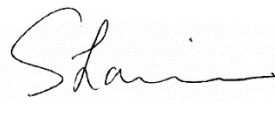


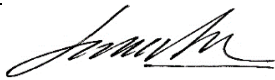
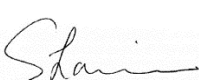
We certify this to be the Constitution adopted by the members on 29/8/2021.

and approved by the Charity Commission on 1/11/2021.

Trustee: 

Trustee: 

¹as amended by the members in accordance with the provisions of the constitution and approved by the Charity Commission on the dates set out below.

Date of Members Meeting	Date of Charity Commission Approval	Signature of Trustee	Signature of Trustee
4/9/2022	6/9/2022		

¹ Once adopted, the constitution can be amended in accordance with the provisions of clause 29, subject to the approval of the Charity Commission. If further amendments are made in the future, copies of the previous versions should be retained on file. In the amended version, the amendment table set out on this page should be completed.

CHINESE GOSPEL CHURCH OXFORD

Constitution

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Charitable Incorporated Organisation (CIO)

Constitution

1. Name

- 1.1 The name of the Charitable Incorporated Organisation ("the Charity") is CHINESE GOSPEL CHURCH OXFORD.

2. National location of principal office

- 2.1 The Charity must have a principal office in England or Wales. The principal office of the Charity is in England.

3. Purposes

- 3.1 The Charity's objects are to advance the Christian Faith in accordance with the Statement of Faith stated herein primarily but not exclusively among people of Chinese descent in Oxfordshire through:
- 3.1.1 praising and worshiping God and carrying out his will for the Church;
 - 3.1.2 preaching, studying and following the teachings of the Bible;
 - 3.1.3 nurturing the spiritual life of Christians;
 - 3.1.4 promoting Christian fellowship;
 - 3.1.5 spreading the gospel of Jesus Christ;
 - 3.1.6 caring for those in need;
 - 3.1.7 sending missionaries and supporting mission work; and
 - 3.1.8 cooperating with other Christian churches and organisations who share our general aims and beliefs to carry out God's work.

4. Powers

- 4.1 The Charity has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. Without limitation, this includes the powers set out in the non-exhaustive list below:
- 4.1.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Charity must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
 - 4.1.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- 4.1.3 sell, lease or otherwise dispose of all or any part of the property belonging to the Charity with or without payment, provided that, in the exercise of such power, the Charity complies as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.1.4 employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- 4.1.5 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Charity to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- 5.1 The income and property of the Charity must be applied solely towards the promotion of the purposes of the Charity.
 - 5.1.1 A charity trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - 5.1.2 A charity trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a charity trustee receiving:
 - 5.2.1 benefit from the Charity as a beneficiary of the Charity;
 - 5.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.²
- 5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

² Clauses 5.2.1 and 5.2.2 are a non-exhaustive list explaining what clause 5.2 does not mean. The prohibition in clause 5.2 reflects the fundamental nature of a charity that it is not an organisation run for the profit of its members. However, this does not mean that a member cannot receive payments as a beneficiary in furtherance of objects of the charity. It also does not mean that members cannot receive payment for work carried out for the charity. Although not explicitly stated in clauses 5.2.1 and 5.2.2, the provision at clause 5.2 does not prevent a member being a paid employee of the Church. The position in respect of trustees or 'connected persons' is more strict. A trustee or connected person cannot receive any payment from the charity (other than out-of-pocket expenses) unless the payment is specifically authorised by the constitution or by legislation.

6. Charity trustees' remuneration

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any charity trustee or any other member of the Charity.
- 6.2 However, the charity trustees may undertake any services for the Charity that the charity trustees decide and, subject to the provisions in the constitution, they are entitled to such remuneration as the charity trustees determine for the services which they undertake for the Charity, provided that:
- 6.2.1 that at no time shall a majority of the charity trustees receive remuneration or other benefits for services rendered to the Charity,
 - 6.2.2 that any charity trustee whom it is proposed to remunerate or confer other benefits upon should not be present during the formal deliberations and decision making relating to any such proposed remuneration or benefits,
 - 6.2.3 that the charity trustees are satisfied that the level of the proposed remuneration or the nature and value of any such other benefits is reasonable and proper having regard to the nature and value of the work carried out or services undertaken by such officer and to the income of the Charity, and
 - 6.2.4 that the decision to remunerate or confer other benefits upon such charity trustee and the level of that remuneration and nature and value of any such other benefits shall be taken and decided upon by not less than two thirds of all the remaining charity trustees.
- 6.3 Unless the charity trustees decide otherwise, charity trustees' remuneration accrues from day to day.

