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Draft Model Governing Documents for URC / Methodist United Area Associations

Model Governing Documents

(Constitution and Schedule)

for
a
United Area Association
Methodist/United Reformed Church

Model Constitution for a Methodist / United Reformed Church United Area Association

This Constitution was adopted on [date] [and amended on [date(s)]] and relates to the charitable unincorporated association governed by this Constitution and known as [name].

Introduction

- 1) In this Constitution (including the Schedule to it) the following expressions have the following meanings:
 - a) ‘the Area of Benefit’ means the area specified in paragraph 2 of the Schedule;
 - b) ‘the Charity’ means the charity constituted by this Constitution;
 - c) ‘Area Meeting’ means a meeting of the Members;
 - d) ‘Co-opted Trustees’ means Trustees appointed by the Trustees under clause 22(c);
 - e) ‘Elected Trustees’ means Trustees elected under clause 22(b);
 - f) ‘the Area’ means the United Area specified in paragraph 1 of the Schedule;
 - g) ‘the Members’ means the members of the Charity;
 - h) ‘the Participating Churches’ means the Churches specified in paragraph 4 of the Schedule;
 - i) ‘the Participating Denominations’ means the denominations specified in paragraph 3 of the Schedule;
 - j) ‘the Schedule’ means the Schedule to this Constitution;
 - k) ‘the Sponsoring Body’ means the body specified in paragraph 5 of the Schedule;
 - l) ‘the Trustees’ means the body of trustees constituted by clause 22 of this Constitution (who are the charity trustees of the Charity for the purposes of the Charities Act 1993).

Purpose of the Charity

- 2) The purpose of the Charity is to advance the Christian faith for the public benefit in the Area of Benefit in accordance with the principles and practices of the Participating Churches.
- 3) In achieving its purpose, the Charity will engage in a range of activities, either on its own or with others, including (but not restricted to):
 - a) the celebration of public worship;
 - b) the teaching of the Christian faith;
 - c) mission and evangelism;
 - d) pastoral work, including visiting the sick and the bereaved;
 - e) the provision of other facilities with a Christian ethos for the local community, including (but not restricted to) the elderly, the young and other groups with special needs; and
 - f) the support of other charities in the UK and overseas.

Membership of the Charity

- 4) The duly authorised ministers for the time being of the Area as defined in paras 6a and b of the schedule.
- 5) Other persons in accordance with the provisions of paragraph 6 the Schedule.
- 6) The Trustees must keep a register of Members, which must be made available to any Member upon request. The register must record the name, address and denominational affiliation within the Area of each Member.

- 7) Membership of the Charity shall be terminated if the Member concerned:-
- a) gives written notice of his or her resignation to the Trustees;
 - b) ceases to be entitled to membership of the charity / association (including as a result of any disciplinary procedure conducted by either the Methodist or United Reformed Church); or
 - c) dies.
- 8) Membership of the Charity is personal and not transferable.

Area Association meetings

- 9) There shall be the following kinds of Meeting of the Charity:
- a) Annual Area Meetings;
 - b) Ordinary Area Meetings;
 - c) Special Area Meetings;
- 10) Area Association Meetings shall be convened by or on behalf of the Trustees, either:
- a) by giving 14 days' (or, in the case of a Special Area Meeting, 21 days') notice in writing sent to the addresses recorded for the Members in the register of Members; or
 - b) by giving verbal notice given at each service of public worship of the participating churches held in the Area on the two Sundays (or, in the case of a Special Area meeting, the three Sundays) immediately preceding the date of the Area Meeting.
- 11) An Annual Area Meeting must be held within 12 months of the adoption of this Constitution and once in every subsequent calendar year.
- 12) The business of an Annual Area Meeting is to:
- a) receive the report of the Trustees on the Charity's activities since the previous Annual Area Meeting;
 - b) review the life and witness of the Charity;
 - c) elect Trustees from among the Members by processes that are clear and open and explicitly provided for in this constitution;
 - d) receive the accounts of the Charity for the previous financial year;
 - e) appoint an auditor or independent examiner for the Charity; and
 - f) consider any other business put before it by the Trustees.
- 13) An Ordinary Area Meeting shall be convened on not less than two occasions in each calendar year.
- 14) The business of an Ordinary Area Meeting is to:
- a) review the life and witness of the Charity;
 - b) consider topics relevant to the local and wider witness of the Charity;
 - c) receive reports covering all aspects of the life of the area;
 - d) consider matters brought to it by the Trustees, so as to offer advice or guidance (to which the Trustees must have regard), and to indicate support as required;
 - e) help to shape the life, work and vision of the area.]

