

Liverpool Chinese Gospel Church

CONSTITUTION

Adopted on 24 April 2010

Revised on 1 December 2013

11 Great George Square, Liverpool L1 5DY

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ARTICLE 1 THE NAME

The organisation shall be known as the Liverpool Chinese Gospel Church hereafter referred to as '**The Church**'.

(Note to readers: The name reflects the original aim of the organisation to advance the gospel of Jesus Christ to the Chinese community in Liverpool.)

ARTICLE 2 THE OBJECTS OF THE CHURCH

- 2.1 To advance the Christian religion primarily but not exclusively in Liverpool and the surrounding area, in accordance with the doctrinal basis hereafter stated.
- 2.2 To relieve hardship, poverty, distress and sickness primarily but not exclusively in Liverpool and the surrounding area.
- 2.3 To advance the education and training of the public, primarily but not exclusively in Liverpool and the surrounding area.
- 2.4 To further such charitable purposes as the trustees in their absolute discretion may from time to time decide.

ARTICLE 3 THE DOCTRINAL BASIS OF THE CHURCH

The Church accepts the Bible (containing the Old Testament and New Testament only) as the authoritative Word of God. We believe and maintain the following:

- 3.1 The unity of the Father, the Son and the Holy Spirit in the God-head.
- 3.2 The sovereignty of God in creation, revelation, redemption and the final judgement.
- 3.3 The divine inspiration and infallibility of the Holy Scripture, as originally given, and its supreme authority in all matters of faith and conduct.
- 3.4 The universal sinfulness and guilt of human nature since the Fall, rendering man subject to God's wrath and condemnation.
- 3.5 Redemption from guilt, penalty and power of sin only through the sacrificial death of Jesus Christ (as our Representative and Substitute), the Incarnate Son of God.
- 3.6 The physical resurrection of Jesus Christ from the dead, and His ascension to the right hand of the throne of God the Father.

- 3.7 The necessity of the work of the Holy Spirit to make the death of Christ effective to the individual sinner, granting him repentance towards God and faith in Jesus Christ.
- 3.8 The indwelling and the work of the Holy Spirit in the believer.
- 3.9 The one holy universal Church, which is the Body of Christ, and to which all true believers belong.
- 3.10 The expectation of the personal return of the Lord Jesus Christ.

ARTICLE 4 POWERS

The Church has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research.
- 4.2 To provide advice.
- 4.3 To publish or distribute information.
- 4.4 To co-operate with other bodies, including other Christian Churches and organisations who share our general aims and beliefs
- 4.5 To support, administer or set up other charities.
- 4.6 To raise funds (but not by means of taxable trading).
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 4.8 To acquire or hire property of any kind.
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 4.10 To make grants or loans of money and to give guarantees.
- 4.11 To set aside funds for special purposes or as reserves against future expenditure.
- 4.12 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:

- 4.13.1 The investment policy is recorded in writing for the financial expert by the Trustees;
- 4.13.2 Every transaction is reported promptly to the Trustees;
- 4.13.3 The performance of the investments is reviewed regularly with the Trustees;
- 4.13.4 The Trustees are entitled to cancel the delegation arrangement at any time;
- 4.13.5 The investment policy and the delegation arrangement are reviewed at least once a year;
- 4.13.6 All payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Trustees on receipt;
- 4.13.7 The financial expert must not do anything outside the powers of the Trustees.
- 4.14 To insure the property of **The Church** against any foreseeable risk and take out other insurance policies to protect **The Church** when required.
- 4.15 To pay for indemnity insurance for the Trustees.
- 4.16 Subject to Article 10, to employ paid or unpaid agents, staff or advisers.
- 4.17 To enter into contracts to provide services to or on behalf of other bodies.
- 4.18 To establish or acquire subsidiary companies to assist or act as agents for **The Church**.
- 4.19 To pay the costs of forming **The Church**.
- 4.20 To do anything else within the law which promotes or helps to promote the Objects.

ARTICLE 5 THE CHURCH MEMBERSHIP

- 5.1 Application for Membership shall be open to all who fulfil the following criteria:
 - 5.1.1 Must be born-again Christians, having experienced the New Birth through repentance of sins and faith in the Lord Jesus Christ (John 3:5-6),

- 5.1.2 Must be baptised Christians,
- 5.1.3 Must be in agreement with the aims and doctrinal basis of **The Church**,
- 5.1.4 Must agree to abide by the constitution of **The Church**,
- 5.1.5 Must submit a written application to the Church Secretary and
- 5.1.6 Must have their application approved by the Board of Trustees, upon recommendation by the leadership committee of the respective congregation.

- 5.2 Transfer of church membership from another church may be accepted subject to the approval of the Board of Trustees. Normally a letter of recommendation from the former church is required.

- 5.3 Church members are not required to relinquish their membership in their former church provided that its doctrinal basis does not differ significantly from that of **The Church**.

- 5.4 New members (including transferred members) shall enjoy membership rights and obligations upon the fulfilment of the requirements of Article 5.1 but shall be presented and formally received at the next general meeting following their acceptance as members.