7. Charity trustees' expenses

- 7.1. The Charity may pay any reasonable expenses which the charity trustees properly incur in connection with their attendance at —
- 7.1.1. meetings of charity trustees or committees of charity trustees, or
 - 7.1.2. general meetings,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Charity.
- 7.2. Nothing in this constitution shall prevent any payment in good faith by the Charity

- 7.2.1. of the usual professional charges for business done by any charity trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his, when instructed by the Charity to act in a professional capacity on its behalf, provided that at no time shall a majority of the Board of charity trustees benefit under this provision and that a charity trustee shall withdraw from any meeting at which his appointment or remuneration, or that of partner, is under discussion,
- 7.2.2. of interest on money lent by any member of the Charity or charity trustee at a reasonable and proper rate per annum not exceeding 1 per cent less than the published base lending rate of a clearing bank to be selected by the Board of charity trustees,
- 7.2.3. of fees, remuneration or other benefit in money or money's worth to any company of which a charity trustee may also be a member holding not more than 1 per cent of the issued capital of that company,
- 7.2.4. of reasonable and proper rent for premises demised or let by any member of the Charity or a charity trustee,
- 7.2.5. of any premium in respect of any indemnity insurance relating to liabilities of the charity trustees (or any of them) as and to the extent permitted in the constitution,
- 7.2.6. to any charity trustee, officer, servant, voluntary worker or agent of the Charity of reasonable out-of-pocket expenses.

8. Conflicts of interest and conflicts of loyalty

8.1 Subject to clause 8.3, a charity trustee must:

- 8.1.1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and
- 8.1.2. absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any financial interest).

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

8.3 When any charity trustee is conflicted, the trustees who are not conflicted, subject to a quorum being formed and being satisfied that it is in the best interests of the Charity to

do so, may by resolution passed in the absence of the conflicted charity trustee authorise the conflicted charity trustee, notwithstanding any conflict of interest or duty which has arisen or may arise, to:

- 8.3.1 continue to participate in discussions leading to the making of a decision (but not to participate in the decision or vote itself); or
- 8.3.2 disclose to a third party information confidential to the Charity;
- 8.3.3 take any other action not otherwise authorised which does not involve the receipt by the conflicted trustee or a connected person of any payment or material benefit from the Charity; or
- 8.3.4 refrain from taking any step required to remove the conflict.

9. Liability of members to contribute to the assets of the Charity if it is wound up

If the Charity is wound up, the members of the Charity have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

10. Membership of the Charity

10.1 Admission of new members

10.1.1 Eligibility

10.1.1.1 Membership of the Charity is open to anyone who professes the Christian faith in accordance with the Statement of Faith, has satisfied such other requirements as have been specified in the Organisation Rules and who in his or her application for membership has indicated his or her agreement to become a member and to accept the duty of members set out in clause 10.3.

10.1.1.2 Corporate bodies may not be members of the Charity. A member must be an individual.

10.1.2 Admission procedure

10.1.2.1 The charity trustees shall follow the procedure for the admission of members as set in the Organisation Rules and must ensure that an accurate register of members is maintained at all times.

10.2 Transfer of membership

Membership of the Charity cannot be transferred to anyone else.

10.3 Duty of members

It is the duty of each member of the Charity to exercise his or her powers as a member of the Charity in the way he or she decides in good faith would be most likely to further the purposes of the Charity.³

10.4 Termination of membership

10.4.1 Membership of the Charity comes to an end if:

10.4.1.1 the member dies;

10.4.1.2 the member sends a notice of resignation to the charity trustees; or

10.4.1.3 a person's membership is terminated in accordance with the provisions set out in the Organisation Rules.

