d) Duty of members

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

10. Meetings for Church Affairs

Meetings for church affairs, in which the Religious Society conducts its business, are meetings for worship based on silence, carrying the expectation that God's guidance can be discerned if members are truly listening together and to each other. The unity that is sought depends on the willingness of all to seek the truth in each other's utterances. There is no voting in the meetings, because the Religious Society believes that this would emphasise the divisions between differing views and inhibit the process of seeking to know the right way forward, the will of God as expressed in the sense of the meeting.

The clerk of the meeting bears the final responsibility for preparing the business, conducting the meeting and drafting the minutes of the meeting. Minutes are drafted by the clerk during the course of the meeting, but the final decision about whether the minute represents the sense of the meeting is the responsibility of the meeting itself, not of the clerk.

This way of conducting meetings and coming to decisions is known (and referred to herein) as the Quaker Business Method.

The business and activities of the area meeting, and in particular the way decisions are reached at meetings, shall at all times be conducted in accordance with Quaker Business Method.

- i) Each year the area meeting in session shall decide the frequency, times and places for its meetings in the next calendar year. At least one meeting shall take place each year which will be designated in advance the Annual General Meeting at which the trustees will normally present the previous year's annual report and accounts. The clerk may arrange for extra meetings of the area meeting to be held if necessary.
- ii) The sessions of area meeting are open to all members of the area meeting.
- iii) It shall be the duty of the area meeting in session to appoint an auditor or independent examiner of the area meeting accounts.
- iv) No business may be transacted at any area meeting unless a quorum is present when the meeting starts. The quorum for area meetings shall be such number as the clerk shall decide is sufficient for a meeting to be in right ordering, with a minimum of three members.
- v) the clerk of the meeting shall act as chair of the meeting.
- vi) 14 Days notice must be given to all members of Bristol Area Meeting of a meeting where matters covered by regulation 35 of The Charitable Incorporated Organisations (General) Regulations 2012 (or by any regulation for the time being replacing the same) will be proposed.

11. Members' decisions

Decisions that must be taken in a particular way

- (a) Any decision to amend this constitution must be taken in accordance with clause 25 of this constitution (Amendment of Constitution).
- (b) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 26 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.

12. Trustees

(1) Appointment

- i) The area meeting shall set up a nominations committee to nominate Friends, normally from the membership of the area meeting, to act as a body of trustees ordinarily containing not fewer than five or more than fifteen persons. The appointment of trustees shall be made by the area meeting in session.
- ii) The trustees shall, so far as practicable, include the area meeting treasurer and representatives of each meeting contained within the area meeting, but not the clerk of the area meeting, nor any employee of the area meeting.
- iii) One trustee, but not the area meeting treasurer, shall be appointed by area meeting in session to act as clerk to the trustees and chair of meetings of the trustees.
- iv) The appointments shall be reviewed at intervals not exceeding three years. A trustee can be reappointed on no more than two occasions to give an unbroken term of service as a trustee of the area meeting not exceeding nine years. That person cannot then be reappointed as a trustee of that area meeting until three years have elapsed after the end of the last period of service in that capacity.
- v) The trustees will make available to each new 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.

(2) Eligibility for trusteeship

A member who is appointed to act as a trustee may hold office until he or she

- i) notifies to the clerk of the area meeting a wish to be released from service as a trustee;
- ii) ceases to be a member of Bristol Area Meeting;
- iii) is determined by the area meeting to no longer be a fit or suitable person to carry out the duties of a trustee;
- iv) is believed by the area meeting to have become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- v) comes to the end of his or her term of service.

Removal of a trustee under the terms of (iii) or (iv) above shall require a decision of the area meeting. An individual trustee may make an appeal against such a decision in accordance with Britain Yearly Meeting's appeal process.

Members of the Religious Society who are legally ineligible to act or who are disqualified from acting as trustees shall not be able so to act nor continue so to act.

Release of a trustee from office shall be recorded by minute of the area meeting.

(3) First trustees

The first trustees of the CIO are –

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13. Income and Expenditure

The money of Bristol Area Meeting shall be safeguarded by depositing in a bank account. The bank account or accounts shall be held in the name of Bristol Area Meeting or in the name of any of the meetings or committees contained within the area meeting and not in the name of any individual.

14. Property and investments

- i) It is the responsibility of trustees to insure all property, including buildings and contents, for replacement values which shall be reviewed regularly. It is also the trustees' responsibility to maintain in force all appropriate liability insurances, including employer's, occupier's and public liability.
- ii) If the trustees so wish, they shall cause the title of all real property and investments held by or in trust for Bristol Area Meeting to be held in the name of Friends Trusts Limited as custodian trustee.
- iii) If the trustees decide to use a separate nominee to hold investments, they must apply to the Charity Commission for an Order discharging Friends Trusts Limited from its custodian trusteeship and vesting all land in Friends Trusts Limited as the nominee while granting it the same level of protection as it would enjoy under the provisions of Section 4(2) of the Public Trustee Act 1906, as if it were acting as custodian trustee.

15. Meetings and proceedings of the trustees

- i) In conducting their meetings, the trustees shall follow Quaker Business Method.

