

Charity name:

The Inclusive Church Network

Constitution

adopted on the **Sixth day of October, 2003** and amended on the **Sixteenth day of July, 2015**, **with proposed amendments agreed by the Trustees on 19th May 2021 to be put to the Annual General Meeting on 23rd August 2021.**

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A Name

The name of the Association is **The Inclusive Church Network**, sometimes known as **Inclusive Church** ("the charity").

B Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Board of Trustees, constituted by **clause G** of this constitution ("the Board of Trustees").

C Objects

The Charity's objects ("the objects") are

- (a) **To advance the Christian Faith for the benefit of the public in accordance with the Statement of Belief appearing in the schedule;**
- (b) **To advance the education of the public in understanding the practice and effects of the Statement of Belief appearing in the schedule.**

D Powers

In furtherance of the objects but not otherwise the Board of Trustees may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Board of Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (v) power to employ such staff (who shall not be members of the Board of Trustees) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;

- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (viii) power to appoint and constitute such advisory committees as the Board of Trustees may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership

- (1) Membership of the Charity shall be open to
 - individuals (over the **age of 16 years**) who are interested in furthering the work of the Charity and **who have signed the Statement of Belief appearing in the schedule.**
- (2) There shall be a register of Members and every member shall have one vote at general meetings of the Charity.
- (3) The Board of Trustees may for good reason terminate the membership of any individual: provided that the individual concerned shall have the right to be heard by the Board of Trustees, accompanied by a friend, before a final decision is made.
- (4) Churches may become affiliated to the Charity provided that they subscribe to the Statement of Belief appearing in the schedule, and that the Board of Trustees approves.
 - Affiliated churches are expected:
 - to have passed a formal resolution by ~~a Parochial Church Council or its non-Anglican equivalent~~its trustee body (eg Church Council);
 - to provide regular public worship;
 - ~~to belong to either Churches Together or the Evangelical Alliance;~~and to demonstrate that adequate Safeguarding arrangements are in place for children and ~~vulnerable~~adults at risk of harm;-
 - ~~(4) • Affiliated churches are expected~~ to make an appropriate annual financial contribution to support the work of the Charity and to encourage some individuals from their congregations to become members of the Charity.
- (5) The Charity will work in collaboration with a number of Partner Organisations. They must be identified and approved by the membership each year at the Annual General Meeting.

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F Honorary Officers

As soon as practicable after each Annual General Meeting of the Charity the members of the Board of Trustees shall elect from amongst themselves a Chair, a Secretary and a Treasurer who will hold office from the conclusion of that meeting for a period of one year (~~i.e~~ until the first meeting of the Board after the next AGM) and meet as the **Management Committee** to ensure the decisions of the Board of Trustees are implemented.

G Board of Trustees

1. The Board of Trustees shall consist of not less twelve and not more than nineteen members being:
 - a. **Not more than ten members** elected at the AGM who shall hold office from the conclusion of the meeting.
 - b. **One person nominated by each approved Partner Organisation** to be a Trustee, and that person shall be elected at the AGM, and hold office from the conclusion of the meeting for one year. If it becomes necessary to replace a Trustee nominated by a Partner Organisation, a replacement is to be approved by the Trustees until the next AGM
 - c. Not more than four co-opted members appointed by the Board of Trustees, but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Board of Trustees would be co-opted members.
2. All individual and co-opted members of the Board of Trustees will be elected for a period of **three years** from the end of the Annual General Meeting at which they were elected and came into office, until the end of the 3rd Annual General Meeting after their election. At the end of their three year term in office they may seek re-election immediately.
3. Nobody shall be appointed as a member of the Board of Trustees who is aged **under 16** or who would if appointed be disqualified under the provisions of the following clause.
4. No person shall be entitled to act as a member of the Board of Trustees whether on a first or on any subsequent entry into office until after signing in the minute book of the Board of Trustees a declaration of acceptance and of willingness to act in the trusts of the Charity.

H Determination of Membership of Board of Trustees

A member of the Board of Trustees shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Board of Trustees by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing administering his or her own affairs;
- (3) is absent without the permission of the Board of Trustees from all their meetings held with a period of six months and the Board of Trustees resolve that his or her office be vacated; or
- (4) notifies to the Board of Trustees a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect).

I Board of Trustees Members not to be personally interested.