10.4.2 ⁴The provisions for church discipline contained in the Organisation Rules shall include provisions setting out that no resolution to remove a person ("P") from membership shall be effective unless:

10.4.2.1 prior to making any decision to remove P from membership by a resolution of the Board of Elders, the Board of Elders have, at a duly constituted meeting of the Board of Elders ("the Meeting"), considered whether or not P should be removed from membership and have taken into account the representations referred to below;

10.4.2.2 the Board of Elders have given P 21 clear days' notice of the Meeting, informing P of the reasons why his or her removal from membership is being considered, inviting P to make representations to the Board of Elders (prior to or at the Meeting) as to why he or she should not be removed from membership; and

10.4.2.3 the Board of Elders have allowed P or P's representative to make those representations in person at the Meeting if P so chooses.

10.5 Informal or associate (non-voting) membership

10.5.1 The Organisation Rules may contain provisions for associate or other classes of non-voting membership, and may set out the rights and obligations of any such

³ This is a legal obligation that applies to every member of the CIO and should not be altered.

⁴ The Charity Commission's own model document allows the charity trustees to terminate a person's membership on the grounds that it is in the best interests of the charity to do so, but only if the charity trustees comply with the requirements of "natural justice" before removing that person, i.e. informing the person of the reasons why their membership is being terminated and giving them an opportunity to state their case to the charity trustees. In approving this model, the Charity Commission has agreed that the provisions for termination of membership can cross-refer to church discipline provisions set out in the Organisation Rules, but have required that any provisions covering church discipline must also reflect the requirements of "natural justice".

members, and the conditions for admission to, and termination of membership of any such class of members.

10.5.2 Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

11 Members’ decisions

11.1 General provisions

All decisions of the members of the Charity shall be taken by vote at a general meeting as provided in clause 11.2.

11.2 Making resolutions at general meetings

Subject to clause 11.4, any decision of the members of the Charity may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting including proxy votes, where permitted.

11.3 Taking decisions by written resolution without a general meeting

11.3.1 Subject to clause 11.4, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

11.3.1.1 a copy of the proposed resolution has been sent to all the members eligible to vote and the circulation of the resolution has been authorised by the charity trustees; and

11.3.1.2 a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 14 days beginning with the circulation date. The document signifying a member’s agreement must be authenticated by their signature, or in such other manner as the charity trustees have specified.

11.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.

11.3.3 Eligibility to vote on the resolution is limited to members who are members of the Charity on the date when the proposal is first circulated in accordance with clause 11.3.1.1 above.

11.3.4 Not less than 10% of the members of the Charity may request the charity trustees to make a proposal for a written resolution to be circulated in accordance with the procedure set out above.

11.3.5 The charity trustees must within 21 days of receiving such a request comply with it if:

11.3.5.1 The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

11.3.5.2 The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

11.3.5.3 Effect can lawfully be given to the proposal if it is so agreed.

11.4 Decisions that must be taken in a particular way

11.4.1 Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).

11.4.2 Any decision to wind up or dissolve the Charity must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Charity to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11.4.3 Where the standing orders or Organisation Rules cover specific decisions of the members of the Charity, the standing orders or Organisation Rules may provide that such decisions shall require a majority that is greater than a simple majority of votes cast.

12 General meetings of members

12.1 Types of general meeting

12.1.1 There must be an annual general meeting (AGM) of the members of the Charity. AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.

12.1.2 Other general meetings of the members of the Charity may be held at any time.

12.1.3 All general meetings must be held in accordance with this clause 12.

12.2 Calling general meetings

12.2.1 The charity trustees:

12.2.1.1 must call the annual general meeting of the members of the Charity in accordance with clause 12.1.1 and identify it as such in the notice of the meeting; and

12.2.1.2 may call any other general meeting of the members at any time.

12.2.2 The charity trustees must, within 21 days, call a general meeting of the members of the Charity if:

12.2.2.1 they receive a request to do so from at least 20% of the members of the Charity; and

12.2.2.2 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

12.2.3 If, at the time of any such request, there has not been any general meeting of the members of the Charity for more than 12 months, then clause 12.2.2.1 shall have effect as if 10% were substituted for 20%.

12.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting, in which case, subject to clause 12.2.5, the charity trustees must include those particulars in the notice calling the meeting.

12.2.5 A resolution may only properly be proposed if it is lawful and is not, in the opinion of the trustees acting reasonably, frivolous, defamatory or vexatious.