- 5.5 Members are entitled to:-
 - 5.5.1 Hold office;
 - 5.5.2 Submit proposal in writing at any time for consideration of the Board of Trustees and such a proposal shall be considered if it has the signed support of no less than ten church members;
 - 5.5.3 Request the Board of Trustees to convene an Extraordinary General Meeting for stated purposes and such request shall be honoured when it is presented in writing bearing the signature of no less than one third (1/3) of the total church membership.
 - 5.5.4 Additional benefits or entitlements accorded to church members as mentioned in the relevant terms of reference.

- 5.6 Members are obliged to:
 - 5.6.1 Attend the vote at General Meetings;
 - 5.6.2 Support **The Church** by:-
 - (a) meeting regularly for corporate worship, prayer and the Lord's Supper;

- (b) prayerful stewardship of time, talents and money in the life and work of **The Church**;
- (c) abiding by decisions made at general meetings; and
- (d) any other responsibilities mentioned in the relevant terms of reference.

5.7 Membership shall continue until it is terminated upon:

- 5.7.1 The individual notifying the Board of Trustees, in writing, of his or her wish to resign as a member; or
- 5.7.2 The individual being absent from two consecutive general meetings without submitting apologies in writing to the Church Secretary; or
- 5.7.3 The individual consistently engaging in ways or teachings that are contrary to the Bible and/or the doctrinal basis of **The Church** or
- 5.7.4 The individual consistently engaging in ways or teachings that risk causing serious detriment to the reputation of **The Church**.
- 5.7.5 The individual being absent from regular corporate worship for four months, unless this is due to health reasons or temporarily away from the country.

5.8 Decision over the termination of church membership shall be vested in the Board of Trustees, upon the recommendation of the leadership committee of the congregation he/she usually attends. The church member concerned shall have an opportunity to present his/her case verbally or in writing, but the decision of the Board of Trustees shall be final.

5.9 The Board of Trustees may re-instate church membership to any individual who has had his/her membership terminated if, in the opinion of the Board of Trustees, the individual concerned has repented and returned to a life that is consistent with the Scriptures and doctrinal basis of **The Church** and accepts **The Church** constitution.

ARTICLE 6 CHURCH GOVERNMENT

The main governing body of **The Church** shall be the Board of Trustees.

ARTICLE 7 BOARD OF TRUSTEES

7.1 The Board of Trustees shall consist of not less than four (4) voting members being:

- 7.1.1 Not more than six Elders appointed in accordance with Article 7.8.
- 7.1.2 Members who are not Elders elected in accordance with Article 7.9
- 7.2 Trustees shall serve a term of up to five (5) years and shall retire from office together at every Church Elections Annual General Meeting (CE-AGM) after the date on which they came into office but they may be re-appointed or re-elected.
- 7.3 The chairperson of the Board of Trustees shall be chosen by the Board of Trustees.
- 7.4 The functions of the Board of Trustees shall include:
- 7.4.1 Upholds the objects of **The Church** as a single united entity
 - 7.4.2 Ensures that **The Church** is well run, achieves its goals and remains solvent
 - 7.4.3 Ensures that **The Church** is in compliance with UK and EU laws.
 - 7.4.4 Acts in the best interests of **The Church**
 - 7.4.5 Protects **The Church's** reputation
 - 7.4.6 Responsible for resource planning
 - 7.4.7 Approves long term goals for church growth (evangelism)
 - 7.4.8 Maintains church discipline in consultation with the Pastoral Team. This is to be read in conjunction with Article 13.3.
 - 7.4.9 Carry out any function not reserved to another body under this constitution or delegated to another party.
- 7.5 The Board of Trustees shall be able to co-opt additional trustees. Co-opted Trustees shall serve only until the first general meeting following their co-option. At that general meeting, they shall stand down, but may have their appointment approved by election by **The Church** Membership. Once the appointment is approved by **The Church** Members, such Trustees shall stand until the next CE-AGM following their confirmation, at which they shall retire. This article should be read in conjunction with Articles 7.8 and 7.9.
- 7.6 The Board of Trustees shall be able to appoint additional individuals to attend trustee meetings. Individuals appointed under this article shall be entitled to attend trustee meetings but shall not vote or count towards the quorum for trustee meetings;
- 7.7 The proceedings of the Board of Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 7.8 TRUSTEES WHO ARE ELDERS**
- 7.8.1 At anytime, there shall not be more than two Trustees who are Elders from each congregation.
 - 7.8.2 Where a congregation has fewer than three Elders, all Elders from that

congregation shall automatically become members of the Board of Trustees.

