

BUC GUIDELINES

C.25 Using the Approved Governing Document (04/2008)

These notes are offered as guidelines by The Baptist Union Corporation Limited to provide information for Baptist churches.

These notes can never be a substitute for detailed professional advice if there are serious and specific problems, but we hope you will find them helpful.

If you want to ask questions about the leaflets and one of the Baptist Trust Companies are your property trustees, you should contact them. They will do their best to help. Contact details for churches who have The Baptist Union Corporation, The East Midland Baptist Trust Company Limited or The North Western Baptist Association (Incorporated) as their trustees are included at the end of this leaflet.

If your church property is in the name of private individuals who act as trustees they may also be able to help.

This is one of a set of three leaflets:

- C.24 *Church Constitutions*
- C.25 *Using the Approved Governing Document*
- C.26 *Approved Governing Document*

This leaflet is in three sections:

Introduction and background information	Pages 1 - 4
Notes on individual clauses	Pages 4 - 17
Summary of choices and additional instructions	Pages 18 – 20

INTRODUCTION

This document is intended as a guide for Baptist churches using The Approved Government Document agreed between the Baptist Union of Great Britain and the Charity Commission.

The Charity Commission have found that where there are a number of local groups that are very similar, for example the Women's Institute or Scouts, it is helpful to offer a standard document.

Baptist churches are autonomous, and we realise that no form of externally agreed constitution can be forced on a local church. However, churches should have a constitution that meets current standards of charity practice and charity law and makes appropriate provision for the governance of the church – that is also a charity.

Churches with an income over £100,000 per annum will need to register with the Charity Commission. We expect this to start from 1 October 2008.

For further information about charity registration and the timetable for this process please refer to the guidelines leaflet C.16 *Churches and Charity Registration*.

APPROVED GOVERNING DOCUMENT?

We recognise the autonomy of each local Baptist church, but we hope that by offering an agreed document that it will save time and cost for our churches. We anticipate that in the lead up to charity

registration churches will be offered help by professional firms, who will produce adequate documents, but will charge a significant fee. Although their advice may be correct in terms of charity law it is also important that the arrangements for a Baptist church reflect Baptist principles.

THE DOCUMENT

We have agreed a document with the Charity Commission. This is published in guidelines leaflet C.26 *The Approved Governing Document*.

THE LAYOUT

The layout of the leaflet C.26 *The Approved Governing Document* has followed the preferred layout for Charity Commission documents.

The text and footnotes together will be the 'Governing Document'. The various instructions, including the comments in the left hand margins are not needed in the finished document.

THE 'WORD' VERSION

The PDF document, with all the comments, instructions and variations will continue to be the version available through the Baptist Union website.

However, we realise that churches will want to create their own version so a 'Word' version can be sent to you on request. Please e-mail buc.corp@baptist.org.uk.

When we send that version there will be some brief reminders about how to deal with options, and footnotes, but this document explains the clauses and the opportunities for choices to be made locally.

USING THE DOCUMENT

If you look at the Approved Governing Document and ask the question, does it match the way we already operate within our church, the answer is likely to be 'no'.

If you look at the document and ask the question, is there any reason why we should not follow this pattern in organising our church life, the answer is much more likely to be 'yes'.

These notes have been prepared about using and understanding the document. In some places choices are offered and churches are invited to make a selection from the paragraphs that are offered.

We think you will find it much easier to start with the new form of document, rather than looking to amend or add additional clauses to an existing church constitution.

These notes are also intended to help you work through the document and to understand why the recommended arrangements have been included.

OVERALL STRUCTURE

There is a structure and pattern within the document. It begins with the name of the church and a description of what the church intends to do (its purpose), a list of activities, and an explanation about what it means to belong to and join the church.

Later, the document describes Church Members' Meetings and the important role for the church leaders, a group who will be identified as the Charity Trustees.

It does include provisions that relate to legal matters and issues related to the administration of the church as a charity – but we have included information about the way in which a Baptist church should function.

A local Baptist church is not just the sum total of its legal and financial activities – it is a Christian organisation. It operates on the basis of spiritual principles, as well as complying with legal and financial requirements.

LOCAL 'RULES' AND LOCAL POLICIES

Some churches asked whether they can supplement the information in the Approved Governing Document with extra rules. Initially we were very uneasy about this because there was a risk of contradiction between the local rules and the main document. There is also a more subtle problem.

