



PROPOSAL FOR AMENDED SST CONSTITUTION

1. Name

The Charitable Incorporated Organisation shall be known as The Society for the Study of Theology (hereinafter 'the Society').

2. Objects and Purposes

The Society's objects are for the public benefit, for the advancement of education, specifically the promotion of excellence in the study of Christian theology, in the UK and internationally.

In the pursuit of these objects the Society will:

- support all those engaged in theology, across the full range of approaches and church traditions;
- provide opportunities for theological thought, conversation and community;
- provide opportunities to identify and discuss important themes, questions and dialogues which call for theological engagement;
- provide opportunities explore the nature of, and to foster, theological integrity, responsibility and vocation;
- and promote understanding of, and engagement with, theological work across a wide range of contexts including the academy and the churches.

Nothing in this constitution shall authorise an application of the property of the Society for purposes that 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.

3. Principal National Office

The principal national office of the Society shall be in England.

4. Powers

The Society may do anything that is calculated to further its objects or is conducive or incidental to doing so, including raising funds and working with other organisations. In particular, the Society's powers include the power to:

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

5.1 A charity trustee of the Society (see

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

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

5.2 The income and property of the Society must be applied solely towards the promotion of its objects. None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Society.

5.3 This does not prevent a member who is not also a trustee receiving:

(a) A benefit from the Society as a beneficiary of the Society

(b) Reasonable and proper remuneration for any goods or services supplied to the Society.

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 Trustees and Connected Persons

6.1 No charity trustee or connected person may:

- (a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public
- (b) sell goods, services or any interest in land to the Society
- (c) be employed by, or receive any remuneration from, the Society
- (d) receive any other financial benefit from the Society

unless the payment or benefit is permitted by clause 6.2 or 6.5, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 A charity trustee or connected person may:

- (a) receive a benefit from the Society as a beneficiary of the Society provided that a majority of the trustees do not benefit in this way.
- (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society 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 clause 6.3, provide the Society with goods that are not supplied in connection with services provided to the Society by the charity trustee or connected person.
- (d) receive interest on money lent to the Society 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) receive rent for premises let by the trustee or connected person to the Society. 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) take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

6.3 Payment for supply of goods only – controls The Society 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 Society and the charity trustee or connected person supplying the goods ("the supplier"). 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 Society 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 Society.

(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.

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

(a) “the Society” includes any company in which the Society:

(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)

6.5 The Secretary, Assistant Secretary (if appointed) and Treasurer may receive payments from the Society in accordance with clause 14.3.

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

(a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and

(b) 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 Society 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. Dissolution – members' liabilities

If the Society is wound up or dissolved (see clause 26), the members of the Society have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership

9.1. Membership of the Society shall be open to all those with a graduate level interest in theology and a wish to support the Society's aims.

9.2 The committee of trustees may require membership applications to be made in any reasonable way that they decide; may refuse an application for membership if they believe that it is in the best interests of the Society for them to do so; 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 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.

9.3 An annual subscription may be levied upon members. Any change in annual subscription rates shall be approved by a general meeting of the Society.

9.4 It is the duty of each member of the Society to exercise the powers of a member in the way that he or she decides in good faith would be most likely to further its purposes.

9.5 Membership shall be terminated by:

- the death of a member;
- cancellation of membership by a member;
- failure to pay the subscription.

9.6 The Society may agree and implement policies providing for the termination of membership in the case of serious professional misconduct.

9.7 Membership of the Society may not be transferred to another person.

10. Members' Decisions

10.1 General Provisions Subject to 10.2, any decision of the members of the Society 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.

10.2 Special Provisions

(a) Any decision to remove a trustee must be taken in accordance with clause 17 of this constitution (Dismissal of Trustees).

(b) Any decision to amend this constitution must be taken in accordance with clause 25 of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the Society 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 Society to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. Meetings of the Society

11.1 The Society shall hold an annual general meeting (AGM). Annual General Meetings shall be held at intervals of not less than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the annual report of the committee of trustees, and must appoint officers and elect trustees as specified in clauses 13, 14, and 15.