- 7.8.3 For congregations with three or more Elders, two of the Elders from that congregation will be elected by **The Church** Membership at the CE-AGM.
- 7.8.4 Elders, under Article 7.8.3, shall be eligible for trustee election or re-election when the Church Secretary receives a nomination by any member of the Leadership Co-ordination Team or the Leadership Committee, seconded by a member of the Trustee Board, at least twenty eight (28) days before the CE-AGM.
- 7.8.5 Where a congregation has two Elders appointed as Trustees, subject to Article 7.8.6 any subsequently appointed Elders shall not become eligible for election as a Trustee until the next CE-AGM.
- 7.8.6 Where a congregation has two Elders as Trustees and one or both have their trusteeship determined,
- (a) If the number of Elders remaining in that congregation (excluding those individuals who have had their trusteeship determined) is equal or fewer than the number of vacated Trustee seats, all of the remaining Elders shall automatically become members of the Board of Trustees.
 - (b) If the number of Elders remaining in that congregation (excluding those individuals who have had their trusteeship determined) is greater than the number of vacated trustee seats, additional Elders may be co-opted onto the Board by the Board of Trustees, subject to Article 7.8.1. All such co-opted Elders shall retire as Trustees at the first general meeting following their co-option but may have their appointment approved by election, in accordance with Article 7.5.
- 7.8.7 All Elders co-opted as a Trustee under Article 7.8.6(b) are eligible for election following the receipt by the Church Secretary of a nomination by any member of the Leadership Co-ordination Team or the Leadership Committee, seconded by a member of the Trustee Board at least twenty eight (28) days before the general meeting at which the election shall take place.

7.9 TRUSTEES WHO ARE NOT ELDERS

- 7.9.1 Trustees who are not Elders shall be church members elected at the CE-AGM.
- 7.9.2 The Board of Trustees shall from time to time decide upon the number of Trustees who are not Elders to be elected onto the Board of Trustees.

- 7.9.3 Trustees who are not Elders shall be appointed by following process:
- a) Eligible candidates will be nominated by a Church Member, and seconded by a member of the Leadership Committee;
 - b) Their nomination must be approved by the Leadership Co-ordination Team and received by the Church Secretary at least twenty eight (28) days before the CE-AGM.
 - c) Appointment is confirmed when approval is granted by vote at a general meeting by **The Church** Members, following the support of two thirds (2/3) of the members present and voting in person or through other means permitted under the constitution. This article is to be read in accordance with Article 17.5.7.
- 7.9.4 Co-opted Trustees who are not Elders may be elected at the next general meeting after the date of the co-option following the support of two thirds (2/3) of the members present and voting in person or through other means permitted under the constitution. This article is to be read in accordance with Articles 7.5 and 17.5.7.

7.10 NON-VOTING MEMBERS

- 7.10.1 The Board of Trustees may invite non-voting members to attend Trustee Board meetings.
- 7.10.2 The most senior member of the Pastoral staff shall be appointed to attend Board of Trustees meetings in a non-voting capacity as a Pastoral Representative.
- 7.10.3 Seniority of the Pastoral staff will be determined by the Board of Trustees.
- 7.10.4 The Pastoral Representative shall not count towards the quorum for Board of Trustees meetings
- 7.10.5 The Church Secretary shall attend the Board of Trustees meetings in a non-voting capacity.
- 7.10.6 The Church Secretary shall not count towards the quorum for Board of Trustees meetings
- 7.10.7 The Church Treasurer shall attend the Board of Trustees meetings in a non-voting capacity.
- 7.10.8 The Church Treasurer shall not count towards the quorum for Board of Trustees meetings

ARTICLE 8 DETERMINATION OF MEMBERSHIP OF BOARD OF TRUSTEES

- 8.1** A member of the Board of Trustees shall cease to hold office if he or she:
- 8.1.1 Is disqualified from acting as a member of the Board of Trustees by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 8.1.2 Becomes incapable of acting as a Trustee by reason of mental disorder, illness or injury;
 - 8.1.3 Notifies the Board of Trustees, in writing, of his or her wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect). The period of notice to resign will be six months or in timeframe that is mutually agreed between the Trustee who is leaving and the Board of Trustees.
 - 8.1.4 Is required to stand down following a resolution passed by a majority of the remaining Trustees.
- 8.2 A member of the Board of Trustees shall cease to hold office upon the occurrence of such matters referred to in Article 5.7.
- 8.3 Any Elder who is a Trustee shall have his/her membership of the Board of Trustees determined with immediate effect upon ceasing to be an Elder.
- 8.4 The Board of Trustees shall convene a general meeting to inform **The Church** Membership of the removal of any Trustee within four (4) weeks of the decision being made. This article is to be read in conjunction with Article 8.1.4.
- 8.5 Any trustee removed by virtue of Article 8.1.4 may be re-instated by a resolution passed by a two thirds (2/3) majority of **The Church** membership.

ARTICLE 9 MEETINGS AND PROCEEDINGS OF THE BOARD OF TRUSTEES

- 9.1** The Board of Trustees shall hold at least four (4) ordinary meetings each year.
- 9.2** A special meeting may be called at any time by the Chair or by any two members of the Board of Trustees upon not less than seven (7) days' notice being given to the other members of the Board of Trustees of the matters to be discussed.
- 9.3** A written resolution signed by the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one written or electronic document (including email) and will be treated as passed

on the date of the last assent required for the passing of the resolution in question.