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

12.2.7 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

12.2.8 A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

12.2.9 The Charity must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Charity shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

12.3 Notice of general meetings

12.3.1 The charity trustees, or, as the case may be, the relevant members of the Charity, must give at least 14 clear days⁵ notice of any general meeting to all of the members, and to any charity trustee of the Charity who is not a member.

12.3.2 If it is agreed by not less than 90%⁶ of all members of the Charity, any resolution may be proposed and passed at the meeting even though the requirements of clause 12.3.1 have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

12.3.3 The notice of any general meeting must:

12.3.3.1 state the time and date of the meeting;

12.3.3.2 give the address at which the meeting is to take place;

12.3.3.3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;

12.3.3.4 if a proposal to alter the constitution of the Charity is to be considered at the meeting, include the text of the proposed alteration;

12.3.3.5 include details of persons standing for election or re-election by the members of the Charity as a charity trustee; and

12.3.3.6 include, with the notice for the AGM, the annual statement of accounts and trustees' annual report.

12.3.4 Proxy votes shall only be permitted at the meeting if the charity trustees have decided to allow them for that meeting and the notice calling the meeting specifies that proxy votes shall be permitted. If proxy votes are permitted, such votes shall be cast in accordance with the provisions of clause 13.

12.3.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

12.3.6 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Charity.

⁵ E.g. if a meeting is to be held on the 22nd day of the month, the notice needs to be received on the 7th day of the month, as there are 14 days between those two dates. This means that the notice will have to be sent out on the 5th day of the month because under clause 12.3.5 notices are deemed to be received 48 hours after they are sent.

⁶ The figure here comes from the legislation that governs CIOs and may not be decreased.

12.4 Chairing of general meetings

The person nominated as chair by the charity trustees under clause 20.2.1 shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Charity who are present at a general meeting shall elect a chair to preside at the meeting.

12.5 Quorum at general meetings

12.5.1 No business may be transacted at any general meeting of the members of the Charity unless a quorum is present when the meeting starts.

12.5.2 Subject to the following provisions, the quorum for general meetings shall be the greater of 30% or 10 members.

12.5.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed. In such circumstances, unless the circumstances set out at clause 12.2.3 apply, the members who requested or called the meeting shall not, within the 12 month period commencing on the date of the meeting, be entitled to request a further meeting to deal with business that is substantially the same as the business for which the meeting was called.

12.5.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the Charity's members at least seven clear days before the date on which it will resume.

12.5.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

12.5.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

12.6 Voting at general meetings

12.6.1 Any decision other than one falling within clause 11.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting including proxy votes. Every member has one vote.

12.6.2 A poll shall be taken on each resolution where two or more members request that a poll is held in accordance with clause 12.6.4, and on each resolution for which the chair directs that there should be a poll. A poll shall also be taken in connection with any resolution in connection with clause 29 (Amendment of

constitution) or 30 (Voluntary winding up or dissolution). Every poll shall be taken at the meeting at which the resolution subject to the poll was put to the vote.

12.6.3 Polls do not need to be in writing. Polls may be conducted by counting the number of hands raised for and against a resolution or by any other means which allows the number of votes cast for or against the resolution to be recorded.

12.6.4 All decisions not requiring a poll shall be decided by a show of hands, i.e. a vote in which members raise their hands to vote for or against the resolution, but the actual number of votes are not counted because it is clear from the show of hands whether or not the resolution has been carried. If any Charity member requests that the votes cast on a show of hands be counted, a poll shall be carried out in accordance with clause 12.6.3 if at least one other member seconds the request.

12.6.5 A secret ballot may be held at a general meeting on any resolution at the insistence of the charity trustees, the chair of the meeting or of 30% of the Charity members present at the meeting. Members will be issued with ballot paper for one or more resolutions subject to secret ballot. The chair will appoint two members to collect and count the ballot papers in such a manner that preserves the anonymity of the votes cast. The members counting the votes shall be permitted to vote. No further business shall be conducted until the votes have been counted and reported to the chair of the meeting who will then announce the result of the ballot. There shall be a recount by two other members appointed by the chair in respect of any resolution subject to a secret ballot where, on the first count, the number of votes cast in favour of the resolution is less than ten percentage points higher than the percentage threshold required for the resolution to be passed. A maximum of one recount may be carried out in respect of each resolution that is subject to a secret ballot. In every secret ballot, the number of votes cast for and against the resolution shall be recorded in the minutes of the meeting.