11.2 Other general meetings may be held at any time.

11.3 The trustees must, within 21 days, call a general meeting of the members of the Society if:

- (a) they receive a request to do so from at least 20 of the members of the Society, and
- (b) 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.

11.3.1 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

11.3.2 Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

11.3.3 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting. A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting. The Society must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Society shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

11.4 At least 14 days' notice must be given to all members of any general meeting. The notice must state the time, date and address of the meeting; give particulars of the general nature of any business to be discussed at the meeting and of any resolution to be moved at the meeting; and, if a proposal to alter the constitution of the Society is to be considered at the meeting, include the text of the proposed alteration.

11.5 A general meeting shall be quorate if it is attended by at least twenty members in good standing. No business may be transacted at any general meeting unless a quorum is present when the meeting starts. No decision that requires a meeting of the members may be made if the meeting is not quorate. 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.

11.6 A general meeting shall be chaired by the President, or in the President's absence by any other member of the committee of trustees.

11.7 Voting Decisions of a general meeting shall normally require a simple majority of those members present. Any objection to the qualification of anyone voting on a decision must be raised at the meeting at which the vote is cast, and the decision of the chair of the meeting shall be final.

11.7.1 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.

11.7.2 A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

11.7.3 A poll demanded on the appointment 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. 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) through the use of postal or electronic communications.

12. The Committee of Trustees

12.1 General The Society shall be served by a Committee of Trustees, chaired by a President. The members of the Committee of Trustees shall be the charity trustees of the Society. The charity trustees shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society.

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 Society in the way he or she decides in good faith would be most likely to further the purposes of the Society; 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 Society 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.

12.2 Eligibility

(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 17(d).

(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) All trustees shall be members of the Society in good standing.

12.3 Number

12.3.1 There shall be at least six charity trustees of the Society. 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.

12.3.2 There shall be a maximum of 15 charity trustees, as follows: a maximum of five ex officio trustees, henceforth "Officers" (President, Vice President, Secretary, Treasurer, Assistant Secretary); a maximum of eight elected trustees (comprising a maximum of six ordinary committee members, and a maximum of two BAME representatives); and a maximum of two co-opted trustees. No trustee appointment may be made in excess of these provisions. The appointment of a maximum of two BAME representatives shall in no way prejudice or preclude others identifying as BAME from holding positions as officers or other trustees of the Society (see clause 15.2).

12.4 Officers as Ex Officio Trustees

Any person appointed as President, Vice President, Secretary, Treasurer or Assistant Secretary (an Officer) shall automatically, by virtue of holding that office ("ex officio"), be a charity trustee. If unwilling to act as a trustee, the officer may:

(a) before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or

(b) after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).

The office of ex officio trustee will then remain vacant until the office holder ceases to hold office.

12.5 First Trustees

The first trustees of the Society as a Charitable Incorporated Organisation are:

13. President and Vice-President

13.1 There shall be a President of the Society, who shall chair the Society's Annual General Meeting and Committee meetings, give a plenary paper at one of the conferences of the Society held during her/his term of office, and otherwise assist in the work of the Society in such ways as the President and the Committee of Trustees may decide.

13.2 The President shall be a person of established reputation in the field of theology, chosen for her/his willingness, experience and ability to serve the interests of the Society. A President may be elected to a subsequent period of office, though only after an interval of at least one term.

13.3 The President shall be nominated by the Committee of Trustees and elected by the Society at its Annual General Meeting, normally in accordance with the following timetable and procedure:

(a) In a general circulation of members not later than the February after a President has taken office, opportunity shall be given to all members to indicate any suggestions they may have for suitable candidates for the Presidency when it next falls vacant.

(b) Following receipt of such suggestions, and any consultation the Committee may authorise, the Committee shall, at a meeting to be held not later than the first day of the first conference under the current President, choose a name to nominate to the Annual General Meeting of the Society held during that Conference.