One of the primary purposes of a constitution is to ensure that the processes involved in the administration of the organisation are clear. New and existing members should be able to look at the constitution and discover 'how things work'.

If a lot of detail is included in 'extra rules' there is a risk that new members will not be able to participate without asking lots of questions, and even then they may not find out the information they need.

Sadly, there are occasions where individuals have details about the way the church runs, and these are not shared appropriately. This can mean that it can take a very long time for new members to find out how to participate in church life, or an air of mystery is created with only certain individuals knowing 'how things are done here'.

However, we realise that the Approved Governing Document does include some general statements that might need to be amplified. For example, Clause 7.4 states:

'A person wishing to become a Church Member shall apply in a manner determined by the Church Members' Meeting.'

In some churches application is made to the minister and others to the church secretary. Some churches have a pre-membership course that is compulsory for all prospective members. Many churches appoint visitors, who spend time with the prospective member to give them information about the church and find out a little more about their background. Some churches insist that the visitors are appointed by the Church Members' Meeting, but in other places any two members can be asked, at any time, to visit, with the decision being taken by the minister or others. There is scope for variations in practice that have the same outcome of introducing a prospective member to the Church Meeting.

Another example of situations where a church may want to have policies or statements that supplement the information in the constitution is in the area of child protection. Many churches have a child protection policy and it is important that members know about this. It is not necessary for that policy to be part of the church constitution, but it is an important statement that should be known and understood by the members.

If a church wished to put together a 'membership pack' for new members and attenders they may want to include:

- 1 A leaflet about the church and its regular activities.
- 2 A leaflet about becoming a member of the church.
- 3 A leaflet outlining the child protection or other important policies.
- 4 A leaflet about what it means to be a Church Member and how to participate in Church Members' Meetings.
- 5 A leaflet explaining who takes responsibility for different tasks at the church, perhaps something like a leaflet called 'Who's Who at X Baptist Church'.
- 6 A copy of the church constitution – or a summary explanation of how the church works.

IT IS ABSOLUTELY VITAL that there is no contradiction between the information in the leaflets and the more formal statements in the church constitution.

One of the important purposes of a church constitution is to ensure that there is a safety net if there are difficulties or problems. This is mentioned on page 3 of our guidelines leaflet C.24 *Church Constitutions*. Sadly, there are occasions in church life where difficulties arise and this is not the time to discover that key pieces of procedure are unclear or have not been shared fully with the church membership. A clear set of rules will not automatically bring about good relationships – but arrangements that are unclear will often make matters worse.

Churches should think carefully before adding supplementary policies or procedures to the constitution. However, the need to do so, on occasions, is recognised and understood. Churches must be very careful that they add clarity, not confusion.

NOTES ON THE CLAUSES

1 The Church and Its Name

You need to insert the name of your church. Please note that if the name is subsequently changed, and your church is already registered with the Charity Commission, their consent will be required.

2 Purpose

This is a fundamental clause and has been carefully negotiated with the Charity Commission. It includes the principle purpose of the church, which is a religious purpose. It describes what the church does that makes it a charity and also includes sufficient scope for churches to operate pre-schools, and carry out such other charitable purposes both in the United Kingdom and overseas, as are normally associated with a Baptist church. We see this as a statement of the present position, not a radical change.

3 Beliefs

After careful consideration the Declaration of Principle has been included. This decision was taken by the Baptist Union Council in March 2007.

More recently Council agreed that an amendment of the reference to Holy Ghost in the second paragraph to read 'Holy Spirit' was acceptable.

4 Activities

Clause 4.1 indicates that the church can carry out activities on its own or with others.

It is recognised that the church will engage in a range of activities that will vary over time.

Clause 4.2 includes a list of activities.

We do not expect churches to edit this list. It is not prescriptive, in that it requires each Baptist church to carry out each of the activities that are listed. The list is intended to illustrate the kind of activities that might typically be found in a selection of Baptist churches. Obviously activities like the regular public worship, prayer, Bible study, preaching and teaching, baptism and communion would happen everywhere.

The terms of this clause have been carefully negotiated with the Charity Commission. Churches who feel they must amend this list should note that this is likely to generate queries from the Commission, and extended correspondence.

