

CLARENCE PARK BAPTIST CHURCH

BECOMING A CHARITABLE INCORPORATED ORGANISATION (CIO)

WORSHIP GOD

GROW TOGETHER

SERVE OTHERS

These three simple phrases sum up **who** we are and **what** we do at Clarence Park Baptist Church. Beyond that, however, we need to agree on **how** we do these things and relate to each other and to the wider community in which we serve.

As a church of believers our priority is always our faith in the Lord Jesus Christ. We want to be led by Him. At the same time we are part of a local community, and we must follow legal guidelines.

For that purpose we need a Constitution. It must not be a straitjacket that limits us, but a framework in which we creatively work together under the Lord's guidance.

OUR PRESENT STRUCTURE

At present Clarence Park Baptist Church is, legally, an unincorporated association. This means that the church has no legal status of itself. If it needs to be a party to legal contracts it must do so in the names of some of the trustees – usually the Minister, Secretary or Treasurer. It also means that any legal action against the church will be made in the personal names of the trustees. In addition, even where specific trustees are named, personal liability extends to all the trustees and, possibly, to all church members.

We are a registered charity (Number 1174118). We have a Constitution which closely follows the model document agreed by the Baptist Union with the Charity Commission some years ago. The latest version of the constitution is dated July 2017 and is based on an earlier edition we have used for many years.

A DIFFERENT STRUCTURE

The Charities Act 2011 has made a different structure possible. A charity may now become a Charitable Incorporated Organisation (CIO). Doing so will give the church its own legal status. It will be able to make contracts and defend actions in its own name.

WHAT ARE THE ADVANTAGES?

The main advantage of becoming a CIO is to remove personal liability from the trustees. At present examples of charity trustees having action taken against them is comparatively rare. It is likely that this may increase as society is becoming more litigious. For churches, such as Clarence Park, the risk may well be greater as we increase our outreach, become involved in more community-based activities and appoint additional staff. It is also suggested that there may be those who are nervous or unwilling to take leadership roles, such as becoming a deacon (and so a trustee) or a leader of an organisation, because of the perceived risk of personal liability and possible financial risk.

HOW DO WE MAKE THE CHANGE?

The Church Meeting on 16 January 2019 agreed to examine the benefits of becoming a CIO. We appointed Anthony Collins, the solicitors to the Baptist Union, to advise us and, if we decide to proceed, to act for us. The Church Meeting also asked Peter Price to be the lead contact for managing the process and to correspond with the Anthony Collins and the Baptist Union, as well as with others who need to be involved.

Anthony Collins have provided excellent advice and assistance. They have also supplied a copy of the model Constitution for a CIO. The model is based on a precedent prepared by them in partnership with the Baptist Union. It has been accepted by the Charity Commission as one of their approved governing documents for CIOs. The Constitution skilfully balances the principles of congregational church governance, as practiced by Baptists, with the requirements of charity law.

The deacons have carefully considered the model in detail over several meetings. At every stage they took note of advice from Anthony Collins and the Baptist Union. They made adjustments where needed and, where there were options, incorporated the clauses best suited to us. They made sure that, so far

as possible, the new Constitution reflects the spirit and the practices of our present Constitution that has served us well for so many years. They finished their work and agreed the final wording on 21 January 2021. It was then agreed by Anthony Collins and approved by the Baptist Union.

WHAT NEXT?

The deacons now unanimously recommend that Clarence Park Baptist Church continues the process of becoming a CIO. The next step in the process is for a Special Church Members' Meeting to pass a formal resolution adopting the new Constitution. The resolution has been supplied by Anthony Collins and has the unanimous support of the Diaconate. It needs to be passed by two-thirds of the church members present and voting at the meeting.

SPECIAL CHURCH MEMBERS' MEETING

RESOLUTION OF CLARENCE PARK BAPTIST CHURCH

At a meeting of the members of Clarence Park Baptist Church (the Church")

On (date)

At Clarence Park Baptist Church, Walliscote Road, Weston-super-Mare BS23 1ED

It was resolved that:-

- 1) the members approved the incorporation of the Church as a Charitable Incorporated Organisation (CIO) with a Constitution in substantially the form attached;
- 2) at the point of incorporation, the members of the Church will automatically become the first members of the CIO;
- 3) following the establishment of the CIO the members gave authority to the trustees of the Church to effect the transfer of assets (other than property held on separate property trusts), liabilities and activities of the Church to the CIO; and
- 4) following the establishment of the CIO the members gave authority to the trustees of the Church and the property holding trustees (The West of England Baptist Trust Company (West) Limited) to recognise the CIO as being the Church with the benefit of the property which is held on behalf of the Church, including but not limited to:-
 - a. Church and Hall at Walliscote Road, Weston-super-Mare BS23 1ED; and
 - b. Manse at 137 Totterdown Road, Weston-super-Mare BS23 4LW.

A full copy of the new Constitution is supplied. It is a legal document which must cover every eventuality in the life of the church. That can make it appear wordy, complicated and far from simple. To make it a little easier to understand the following pages give a general overview which, we hope, you find helpful.

If you have queries you wish to raise or comments you would like to make please, in the first place, approach Peter Price. His phone number is 623587 and the church email to use for CIP enquiries is cio.info@cpbc.co.uk . Peter will be happy to discuss any concerns with you.

OUR IDENTITY - OUR ACTIVITIES - OUR ORGANISATION

The Constitution needs to cover these three broad aspects of our church life. Both our present Constitution and the new CIO Constitution do just that.