(c) If approved by a simple majority vote of the Annual General Meeting, the person so nominated shall take office from the end of the next annual conference of the Society.

13.4 If in extraordinary circumstances the timetable outlined above cannot be adhered to then the process will be pursued in accordance with such timetable as the Committee deems appropriate.

13.5 A person duly nominated as President in accordance with the procedure in 13.3 above shall, immediately following approval by the Annual General Meeting of the Society, assume the office of Vice-President, to hold office until s/he assumes the office of President in accordance with 13.3c above. A person who holds the office of Vice-President shall be ex officio a member of the Committee, and shall normally chair the Committee in the absence of the President.

13.6 In the event of an unforeseen vacancy in the office of President or Vice President, or in the event that a person who becomes Vice-President is for any reason unable to assume the office of President, the Committee shall have power to fill the vacancy/ies as it deems fit for the remainder of the current term.

14. Secretary, Treasurer and Assistant Secretary

14.1 A Secretary and a Treasurer shall be elected annually by majority vote at the AGM. The holders of these offices should not normally serve more than six consecutive annual terms.

14.2 An Assistant Secretary may be appointed by the Committee of Trustees from among the elected trustees or co-opted trustees, and will at that point become an ex officio trustee. The appointment of an Assistant Secretary must be reviewed on an annual basis.

14.3 In recognition of their significant additional responsibilities and duties, the Secretary, Treasurer and Assistant Secretary (where appointed) may receive payments from the Society. The level of payments must be reviewed annually by the trustees, in the absence of the officers who are to receive the payments, and reported to the AGM. No trustee may take part in any decision relating to a payment that he or she is to receive. In determining the level of payment to be made, the trustees must satisfy themselves that the payments are reasonable and affordable, that they will not affect the Society's ability to carry out its objects, and that there continues to be a clear and significant benefit to the Society in offering these payments.

15 Elected Trustees: Ordinary Members of the Committee and BAME Representatives

15.1 Ordinary members of the Committee of Trustees shall be elected for a period of three years, commencing at the end of the AGM at which they are elected. Two ordinary members shall normally retire each year.

15.2 Up to two Black, Asian and Minority Ethnic (BAME) representatives shall be elected to the Committee of Trustees for a period of three years, commencing at the end of the AGM at which they are elected. BAME representatives must self-identify as BAME or of BAME heritage. The requirement to elect up to two BAME representatives shall apply regardless of the number of trustees on the committee who self-identify as BAME.

15.3 The Committee shall publicise all vacancies for elected trustees at least 28 days before the AGM and call for nominations. Elections shall be held at the AGM and shall be conducted by single transferable vote.

15.4 If an elected trustee is appointed as Assistant Secretary they shall be entitled to remain on the Committee of Trustees as an ex officio trustee for as long as they hold that post, up to a maximum of three further years.

15.5 A Committee member may be elected to a subsequent period of office after an interval of at least one year.

16. Co-opted Trustees

The Committee of Trustees may co-opt a maximum of two additional trustees. Co-opted trustees may be co-opted on an annual basis for no more than three consecutive years. They may be co-opted again only after an interval of at least one year.

17. Dismissal of Trustees

A charity trustee may be dismissed by the passing of a vote of no confidence by a simple majority at the AGM.

A charity trustee shall also cease to hold office if he or she:

- (a) retires by notifying the Society in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) dies;
- (c) 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
- (d) 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).

The Society may agree and implement policies providing for the termination of trustees' terms of office in the case of serious professional misconduct.

18. Decisions by the Trustees

Any decision of the Committee of Trustees may be taken either:

- (a) at a meeting of the Committee; or
- (b) by resolution in writing, or electronic form, agreed by a majority of 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 which the majority of all of the charity trustees has signified agreement.

19. Meetings of the Committee of Trustees

19.1 The Committee of Trustees shall meet as often as is required, but at least twice annually. Any trustee may call a meeting; meetings shall normally be called by the President. All trustees shall be notified by the Secretary at least two weeks in advance of a meeting.