Clause 4.3 makes it clear that any organisations or groups operating within the life of the church are accountable to the whole church. This is an important practical point, since the church accounts need to include details of any expenditure by individual organisations so the groups operate in a context of mutual accountability.

5 Affiliation Relationships

The Approved Governing Document has been prepared for use by churches in membership with the Baptist Union of Great Britain, so it includes a requirement that the church should be a member of the Baptist Union and the appropriate Baptist Association. There is space for you to include the name of the relevant Baptist Association. For many churches this is not a new requirement, since many church property deeds require that the congregation using the building are a Baptist church, in relationship with the Baptist family.

6 Belonging to the Church

Clause 6.1 includes another list. We would not expect this list to be amended. We have included the word 'normally' since we realise that there will be individuals for whom regular attendance is difficult because of personal circumstances.

Clause 6.2 is included as a framework for resolving difficulties between members of the church.

7 Joining and Becoming a Church Member

Clause 7.1 reflects the position set out in the Declaration of Principle (see Clause 3) that baptism by immersion upon personal profession of faith is the normal practice within a Baptist church.

Clause 7.2 is the first occasion where choices are offered within the document. There are three possible arrangements. Open membership, closed membership, or closed membership with provision for associate membership are the three patterns for church membership that operate within Baptist churches.

After lengthy discussions with the Charity Commission we are able to invite churches to select which of these options they would like to include. This may be pastorally sensitive, particularly if there are individuals who have not previously been allowed to participate as full members, but the church is now considering a wider set of arrangements in the constitution. This is a complicated area that has a long history, and is affected by other arrangements in the church's foundation or trust deeds.

If a church that chooses open membership should, according to its property deeds, be a closed membership church this will need to be explored when the document is submitted as part of the registration process.

However, there will be many open membership churches that wish to choose open membership, some closed membership churches that simply want to follow their current pattern. Similarly, those who have closed membership with a provision for associate members may be content to continue with their current arrangements.

It is difficult to include a brief explanation of all the issues because there are often uncertainties about older trust arrangements that can only be resolved fully on a case by case basis. If churches need to discuss this they should contact their property trustee (usually the Baptist Union Corporation or one of the regional trust companies).

Clause 7.3 is another list that we do not expect you to amend. It is intended to illustrate what is expected of an individual who accepts the responsibilities of church membership.

Clause 7.4 is simply a statement that some form of application to join the church is needed. We have not included details of a process because this is something that the church can organise locally.

We are aware of variations in practice. In some churches two visitors are chosen at a Church Members' Meeting, who visit and make a formal report and recommendation at the next convenient meeting before a decision is made. Some churches require all prospective members to attend a course about membership, or to have a discussion with some of the current leadership. The possibilities are almost endless. We have not described a detailed process. We realise many churches will want to avoid extended or cumbersome processes and long verbal reports at members' meetings.

Clause 7.5 is important because it makes it clear that it is the Church Members' Meeting that will consider the application for membership. This is an established pattern in Baptist churches, where the welcoming of new members is a decision of the existing members.

The confirmation of the acceptance and welcome of new members is important, but again we have not described the process in detail.

8 The Membership List

Once again we have tried to preserve a balance here. Many churches have delegated the task of maintaining a list of members to the church secretary. We have indicated that this shall be the responsibility of Charity Trustees who will deal with routine changes that should be reported to the next convenient church members' meeting (see Clause 8.2). This preserves the principle that decisions about members rest with the whole membership.

Clause 8.3 requires that the membership list is reviewed at least once every three years when the church members' meeting considers whether revisions are desirable. This is not something that needs to be done every year, but some kind of regular review is helpful.

Clause 8.4 is included as a framework for the church to use in the exceptional circumstances where they have to consider the termination of a person's membership. This would be a very unhappy situation, and would only occur very rarely. This paragraph has been carefully prepared to ensure that the rights of the church member are preserved, but that the church members also have an opportunity to reflect on the information that has been shared before making a decision. It is important that this responsibility is undertaken by the church members. It provides a safeguard and ensures that this sad decision is only taken after the facts are fully understood. Just as the members are fully involved in welcoming an individual as a church member, the church members' meeting has the responsibility to ensure this process operates fairly. It is recognised that there are sometimes sensitive pastoral issues that will be considered privately and quietly. The meeting would not be an occasion for exchanging inappropriate information, but for a clear and discreet communication of any essential facts.