- 9.4** The Trustees will discuss motions put forth by church members in accordance with Article 5.5.2.
- 9.5** The Board of Trustees shall hold a special trustee meeting within fourteen (14) days of each CE-AGM.
- 9.6** At the first special trustee meeting following the CE-AGM, the Board of Trustees shall appoint the following:
- 9.6.1** Chairperson of the Board of Trustees
 - 9.6.2** Chairperson of the Leadership Co-ordination Team
 - 9.6.3** Chairperson of the Management Team
 - 9.6.4** A Representative of the Pastoral Staff
 - 9.6.5** Church Secretary
 - 9.6.6** Church Treasurer and Finance Officer(s)
 - 9.6.7** Any other positions deemed necessary by the Board of Trustees
- 9.7** The Board of Trustees may from time to time appoint an individual to fill any vacancy in any role created by virtue of Article 9.6. The roles and responsibilities of the individual will be stipulated by the Board of Trustees in the terms of reference.
- 9.8** The chairperson shall act as Chair at meetings of the Board of Trustees. If the Chair is absent from any meeting, the members of the Board of Trustees present shall choose one of their number to be Chair of the meeting before any other business is transacted.
- 9.9** There shall be a quorum when at least two thirds (2/3) of the Board of Trustees for the time being, or three members of the Board of Trustees, whichever is the greater, are present at a meeting.
- 9.10** Every matter shall be determined by a majority of the Board of Trustees either in person or in writing including electronic means. In the case of equality of votes, the Chair of the meeting shall have a casting vote.
- 9.11** The Board of Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Board of Trustees and any sub-committee.
- 9.12** The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this constitution.
- 9.13** Subject to the constitution, the Board of Trustees may delegate to a sub-committee, task-group or individual for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee or individual, provided that all acts and proceeding of any such sub-

committee or individual shall be fully and promptly reported to the Board of Trustees.

- 9.14 Subject to the constitution, the Board of Trustees shall formulate terms of reference for any sub-committees, task-groups or individuals that it appoints.
- 9.15 Trustees not appointed to a sub-committee or task-group may attend all sub-committee or task-group meetings in a non-voting capacity.
- 9.16 The Board of Trustees may exercise any powers of **The Church** which are not reserved to members or otherwise, by virtue of the constitution or statute.

ARTICLE 10 REMUNERATION OF TRUSTEES

- 10.1 Other than the Pastoral Representative (who does not vote) no member of the Board of Trustees shall acquire any interest in property belonging to **The Church** (other than as a trustee for **The Church**) or receive remuneration or be interested (other than as a member of the Board of Trustees) in any contract entered into by Board of Trustees.
- 10.2 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:
 - 10.2.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 10.2.2 be absent from that part of the meeting unless expressly invited to remain in order to provide information;
 - 10.2.3 not be counted in the quorum for that part of the meeting;
 - 10.2.4 be absent during the vote and have no vote on the matter.

ARTICLE 11 LEADERSHIP CO-ORDINATION TEAM (LCT)

- 11.1 This sub-committee has the responsibility of providing a platform for inter-congregational dialogue to ensure that all congregations work in harmony and synchrony with each other and towards the achievement of **The Church** objects.
- 11.2 This sub-committee shall consist of:
 - 11.2.1 A representative of the Board of Trustees
 - 11.2.2 Representatives nominated by each of the Leadership Committees
 - 11.2.3 A representative from the Management Team
 - 11.2.4 Representatives of any other teams, as determined by the Board of Trustees

- 11.3 The chair of this sub-committee shall be the representative of the Board of Trustees.
- 11.4 This group shall report to the Board of Trustees.
- 11.5 All other aspects of the Leadership Co-ordination Team shall be determined by the Board of Trustees, according to terms of reference established under Article 9.14.

ARTICLE 12 MANAGEMENT TEAM (MT)

- 12.1 This sub-committee has the responsibility of managing the practical responsibilities of running **The Church** in accordance with directions set out by the Board of Trustees.
- 12.2 This sub-committee shall consist of:
 - 12.2.1 A representative of the Board of Trustees
 - 12.2.2 The Church Treasurer and/or Finance Officer(s);
 - 12.2.3 Other individuals appointed by the Management Team.
- 12.3 The chair of this sub-committee may be the Trustee representative of the Board of Trustees or a person appointed from within the Management Team, as determined by the Board of Trustees.
- 12.4 This group shall report to the Board of Trustees.
- 12.5 All other aspects of the Management Team shall be determined by the Board of Trustees, according to Terms of Reference established under Article 9.14.

ARTICLE 13 PASTORAL TEAM (PT)

- 13.1 This sub-committee shall consist of all Church Elders and Pastoral staff of **The Church**.
- 13.2 At each meeting, this group will be led by an Elder of **The Church**. The leader will be determined by the Elders of **The Church**.
- 13.3 Pastoral Team shall assist the Board of Trustees in the matter of maintaining church discipline, in conjunction with Article 7.4.8.
- 13.4 All other aspects of the Pastoral Team shall be determined by the Board of Trustees, according to terms of reference established under Article 9.14.

