



## CONSTITUTION OF SHILOH CHURCH

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# **CONSTITUTION OF SHILOH CHURCH**

Adopted on [date] 2023

## *INTRODUCTORY*

### **Administration and management in accordance with the Constitution**

A. Shiloh Church (“the Church”) will be administered and managed in accordance with the provisions of this Constitution.

### **Legal status**

B. The Church is an unincorporated association.

### **Mission**

C. (1) The Church is -

- (a) a community of believers in Jesus Christ, and
- (b) a member of the Baptist Union of Great Britain.

(2) In accordance with paragraph (1), the Church’s mission is to know God and make him known, particularly through -

- (a) teaching, worship and ministry,
- (b) evangelism,
- (c) community outreach, and
- (d) supporting charitable organisations working outside the Bailiwick -
  - (i) with similar mission to the Church, or
  - (ii) providing assistance to communities in need.

### **Statement of faith, etc.**

D. (1) The Church’s statement of faith is based on the Nicene Creed.

(2) Holy Communion will be observed periodically by the Church and is open to any person who professes a faith in Jesus Christ, whether or not they are members.

(3) Subject to paragraph (4), baptism by full immersion of individuals who are aged 11 or over will be observed as required and is open to any person who professes a faith in Jesus Christ, whether or not they wish to become a member.

(4) Parental consent is required before an individual aged under 16 may be baptised by full immersion.

## *MEMBERSHIP*

### **Membership**

- G. (1) Membership of the Church -
- (a) is an expression of commitment to the Church, and
  - (b) allows an individual to be involved in the decision-making process of the Church through Members' Meetings.
- (2) Membership is only open to individuals -
- (a) who are aged 16 or over,
  - (b) who believe in the deity of Jesus Christ,
  - (c) who have made a confession of faith in Jesus Christ, and
  - (d) whose lives bear evidence of their Christian profession.
- (3) For the avoidance of doubt -
- (a) baptism, although not a condition of membership of the Church, is positively encouraged, and
  - (b) a person who is currently a member of another Church -
    - (i) in Guernsey, may be required by the Elders to resign from membership of that Church, or
    - (ii) outside Guernsey, may only be required by the Elders to resign from membership of that Church in exceptional circumstances,before becoming a member.
- (4) The Elders must -
- (a) maintain a register of the name and address of all members for the time being ("the Membership Roll") in such form as the Elders see fit,

- (b) ensure that the names of all members at the time of the Annual General Meeting at that Meeting are available online for consideration by Members only.

**Applications for membership, etc.**

H. (1) The following process must be followed in order for an individual to become a member -

- (a) the individual who wishes to become a member (“the applicant”) must apply to the Elders for membership,
- (b) the Elders must discuss the application,
- (c) where the Elders agree that the applicant may become a member, the applicant may be received as a member at a Church gathering, as agreed by the Elders and the applicant.

(2) The following process must be followed where the Elders refuse an application for membership -

- (a) the Elders must inform the applicant in writing of the reasons for refusal,
- (b) the applicant may make written representations regarding that refusal,
- (c) the Elders must consider any written representations the applicant may make about the refusal, and
- (d) the Elders’ decision following any written representations must be notified in writing to the applicant and shall be final.

**Termination of membership**

I. (1) A member’s membership is terminated if the member -

- (a) dies,
- (b) resigns by written notice to the Elders,
- (c) is removed from membership by the Elders.

(2) For the purposes of paragraph (1)(c) -

- (a) the Elders may only remove a member from membership where -
  - (i) the member -

- (A) has not attended any Church gathering for a period of at least 6 months,
- (B) has become a member of another church in Guernsey,
- (C) in the reasonable opinion of the Elders, no longer satisfies one or more of the membership criteria set out in article G(2)(b), (c) and (d),
- (D) has conducted themselves in a manner deemed by the Elders to be inappropriate, and

(ii) the Elders have given the member at least 14 calendar days' notice of the Elders' Meeting at which the Elders will consider this decision.

(3) The following process must be followed where the Elders consider removing a member from membership in accordance with paragraph (2)(a)(i)(A) to (C)-

- (a) the Elders must inform the member in writing of the reasons for the removal of membership,
- (b) the member may make written representations regarding those reasons and any other relevant matter,
- (c) the Elders must consider any written representations the member may make about the removal of membership, and
- (d) the Elders' decision following any written representations must be notified in writing to the member and shall be final.

pending - (4) The Elders may, in exceptional circumstances, suspend a member

- (a) investigation of the member's conduct, and
- (b) a decision by the Elders whether or not to remove that members from membership due to that member's conduct.

(5) The notice suspending the member must give sufficient detail of the conduct which has led to the suspension.