12.6.6 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

12.7 Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12.8 Participation in general meetings by electronic means

12.8.1 Members' meetings required under clauses 12.2.1 or 12.2.2 may be held either in person or by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

12.8.2 Any member participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

12.8.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

12.8.4 Voting at an electronic meeting shall be conducted in a way agreed by the charity trustees and communicated to the members with the notice of the meeting under clause 12.3.3.

12.8.5 When an electronic meeting is called by the charity trustees, clause 12.3.3.2 shall be read as “give the means by which the meeting will be held and information on how to access the meeting”.

13 Proxy voting

13.1 If the charity trustees have allowed proxy voting to take place at a general meeting of the Charity, a member of the Charity may appoint another member of the Charity as a proxy to exercise all or any of that member’s rights to attend, speak and vote at that general meeting. Proxies must be appointed by a notice in writing (a “proxy notice”) which:

13.1.1 states the name of the member appointing the proxy;

13.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

13.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Charity may determine; and

13.1.4 is delivered to the Charity in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

13.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

13.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

13.4 Unless a proxy notice indicates otherwise, it must be treated as:

13.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any resolutions put to the meeting; and

13.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

- 13.5 A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that member.
- 13.6 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- 13.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 13.8 If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

14 Charity trustees

14.1 Functions and duties of charity trustees

14.1.1 The charity trustees shall have the general control and management of the administration of the Charity and may for that purpose exercise all the powers of the Charity subject to the provisions contained in this constitution and the Organisation Rules.

14.1.2 It is the duty of each charity trustee:

- 14.1.2.1 to exercise his or her powers and to perform his or her functions as a trustee of the Charity in the way he or she decides in good faith would be most likely to further the purposes of the Charity; and
- 14.1.2.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - 14.1.2.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - 14.1.2.2.2 if he or she acts as a charity trustee of the Charity in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

14.2 Eligibility for trusteeship

14.2.1 Every charity trustee must be a natural person.

14.2.2 No one may be appointed as a charity trustee:

14.2.2.1 if he or she is under the age of 18 years;

14.2.2.2 if he or she is not recommended for appointment by the Board of Elders;

14.2.2.3 if he or she would automatically cease to hold office under the provisions of clause 16.1.5;

14.2.2.4 if he or she has not affirmed in writing (or by such other means as the trustees may specify) the Statement of Faith and Ethical Statements.

14.2.3 At least one of the trustees of the Charity must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

14.3 Number of charity trustees

14.3.1 There must be at least three charity trustees. If the number falls below this minimum, the Board of Elders may act to arrange for the appointment of additional trustees to bring the total number back to the minimum required by this clause. The Board of Elders may do this by arranging for the appointment of charity trustees by the Charity members in accordance with clause 14.4.1, or may otherwise (at their sole discretion) appoint such additional trustees as will bring the total number of charity trustees up to three, without requiring a decision of the Charity members.

14.3.2 There is no maximum number of charity trustees that may be appointed to the Charity. THE FIRST TRUSTEES ARE KAI WING NORMAN LEE, JING XIAO AND SHAN WAI.

14.4 Appointment of charity trustees

14.4.1 Subject to clause 14.2.2, the Board of Elders shall be entitled to propose any persons as charity trustees, and they shall be appointed by the Charity members for a term of two years, in accordance with the requirements set out in the Organisation Rules.

14.4.2 No person shall be appointed as a charity trustee if they would be disqualified from acting under the provisions of clause 16.1.5.

14.4.3 In proposing individuals for appointment as charity trustees under clause 14.4.1, the Board of Elders must have regard to the skills, knowledge and experience needed for the effective administration of the Charity.

15 Information for new charity trustees

15.1 The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

15.1.1 a copy of this constitution and any amendments made to it; and

15.1.2 a copy of the Charity's latest trustees' annual report and statement of accounts.