- 15) A Special Area Meeting may be called at any time by the Trustees and must be called by them within 21 days after receiving a written request from at least one-tenth of the Members for the time being.
- 16) In the case of a Special Area Meeting the notice of the meeting must include an indication of the business to be transacted.
- 17) The business of a Special Area Meeting shall comprise that referred to in the notice convening it and no other.
- 18) No business shall be conducted at any Area Meeting unless at least *[number]*, or *[one-third]* of the number of Members for the time being (if greater), are present.
- 19) The chair of the Trustees or (if the chair is unable or unwilling to do so) some other Member elected by those present shall preside at any Area Meeting.
- 20) Except as otherwise provided in this Constitution, every issue at an Area Meeting shall be determined by a simple majority of votes cast by the Members present and voting.
- 21) Except for the chair of the meeting, who in the case of an equality of votes has a second or casting vote, every Member present in person at any Area Meeting is entitled to one vote on every issue.

Trustees

- 22) The Charity shall be administered and managed by a body of trustees consisting of:
 - a) *ex officio* Trustees, being the ministers as defined in clause 4 of the Area for the time being;
 - b) *[insert]* Elected Trustees elected at the Annual Area Meeting; and
 - c) not more than *[insert]* Co-opted Trustees appointed by the Trustees.
 - d) The Chair of the *[insert]* Methodist District and the Moderator of the *[insert]* United Reformed Church Synod
- 23) The first Elected Trustees shall be elected at the meeting at which this Constitution is adopted.
- 24) Elected Trustees shall hold office from the end of the Annual Area Meeting at which they are elected until the end of the third such meeting after their appointment, but shall be eligible for re-election at that meeting.
- 25) No person may be elected as an Elected Trustee or appointed as a Co-opted Trustee unless he or she:
 - a) is a Member;
 - b) is aged 18 or above;
 - c) is not disqualified from acting as a Trustee by virtue of section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision); and
 - d) has indicated his or her willingness to serve as a Trustee.

- 26) Co-opted Trustees serve until the end of the next Annual Area Meeting following their appointment.
- 27) A Trustee shall cease to hold office if he or she:
- a) is disqualified from acting as a Trustee by virtue of section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - b) ceases to be a Member;
 - c) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - d) resigns as trustee by notice to the Trustees (but only if at least two Trustees will remain in office when the notice of resignation takes effect); or
 - e) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

Proceedings of the Trustees

- 28) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 29) The Trustees must hold at least two meetings in each calendar year.
- 30) At their first meeting after an Annual Area Meeting the Trustees shall elect the following officers from amongst their number:
- a) a chairman
 - b) a secretary; and
 - c) a treasurer.
- 31) Any Trustee may request a meeting of the Trustees and the secretary must convene a meeting of the Trustees if requested to do so by a Trustee.
- 32) Questions arising at a meeting must be decided by a majority of votes.
- 33) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 34) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 35) The quorum shall be either:
- a) two or the number nearest to one third of the total number of Trustees, whichever is the greater; or
 - b) such larger number as may be decided from time to time by the Trustees.
- 36) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 37) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act for the purpose of filling vacancies or of calling an Area Meeting but for no other purpose.