(6) For the avoidance of doubt, the member may not -

- (a) exercise any of the powers or carry out any of the duties of Team Leader (if so appointed), or

during that period of suspension.

(7) The following process must be followed where the Elders propose to remove a person from membership under paragraph (2)(a)(i)(D) -

- (a) an independent person (which may include the Safeguarding Officer) must carry out an investigation of that member's conduct as soon as reasonably practicable,
- (b) the independent person must set out their findings in writing,
- (c) the Elders must disclose the findings to that member,
- (d) that member may make written representations regarding those findings and any other relevant matter,
- (e) the Elders must consider any written representations made by that member, and
- (f) the Elders' decision following any written representations must be notified in writing to that member and shall be final.

(8) Where the Elders decide that a member should be removed from membership, the Elders must notify the other members as soon as reasonably practicable.

#### *MANAGEMENT OF THE CHURCH*

##### **Management and administration of the Church**

L. (1) The Church will be managed and administered by the Elders, including the Church Team Leader (where one has been appointed), supported by -

- (a) the Team Leaders, and
- (b) any committee or team (whosoever titled) established by the Elders.

(2) The number of Elders will be not less than three, but will not be subject to any maximum limit.

(3) The majority of Elders must be ordinarily resident in Guernsey or Alderney.

(4) There is no minimum or maximum limit in relation to the number of Team Leaders.

(5) The Church Team Leader, the Elders and Team Leaders must be persons of faith, integrity and probity who have suitable and appropriate skills and experience for the role to which they have been appointed.

(6) Nothing in this Constitution will prevent the employment, or continuing employment, by the Church of the Church Team Leader, an Elder, or a Team Leader.

(7) Where the Church Team Leader, an Elder or Team Leader who becomes aware of any reason which would prevent that person from properly performing the functions and duties of Church Team Leader, Elder or Team Leader (as the case may be) must notify the Elders as soon as reasonably practicable thereafter.

**Conflicts of interest and conflicts of loyalties**

S. (1) The Church Team Leader or an Elder must -

- (a) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Church or in any transaction or arrangement entered into by the Church which has not been previously declared, and
- (b) recuse themselves from any discussion of the Elders in which it is possible that a conflict will arise between -
  - (i) the Church Team Leader's or an Elder's duty (as the case may be) to act solely in the interest of the Church, and
  - (ii) any personal interest of that Leader or Elder (including but not limited to any personal financial interest).

(2) Where the Church Team Leader or an Elder who recuses themselves from any discussions in accordance with this article, that Leader or Elder must not vote or be counted as part of the quorum in any decision of the Elders on the matter.

*ELDERS*

**Appointment of Elders, etc.**

N. (1) The Eldership is only open to individuals who -

- (a) are aged 21 or over, and

- (b) unless appointed as Church Team Leader, have been members for at least a period of one year before their appointment.

(2) The following process must be followed in order for an individual to become an Elder -

- (a) the Elders must unanimously agree to present the individual to the members for appointment as an Elder,
- (b) the Elders must give at least 2 consecutive Sundays' notice (setting out the name of the individual) of the Members' Meeting at which they intend to present the individual for appointment as an Elder,
- (c) before that Meeting, the Elders must consider any representation by a member regarding the suitability of the individual as an Elder,
- (d) the Elders must present the individual for appointment as an Elder at the Members' Meeting,
- (e) the members must confirm the appointment of the individual as an Elder by secret ballot in which at least 2/3rds of the members present and eligible to vote approve the appointment, and
- (f) the Elder may be approved at that Meeting or a Church gathering, as agreed by the Elders.

(3) An Elder will continue in office for a period up to the Annual General Meeting at or following the fifth anniversary of that Elder's appointment.

(4) An Elder may be re-appointed in accordance with paragraph (2) for a maximum of two further consecutive terms of office.

(5) Where an Elder has been appointed for three terms of office, that individual may not be appointed as an Elder until a period of three years has elapsed since the end of the individual's final term of office.