19.2 A committee meeting shall be quorate if at least one-third of the charity trustees are present; no decision shall be taken unless a quorum is present at a time when the decision is taken. 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.

19.3 Meetings of the Committee shall be chaired by the President, or in the President's absence by the Vice-President; if both the President and the Vice-President are absent, the trustees shall appoint another of their number to chair the meeting.

19.4 Decisions of the Committee of Trustees shall normally be taken by simple majority vote.

19.5 A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. 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. Meetings held by electronic means must comply with rules for meetings, including chairing and taking of minutes.

19.6 The Committee, as the trustees of the Society, may delegate any of their powers or functions to a sub-committee or sub-committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Committee may at any time alter those terms and conditions, or revoke the delegation. 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 sub-committee may consist of two or more persons, but at least one member of each committee must be a trustee;
- (b) the acts and proceedings of any sub-committee must be brought to the attention of the Committee as a whole as soon as is reasonably practicable; and
- (c) the Committee shall from time to time review the arrangements which they have made for the delegation of their powers.

20. Execution of documents

The Society shall execute documents by signature. A document is validly executed by signature if it is signed by at least two of the trustees.

21. Communication with Members

21.1 The Society will comply with the requirements of the Communications Provisions in the General Regulations for charitable organisations.

21.2 Electronic Communication

21.2.1 To the Society Any member (including any trustee) of the Society may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

21.2.2 From the Society Any member (including any trustee) of the Society, by providing the Society with his or her email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the member has indicated to the Society his or her unwillingness to receive such communications in that form. The Society shall comply with all relevant legislation and regulations in regard to the handling of members' personal data.

The Society may, subject to compliance with any legal requirements, by means of publication on its website, provide the members with notice of general meetings in accordance with the provisions in clause 11. The Committee must take reasonable steps to ensure that members are promptly notified of the publication of any such notice or proposal; and send any such notice or proposal in hard copy form to any member who has not consented to receive communications in electronic form.

22. Keeping of Registers

The Society will 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.

23. Minutes and Records

23.1 Minutes The Trustees must keep minutes of all:

- (1) appointments made by the Trustees to specific roles (e.g. the Assistant Secretary);
- (2) proceedings at general meetings of the Society;
- (3) meetings of the Committee of Trustees and any sub-committees 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 Committee of Trustees otherwise than in meetings.

23.2 Accounting records, accounts, annual reports and returns, register maintenance

23.2.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of 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 Society, within 10 months of the financial year end.

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

24. Rules and Policies

The Committee of Trustees may from time to time propose such reasonable and proper rules or policies as they may deem necessary or expedient for the proper conduct and management of the Society. Such rules or policies must not be inconsistent with any provision of this constitution. All substantive changes to the Society's rules or policies shall be subject to the approval of the membership at a general meeting. Copies of any rules or policies currently in force must be made available to any member of the Society on request.

25. Amendments to the Constitution

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

25.1 This constitution can only be amended:

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

25.2 Any alteration of clause 3 (Objects), clause 26 (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 Society or persons connected with them, requires the prior written consent of the Charity Commission.

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

25.4 A copy of any resolution altering the constitution, together with a copy of the 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.

26. Voluntary winding up or dissolution

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

(a) at a general meeting of the members of the Society 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 response to the question put to the general meeting; or

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

26.2 Subject to the payment of all the Society's debts:

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

(b) If the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the Society 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 Society.

26.3 The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:

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

(i) a copy of the resolution passed by the members of the Society;

(ii) a declaration by the Trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and

(iii) a statement by the Trustees setting out the way in which any property of the Society 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 Society, and to any trustee of the Society who was not privy to the application.

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

APPENDIX

Interpretation: For the purposes of this constitution:

Where the term BAME is used, we understand that some prefer to identify as African, African Caribbean, Asian, Majority World Christians or Christians from the Majority World, or of Majority World heritage.

A 'member in good standing' means a member who is up to date in payment of the subscription.

"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 sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) 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
- (e) 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 9, Chapter 4] of the General Regulations.

"trustee" means a charity trustee of the Society.