



Constitution of the Community for Spiritual Formation - April 2020

This precis version was prepared in March 2020 and omits detail not relevant to the working of the Community for Spiritual Formation as it operated at that time. Original constitution wording is in plain type; *summary description is in italics* and **Community Bye-Laws are shown in green**.

PART 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The association's name is The Community for Spiritual Formation (and in this document it is called the charity).

BL1: The Community is affiliated with and agrees to abide by the requirements of:-

The Academy for Spiritual Formation of Upper Room Ministries, Nashville, Tennessee USA.

3. Objects

The charity's objects ('the objects') are:

To advance the Christian religion for the benefit of the public, through the holding of regular events which offer a programme of teaching, silence, worship, and spiritual reflection based on a Benedictine monastic pattern. This will be based on Christian core values in line with the faith's theological, moral and ethical framework.

4. Application of income and property

(1) The income and property of the charity shall be applied solely towards the promotion of the objects.

Trustees are entitled to appropriate reimbursement of expenses and may benefit from trustee indemnity insurance cover purchased at the charity's expense.

Income and property of the charity may not be given to trustees in any other way.

5. Benefits and payments to charity trustees and connected persons

Trustees may not be treated preferentially to any other members nor be employed by the charity (but trustees are not precluded e.g. from acting as presenters and thus receiving an honorarium).

6. Dissolution

(1) 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 this clause.

This section goes on to describe in detail the way in which the trustees must wind up the charity and its effects and communicate these doings to the Charity Commission.

7. Amendment of constitution

(1) *This section gives details about how the constitution may be amended; stricter regulations apply to any alteration to Part 1 of the Constitution, including in most clauses the written permission of the Commission.*

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

(3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

8. Membership

(1) Membership is open to individuals over eighteen or organisations who are approved by the trustees.

(2) *Deals with refusing an application for membership.*

(3) Membership is not transferable to anyone else.



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(4) The trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

BL2: All those who have participated in a Three-Day or Five-Day Community for Spiritual Formation event and who reside in Britain or Ireland are eligible to become members of the Community.

BL3: Membership of the Community shall be granted to any eligible person on application to the Secretary.

9. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees (*further detail given*).

10. General meetings

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

11. Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the trustees.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 5 members entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time, whichever is the greater.
- (3) – (6) *give detail about how to behave if a meeting is or becomes inquorate.*

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2)- (4) *give details of how to behave in the absence of the Chair.*

14. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2)- (4) *give further details about adjourned meetings and how they should be re-convened.*

15. Votes

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.



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- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16. Representatives of other bodies

This section deals with other organisations who may be members of the charity, not currently our situation.

17. Officers and trustees

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'.
- (2) The charity shall have the following officers:
(a) A chair, (b) A secretary, (c) A treasurer.
- (3) A trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.
- (5) The number of trustees shall be not less than three but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum.
- (6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- (7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

18. Appointment of trustees

- (1) The charity in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers.
- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) (a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
(b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

BL4: The written and signed notice referred to in 18.4. with regard to the appointment of trustees can be satisfactorily observed by emails sent to the Secretary by the nominator and the nominee.

19. Powers of trustees

Powers of trustees are described in detail; those powers relevant to our current operation are: to manage the business of the charity and to further its objects. This may require the trustees: to raise funds; to buy or sell property; to borrow money; to co-operate with other charities, voluntary bodies and statutory authorities; to establish or support other bodies as appropriate; to set aside income as a reserve against future expenditure (but only in accordance with a written reserves policy); to open and operate such bank and other accounts as the trustees consider necessary...

BL5: Leadership team

The Board will appoint a leadership team for each Three-Day or Five-Day Community for Spiritual Formation event. The team will cover the following roles between them:

- Retreat Leader; Worship Coordinator; Musician; Listening Circle Coordinator; Hospitality Coordinator; Registrar; Treasurer



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BL6: The funds of the Community including all donations, contributions and bequests shall be paid into an account operated by the Board in the name of the organisation. All cheques drawn on the account must be signed by two members of the Board who have been endorsed in accordance with the Bank Mandate.

20. Disqualification and removal of trustees

The conditions under which a Trustee shall cease to hold office.

21. Proceedings of trustees

Detail regarding how trustee meetings can be called, how they can be regarded as quorate and what should happen if the chair is not present.

22. Conflicts of interests and conflicts of loyalties.

Details of when and how trustees must declare any conflict of interest and how to proceed.

23. Saving provisions

How to proceed in the event of votes being taken and later called into question due to the validity of those voting.

24. Delegation

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) – (4) *Subsequent conditions applying to any such delegation.*

25. Irregularities in proceedings

How to proceed in the event of meetings or votes being ruled to be invalid or procedurally defective.

26. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including: (a) the names of the trustees present at the meeting; (b) the decisions made at the meetings; and (c) where appropriate the reasons for the decisions.

27. Accounts, Annual Report, Annual Return

- (1) The trustees must comply with their obligations under the Charities Act 2011 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 Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

28. Registered particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

29. Property

Regulations governing the holding of property.

30. Repair and insurance

Constitution deals initially with repair and insurance of property owned.

They (*the trustees*) must also insure suitably in respect of public liability and employer's liability.

31. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:



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(a) in writing; or (b) given using electronic communications.

(2) The charity may give any notice to a member either:

(a) personally; or (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or (c) by leaving it at the address of the member; or (d) by giving it using electronic communications to the member's address.

(3) – (5) deal with exactly how notice shall be deemed to have been given.

32. Rules

(1) The trustees may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;

(e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.

(5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

33. Disputes

A biblical injunction to settle any disputes amongst trustees without recourse to the law if possible!

34. Interpretation

What is meant by 'connected person'

Additional bye-laws

BL7: Safeguarding: The charity shall abide by the safeguarding policy agreed by the Trustees on.....