**Removal of Elders, etc.**

O. (1) An Elder shall cease to hold office if that Elder -

- (a) dies,
- (b) ceases to be a member,

- (c) resigns as an Elder by written notice to the other Elders (but only if at least two Elders will remain in office when the notice of resignation is to take effect),
  - (d) is absent, without the permission of the Elders, from all the Elders' Meetings held within a period of three consecutive months and the Elders decide unanimously to remove that Elder from office, or
  - (e) is removed from office by the Elders due to that Elder's conduct.
- (2) The Elders may, in exceptional circumstances, suspend an Elder pending -
- (a) investigation of that Elder's conduct, and
  - (b) a decision by the Elders whether or not to remove that Elder from office due to the Elder's conduct.
- (3) The notice suspending the Elder must give sufficient detail of the conduct which has led to the suspension.
- (4) For the avoidance of doubt, an Elder who is suspended may not -
- (a) exercise any of the powers or carry out any of the duties of an Elder, and
  - (b) attend any Elders' meeting (unless requested to do so by the Elders for the purposes of an investigation into or decision regarding the Elder's conduct),
- during that period of suspension.
- (5) The following process must be followed where the Elders consider removing an Elder ("the relevant Elder") in accordance with paragraph (1)(e) -
- (a) an independent person must carry out an investigation of the relevant Elder's conduct as soon as reasonably practicable,
  - (b) the independent person must set out their findings in writing,
  - (c) the Elders must disclose the findings to the relevant Elder,
  - (d) the relevant Elder may make written representations regarding those findings and any other relevant matter,

- (e) the Elders must consider any written representations made by the relevant Elder, and
- (f) the Elders' decision following any written representations must be notified in writing to the relevant Elder.

(6) Where the Elders decide that the relevant Elder should be removed from office, the Elders must notify the relevant Area Superintendent of the Baptist Union of Great Britain ("relevant Area Superintendent")

(7) The relevant Elder may appeal to the relevant Area Superintendent within 21 calendar days of the notification of the Elders' decision.

(8) Where the relevant Elder appeals in accordance with paragraph (7), the relevant Area Superintendent may -

- (a) undertake such investigation,
- (b) carry out such reconciliation, and
- (c) do any other thing which the relevant Area Superintendent considers necessary or expedient in order to decide the appeal,

and the relevant Elder and the Elders will be under a duty to assist the relevant Area Superintendent when considering the appeal.

(9) The decision of the relevant Area Superintendent will be notified in writing to -

- (a) the relevant Elder, and
- (b) the Elders,

and shall be final.

(10) Where the relevant Elder does not appeal in accordance with paragraph (7), the Elders' decision to remove the relevant Elder shall have effect 14 calendar days after notification of that decision.

(11) Where an Elder ceases to hold office in accordance with this article, the Elders must notify the members as soon as reasonably practicable.

### **Powers and duties of Elders**

Q. (1) When managing and administering the Church, the Elders have the following powers in order to further the mission of the Church -

- (a) to raise funds,
- (b) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (c) to obtain and pay for such goods and services as are necessary or expedient for carrying out the mission of the Church,
- (d) to open and operate such bank account and other accounts as the Elders consider necessary or expedient in order to achieve the mission of the Church, and
- (e) to do all such other lawful things as are necessary or expedient for the achievement of the mission of the Church (including delegating any power to another individual or body where it is appropriate for the furtherance of the mission of the Church).

(2) When managing and administering the Church, the Elders have the following duties in order to further the mission of the Church -

- (a) to act in good faith at all times, with a general duty of care, and to act only in accordance with the powers afforded by this Constitution;
- (b) to ensure that there are measures in place to enable the Church to -
  - (i) achieve its mission,
  - (ii) fulfil its other obligations under this Constitution and any other similar document, and
  - (iii) discharge any legal obligations to which it is subject,
- (c) to review the activities of the Church, the performance of the Elders and the measures referred to in subparagraph (b)(ii), to ensure that it continues to achieve its mission effectively;
- (d) to take all reasonable measures with the objective of ensuring that the financial position of the Church is satisfactory and prudent for the purposes of achieving its mission [, including by ensuring that disbursements are subject to dual control and oversight by unconnected persons.]

(3) For the avoidance of doubt, no amendment of this Constitution or any special resolution at a Members' Meeting may have retrospective effect to invalidate any prior act of the Elders.

**Duties of specified Elders**

R. (1) Where -

- (a) a Church Team Leader has been appointed, that person will be the lead Elder, or
- (b) no Church Team Leader has been appointed or the Church Team Leader is unable to carry out the duties of the lead elder, the Elders will elect one of their number to be the lead Elder.

(2) For the purposes of any relevant legislation applying in Guernsey -

- (a) the lead Elder will carry out the duties of Chairman, and
- (b) the Elders will appoint two Elders to carry out the duties of Secretary and Treasurer, respectively,

provided that at least one of the Elders referred to in this paragraph is not a connected person to the other Elders referred to in this paragraph.

(3) The Elder appointed as Secretary will have the following duties -

- (a) keeping a record of all Members' Meetings (including the result of any votes taken),
- (b) supervising the Administration Team,
- (c) distributing a summary of the Members' Meetings,
- (d) ensuring the Membership Roll is kept up-to-date,
- (e) ensuring that the names of all the Members at the Annual General Meeting are available online for consultation by Members only, and
- (f) any other duties assigned to that Elder by the Elders,

and may be assisted by the Administration Team in carrying out these duties (other than in subparagraph (b)).