16 Retirement and removal of charity trustees

16.1 A charity trustee ceases to hold office if:

16.1.1 he or she retires by notifying the Charity in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

16.1.2 he or she is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

16.1.3 he or she dies;

16.1.4 he or she has become physically or mentally incapable of acting as a trustee and may remain so for more than three months, as confirmed by the written opinion, given to the CIO, of a registered medical practitioner treating that person;

16.1.5 he or she is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision), unless such disqualification is waived by the Charity Commission pursuant to Section 181 of the Charities Act 2011;

16.1.6 his or her term expires and he or she is not reappointed in accordance with clause 17.2, and the Organisation Rules; or

16.1.7 he or she is removed from office in accordance with clause 16.2.

16.2 Subject to the provisions of the Organisation Rules, a charity trustee may be removed from office if the following requirements are met:

16.2.1 the Board of Elders resolve by a decision of at least two-thirds of the Board of Elders present and voting that the charity trustee should be removed in accordance with the Organisation Rules, on the basis that:

16.2.1.1 he or she ceases in the opinion of at least two-thirds of the Board of Elders present and voting to believe in and/or live in accordance with the doctrines contained in the Statement of Faith or Ethical Statements;

16.2.1.2 he or she has breached the requirements of this constitution or the Organisation Rules in relation to conduct expected of trustees; or

16.2.1.3 for any other reason, it is no longer in the best interests of the Charity for the person to remain as a charity trustee,

and such a resolution shall only be passed provided that the trustee in question has been given reasonable opportunity to make representations to the Board of Elders prior to the decision to remove them being taken.

17 Reappointment of charity trustees

17.1 Any person who retires as a charity trustee under clause 16.1.1 by giving notice to the Charity is eligible for reappointment.

17.2 Any charity trustee whose term under clause 14.4.1 expires is eligible for reappointment. They shall be reappointed in line with the process set out at clause 14.4 above and in the Organisation Rules.

18 Delegation by charity trustees

18.1 The charity trustees may delegate day-to-day matters to individuals or committees, including powers to commit the Charity to a course of action. The power of delegation in this clause 18.1 does not authorise the delegation of matters affecting the general control and management of the administration of the Charity. The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers under this sub-clause.⁷

18.2 Subject to clause 18.4, the charity trustees may delegate any of their powers or functions relating to the general control and management of the administration of the Charity to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.⁸

18.3 The powers in this clause are in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees.

⁷ Under this clause, the charity trustees can delegate executive powers to individuals or groups of individuals. For example the trustees may delegate powers to the head of children's work to run a budget to spend the church's resources on developing a children's ministry; or the trustees may delegate powers to the deacons as a whole to run a range of practical matters.

⁸ This clause deals with the delegation not of the day-to-day running of the church but with matters of oversight. This may include having a finance sub-committee which sets financial procedures within which the church has to operate or an employment and remuneration committee.

18.4 The power at clause 18.2 is subject to the following requirements –

18.4.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee who has been appointed in accordance with clause 14.4 prior to the establishment of the committee;

18.4.2 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

18.4.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

18.5 The spiritual direction of the Charity shall be set by the Board of Elders in accordance with the Organisation Rules. The charity trustees shall use their powers to allow for the implementation of the spiritual direction set by the Board of Elders, unless it would be unlawful for them to do so. The charity trustees shall, in accordance with clause 18.2, make such delegations of their powers as are necessary to ensure the Charity is run in a way that recognises the different responsibilities assigned to Board of Elders and Deacons in the Organisation Rules.

19 Taking of decisions by charity trustees

19.1 Subject to clause 19.4 the charity trustees must exercise their powers jointly, at properly convened meetings.

19.2 Subject to clause 19.4, any matter requiring a decision of the charity trustees shall require a simple majority of those present and voting at a properly convened meeting.

19.3 In the event of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

19.4 The charity trustees may, in standing orders, provide that certain decisions may be taken by resolution, in writing or electronic form, agreed by the requisite number of charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement. The requisite number of trustees must be the number of trustees that would be required to pass the same resolution were that resolution considered at a meeting of the trustees attended by all trustees eligible to vote on that resolution.

20 Meetings and proceedings of charity trustees

20.1 Calling meetings

20.1.1 The chairman or any two of the charity trustees may call a meeting of the charity

trustees at any time.

20.1.2 The charity trustees must hold at least four meetings in each twelve month period.

20.1.3 The charity trustees shall decide how their meetings are to be called, and what notice is required.

20.2 Chairing of meetings

20.2.1 The charity trustees must elect one of their number to be chair of their meetings and shall determine the period for which the person so elected is to continue as chair.

