

# ● **CONSTITUTION OF THE GELLIONNEN AND GRAIG UNITARIAN CHURCH**

**ADOPTED ON THE SEVENTH DAY OF JULY 1994**

## **1. NAME**

The name of the Church is **EGLWYS UNDODAIDD GELLIONNEN A'R GRAIG / GELLIONNEN AND GRAIG UNITARIAN CHURCH** (hereinafter called "the Church")-

## **2. ADMINISTRATION**

Subject to the matters set out below the Church and its property shall be administered and managed in accordance with this constitution by the members of an executive Committee of Management, constituted by clause 6 of this constitution ("the Committee").

## **3. OBJECTS AND POWERS**

(a) The Church is established for the advancement of religion, through services of public worship, prayer, discussion and other religious activities. No Doctrinal Test, Creed or Subscription shall be imposed on or required from any Minister or any member of the Church.

(b) In furtherance of the said objects but not otherwise the Church may:

(1) Employ and pay any person so elected to be their appointed minister and make all reasonable and necessary provision for the payment of pensions to or on behalf of the ministers, their widows or widowers and other dependents. It may also employ any other persons required as necessary for the provision and upkeep of the two places of worship and the burial ground. (e.g.a caretaker).

(2) Arrange and provide for or join in arranging and providing for the holding of Sunday Schools, Youth Movements, social activities, exhibitions, meetings, lectures, classes, seminars and training courses.

(3) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.

(4) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Church.

(5) Make regulations for any property which may be so acquired.

(6) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Church.

(7) Subject to such consents as may be required by law and subject to confirmation at an Annual General Meeting or a Special General Meeting called for that purpose, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.

(8) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise **PROVIDED THAT** the Church shall not undertake permanent trading activities in raising funds for the said objects.

(9) To issue appeals, hold public meetings and take such steps as may be required for the purpose of procuring contributions to the funds of the Church in the shape of donations, subscriptions and otherwise.

(10) To insure and arrange insurance cover as required by law for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties on behalf of the Church in respect of acts either properly undertaken in the administration of the Church or so undertaken improperly but under an honest mistake.

(11) To ethically invest the moneys of the Church not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.

(12) Do all such other lawful things as are necessary for the attainment of the said objects.

#### **4. MEMBERSHIP**

(a) Full membership of the Church shall be open to:

(1) Individuals of 18 years and over who are in sympathy with the principles and objects of the Church, are interested in furthering the work of the Church, have made written application for membership to the Committee of Management (hereinafter called "the Committee") and who have agreed to provide annual financial support to the Church. Providing that such persons shall have declared their sympathy at and shall have been received into membership at a special service.

(2) Junior NON-VOTING membership is open to those who have not reached 18.

(3) Associate status shall be available for those who - whilst attending regular services and who make financial contributions, are in sympathy with the object and ethos of the congregation - do not wish to become full members. Associate members, hereinafter called "*Friends of Gellionnen and Graig Unitarian Church*" shall have the right to attend all General Meetings as observers, and shall have the right to be heard, but will **NOT** have the right to cast any vote, or make any proposals to be voted upon.

(4) A Register of Members shall be maintained in a manner determined by the Committee. A list of members shall be made available, if required, to those attending the Annual General Meeting.

(5) A member shall have the right to vote at Annual and Special Meetings of the members of the Church.

(6) A member has the right to stand for election as an Officer and as a member of the Committee.

(7) The said Committee shall have the right:

(a) To approve or reject applications for membership, and

(b) The congregation may at a General Meeting, terminate the membership of any member **PROVIDED THAT** the individual member concerned shall have the right to be heard, accompanied by a friend, by the said Congregation before a formal decision is made.

## HONORARY OFFICERS

(1) At the Annual General Meeting hereinafter mentioned the Church shall elect a Chairperson, a Vice-Chairperson, a Treasurer an Assistant Treasurer, a Secretary, an Assistant Secretary and such other Honorary Officers as the Church shall from time to time decide.

(2) The Chairman and the Honorary Officers of the Church shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election **PROVIDED THAT** no Honorary Officer shall hold office for more than five consecutive years. On the expiration of such period, one further year must elapse before any former Honorary Officer shall be eligible for re-election.

(3) The Chairman and the Honorary Officers shall be ex officio members of the said Committee and of any other committee, established for the objects of the Church.

(4) The Church shall appoint one or more qualified auditors and may determine their remuneration (if any).

## 6. EXECUTIVE COMMITTEE

(a) Subject as hereinafter mentioned the policy and general management of the affairs of the Church shall be directed by the Committee of Management ("the Committee") which shall meet not less than four times a year and when complete shall be limited to six members plus officers.

(b) The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with Clause 11 hereof.

(c) Election to the Committee shall be for one year. All members shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office ( but not reckoning ex-officio members) but they may be re-elected.

(d) In addition to the members so elected and those serving by virtue of Clauses 5(3), 6(f),6(g)and 6(h) hereof the Committee may co-opt up to three further members being full members of the Church who shall serve until the conclusion of the next Annual General Meeting after individual co-option **PROVIDED THAT** the number of co-opted members shall not exceed one-third of the total membership of the Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Committee.