When we look at a lengthy document, such as a Constitution, it is helpful to break it down into smaller 'bite-size' bits. They must all hold together in unity, but seeing the individual parts may make the whole document easier to understand.

- **OUR IDENTITY** - What we call ourselves. What is our purpose. What we believe.
- **OUR ACTIVITIES** - What activities we are engaged in. Who else we partner with.

• OUR ORGANISATION

- **Membership** - How a person becomes a member. The responsibilities of membership.
- **Church Meetings** - How, as a church, we make decisions.
- **Leadership** - How we appoint ministers and deacons. Their responsibilities and accountability.
- **Finance and Other Matters** - Dealing with our finances, amending our constitution if needed and, if necessary, closing the church.

This following tables look at the new CIO Constitution along those lines identifying the clauses that deal with each topic. Comments are offered that may be helpful.

OUR IDENTITY

CLAUSE	COMMENTS
1. Name	Clarence Park Baptist Church. Only the legal structure is being changed, the name remains the same.
2. National location of principal office	England
3. Purpose	The purpose (the advancement of the Christian faith) remains the same, but it is linked with the principles of the Baptist denomination. Education and other charitable purposes are added.
4. Beliefs	The Declaration of Principle of the Baptist Union is repeated.

OUR ACTIVITIES

CLAUSE	COMMENTS
5. Activities	These closely follow the present Constitution.
6. Affiliation	Continues our link with the Baptist Union and the local Association.
7. Powers	These technical clauses allow the church to operate within charity law.
8. Application of income and property	
9. Benefits and payments to Charity Trustees and Connected Persons	
10. Conflicts of interest and conflicts of loyalty	Trustees are required to identify any potential conflict of interest and to absent themselves from discussion of that matter.
11. Liability of members to contribute to the assets of the Church if it is wound up	Removes the liability of church members if the church is wound up.

OUR ORGANISATION – MEMBERSHIP

CLAUSE	COMMENTS
12 Membership of the Church	All these clauses, covering admission of new members and eligibility for membership (12.1), the admission procedure (12.2), the duty of members (12.3), the termination of membership (12.4) and the maintenance of a membership list (12.5) closely follow our present constitution

OUR ORGANISATION - CHURCH MEETINGS

CLAUSE	COMMENTS
13. Church Members' Meetings	<p>Clause 13.1 (Types, frequency, and purpose) retains a similar pattern of AGM, at least four Ordinary Church Members' Meetings and additional Special Church Members' Meetings as needed.</p> <p>Clauses 13.2 (Calling Members' Meetings), 13.3 (Notice of Church Members' Meetings) and 13.4 (Guests at a Church Members' Meeting) closely follow our present practice.</p> <p>Clause 13.5 (Chairing of Church Members' Meetings) does not assume that the Minster will necessarily chair meetings.</p> <p>Clause 13.6 (Quorum at Church Members' Meetings) the quorum will be 20% of members.</p> <p>Clauses 13.7 (Taking decisions at Church Members' Meetings) and 13.8 (Taking decisions by consensus and voting) follows our usual practice but a resolution at a Special Church Members' Meeting) needs a majority of 70% to be successful.</p> <p>Clause 13.9 (Decisions that must be taken in a particular way) deals with the removal of a trustee or the amendment of the constitution.</p> <p>Clause 13.10.(Special Church Members' Meeting) provides for 14 days' notice to be given for a Special Church Members' Meeting.</p> <p>Clause 13.11 (Adjournment of Church Members' Meetings) allows the chair of the meeting, with the consent of the meeting, to adjourn proceedings.</p> <p>Clause 13.12 (Participation in Church Members' Meetings by electronic means) allows there to be virtual or hybrid meetings.</p>

OUR ORGANISATION – LEADERSHIP

CLAUSE	COMMENTS
14. Charity Trustees	<p>These clauses follow our present constitution.</p> <p>In clause 14.5 (First charity trustees) the names will be added of those who are the trustees when the resolution to adopt the constitution is passed.</p> <p>There is a change in Clause 14.8 (Voting) in that to be elected trustees must receive votes from at least 70% of those voting.</p>
15. Appointment of Church Secretary and Church Treasurer	<p>These clause follows our present constitution.</p> <p>.</p>
16. Ministers	

17. Information for new Charity Trustees	This is new and very welcome. It will help new Trustees to integrate into their new role in the life of the church.
18. Retirement and removal of Charity Trustees	These clauses follow our present procedures – but note that it is not assumed that the Minister will automatically chair Trustees’ meetings. The possibility of electronic meetings and decisions is covered.
19. Reappointment of Charity Trustees	
20. Taking of Decisions by Charity Trustees	
21. Delegation by Charity Trustees	
22. Meetings and proceedings of Charity Trustees	
23. Saving provisions	
24. Execution of documents	
25. Use of electronic communications	Catches up with what we are already doing.
26. Keeping of Registers	Keeping accurate records is important both legally and historically.
27. Minutes	

OUR ORGANISATION - FINANCE AND OTHER MATTERS

CLAUSE	COMMENTS
28. Accounting records, accounts, annual reports and returns register maintenance	The need to report audited accounts to the AGM is covered by clause 13.1.4 of the CIO Constitution.
29. Proper Rules or a Church Handbook	A good idea! Something to be considered for the future. It may be helpful to begin working on this now.
30. Disputes	This is like clause 8.1.2 of our present Constitution.
31. Amendment of constitution	These clauses are very similar to our present Constitution.
32. Voluntary winding up or dissolution	
33. Interpretation	Explains what words mean in the Constitution.
34. Postal Voting	Again, catches up with what we are already doing.
35. Use of electronic communications	