20.2.2 The charity trustees present at a meeting must elect one of their number to chair that meeting if the chairman is not present, does not wish to act or the office of chairman is vacant.

20.3 Quorum

No business may be transacted at a meeting of the charity trustees unless there are present at least one-half of the charity trustees for the time being or two charity trustees, whichever shall be the greater. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

20.4 Participation in meetings by electronic means

20.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

20.4.2 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

20.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

21 Saving provisions

21.1 Subject to clause 21.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

21.1.1 who was disqualified from holding office;

21.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

21.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

21.2 Clause 21.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 21.1, the resolution would have been void, or if the charity trustee has not complied with clause 8 (Conflicts of interest).

22 Execution of documents

22.1 The Charity shall execute documents and deeds by signature.

22.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.⁹

22.3 A document is validly executed as a deed if it is signed by at least two of the charity trustees and the document makes clear on its face that it is intended by the persons making it to be a deed.¹⁰

23 Use of electronic communications

23.1 General

23.1.1 The Charity will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

23.1.1.1 the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

23.1.1.2 any requirements to provide information to the Commission in a particular form or manner.

23.2 To the Charity

⁹ This clause states that by default documents can only be validly signed on behalf of the church if they are signed by at least 2 charity trustees. This rule cannot be amended by a standing order as it comes from the legislation that governs CIOs.

¹⁰ This clause requires that deeds have to be signed by at least 2 charity trustees. This rule cannot be amended by a standing order as it comes from the legislation that governs CIOs.

23.2.1 Any member or charity trustee of the Charity may communicate electronically with the Charity to an address specified by the Charity for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Charity.

23.3 By the Charity

23.3.1 Any member or charity trustee of the Charity, by providing the Charity with his or her email address or similar, is taken to have agreed to receive communications from the Charity in electronic form at that address, unless the member has indicated to the Charity his or her unwillingness to receive such communications in that form.

23.3.2 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

23.3.2.1 provide the members with the notice referred to in clause 12.3 (Notice of general meetings);

23.3.2.2 give charity trustees notice of their meetings in accordance with clause 20.1 (Calling meetings); and

23.3.2.3 submit any proposal to the charity trustees for decision by written resolution in accordance with clause 19.4 and any standing orders made on written resolutions.

23.3.3 The charity trustees must:

23.3.3.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and

23.3.3.2 send communications in hardcopy form to any member or charity trustee who has not consented to receive communications in electronic form.

24 Keeping of Registers

The Charity must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

25 Minutes

25.1 The charity trustees must keep minutes of all:

- 25.1.1 appointments of officers made by the charity trustees;
- 25.1.2 proceedings at general meetings of the Charity;
- 25.1.3 meetings of the charity trustees and committees of charity trustees including:
 - 25.1.3.1 the names of the trustees present at the meeting;
 - 25.1.3.2 the decisions made at the meetings; and
 - 25.1.3.3 where appropriate the reasons for the decisions;
- 25.1.4 decisions made by the charity trustees otherwise than in meetings.

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

- 26.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Charity, within 10 months of the financial year end.
- 26.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Charity entered on the Central Register of Charities.

27 Standing Orders

- 27.1 Subject to clause 27.4
 - 27.1.1 the charity trustees may from time to time make, alter, add to or repeal standing orders for the proper regulation of the affairs of the charity trustees and the regulation of matters which have been delegated by the charity trustees including functions, powers and decision making; and
 - 27.1.2 the Charity members in general meeting may alter, add to or repeal the standing orders.
- 27.2 The charity trustees must adopt such means as they think sufficient to bring the standing orders to the notice of Charity members.
- 27.3 Standing orders are binding on all Charity members and charity trustees.
- 27.4 No standing order may be inconsistent with or may affect or repeal anything in the constitution or the Organisation Rules.