(e) Any casual vacancy in the Committee may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Church and shall be eligible for election at that Meeting.

(f) The appointed minister shall be ex-officio a member of the Committee and any other committee set up for the objects of the Church, with possible exceptions at the discretion of the Committee.

(g) Deacons of the Church, who must be full members, shall be appointed by the Minister, when a vacancy arises, with the agreement of the Church membership, and shall be ex-officio members of the Committee.

(h) The Trustees of the property shall be ex-officio members of the Committee.

(i) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

(j) The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

(k) The Secretary, together with the Assistant Secretary will be responsible for summoning meetings of the committee and all general meetings. S/He will also keep minutes of all meetings, in a minute book, and deal with all correspondence relating to the Church, and any dealings with the District Association and the General Assembly of Unitarian and Free Christian Churches. The Secretary and Assistant Secretary shall further keep a register of all burials, marriages and baptisms at the Church.

(l) The Treasurer together with the Deputy Treasurer, will receive the contributions of members, and all other monies intended for the Church and shall apply all such sums in a manner **determined by the Membership**. The Treasurer will keep proper accounts of receipts and expenditure and shall submit audited accounts to the Annual General Meeting. The annual report shall contain details of the Church's investments.

(m) The Chair, or in her/his absence, the Vice Chair shall conduct all Committee and General Meetings and ensure that all rules are properly observed.

(n) For any meeting of the Committee to proceed with business there must be a quorum present. A quorum shall consist of two officers and three members of the committee.

(o) Ex officio members of the committee are entitled to attend all meetings of the Committee but may not vote. The minister is allowed to attend meetings and may also vote.

## **7. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE**

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

(1) is disqualified from acting as a member of the Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision).

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.

(3) is absent without the permission of the Committee from all of their meetings within a period of six months and the committee resolve that his or her office be vacated ; or

(4) notifies to the Committee a wish to resign.

## **8. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

No member of the committee shall acquire any interest in property belonging to the Church (otherwise than as Trustee of the Church) or receive remuneration (other than the appointed minister serving in virtue of Clause 6(f) ) or be interested in any contract entered into by the Committee.

## **TRUSTEES OF THE PROPERTY**

The Trustees of the property shall be those agreed under Clause 19 of this constitution and shall have responsibility for all assets and investments of the Church and their use thereof according to the Trust Deed agreed and declared on the.....<sup>74</sup>.....day of ~~November~~.....1873.

### **10. AUDITORS**

Each year two auditors shall be elected at the Annual General Meeting, who shall neither be an Officer of the Church nor a member of the Committee.

### **11. GENERAL MEETINGS**

The definition of the Financial Year for the Church is January 1st. to December 31st.

(a) The Annual General Meeting of members of the Church shall be held normally in the month of February, or within one month thereof, following the end of the Financial Year, for the purpose of receiving the Annual Report of the Committee on the affairs of the Church, receiving and considering the Treasurer's Statement of Accounts and the Auditor's Report thereon. At such meetings the business shall also include the election of Honorary Officers; the election of full members to serve on the Committee and the transaction of other matters as may from time to time be necessary. At least 21 clear days' notice shall be given by the Secretary to members by public notice and Church announcement. Not more than 15 months shall pass after the holding of the preceding Annual General Meeting before one shall be held.

(b) The Chair of the Committee may at any time at her/his discretion and the Secretary, shall within 21 days of receiving a written request to do so, signed by not less than 10 full members of the Church, and giving reason for this request, call a Special General Meeting of the Church.

### **12. NOMINATIONS OF HONORARY OFFICERS AND COMMITTEE MEMBERS**

Only full members (including the Minister, if he or she is a full member) of the Church shall be eligible to serve as Honorary Officers. Only full members shall be eligible to serve as members of the Committee. Nominations for Honorary Officers or members of the Committee must be made by full members of the Church and a seconder (also a full member) and must be in the hands of the Secretary **at least seven days** before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot. The decision to ballot by show of hands or on paper, shall be at the discretion of the presiding Chair at the meeting. No postal votes or votes by proxy shall be considered.

### **13. SELECTING AND APPOINTING A MINISTER**

In the event of a vacancy, the Committee shall take all necessary steps to nominate a Minister, and the nominee shall, if approved by a simple majority in a Special General Meeting of the Members of the Church called for that purpose, be appointed. A minister shall not be bound by any creed, dogma, or doctrine and is considered free to preach and lead public worship in accordance with

Conscience. The appointment of a Minister may be rescinded or annulled by the resolution of a Special General Meeting called for that purpose not less than 4 or more than 8 weeks after a prior Special General Meeting and at such meeting the resolution shall not be deemed passed or confirmed unless not less than three-fifths of those present and voting do so in favour of the resolution or its confirmation. The Committee shall give not less than 3 calendar months' notice in writing to the Minister to the effect that his or her appointment will terminate at the expiration of such notice and upon such expiration all the rights, privileges and emoluments attached to the office of the Minister shall cease. If notice to terminate the appointment of a minister is given, such minister shall continue to conduct services in the Church during that period of 3 months save if requested not to do so by the Committee.