- 38) According to the provisions of Clause 7 of the schedule, the person elected as chair shall chair the meetings of trustees.
- 39) If the chair is unable or unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 40) Any person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- 41) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 42) The resolution in writing may comprise several documents, each containing the text of the resolution in like form and each signed by one or more Trustees.
- 43) The Trustees may delegate any of their powers or functions to a committee of two or more persons, all or a majority of whom shall be Trustees, subject to such conditions (if any) as they think fit. All acts and proceedings of any such committee must be reported promptly to the Trustees.
- 44) The Trustees must keep minutes of all:
- a) appointments of officers and Co-opted Trustees made by the Trustees;
 - b) proceedings at Area Meetings; and
 - c) meetings of the Trustees and committees of the Trustees, including:
 - i) the names of the Trustees or committee members present at the meeting;
 - ii) the decisions made at the meeting; and
 - iii) where appropriate, the reasons for the decisions.

Accounting and reporting

- 45) The Trustees must comply with their obligations under charity law with regard to:
- a) the keeping of accounting records for the Charity;
 - b) the preparation of annual statements of account for the Charity;
 - c) the transmission of the statements of account to the Charity; and
 - d) the preparation of an Annual Report and an Annual Return and their submission to the Charity Commission.

Powers of Trustees

- 46) In order to further the purpose of the Charity the Trustees may:
- a) raise funds, provided that in doing so the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

- b) apply for and accept grants and provide security in respect of obligations under grant agreements;
- c) buy, take on lease or in exchange, hire or otherwise acquire any property and maintain and equip it for use;
- d) where the Charity owns property, sell, lease or otherwise dispose of all or any part of the property, subject to such consents as are required by law;
- e) borrow money and charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed, subject to such consents as are required by law;
- f) co-operate with other charities, voluntary bodies and statutory authorities and exchange information and advice with them;
- g) establish or support any charitable trusts, associations or institutions formed for any purpose connected with the purpose of the Charity;
- h) acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any purpose connected with the purpose of the Charity subject to such consents as are required by law;
- i) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- j) obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- k) open and operate such bank and other accounts as the Trustees consider necessary and invest funds and delegate the management of funds 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; and
- l) do all such other lawful things as are necessary for the achievement of the purpose of the Charity.

Application of funds

- 47) The Trustees shall pay out of the income and property of the Charity all the proper costs and expenses of administering the Charity.

Trustee benefits

- 48) No Trustee or any person connected with a Trustee may receive from the Charity any payment of money or other material benefit (whether direct or indirect) except by way of:
- a) reasonable remuneration or stipend paid to any Trustee who is a paid employee of either denomination working within the Area;
 - b) reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - c) interest at a reasonable rate on money lent to the Charity;
 - d) a reasonable rent or hiring fee for property let or hired to the Charity;
 - e) an indemnity in respect of any liabilities properly incurred in or about the administration of the Charity (including the costs of a successful defence to criminal proceedings);
 - f) benefits received by the Trustee as a Member where such benefits are no different in nature or extent from those received by other Members; and
 - g) payment for employment or services authorised under clause 49.

- 49) The Trustees may employ, or engage under a contract for services, such of their number or any person connected to a Trustee as they may determine provided that:
- a) the procedure set out in clause 50 is followed;
 - b) the Trustees are satisfied that it is in the interests of the Charity to employ or engage under a contract for services (as the case may be) the Trustee or connected person concerned;
 - c) the Trustees are satisfied that the terms of employment or engagement are reasonable and will be subject to regular and objective review; and
 - d) at no time may a majority of Trustees benefit directly or indirectly from payments made under this or the preceding clause.
- 50) Whenever a Trustee or a person connected to a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or any committee, the Trustee or connected person concerned must:
- a) declare an interest before discussion on the matter begins;
 - b) withdraw from the meeting for that item unless expressly invited by the chair to remain solely in order to provide information;
 - c) not be counted in the quorum during that part of the meeting; and
 - d) withdraw during the vote and have no vote on the matter.
- 51) For the purpose of clauses 48 to 50 a person is connected with a Trustee if that person is, amongst others:
- a) a child, parent, grandchild, grandparent, brother or sister of the Trustee; or
 - b) a spouse, civil partner or co-habitee of the Trustee or of any person falling within (a) above.