(4) The Elder appointed as Treasurer will have the following duties -

- (a) keeping appropriate financial records of the Church,

- (b) supervising the Finance Team, and
- (c) any other duties assigned to that Elder by the Elders,

and may be assisted by the Finance Team in carrying out these duties (other than in subparagraph (b)).

#### *CHURCH TEAM LEADER*

#### **Appointment of Church Team Leader, etc.**

T. (1) An individual may only be appointed as Church Team Leader if that person is -

- (a) aged 21 or over, and
- (b) ordinarily resident in Guernsey or Alderney.

(2) The following process must be followed in order for an individual to become Church Team Leader -

- (a) the Elders must unanimously agree to present the individual to the members for appointment as Church Team Leader,
- (b) the Elders must give at least 2 consecutive Sundays' notice (setting out the name of the individual) of the Members' Meeting at which they intend to present the individual for appointment as Church Team Leader,
- (c) before that Meeting, the Elders must consider any representation by a member regarding the suitability of the individual as Church Team Leader,
- (d) the Elders must present the individual for appointment as Church Team Leader at the Members' Meeting,
- (e) the members must confirm the appointment of the individual as Church Team Leader by secret ballot in which at least 2/3rds of the members present and eligible to vote approve the appointment, and
- (f) the Church Team Leader will be received in that capacity and as an Elder at a Sunday service, as agreed by the Church Team Leader and the Elders.

(3) For the avoidance of doubt -

- (a) where an individual who is appointed as Church Team Leader was an Elder at the time of their appointment, that Leader will hold office as an Elder for their period of office as Church Team Leader without the limitations set out in article N(4) and (5),
- (b) where an individual who is appointed as Church Team Leader was not an Elder at the time of their appointment, that Leader will -
  - (i) be deemed to have been appointed as an Elder in accordance with article N for their period of office as Church Team Leader, and
  - (ii) hold office as an Elder for their period of office as Church Team Leader without the limitations set out in article N(4) and (5).

(4) The Church Team Leader will continue in office for a period up to the Annual General Meeting at or following the fifth anniversary of that Leader's appointment.

(5) The Church Team Leader may be re-appointed in accordance with paragraph (2) with the required modifications.

**Removal of Church Team Leader, etc.**

U. (1) The Church Team Leader shall cease to hold office if that Leader -

- (a) dies,
- (b) ceases to be a member,
- (c) resigns as Church Team Leader by written notice to the Elders,
- (d) is absent, without the permission of the Elders, from all the Elders' Meetings held within a period of three consecutive months and the Elders decide unanimously to remove the Church Team Leader from office, or
- (e) is removed from office by the Elders due to the Church Team Leader's conduct.

(2) The Elders may, in exceptional circumstances, suspend the Church Team Leader pending -

- (a) investigation of that Leader's conduct, and

(b) a decision by the Elders whether or not to remove that Leader from office due to the Leader's conduct.

(3) The notice suspending the Church Team Leader must give sufficient detail of the conduct which has led to the suspension.

(4) For the avoidance of doubt, the Church Team Leader may not -

(a) exercise any of the powers or carry out any of the duties of the Church Team Leader or an Elder, or

(b) attend any Elders' meeting (unless requested to do so by the Elders for the purposes of an investigation into or decision regarding the Church Team Leader's conduct),

during that period of suspension.

(5) The following process must be followed where the Church Team Leader is suspended pending investigation -

(a) an independent person must carry out an investigation of that Leader's conduct as soon as reasonably practicable,

(b) the independent person must set out their findings in writing,

(c) the Elders must disclose the findings to the Church Team Leader,

(d) the Church Team Leader may make written representations regarding those findings and any other relevant matter,

(e) the Elders must consider any written representations made by the Church Team Leader, and

(f) the Elders' decision following any written representations must be notified in writing to the Church Team Leader.

(6) Where the Elders decide that the Church Team Leader should be removed from office, the Elders must notify the relevant Area Superintendent of the Baptist Union of Great Britain ("relevant Area Superintendent") as soon as reasonably practicable.

(7) The Church Team Leader may appeal in writing to the relevant Area Superintendent within 21 calendar days of the notification of the Elders' decision.

(8) Where the Church Team Leader appeals in accordance with paragraph (7), the relevant Area Superintendent may -

- (a) undertake such investigation,
- (b) carry out such reconciliation, and
- (a) do any other thing,

which the relevant Area Superintendent considers necessary or expedient in order to decide the appeal, and the Church Team Leader and the Elders will be under a duty to assist the relevant Area Superintendent when considering the appeal.

(9) The decision of the relevant Area Superintendent will be notified in writing to

- (a) the Church Team Leader, and
- (b) the Elders,

and shall be final.