- ii) The trustees shall hold at least two meetings each year. A special meeting of the trustees may be called at any time by the clerk to the trustees or by any two trustees upon not less than four days' notice being given to the other trustees of the matters to be discussed. This period of notice may be waived with the consent of all trustees.
- iii) If the clerk to the trustees is absent from any meeting, the trustees present shall choose one of their number to be clerk at that meeting before any business is transacted. The Friend who is clerk at any meeting is also the chair of that meeting.
- iv) A quorum for trustees meetings shall be half of the trustees for the time being.
- v) Minutes are to be made in the meeting and accepted and signed in accordance with Quaker Business Method. The trustees shall keep minutes of the proceedings at meetings of the trustees and of any sub-committee.
- vi) The trustees may from time to time make and alter arrangements for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this governing document.
- vii) The trustees shall report to Bristol Area Meeting at least once a year. They shall also refer to the area meeting in session any major decisions such as those involving the acquisition, disposal or major alteration of land or buildings.

16. Delegation by trustees

- i) The trustees may delegate any of their powers or functions to a committee including two or more trustees but the terms of any such delegation must be recorded by minute.
- ii) The trustees may impose conditions when delegating, including the conditions that:
 - a) the relevant powers are to be exercised exclusively by the committee to which they are delegated;
 - b) no expenditure may be incurred except in accordance with a budget previously agreed with the trustees.
- iii) The trustees may revoke or alter a delegation.
- iv) All acts and proceedings of any such committee must be fully and promptly reported to the trustees.

17. Participation in meetings by electronic means

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

18. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any decision of a 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 take part in the decision on the matter, whether by reason of a conflict of interest or otherwise;
 - if, without the participation in the decision of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for clause (1), the resolution would have been void, or if the trustee has not complied with clause 7 (Conflicts of interest).

19. 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 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 trustees or of a committee of trustees duly authorised by the trustees. The trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two trustees.

20. Use of electronic communications

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.

21. 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 trustees.

22. Annual Report and Accounts

- i) The trustees shall ensure that an annual report and statement of accounts for Bristol Area Meeting (including the meetings it contains) is prepared in compliance with current charities legislation.
- ii) The report and statement of accounts must be presented to area meeting in session for consideration and acceptance, not later than eight months after the end of the financial year.
- iii) The trustees shall submit an annual report, annual statement of accounts and annual return to the Charity Commission in compliance with current legislation.
- (iv) The trustees must inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

23. Rules

The 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.

24. 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 try in good faith to settle the dispute by mediation arranged by Bristol Area Meeting, then by reference to the Quaker Stewardship Committee of the Religious Society of Friends, before resorting to litigation.

25. Amendment of constitution

- i) Amendments to this constitution shall be agreed by Bristol Area Meeting in session and recorded by minute of the area meeting.
- ii) No amendment may be made that affects the object of the area meeting (Clause 3), the benefits to trustees (Clause 16), or the voluntary winding up or dissolution (Clause 26) without the prior written consent of the Charity Commission, nor may the charitable status of the area meeting be affected.

26. Voluntary winding up or dissolution

If at a meeting of Bristol Area Meeting the members decide that it is necessary or advisable to dissolve the area meeting or to amalgamate with another area meeting and this is agreed by Meeting for Sufferings, the trustees shall have the power to realise any assets held by or on behalf of the area meeting. Any assets remaining after the satisfaction of any proper debts and liabilities shall, with the agreement of Meeting for Sufferings, be given or transferred to another Area Meeting (provided the objects of that meeting are exclusively charitable), to Britain Yearly Meeting, or to some other charitable institution or institutions having objects similar to that of the area meeting, and failing that for such other charitable purpose as Britain Yearly Meeting shall direct. 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.

27. Guidance

In the exercise of its powers and in all matters relating to its administration, Bristol Area Meeting (as part of the Religious Society of Friends (Quakers) in Britain) and its trustees shall be guided by The Book Of Christian Discipline and shall follow its provisions in so far as the same are not inconsistent with the terms of this constitution.

28. Interpretation

Definitions

- i) The Religious Society of Friends (Quakers) in Britain refers to the church in Britain, the Channel Islands and the Isle of Man, in its entirety, including all its local meetings for worship and its constituent meetings for church affairs, as well as all their work. It is referred to herein as the Religious Society.
- ii) Britain Yearly Meeting of the Religious Society of Friends (Quakers) refers to the centrally held and managed policy, property, employment and work of the Religious Society. It is referred to herein as Britain Yearly Meeting.
- iii) Meeting for Sufferings is the standing representative body entrusted with the general care of matters affecting the Religious Society of Friends (Quakers) in Britain.
- iv) Area Quaker Meetings are the main local meetings for church affairs. They are the level of the Religious Society at which individual membership is held. Each Area Quaker Meeting is a separate charitable entity and may be registered as such with the Charity Commission.
- v) The charity constituted by this document is Bristol Area Quaker Meeting of the Religious Society of Friends (Quakers) in Britain (referred to in this document as Bristol Area Meeting or the area meeting).
- vi) The Book of Christian Discipline means the book of Christian discipline of The Religious Society of Friends (Quakers) in Britain and shall include not only the current edition but also (where the context so admits) all subsequent revisions. The current edition is *Quaker Faith and Practice* (London 2009 subject to subsequent revisions agreed by Britain Yearly Meeting)
- vii) The term Friend refers to a member of the Religious Society.
- viii) The term Attender refers to a person who is not a member of the Religious Society but who regularly attends its meetings for worship.

In this constitution:

“connected person” means:

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

Section 118 of the Charities Act 2011 shall 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 9 of the General Regulations.

“trustee” means a charity trustee of the CIO.