28 Disputes

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

29 Amendment of constitution

- 29.1 As provided by sections 224 – 227 of the Charities Act 2011, this constitution, including the Statement of Faith, can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Charity (including proxy votes if the charity trustees have permitted voting by proxy).
- 29.2 Any alteration of clause 3 (Purposes), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Charity or persons connected with them, requires the prior written consent of the Charity Commission.
- 29.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 29.4 A copy of any resolution altering the constitution, together with a copy of the Charity's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

30 Voluntary winding up or dissolution

- 30.1 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to St Clement's Church, Oxford, or some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by this Constitution, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
- 30.2 The charity trustees may decide to make provision for the benefit of persons employed or formerly employed by the Charity or any of its subsidiaries (other than a charity trustee or former charity trustee or shadow charity trustee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Charity or that subsidiary.

31 Interpretation

In this constitution:

- 31.1 **“Board of Elders”** has the meaning given to it in the Organisation Rules.
- 31.2 **“charity trustee”** means a person who has been appointed as a charity trustee of the Charity in accordance with this constitution.
- 31.3 **“Ethical Statements”** means any statements set out in the Organisation Rules, or adopted in accordance with the procedures set out in the Organisation Rules setting out how the doctrines contained in the Statement of Faith apply in the ethics of day-to-day life and in accordance with which Charity Members are expected to live their lives.
- 31.4 **“Organisation Rules”** means the rules adopted by the members of the Charity governing the internal practices of the Charity as may from time to time be amended in accordance with its terms.
- 31.5 **“Statement of Faith”** means the doctrinal basis of the Charity set out in the Schedule titled Statement of Faith as may be amended from time to time in accordance with clause 29.1.
- 31.6 **“compensation”** refers to any payment, including a salary or a stipend, that is paid to a trustee or connected person in connection with duties carried out by that individual on behalf of the Charity either as an office holder or an employee but does not amount to reimbursement for loss, or payment to an individual for providing their services as a trustee.
- 31.7 **“connected person”** means:
- 31.7.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
 - 31.7.2 the spouse or civil partner of the charity trustee or of any person falling within clause 31.7.1;
 - 31.7.3 a person carrying on business in partnership with the charity trustee or with any person falling within clause 31.7.1 or 31.7.2;
 - 31.7.4 an institution which is controlled –
 - 31.7.4.1 by the charity trustee or any connected person falling within clause 31.7.1, 31.7.2 or 31.7.3; or
 - 31.7.4.2 by two or more persons falling within clause 31.7.4.1, when taken together
 - 31.7.5 a body corporate in which –

31.7.5.1 the charity trustee or any connected person falling within clauses 31.7.1 to 31.7.3 has a substantial interest; or

31.7.5.2 two or more persons falling within clause 31.7.5.1, who, when taken together, have a substantial interest.

(N.b. Section 118 of the Charities Act 2011 applies a different definition to “connected person” for the purpose of dispositions of land belonging to charities).

31.8 The “**Communications Provisions**” means the Communications Provisions in Part 9 of the General Regulations.

31.9 “**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

31.10 “**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

31.11 A “**poll**” means a counted vote, in which the actual number of votes cast for and against the resolution are counted to determine whether or not the resolution has been carried.

31.12 A “**ballot**” means a poll in which the people voting cast their votes in writing on a ballot slip.

31.13 “**Objects**” means the purposes of the charity as described in clause 3 of this constitution.

31.14 A reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.

Schedule

Statement of Faith

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

1. There is one and only one living and true God. The eternal God reveals Himself to us as Father, Son, and Holy Spirit, with distinct personal attributes, but without division of nature, essence, or being.
2. The sovereignty of God in creation, revelation, redemption and the final judgment.
3. The divine inspiration of and infallibility of Holy Scripture, as originally given, and its supreme authority in all matters of faith and conduct.
4. The universal sinfulness and guilt of human nature since the Fall, rendering man subject to God's wrath and condemnation.
5. Redemption from the guilt, penalty and power of sin only through the sacrificial death of Jesus Christ (as our Representative and Substitute), the Incarnate Son of God.
6. The physical resurrection of Jesus Christ from the dead, and his ascension to the right hand of the throne of God the Father.
7. The necessity of the work of the Holy Spirit to make the death of Christ effective to the individual sinner, granting him repentance toward God and faith in Jesus Christ.
8. The indwelling and the work of the Holy Spirit in the believer.
9. The one holy universal church, which is the Body of Christ, and to which all true believers belong.
10. Every Christian is a priest to others in that he is a member of a royal priesthood and responsible to Christ for ministering to others.
11. The expectation of the personal return of the Lord Jesus Christ.