(10) Where the Church Team Leader does not appeal in accordance with paragraph (8), the Elders' decision to remove that Leader shall have effect 21 calendar days after notification of that decision.

(11) Where the Church Team Leader is employed by the Church and that Leader -

- (a) in accordance with article T -
  - (i) is not presented for re-appointment by the Elders, or
  - (ii) is not re-appointed by the Members' Meeting, or
- (b) in accordance with this article, is removed from office by the Elders,

the Elders will notify that Leader in writing that any contractual period of notice will begin on a date specified by the Elders.

(12) Where the Church Team Leader ceases to hold office in accordance with this article, the Elders must notify the members as soon as reasonably practicable.

#### *OTHER POSITIONS AND COMMITTEES*

#### **Team Leaders**

V. (1) The Elders may appoint an individual as a Team Leader if that individual -

- (a) is aged 18 or over,
- (b) is ordinarily resident in Guernsey, and
- (c) has been a members for at least a period of one year before their appointment.

(2) On appointment a Team Leader will have responsibility for an element of Church life or ministry decided by the Elders.

(3) A Team Leader shall cease to hold office if that Team Leader -

- (a) dies,
- (b) ceases to be a member,
- (c) resigns as a Team Leader by written notice to the Elders, or
- (d) is removed from office by the Elders where that Team Leader has conducted themselves in a manner deemed by the Elders to be inappropriate.

(4) The following process must be followed where the Elders consider removing a Team Leader from office -

- (a) the Elders must inform the Team Leader in writing of the reasons for that Leader's removal from office,
- (b) the Team Leader may make written representations regarding those reasons,
- (c) the Elders must consider any written representations the Team Leader may make about that Leader's removal from office, and
- (d) the Elders' decision following any written representations must be notified in writing to the Team Leader and shall be final.

### **Committees**

W. (1) Without limiting the power set out in article Q(1)(e), the Elders may establish a committee or team (howsoever titled) -

- (a) to carry out any function not conferred on a specified person under this Constitution, and
- (b) comprising such individuals,

as they think fit.

(2) A committee or team established under paragraph (1) will have the powers and responsibilities delegated to that committee or team by the Elders.

(3) The Elders may in their absolute discretion -

- (a) amend the function, powers and responsibilities of a committee or team,
- (b) add individuals to, or remove individuals from, a committee or team, and
- (c) dissolve a committee or team.

(4) For the avoidance of doubt, a committee or team established in accordance with paragraph (1) may comprise members and individuals who are not members.

### **Safeguarding**

WA. (1) The Elders will designate -

- (a) a person/member to be Safeguarding Officer, and
- (b) an Elder to be Deputy Safeguarding Officer,

for the purposes of safeguarding -

- (i) children, and
- (ii) vulnerable adults,

from harm which may occur during any activity organised by or on behalf of the Church.

(2) The Safeguarding Officer and Deputy Safeguarding Officer will have the responsibilities and powers delegated to those Officers by the Elders.

(3) The Elders may in their absolute discretion revoke a designation made under paragraph (1).

(4) The Elders will agree a safeguarding policy and review this policy at intervals of not less than 3 years.

(5) For the purposes of this article, "harm" includes physical, emotional, sexual or spiritual harm.

## *EMPLOYED STAFF*

### **Employed staff**

- ES. (1) Church may employ any individual as a member of staff on a full or part time basis.
- (2) For avoidance of doubt, where an individual is employed on a full time basis -
- (a) the employment of that individual as a member of staff must be approved at a Members' Meeting, and
  - (b) Elders will agree the terms and conditions of that individual's employment.

## *MEETINGS*

### **Minutes**

- ME1. (1) The Elders must keep minutes of all proceedings at Members' Meetings.
- (2) The Elders shall keep the minutes set out in paragraph (1), whether in paper or electronic form, taking into account any applicable requirements of data protection legislation.

### **Irregularities**

- ME2. (1) Subject to paragraph (2), all acts done by an Elders' Meeting will be valid notwithstanding the participation in any vote of an Elder -
- (a) who no longer held office,
  - (b) was not entitled to vote on the matter, whether by reasons of a conflict of interests or otherwise,

if, without -

- (i) the Elder's vote, and
- (ii) that Elder being counted in the quorum,

the decision was made by a majority of the Elders or unanimously by the Elders (as the case may be) at a quorate Elders' Meeting.

- (2) Paragraph (1) does not permit an Elder to keep any benefit that may be conferred upon them by a decision of the Elders if the decision would otherwise be void.
- (3) No decision or act of -

- (a) the Elders at an Elders' Meeting,
- (b) the members at a Members' meeting,

may be invalidated by reason of -

- (i) the failure to give notice to any Elder or member, or
- (ii) any procedural defect in the Elders' or Members' Meeting (as the case may be),

unless it is shown that the failure or effect has materially prejudiced an Elder or a member.