ARTICLE 14 LEADERSHIP COMMITTEES (LC)

- 14.1 Each church congregation shall, where possible, be represented by a Leadership Committee.
- 14.2 Each Leadership Committee shall consist of:
 - 14.2.1 Pastoral staff of each congregation,
 - 14.2.2 Church leaders who may include Elders, Deacons and ministry leaders
 - 14.2.3 Other volunteers appointed by the Leadership Committee
- 14.3 Each Leadership Committee shall report to the Leadership Co-ordination Team.
- 14.4 All other aspects of the Leadership Committees shall be determined by the Board of Trustees, according to terms of reference established under Article 9.14.

ARTICLE 15 CHURCH OFFICERS

The Church shall where possible appoint the following officers:

15.1 ELDERS

- 15.1.1** Elders shall be individual members who are appointed to assist the Pastoral staff in the areas of faith, teaching and spiritual guidance.
- 15.1.2** The duties of Elders are to
 - a) Lead **The Church** by making themselves available to serve on the Board of Trustees.
 - b) Act as custodians of the Faith (Acts 6:2-4)
 - c) Watch for the spiritual life of **The Church** (He 13:17)
 - d) Assist the Pastoral staff in their pastoral responsibilities and in their absence, ensure that these responsibilities are discharged accordingly. (Acts 6:2-4)
 - e) Assist in decision making for **The Church**
 - f) Assist in settling disputes. (Acts 15:1-2)
 - g) Pray for the sick (James 5:14)
 - h) Protect **The Church** from doctrinal error (1 Peter 5:1-4)
 - i) Such other duties as stipulated by the Board of Trustees in the relevant terms of reference.
- 15.1.3** Elders shall be appointed by following election process:
 - a) Eligible candidates will be nominated by the Leadership Committee, and seconded by a member of the Board of Trustees;
 - a) Their nomination must be approved by the Leadership Co-ordination Team and received by the Church Secretary at least twenty eight (28) days before any general meeting.

- b) Appointment is confirmed when approval is granted by vote at a general meeting by **The Church** Members, following the support of two thirds (2/3) of the members present and voting in person or through other means permitted under the constitution. This article is to be read in accordance with Article 17.5.7.

15.1.4 Elders shall serve a term of up to five (5) years and shall retire from office together at every Church Elections Annual General Meeting after the date on which they came into office but they may be re-elected.

15.1.5 If an Elder wishes to resign, he or she shall notify the Board of Trustees in writing (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect). The period of notice to resign will be six months or in a time frame that has been mutually agreed between the Elder who is resigning and the Board of Trustees.

15.1.6 Elders may be removed by a resolution passed by a majority of the Board of Trustees either in person or in writing including electronic means, or the presence of at least three trustees at the meeting voting in support on the matter in question, whichever is greater. This article is to be read in accordance with Article 9.10.

15.1.7 The Board of Trustees shall convene a general meeting to inform the membership of the removal of any Elder within four (4) weeks of the decision being made. This article is to be read in conjunction with Article 15.1.6.

15.1.8 Any Elder removed by virtue of Article 15.1.6 may be re-instated by a resolution passed by a two thirds (2/3) majority of the membership.

15.1.9 All other aspects of the role of Elders shall be determined by the Board of Trustees, according to terms of reference established under Article 9.14.

15.2 DEACONS

15.2.1 The duties of Deacons shall be to:

- a) Assist the pastoral staff with practical duties of managing **The Church**.
- b) Such other duties as stipulated by the Board of Trustees in the relevant terms of reference.

15.2.2 Deacons shall be appointed by the following election process:

- b) Eligible candidates will be nominated by the Leadership Committee, and seconded by a member of the Board of Trustees;

- c) Their nomination must be approved by the Leadership Co-ordination Team and received by the Church Secretary at least twenty eight (28) days before any general meeting.
- d) Appointment is confirmed when approval is granted by vote at a general meeting by **The Church** Members, following the support of two thirds (2/3) of the members present and voting in person or through other means permitted under the constitution. This article is to be read in accordance with Article 17.5.7.

15.2.3 Deacons shall serve a term of up to five (5) years and shall retire from office together at every Church Elections Annual General Meeting after the date on which they came into office but they may be re-elected.

15.2.4 If a Deacon wishes to resign, he or she should notify the Board of Trustees in writing. The period of notice to resign will be six months or in time frame that has been mutually agreed between the Deacon who is resigning and the Board of Trustees.

15.2.5 Deacons may be removed by a resolution passed by a majority of the Board of Trustees either in person or in writing including electronic means, or the presence of at least three trustees at the meeting voting in support on the matter in question, whichever is greater. This article is to be read in accordance with Article 9.10.

15.2.6 The Board of Trustees shall convene a general meeting to inform the membership of the removal of any Deacon within four (4) weeks of the decision being made. This article is to be read in conjunction with Article 15.2.5.

15.2.7 Any Deacon removed by virtue of Article 15.2.5 may be re-instated by a resolution passed by a two thirds (2/3) majority of the membership.