#### **14. RULES OF PROCEDURE AT ALL MEETINGS**

(a) **Quora** The quorum at a meeting of the Church called under Clause (11) hereof shall be twenty full members of the Church for the time being, or such other number as the Church may in a General Meeting from time to time determine. The quorum of the Committee shall be as in clause 6(n) hereof. The quorum for any other committee shall be as the Committee may from time to time decide.

(b) **Voting** Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No person shall exercise more than one vote. There shall be no postal votes or voting by proxy. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

(c) **Minutes** Minute books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions. Two officers shall have access to the safe.

(d) **Standing Orders and Rules** The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Church. Such Standing Orders and/or Rules shall come into operation immediately **PROVIDED ALWAYS** that they shall be subject to review by the Church in General Meeting and shall not be inconsistent with the provisions of this Constitution. The Committee 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.

(e) **Sub Committees** The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee 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 Committee.

## **5. FINANCE**

(a) All moneys raised by or on behalf of the Church shall be applied to further the objects of the Church and for no other purpose **PROVIDED THAT** nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Church or the repayment to members of the Committee or of any committee appointed under Clause 5 hereof of reasonable out of pocket expenses.

(b) The Honorary Treasurer shall keep proper accounts of the finances of the Church.

(c) The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.

(d) An audited statement of the accounts for the last Financial Year shall be submitted by the Committee to the Annual General Meeting as aforesaid.

(e) A bank account shall be operated in the name of the Church with Barclays Bank PLC, of Pontardawe, or with such other bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer, the Secretary of the Church and two members of the Committee to sign cheques on behalf of the Church. All cheques must be signed by not less than two of the four authorised signatories.

## **16. ACCOUNTS**

The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

(1) the keeping of accounting records of the Church

(2) the preparation of annual statements of account for the charity;

(3) the auditing or independent examination of the statements of account of the Church ;

and

(4) the transmission of the statements of account of the Church to the Commissioners.

## **17. ANNUAL REPORT**

The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Report, and its transmission to the Commissioners; and to members of the General Public if and when requested.

## **18. ANNUAL RETURN**

The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **19. PROPERTY**

The Committee shall cause the title to all investments held by or on behalf of the Church to be vested in not less than three individuals appointed by them as trustees of the property, whose

Responsibilities shall be as those stated under clause 9 of this constitution. Trustees may be appointed and removed by the Church according to the Trust deed signed and agreed on the .....<sup>7<sup>th</sup></sup>.....day of ~~March~~ <sup>April</sup> 1873. and shall act in accordance with the lawful directions of the Committee. **PROVIDED THAT** they act only in accordance with the lawful directions of the Committee, the holding Trustees shall not be liable for the acts and defaults of its members.

## 20. ALTERATIONS TO THE CONSTITUTION

Any alteration of this Constitution shall receive the assent of not less than two-thirds of the full membership present and voting in a Special Meeting called for that purpose and subject to Clause II(b) **PROVIDED THAT** notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days' notice in writing of such a meeting, setting forth the terms of the alteration, shall be made by public notice and Church announcement to the members of the Church **PROVIDED THAT** no alteration shall be made which would have the effect of causing the Church to cease to be a Charity at law.

No amendment may be made to clause 1, clause 3, clause 8, clause 21, or this clause without the prior consent in writing of the Commissioners. The Committee should promptly send to the Commissioners a copy of the amendment made under this clause.

## 21. DISSOLUTION

If public worship shall be discontinued in the said Church, Hall and Vestry or in any other building for the time being subject to the Trust Deed agreed and declared on the.....<sup>7<sup>th</sup></sup>.....day of ~~March~~ <sup>April</sup> 1873 for four years (except for the purpose of rebuilding altering or repairing, or if in any six consecutive years public worship be conducted in such building on less than twelve Sundays in each year then and in either of such events the Church shall for the purposes of the powers of sale mortgage and leasing herinfore contained be deemed defunct and such powers shall be exercisable by the Trustees of the property of their own motion and without any such requisition as aforesaid from the Church and the moneys received by the Trustees as the proceeds of such sale, mortgage or lease shall in the case be employed by them for or towards such religious, educational and other charitable purpose or purposes as the Trustees in their uncontrolled discretion shall think fit.

A copy of the statement of accounts, or account and statement, for the final accounting period of the Church must be sent to the Charity Commissioners.

## 22. NOTICES


Any notice may be served by the Secretary, on any member personally, or by sending it through the post, 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. Notices of General Meetings and Special Meetings of the Church may also be deemed served (subject to the time requirement stated under Clauses 8,13 and 14) by a written notice placed for public view in both Gellionnen and the Graig Chapels, **in Welsh and in English** and by verbal chapel announcements.



**23.INTERPRETATION**

For the interpretation of this Constitution, the Interpretation Act 1978, shall apply as it applies to the interpretation of an Act of Parliament.

*This constitution was agreed by resolution and passed by the required majority of Church members at a Special General Meeting held on the Seventh day of July 1994 , called for that purpose.*

*SIGNED* .....  ..... *Chairman*

*SIGNED*.....  ..... *Secretary*