#### *MEMBERS' MEETINGS*

##### **Members' Meetings**

J. (1) The Elders must call a general meeting ("a Members' Meeting") at least twice in every calendar year.

(2) A Members' Meeting called the "Annual General Meeting" must normally -

- (a) be held in the first or second quarter of the calendar year, and
- (b) consider the annual accounts.

(3) A Members' Meeting called the "Annual Budget Meeting" must normally -

- (a) be held in the first quarter of the calendar year, and
- (b) consider the proposed annual budget.

(4) The Elders must bring all business to the Members' Meeting for approval, including, but not limited to, all substantial decisions relating to -

- (a) the property or finance of the Church,
- (b) the employment of staff by the Church on a full time basis,
- (c) the management and administration of the Church,
- (d) the appointment of a Church Team Leader or the Elders,

and all other business which the Elders consider should be approved by the Members.

(5) The Elders must give 2 consecutive Sundays' notice of a Members' Meeting setting out the date and time of that Meeting, unless the Elders consider that it is necessary or expedient for an Extraordinary Members' Meeting to be held at shorter notice.

(6) The Elders may call an Extraordinary Members' Meeting of their own motion or at the request of not less than 10% of the total members at that time in order to conduct any business which the Elders or the above members reasonably consider must be conducted before the next Members' Meeting.

### **Conduct of Members' Meeting**

K. (1) No business may be conducted at a Member's Meeting unless a quorum is present.

(2) The quorum for a Members' Meeting is -

(a) 20 members entitled to vote on the business to be conducted at the Members' Meeting, or

(b) 20% of the total membership at that time,

whichever is the greater.

(3) If -

(a) a quorum is not present within 30 minutes of the time notified for the Members' Meeting, or

(b) during a Members' Meeting a quorum ceases to be present,

the person chairing the Meeting will adjourn it to such date, time and place as that person determines.

(4) The Elders must re-convene the Members' Meeting and must give at least 7 calendar days' notice of the re-convened Meeting stating the date, time and place of the Meeting.

(5) If no quorum is present at the re-convened Members' Meeting within 15 minutes of the time notified for the start of the Members' Meeting, the members present at that time shall constitute the quorum for that Meeting.

(6) A Member's Meeting shall be chaired by -

(a) the lead Elder, or

(b) an Elder or member to whom the lead Elder has delegated this function for the purposes of a specified Members' Meeting.

(7) All decisions made at a Members' Meeting must be taken by a majority of votes of the members present and eligible to vote, except -

(a) where this Constitution provides otherwise, or

(b) in relation to a decision set out in article J(3)(a) and (b).

(8) Each member has one vote, but if there is an equality of votes the person chairing the Members' Meeting has a casting vote in addition to their vote as a member.

(9) Any Members' Meeting, at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the members.

(10) Voting by proxy, by power of attorney (whether lasting or otherwise) or by post is not permitted.

(11) Where the Elders present at the meeting agree unanimously, a member may attend a Members' Meeting by video-link, telephone or instantaneous two-way electronic communications and accordingly that Member will be -

(a) counted as part of the quorum for the purposes of paragraph (2), and

(b) permitted to vote in accordance with paragraph (8), where that vote is cast in accordance with any method agreed by the Elders.

#### *ELDERS' MEETINGS*

##### **Elders' Meetings**

P. (1) The Elders must hold at least 2 Elders' Meetings per calendar year.

(2) Any Elder may call an Elders' Meeting.

##### **Conduct of Elders' Meetings**

PA. (1) The Elders may regulate Elders' Meetings as they think fit, subject to the provisions of this Constitution.

(2) No business may be conducted at an Elders' Meeting unless a quorum is present.

(3) A quorum -

(a) is [four or the number nearest to one-third of the total number of Elders], whichever is the greater, and

(b) must include at least two unconnected members.

(4) The lead Elder will normally chair any Elders' meeting, but may delegate this function to another Elder for any specified Elders' Meeting.

(5) All decisions made at an Elders' Meeting must be taken by a majority of votes of the Elders present and eligible to vote, except where this Constitution provides otherwise.

(6) Each Elder has one vote, but if there is an equality of votes the person chairing the Elders' Meeting has a casting vote in addition to their vote as an Elder.

(7) Any Elders' Meeting, at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the Elders.

(8) Voting by proxy, by power of attorney (whether lasting or otherwise) or by post is not permitted.