15.2.8 All other aspects of the role of Deacons shall be determined by the Board of Trustees, according to terms of reference established under Article 9.14.

15.3 CHURCH SECRETARY

- 15.3.1** The duties of the Church Secretary shall be to:
- a) Ensure the proper maintenance of membership and baptismal records
 - b) Keep a record of all decisions of **The Church** made at general meetings
 - c) To keep on file all communications and written reports of **The Church**
 - d) Give notice of all meetings where such notice is necessary.

e) Such other duties as stipulated by the Board of Trustees in the relevant terms of reference.

- 15.3.2** The Church Secretary shall be appointed by the Board of Trustees, following consultations with the Leadership Co-ordination Team.
- 15.3.3** The Church Secretary shall be presented and formally received at a General Meeting following his or her appointment.
- 15.3.4** The Church Secretary shall serve a term of up to five (5) years and shall retire from office at every Church Elections Annual General Meeting after the date on which he or she came into office but they may be re-appointed by the Board of Trustees.
- 15.3.5** If the Church Secretary wishes to resign, he or she should notify the Board of Trustees in writing. The period of notice to resign will be six months or in a time frame that has been mutually agreed between the Church Secretary and the Board of Trustees.
- 15.3.6** The Church Secretary shall, upon relinquishing his or her position whether through resignation, appointment of his/her successor or otherwise, promptly deliver to the elected successor or, if none, to the chairperson of the Board of Trustees, all books and records he/she is relinquishing as well as all copies thereof.
- 15.3.7** The Church Secretary may be removed by a resolution passed by a majority of the Board of Trustees either in person or in writing including electronic means, or the presence of at least three trustees at the meeting voting in support on the matter in question, whichever is greater. This article is to be read in accordance with Article 9.10.
- 15.3.8** The Board of Trustees may convene a general meeting to inform the membership of the removal of the Church Secretary within four (4) weeks of the decision being made. This article is to be read in conjunction with Article 15.3.7.
- 15.3.9** The Church Secretary, if removed by virtue of Article 15.3.7 may be re-instated by a resolution passed by a two thirds (2/3) majority of the membership.
- 15.3.10** All other aspects of the role of Church Secretary shall be determined by the Board of Trustees, according to terms of reference established under Article 9.14.

15.4 CHURCH TREASURER AND FINANCE OFFICER(S)

- 15.4.1** The duties of the Church Treasurer shall be to:
- a) Ensure the financial stability of The Church

- b) Protect and manage the property of The Church and to ensure the proper investment of The Church's funds
- c) Make a formal presentation of the accounts at the General Meetings
- d) Assist the Board of Trustees in reaching sound decisions by providing any specific skills, knowledge or experience that he or she may possess
- e) Keep the Board of Trustees informed about its financial duties and responsibilities
- f) Supervise the duties of the Finance Officer(s)
- g) Such other duties as stipulated by the Board of Trustees in the relevant terms of reference.

15.4.2 The duties of the Finance Officer shall be determined by the Board of Trustees in consultation with the Church Treasurer.

15.4.3 The role of the Finance Officer shall be stipulated in the terms of reference.

15.4.4 The Church Treasurer shall be appointed by the Board of Trustees, following consultations with the Leadership Co-ordination Team.

15.4.5 The Church Treasurer shall be presented and formally received at a General Meeting following his or her appointment.

15.4.6 The Church Treasurer shall serve a term of up to five (5) years and shall retire from office at every Church Elections Annual General Meeting after the date on which he or she came into office but they may be re-appointed by the new Board of Trustees.

15.4.7 All books, records and accounts kept by the Church Treasurer shall be the property of **The Church** and may be audited as directed by the Board of Trustees.

15.4.8 If the Church Treasurer wishes to resign, he or she should notify the Board of Trustees in writing. The period of notice to resign will be six months or in a time frame that has been mutually agreed between the Church Treasurer and the Board of Trustees.

15.4.9 The Church Treasurer shall, upon relinquishing his or her position whether through resignation, appointment of his/her successor or otherwise, promptly deliver to the elected successor or, if none, to the chairperson of the Board of Trustees, all books, records and accounts he/she is relinquishing as well as all copies thereof.

15.4.10 The Church Treasurer may be removed by a resolution passed by a majority of the Board of Trustees either in person or in writing including electronic means, or the presence of at least three trustees at the meeting voting in support on the matter in question, whichever is greater. This article is to read in accordance with Article 9.10.

15.4.11 The Board of Trustees may convene a general meeting to inform the membership of the removal of the Church Treasurer within four (4) weeks of the decision being made. This article is to be read in conjunction with Article 15.4.10.

15.4.12 The Church Treasurer, if removed by virtue of Article 15.4.10 may be re-instated by a resolution passed by a two thirds (2/3) majority of the membership.

15.4.13 All other aspects of the role of Church Treasurer shall be determined by the Board of Trustees, according to terms of reference established under Article 9.14.

15.5 CHURCH ADVISOR

All aspects of the role of Church Advisor shall be determined by the Board of Trustees, according to terms of reference established under Article 9.14.