9 Church Members' Meetings

Section 9 describes church members' meetings. These are very important in the life of a Baptist church and Clauses 9.1 and 9.2 seek to describe how the members' meeting will function.

Clause 9.1 sets the context for the church member's meeting on a spiritual basis. There may be practical issues to consider, and decisions to be made, but the members are gathering together under the guidance of the Holy Spirit and the Lordship of Christ to discern the mind of God in the affairs of the church.

Clause 9.2 There are certain important decisions that are specifically reserved for the church members' meeting, and these are described in Clause 9.2. No amendments or choices are required here.

Clause 9.3 This has been included for legal and technical reasons because this document relates only to the administration of the local church. There are sometimes additional arrangements in the property documents. Solicitors can offer advice, but it is not expected that decisions about sales, purchases, leases, mortgages and redevelopment would be unduly complicated – in most cases!

10 Ordinary and Special Church Members' Meetings

Clause 10.1 Many Baptist churches will wonder why we have included an expanded explanation that there are two kinds of meetings at Clause 10.1. This constitution will be read by people who have little knowledge of traditional Baptist patterns, so it is important to begin by explaining that there are two kinds of members' meetings, ordinary and special.

Clauses 10.2 and 10.3 seek to explain how the different meetings function, with a framework for organising the meetings, the frequency of meetings and the kinds of issues that would receive consideration at a church members' meeting. Ordinary church meetings deal with more routine matters, whilst the more significant decisions within the church are included in a special meeting, for which a longer period of notice is required.

Some churches have raised questions about the need for four meetings in each calendar year. If a church wanted to reduce this to three, to match local school terms, this would be acceptable. However, it is important that a regular cycle of meetings are planned, since members need to be informed about the church's work and activities. The members' meetings are not a prescribed length so if there is a limited number of items to consider a shorter meeting could be arranged. The exact format of meetings is not described because of the variations between Baptist churches. It is also felt that meeting regularly will help the church members to learn to listen to each other, to consider issues together, and to establish good patterns of dialogue, shared worship, and prayer, rather than having less frequent meetings only when essential decisions are required. Finding good ways to work together is important, learning to listen to each other and to speak carefully to each other is a skill that develops over time.

Clause 10.4 No additional comment.

11 Calling Church Members' Meetings

The pattern in Baptist churches varies. We have included minimum requirements for convening an ordinary church members' meeting and a special church members' meeting. This does not prevent your church giving a longer period of notice, sending additional notification by e-mail or including the dates in the church magazine or on the church website. Most churches will want to give more than the minimum amount of notice but it is a framework that allows meetings to be convened at relatively short notice if they are needed. Wherever possible, information about the items for discussion should be circulated, but for Special Church Members' Meetings it is particularly important to pass on as much information as possible before the meeting.

Clause 11.4 refers to convening additional meetings where they are considered to be necessary, with a safeguard that a meeting must be convened if a number of members request an additional meeting.

This is not intended to be a means for a very small group of members to constantly 'hold the church to ransom' but to provide some means for members to ask that a problem or important issues be considered by a Church Members' Meeting, where one is not already scheduled. This is another provision we would expect to be used only rarely.

Clause 11.5 - Another choice is offered. Churches are invited to choose one of the two options.

Some churches restrict their church members' meetings to members only. A specially invited guest (perhaps somebody speaking about a particular item, like an architect describing proposals for redeveloping the church) can be invited to attend. Only members may vote.

The alternative arrangement reflects a different pattern within Baptist churches where those who normally attend the church may also attend church members' meetings, but only members may vote. This is a more open approach but it is important that the arrangements are consistent and are not changed suddenly without consultation. The phrase 'if publically invited' has been deliberately included to ensure clarity.

12 The Conduct of Church Members' Meetings

Clause 12.1 is very important. Once again, it sets the context for a church members' meeting in prayer and the reading of scripture. It also reflects the fact that many matters affecting the life of the church do not fall tidily into two separate categories of 'practical issues' and 'spiritual issues'. There is rarely a clear cut separation, so it is important that issues that are obviously practical and matters that affect the spiritual life of the church are considered in the same context of prayer, fellowship and worship. A similar Clause is included as 17.1 to set a similar context for meetings of Charity Trustees.