(9) Where the Elders present at the meeting agree unanimously, an Elder may attend an Elders' Meeting by video-link, telephone or other instantaneous two-way electronic communication, and accordingly that Elder will be -

(a) counted as part of the quorum for the purposes of paragraph (3), and

(b) permitted to vote in accordance with paragraph (6), where that vote is cast in accordance with any method agreed by the Elders.

#### *FINANCIAL ETC., PROVISIONS*

#### **Application of income and property**

E. (1) The income and property of the Church shall be applied solely towards the promotion of the mission set out in article C.

(2) A member is entitled to be reimbursed from the property of the Church for all reasonable expenses properly incurred by a member when acting on behalf of the Church, and the Elders may accordingly pay out such reasonable expenses from the property of the Church.

(3) None of the income or property of the Church may be paid or transferred directly or indirectly by way of profit to any member.

(4) Paragraph (3) does not prevent a member, who is not also an Elder, from receiving -

- (a) a benefit from the Church in the capacity of a beneficiary of the Church's activities,
- (b) reasonable and proper remuneration for any goods or services supplied to the Church.

**Benefits and payments to Church Team leader, Elders and connected persons**

- F. (1) The Church Team Leader, an Elder or connected person may not -
- (a) buy or receive any goods or services from the Church on terms preferential to those applicable to members of the public,
  - (b) sell goods, services or any interest in land to the Church, save for any contracts for the provision of goods or services as permitted by paragraph (3),
  - (c) subject to paragraph (2), receive any other financial benefit from the charity, and for the purposes of this paragraph, 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- (2) For the avoidance of doubt, the Church Team Leader, an Elder or connected person may be an employee of the Church and accordingly -
- (a) receive such salary as the Elders decide, and
  - (b) is entitled to be reimbursed from the property of the Church for all reasonable expenses properly incurred by the Church Team Leader, Elder or connected member when acting on behalf of the Church.
- (3) The Church Team Leader, an Elder or connected person may -
- (a) receive a benefit from the Church provided that it is available generally to members or members of the public,
  - (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 Church where the Elders agree, and
  - (c) take part in the normal [fundraising] activities of the Church on the same terms as other members.
- (4) For the purposes of paragraph (3)(b) -
- (a) agreement must be given at an Elders' Meeting, and

- (b) the Church Team Leader or interested Elder must not vote or be counted as part of the quorum in any decision of the Elders in relation to such a contract.

### **Accounts**

- FA. (1) The accounting period of the Church shall run from 1<sup>st</sup> January to 31<sup>st</sup> December.
- (2) The Elders must permit the members -
  - (a) to decide at the Annual General Meeting if the annual financial statements of the Church will be -
    - (i) independently audited, or
    - (ii) appropriately verified by a person independent of the Church, and
  - (b) no later than 2 consecutive Sundays before the Annual General Meeting, to examine the annual financial statements of the Church by displaying them in a prominent place in the Church building.

### *REAL PROPERTY*

### **Management and administration of the real property of the Church**

M. (1) The real property of the Church is held in trust by [the Directors of] Shiloh Properties LBG ("the company") for the use of that property in accordance with the deeds evidencing the ownership of the property and any applicable enactments.

- (2) In the event that the Church receives monies from the company -
  - (a) as a result of -
    - (i) the sale or lease of any real property of the Church, or
    - (ii) the winding up of the company, or
  - (b) any other reason,

those monies must be used in accordance with the purposes and objects of the Church.

### MISCELLANEOUS

### **Notice**

**MI1.** (1) Any notice required by this Constitution to be given to a member may be given -

- (a) verbally, either at a Church gathering or personally,
- (b) in writing, by -
  - (i) sending it by post or being hand delivered, addressed to the member at the most recent address that they have provided to the Elders,
  - (ii) putting up a notice on the Church premises, clearly displayed in a manner where it will be seen by members or has been drawn to members' attention,
- (c) using electronic means, by -
  - (i) sending it to the member at the most recent e-mail address that they have provided to the Elders, or
  - (ii) posting it on the Church website or relevant social media.

(2) A member who does not provide an address (including an e-mail address) to the Church shall not be entitled to receive any personal notice from the Church.

(3) A member present in person at a Members' Meeting shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(4) Any document required by this Constitution to be given to the Elders in writing may be given -

- (a) in writing, by sending it by post or being hand delivered, addressed to the Elders at the Church premises, or
- (b) using electronic means, by sending it to the Elders at the current Church e-mail address, addressed to the Elders.

(5) Notice shall be deemed to have been given -

- (a) 48 hours after posting, or
- (b) in the case of electronic communication, 24 hours after it was sent.

## **Dissolution**

X. (1) The members may only resolve to dissolve the Church at a Members' Meeting called for that purpose on 2 consecutive Sundays' notice where a majority of members present and voting at that Meeting vote in favour of dissolution.