ARTICLE 16 PROPERTY

16.1 Subject to the provisions Article 16.2, the Board of Trustees shall cause the title to all land held by or in trust for **The Church** which is not vested in the Official Custodian for Charities and all investments held by or on behalf of **The Church** to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided they act only in accordance with the lawful directions of the Board of Trustees, the holding trustees shall not be liable for the acts and defaults of its members.

16.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of **The Church**, the Board of Trustees may permit any investments held by or in trust for **The Church** to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Board of Trustees, and may pay such a nominee reasonable and proper remuneration for acting as such.

ARTICLE 17 CHURCH GENERAL MEETINGS

17.1 Other than provided for in this constitution, all other matters relating to general meetings shall be determined by the Board of Trustees, according to terms of reference established under Article 9.14.

17.2 ANNUAL GENERAL MEETING (AGM)

17.2.1 An AGM shall be held in every calendar year.

17.2.2 Every fifth AGM shall be a CE-AGM at which all members of the Board of Trustees, Elders and Deacons must retire, but may be re-elected in accordance with the Articles 7.8 (Trustees who are Elders) 7.9 (Trustees who are not Elders), 15.1.4 (Elders) and 15.2.3 (Deacons).

17.2.3 The functions of the AGM shall be to:-

- (a) Receive annual reports;
- (b) Approve the budget for the Current Financial year
- (c) Accept the retirement of those Trustees or Church officers who wish to retire or who are retiring in accordance with Articles 7.2, 7.5 and 17.2.2;
- (d) Approve the appointment of Trustees or Church Officer to fill the vacancies arising
- (e) Vote upon any motions duly submitted in accordance with the constitution
- (f) Fulfil any other additional functions as determined by the Board of Trustees.

17.3 ORDINARY GENERAL MEETING(S) (OGM)

17.3.1 An OGM shall be held in every calendar year.

17.3.2 The functions of the OGM shall be to:

- (a) Review the progress of **The Church** activities and budget
- (b) Approve the appointment of Church Officers
- (c) Vote upon any motions duly submitted in accordance with the constitution
- (d) Fulfil any other additional functions as determined by the Board of Trustees

17.4 EXTRAORDINARY GENERAL MEETING(S) (EGM)

17.4.1 An EGM shall be called by the Board of Trustees for consideration of urgent church matters at other times of the year.

17.4.2 An EGM shall also be called according to Article 5.5.3.

- 17.4.3 The functions of the EGM may be to:
- (a) Approve the appointment of Church Officers
 - (b) Vote upon any motions duly submitted in accordance with the constitution
 - (c) Fulfil any other functions as determined by the Board of Trustees.

17.5 PROCEDURE AT GENERAL MEETINGS

- 17.5.1 At least fourteen (14) days' notice shall be given to Church Members to convene any general meetings.
- 17.5.2 The Chair of **The Church** General Meetings shall be taken by the chairperson of the Board of Trustees or by another member of the Board of Trustees, appointed by the chairperson of the Board of Trustees.
- 17.5.3 The quorum shall be half (1/2) of **The Church** membership for AGMs and OGMs and two-thirds (2/3) of the membership for EGMs. Postal ballots received at least two (2) days before the general meeting will count towards the quorum. Apologies received shall not count towards the quorum.
- 17.5.4 Motions which require special discussion at a general meeting by church members shall be seconded, and submitted in writing at least ten (10) days before the meeting to the Church Secretary.
- 17.5.5 Motions properly presented shall be circulated by the Church Secretary to church members at least seven (7) days before the general meeting at which the motion is to be discussed.
- 17.5.6 Only church members whose names appear on **The Church** Members' register are entitled to vote at general meetings.
- 17.5.7 Voting may be by hand vote, by ballot or by postal ballots. The chairperson of the General Meeting shall determine the mode(s) of voting for the meeting and /or on matters on the agenda.
- 17.5.8 A motion shall be resolved by ballot if so demanded by not less than five (5) church members. The request for resolution by ballot shall be received by the Church Secretary in writing at least seven (7) days before **The Church** general meeting.
- 17.5.9 Resolutions at a meeting shall not be deemed to have been carried unless supported by the votes of not less than two-thirds (2/3) of the members present and voting either in person, or through other means permitted under the constitution. This article shall not

apply to decisions taken in accordance with Articles 21 (Amendments to the Constitution) and 23 (Amendment and Dissolution/Winding Up).

- 17.5.10 A written resolution signed by two thirds (2/3) of total membership is as valid as a resolution passed at a general meeting. For this purpose, the resolution may be contained in more than one written or electronic document (including email) and will be treated as passed on the date of the last required signature. Written resolutions shall not be permitted in relation to AGMs or OGMs or in relation to decisions taken in accordance with Articles 21 (Amendments to the Constitution) and 23 (Dissolution/Winding Up).
- 17.5.11 A postal ballot is one that is cast using a “postal ballot form” which is a written or electronic document submitted by a member seeking to vote on a matter at a general meeting but who shall not be in attendance.
- 17.5.12 In the case of postal ballots, the member shall be responsible for obtaining the ballot from **The Church** and shall ensure that the completed ballot reaches **The Church** office or the Church Secretary at least two days before the general meeting.
- 17.5.13 Subject to the constitution, the chairperson will have the final authority to determine the applicability or otherwise of postal voting. Members shall be notified of the applicability of postal voting within the notice for the general meeting.