No member of the Board of Trustees shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive

remuneration or be interested (otherwise than as a member of the Board of Trustees) in any contract entered into by Board of Trustees.

J Meetings and proceedings of the Board of Trustees.

- (1) The Board of Trustees shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Board of Trustees upon not less than 4 days' notice being given to the other members of the Board of Trustees of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) Meetings of the Board may take place in a single physical location or may, if the members of the Board of Trustees so agree, take place virtually (for example, by telephone or video conference). Meetings may combine both physical and virtual attendance if members of the Board of Trustees feel this is appropriate on any occasion to maximise attendance and participation. Members attending virtually shall be counted as attending, and be eligible to vote on any matter.
- (3) The chair shall act as chair at meetings of the Board of Trustees. If the chair is absent from any meeting, the members of the Board of Trustees present shall choose one of their number to be chair of the meeting before any other business is transacted.
- (4) There shall be a quorum when at least one third of the number of members of the Board of Trustees for the time being, or three members of the Board of Trustees, whichever is the greater, are present at a meeting.
- (5) Every matter shall be determined by a majority of votes of the members of the Board of Trustees present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
- (6) The Board of Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Board of Trustees and any sub-committee.
- (7) The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (8) The Board of Trustees may appoint one or more sub-committees consisting of three or more members of the Board of Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees.

K Receipts and expenditure.

- (1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Board of Trustees in the name of the Charity at such bank as the Board of Trustees shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Board of Trustees. Payments from the account shall be subject to such Financial Procedures and Levels of Authority as the Board of Trustees

shall by resolution agree from time to time, subject to the procedures required by the bank.

- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

L Property.

- (1) Subject to the provisions of sub-clause (2) of this clause, the Board of Trustees shall cause the title to:

- (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and

- (b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided they act only in accordance with the lawful directions of the Board of Trustees, the holding trustees shall not be liable for the acts and defaults of its members.

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

M Accounts.

The Board of Trustees shall comply with their obligation under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

N Annual Report.

The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

O Annual Return.

The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

P Annual General Meeting

- (1) There shall be an annual general meeting of the Charity which shall be held in the **month of June** in each year or as soon as practicable thereafter.
- (2) The annual general meeting may take place in a single physical location or may, if the members of the Board of Trustees so agree, take place virtually (for example, by telephone or video conference). Meetings may combine both physical and virtual attendance if members of the Board of Trustees feel this is appropriate on any occasion to maximise attendance and participation. Members attending virtually shall be counted as attending, and be eligible to vote on any matter.
- (3) Every annual general meeting shall be called by the Board of Trustees. The secretary shall give at least 21 days' notice of the annual general meeting to all members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (4) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chair of the meeting. The chair shall be the chair of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chair of the meeting.
- (5) The Board of Trustees shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (6) Nominations for election to the Board of Trustees must be made by members of the Charity in writing (including email) and must be in the hands of the secretary of the Board of Trustees at least 7 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot such that any members attending virtually shall have their votes included.

Q Special General Meetings.

The Board of Trustees may call a special general meeting of the Charity at any time. If at least ten members of the **Board of Trustees** request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings.

- (1) The secretary or other person specially appointed by the Board of Trustees shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least twenty members of the Charity are present at any general meeting.

S Notices.

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Board of Trustees on any member either personally, electronically, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T Alterations to the Constitution.

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A (the name of charity clause), clause C (the objects clause), clause I (Board of Trustees members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Board of Trustees should promptly send to the Commission a copy of any amendment made under this clause.

U Dissolution.

If the Board of Trustees decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present

and voting the Board of Trustees shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

V Arrangements until first Annual General Meeting.

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Board of Trustees were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of the document.

Signed

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Schedule 1 – Statement of Belief *(as amended by 2019 AGM)*

We believe in inclusive Church - church which celebrates and affirms every person and does not discriminate. We will continue to challenge the church where it discriminates against people on grounds of disability, economic power, ethnicity, gender, gender identity, learning disability, mental health, neurodiversity or sexuality. We believe in a Church which welcomes and serves all people in the name of Jesus Christ. We believe in a Church which is scripturally faithful and seeks to proclaim the Gospel afresh for each generation. We believe in a Church which, in the power of the Holy Spirit, allows all people to grasp how wide and long and high and deep is the love of Jesus Christ.