(2) If the members resolve to dissolve the Church in accordance with paragraph (1), the Elders will remain in office and be responsible for winding up the affairs of the Church in accordance with this article.

(3) The Elders must collect in all the assets of the Church and must pay or make provision for all the liabilities of the Church.

(4) The Elders must apply any remaining property or monies -

(a) directly for the mission of the Church,

(b) by transfer to -

(i) any charity or charities for purposes that same as or similar to the Church, registered in the Bailiwick,

(ii) the Baptist Home Mission Fund, or

(iii) BMS World Missions,

where the Baptist Home Mission Fund and the BMS World Missions are registered charities in the UK.

(5) The members may pass a resolution before or at the same time as the resolution to dissolve the Church specifying the manner in which the Elders are to apply the remaining property or assets of the Church and the trustees must comply with the resolution if it is consistent with paragraph (4).

(6) In no circumstances will the net assets of the Church be paid to or distributed among the members.

(7) The Elders must notify the Registrar of Charities and NPOs promptly that the Church has been dissolved.

#### **Amendment of constitution**

Y. (1) The provisions of this Constitution may be amended, provided that -

(a) no amendment may be made, or if made shall have effect, that would have the effect of making the Church cease to be a charity or NPO under the Charities and Non Profit Organisations (Registration) (Guernsey) Law, 2008, and

- (b) no amendment may be made which would change the purpose and objects set out in article C if that change would undermine or work against the previous purpose and objects of the Church.

(2) Any provision contained in this Constitution may only be amended at a Members' Meeting called for that purpose on 14 calendar days' notice setting out the proposed amendment where a simple majority of members present and voting at that Meeting vote in favour of the amendment.

(3) A copy of the amended constitution will be sent to the Registrar of Charities and NPOs by the Elders as soon as reasonably practicable after the amendment has been made.

### Savings

- Z. (1) Any person -
  - (a) previously appointed as -
    - (i) lead Elder shall be deemed to have been appointed as Church Team Leader, and
    - (ii) an Elder shall be deemed to have been appointed as an Elder,
  - (b) previously designated as -
    - (i) a Team Leader shall be deemed to have been appointed as a Team Leader, and
    - (ii) the Safeguarding Officer shall be deemed to have been delegated,

in accordance with the relevant provision of this Constitution, where that person holds office or acts in that capacity on the date when this Constitution comes into force (regardless of whether that person would satisfy any additional requirements set out in this Constitution).

(2) Any previous consecutive periods of office of an Elder undertaken in accordance with the previous Constitution shall be taken into account when calculating the number of consecutive periods of office for the purposes of article N(5).

(3) Any person who was, prior to the coming into force of this Constitution -

- (a) a Member of the Church shall be deemed to be a Member,  
and

- (b) a member of a Team shall be deemed to be a member of that Team,

in accordance with the relevant provision of this Constitution.

**Interpretation**

AA. (1) In this Constitution, unless the context requires otherwise -

“connected person” means -

- (a) a child, parent, grandchild, brother or sister of the Church Team Leader or an Elder,
- (b) the spouse or civil partner of the Church Team Leader or an Elder, or any person falling within paragraph (a),
- (c) a person carrying on business in partnership with the Church Team Leader or an Elder, or with any person falling within paragraph (1) or (2),
- (d) an institution which is controlled -
  - (i) by the Church Team Leader or an Elder, or any connected person falling within paragraph (a), (b) or (c), or
  - (ii) by two or more persons falling within paragraph (d)(i), when taken together,
- (e) a body corporate in which -
  - (i) the Church Team Leader, an Elder or any connected person falling within paragraph (a), (b) or (c) has a substantial interest, or
  - (ii) two or more persons falling within paragraph (e)(i) who, when taken together, have a substantial interest,

and any cognate expressions should be construed accordingly,

“Church gathering” means -

- (a) a service of worship (including, but not limited to, a service held on a Sunday,
- (b) a Members’ Meeting,

- (c) a mid-week meeting of worship,
- (d) other Church meeting notified by the Elders,

“Church Team Leader” includes a Minister, whether ordained or in training for ordination.

(2) Where a person resigns in accordance with this Constitution, that resignation will take effect on a date specified in that written notice, being no later than 3 months after the date on which the notice is given.

(3) The power to suspend a person under this Constitution includes a power to revoke that suspension.

(4) Unless the context requires otherwise -

- (a) the singular includes the plural, and
- (b) where any thing has to be provided “in writing” or in “written” form, this includes electronic means.

### **Commencement**

(3) Upon commencement of this Constitution, the previous Constitution shall no longer have effect.

AB. This Constitution will come into force on 14<sup>th</sup> June 2023.