ARTICLE 18 FINANCE AND AUDIT

- 18.1 The Board of Trustees shall comply with their obligations under the Charities Acts (or any statutory re-enactment or modification of the Acts) with regard to:
 - 18.1.1 the keeping of accounting records for **The Church**
 - 18.1.2 the preparation of annual Statements of Accounts for **The Church**;
 - 18.1.3 the auditing or independent examination of the Statements of Account of **The Church**; and
 - 18.1.4 the transmission of the Statements of Accounts of **The Church** to the Charity Commission.
- 18.2 **The Church** financial year shall be determined by the Board of Trustees.
- 18.3 There shall be no collection of funds by any member, pastoral staff or others for or on behalf of **The Church** for the benefit of **The Church** or others without the approval of the Board of Trustees.

- 18.4 The Board of Trustees and those authorised by them shall have authority to dispense the funds subject to the limits imposed by the approved budget, this constitution and relevant legislation.
- 18.5 The Church Treasurer and other persons designated by the Board of Trustees shall be made authorised signatories to sign cheques in payment of the obligation of **The Church**.
- 18.6 The Board of Trustees shall determine the official depository or depositories.
- 18.7 The annual budget shall be presented to the members at the AGM for approval.
- 18.8 Annual audited financial statements shall be presented to the members at the AGM for approval.
- 18.9 The auditor(s) shall be appointed annually by **The Church** at the AGM.

ARTICLE 19 ANNUAL REPORT

The Board of Trustees shall comply with their obligations under the Charities Acts (or any statutory re-enactment or modification of the Acts) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

ARTICLE 20 ANNUAL RETURN

The Board of Trustees shall comply with their obligations under the Charities Acts (or any statutory re-enactment or modification of the Acts) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

ARTICLE 21 AMENDMENTS TO THIS CONSTITUTION

- 21.1 Motions to amend this Constitution shall only be considered if approved by the Board of Trustees.
- 21.2 Amendments to this Constitution shall be adopted at a general meeting by votes of not less than three-quarters (3/4) of **The Church** Membership present at the meeting.
- 21.3 No amendment shall be made to the Doctrinal Basis of **The Church** in any respect.
- 21.4 No amendment is valid if it would make a fundamental change to the Objects or to this article or destroy the charitable status of the organisation.

- 21.5 Articles 1 (The Name), 2 (The Objects), 10 (Remuneration of Trustees), 23 (Dissolution/Winding Up) and this article may not be amended without the prior written consent of the Charity Commission.

ARTICLE 22 CHINESE VERSION

It is hereby declared that there shall be a Chinese version of this Constitution which serves as a translation for the purpose of assisting members who are only literate in Chinese to understand the Constitution; only the English version of **The Church** Constitution shall be relied upon when checking on matters relating to the meaning and/or interpretation of this Constitution.

ARTICLE 23 DISSOLUTION / WINDING UP

- 23.1 Motions to dissolve the organisation shall only be considered if approved by the Board of Trustees.
- 23.2 Dissolution of the organisation shall only be confirmed if at a General Meeting the proposal is approved by not less than three-quarters (3/4) of **The Church** Membership.
- 23.3 If the proposal is confirmed the Board of Trustees shall have the power to realise any assets held by or on behalf of the organisation. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the organisation as the members of the organisation may determine or failing that shall be applied for some other charitable purpose.
- 23.4 The Board of Trustees shall comply with their obligations under the Charities Acts (or any statutory re-enactment or modification of the Acts) with regard to the preparation and conveyance to the Charity Commission of a statement of accounts, or account and statement, for the final accounting period of the organisation.

-end-

Appendix A Definition of Terms

CE-AGM	Church Elections Annual General Meeting. This special Annual General Meeting happens every five (5) years when The Church Members elect Trustees and Church Officers. At this AGM, all existing Trustees and Church Officers stand down but may be re-elected. The schedule can be found in the terms of reference.
Congregation	A specific group of people defined by their main language of communication at Sunday Service or defined otherwise by the Board of Trustees.
Ministry	Program that is run by a specific congregation. May also be called Fellowship or Group. (e.g. Youth Group, Friday Fellowship, Cell Ministry, Worship Ministry, etc)
Objects	The legally defined purposes or aims of the organisation. (<i>Note for readers: Outcomes that the organisation is trying to achieve rather than how outcomes are to be achieved.</i>)
Pastoral Staff	Staff with pastoral responsibilities who are employed by The Church
Terms of Reference	This document further describes how the scope of the Board of Trustees' responsibilities will be developed and carried out. The Terms of Reference also provides a documented basis for making future decisions and for confirming or developing a common understanding of the scope among Church Members. The Terms of Reference will be presented to the Church Members at general meetings on a scheduled frequency.