Investment

- 52) Funds which are not required for immediate use must be placed on deposit or invested.
- 53) Investments and other property of the Charity may be held:
- a) in the names of the Trustees;
 - b) in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting on their instructions;
 - c) in the name of a trust corporation as a holding trustee for the Charity which must be appointed (and may be removed) by deed executed by the Trustees; or
 - d) in the case of land, by the Official Custodian for Charities under an order of the Charity Commission or the Court.

Amendment of Constitution

- 54) This Constitution (including the Schedule) may be amended at either an Annual or a Special Area Meeting provided that:

- a) No amendment may be made to this constitution that would have the effect of making the Charity cease to be a charity at law (or altering the purpose of the Charity if the change would not be within the reasonable contemplation of the Members);
 - b) Clauses 48 to 51 may not be amended without the prior written consent of the Charity Commission;
 - c) Members are given 21 days' written notice and resolve by not less than two-thirds majority of the Members present and voting; and
 - d) the resolution receives the approval of the Sponsoring Body and of the appropriate authority of each of the Participating Denominations.
- 55) A copy of any resolution amending this Constitution must be sent to the Charity Commission within 21 days of its being passed.

Dissolution of Charity

- 56) The Charity may be dissolved only with the approval of the Sponsoring Body, and the appropriate authority of each of the Participating Denominations.
- 57) If the members resolve to dissolve the Charity the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with the provisions of this Constitution.
- 58) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- 59) The Trustees must apply any remaining property or money:
- a) directly for the purpose of the Charity;
 - b) by transfer to any charity or charities for purposes the same as, or similar, to the purpose of the Charity as they in their association may decide; or
 - c) in such other manner as the Charity Commission may approve in writing in advance.
- 60) The Members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity, in which event the Trustees must comply with the resolution if it is consistent with clause 60.
- 61) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity.
- 62) The Trustees must notify the Charity Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Charity Commission the Charity's final accounts.

Schedule

The United Area

- 1) The Charity:
 - a) gives effect to the *[insert name....]* United Area Association approved for the Area of Benefit by the Methodist and United Reformed Churches;
 - b) comprises the Participating Churches; and
 - c) looks to the *[insert]* District of the Methodist Church, the *[insert]* Synod of the United Reformed Church and the Sponsoring Body for support, encouragement and advice.

The Area of Benefit

- 2) The Area of Benefit is the area covered by the *[insert]* Circuit of the Methodist Church together with any wider area or areas served by churches of the *[insert]* Synod of the United Reformed Churches situated within the area of that circuit. A complete list of participating churches is contained in paragraph 3 of this schedule.

The Participating Churches

- 3) The Participating Churches are as follows:

The churches of the Methodist Church of the *[insert]* circuit, namely *[list]*

The following congregations of the *[insert]* United Reformed Church Synod *[list]*

The following LEP's between the URC and Methodist Church *[list]*

The following wider LEP's within which there is URC and Methodist involvement *[list]*

- 4) The Appropriate Authority for each Participating Church is:

A The Methodist District

B The United Reformed Church Synod

The Sponsoring Body

- 5) The Sponsoring Body is *[name]*.

Membership of the Area Meeting

- 6) The Area Meeting combines as far as possible, the functions of the Methodist Circuit Meeting, and the devolved functions of the United Reformed Church Synod.

Membership of the Area Meeting shall comprise:

- a) URC and Methodist Ministers in pastoral charge within the Area (including Probationers). Ordained ministers of other Christian churches authorised by either the URC or the Methodist Church to serve within the area. Retired and supernumerary Methodist or URC ministers residing within the area. Members of the Methodist Diaconal Order and Ministers and Deacons residing in the Circuit for the purposes of Methodist stations.
- b) Church Related Community Workers (CRCW's) of the URC and lay workers having pastoral or leadership roles in and having been appointed by the Association.
- c) Representatives from each local congregation, who shall normally be Elders or Church Council members. The number of representatives for each congregation shall be determined from time to time by the United Area Meeting, and may depend upon the size of the congregation, but shall normally vary between one and three.
- d) One representative from each of the Area Committees designated by the Association Trustees, except the Preachers' Committee which has six lay representatives.
- e) The leader or co-leaders, Secretary and Treasurer, and up to eight Area Officers, who shall be appointed by the Annual Area Meeting..
- f) The URC Synod Moderator; members of the United Reformed Church Synod Committees who are church members in the Area; the Chairman of the [insert] Methodist District; members of the Methodist District standing committees who are church members in the Area. or their nominees
- g) Two young people, (aged 18-25 years), being members of an Area Church, nominated by the Area youth committee if such exists and otherwise at the invitation of the area meeting.
- h) A representative of the Sponsoring body; and representatives of other Christian churches operating within the area of benefit as the Area Meeting may from time to time determine.
- i) Additional members of the Area meeting may be co-opted as deemed appropriate by the Annual Meeting or a meeting of the Trustees.

(Delete whichever of the following clauses in paras 7 and 8 are inappropriate)

- 7) The United Area Meeting shall confirm the appointment of two Co-Leaders, at least one of whom shall be ordained. The Methodist Conference shall designate a suitable Methodist Minister as the Superintendent Minister. The Co-Leaders shall normally serve for a period of three years, with the possibility of an extension.
- 7) The Area meeting shall elect one of the ministers to be the chair of the Area Association for a term of three years who may then be appointed for a further term.

Where the person appointed is a United Reformed Church Minister, the Methodist Conference shall designate a suitable Methodist Minister as the Superintendent Minister to carry out necessary Methodist administration and oversight. If the chairman is a Methodist minister, the Methodist Conference shall designate the minister as the Superintendent Minister.

- 8) The Co-Leaders shall act as co-chairs of the Pastoral Committee.
- 8) The leader shall also act as the chair of the Pastoral Committee.
- 9) The United Area Meeting shall appoint Area Officers either from its own membership or from the membership of the Local Churches, who shall also carry out the legal responsibilities of Circuit Stewards (Methodist Standing Order 531 (2005)). They shall be appointed for a term of three years, and shall be eligible for immediate reappointment for one further term.

- 10) The United Area Meeting shall appoint such Working Groups and Advocates as are necessary for its work. Those appointed shall consider material from both denominations and avoid unnecessary duplication. They shall initiate action within any guidelines laid down by the United Area Meeting.
- 11) A Pastoral Committee shall normally be formed which shall have pastoral oversight of the ministers and churches. It shall consist of the Co-Leaders, four ministers elected by the Area meeting, the Area Officers and the URC Moderator and Methodist District Chair or their nominees. The Pastoral Committee shall, when necessary appoint a Methodist invitation committee and its Chair who shall be an Area Officer. Where an association chooses not to form a pastoral committee the responsibilities described in this constitution and schedule shall be the responsibility of an executive group to execute or delegate.
- 12) The Pastoral Committee may from time to time devolve some of its functions to another existing committee of the area or to a group formed for the specific purpose of fulfilling that responsibility.
- 13) All Area Ministers, members of the Diaconal Order, CRCW's and Lay Workers called or appointed to the United Area shall meet regularly for fellowship, prayer, mutual support and consultation about the affairs of the Area.
- 14) The United Area Meeting, acting as both the Methodist Circuit Meeting and taking responsibility for the devolved functions of the United Reformed Church Synod, shall fulfil the legal requirements and responsibilities of both these bodies, including Managing Trusteeship of Circuit property (Methodist Standing Order 512 (2005)).
- 15) The United Area Meeting shall appoint representatives to:
 - a The District Synod of the Methodist Church
 - b The General Assembly of the United Reformed Church, the Synod Pastoral Committee and whatever other Synod committees may require representation from the Area..
 - c Other bodies as required.
- 16) Local United Reformed churches (and LEPs with URC involvement), in accordance with the Manual of the United Reformed Church, shall continue to appoint and send lay representatives directly to meetings of the Synod. Ministers of such churches will be members of the Synod by virtue of their appointment.