Clause 12.2 Quorum – Another Choice.

We have not included an option of having no quorum. Although some churches prefer this, the Charity Commission have strongly advised that a quorum should be set, be clearly understood, and included in the constitution. Their experience of disputes and problems within charities generally, is that uncertainty

about the validity of decisions and the number of people who should have gathered to take those decisions is a major area of difficulty.

The legal position is that unless there is a quorum the whole membership have to gather if a meeting is to take valid decisions, particularly about important matters such as the sale and purchase of property, or the closure of the charity.

Therefore two options are included, and churches are invited to make a sensible choice, based on the membership numbers, and their normal meeting attendance as to the proportion or number of members that need to be specified. This is closely linked with the need to keep the membership list up to date, which is necessary in any case.

Churches should decide whether they want to use option one or two, and to include a percentage figure or a number as appropriate.

Clause 12.3 is straightforward. In many Baptist churches the minister will be the person who chairs the church members' meeting, but this is not always the case. The church members are able to make a decision about this locally. Some ministers feel it is better for them to be part of the meeting, particularly if acting as chair is not one of their strongest skills! There is flexibility here and local church members can decide what they want to do.

Clause 12.4 - Rescission of Decisions. This is simply a Clause that restricts the capacity of church meetings to rescind earlier decisions. The purpose of this clause is not to prevent changes that are necessary, but to avoid the same issue being examined repeatedly without allowing time for the implementation of clear decisions, or giving time for further thought and prayer.

13 Voting

Clause 13.1 Many churches have said to us that they do not want to have voting, so Clause 13.1 indicates that where possible decisions shall be made by consensus. However, if there is not a consensus, or the issue is very important like the sale of property or the appointment of a minister, decisions do require a vote. The arrangements are set out in Clauses 13.2 and 13.3.

Clause 13.2 No comments.

Clause 13.3 There is an alternative ending to Clause 13.3 for churches that have chosen to have a closed membership with an associate members' list (option 3 at 7.2). This indicates that the local church members' meeting will decide as to the matters upon which associate members may vote.

Clause 13.4 Proxy Votes and Postal Votes – Another choice of arrangements.

Most churches do not allow any proxy votes or postal votes. This is because of the fundamental principle that the members gather together to discern the mind of Christ, and a vote should only be expressed after the issues have been explored together and there has been an opportunity to hear what other members have said in the meeting. However, some churches do allow postal votes and so there is a second option which allows for postal votes on important decisions such as the appointment of individuals to roles and responsibilities within the church (except for decisions relating to a minister) where the names of those nominated are known in advance of the meeting.

Clause 13.5 is straightforward indicating that where a decision might cause embarrassment a secret ballot shall be held. This would normally be used in the election of Charity Trustees and the minister, or matters relating to their appointment or removal. There may be other issues which need a secret ballot, and these can be requested and agreed from time to time.

Clause 13.6 No comments.

Clause 13.7 indicates that for routine matters at an ordinary church members' meeting a simple majority is required if the resolution is to be carried. Please note that different arrangements apply to the appointment of Charity Trustees where the voting arrangements are different.

Please note that it is a majority of those present, entitled to vote, and voting. Please refer to the footnote.

Clause 13.8 would only apply where there was an equality of votes, and if that happened the resolution would be considered rejected and the matter be reviewed and reconsidered. This is probably different from your current practice.

Clause 13.9 describes the normal voting requirement at a special church members' meeting. Please see note to 13.7, the principles are the same.

Clause 13.10 allows a framework for a higher voting tariff. It is important that if churches are using Clause 13.10 that they follow the process exactly, so that it is clear at the point where the vote is taken that a higher vote is required and exactly what is required for a resolution to be passed. Churches may not have seen Clause 13.10 before, but it has been included to avoid confusion.

Clause 13.11 is straightforward, the church members' meeting can decide on a minimum age for voting, and this decision will need to be made and recorded in the minutes for future reference.

14 Minutes

This section, Clauses 14.1 – 14.4 is straightforward indicating how minutes are to be recorded. It is important that minutes are formally written or printed and signed.

15 The Appointment and Removal of Charity Trustees

This is a very important section and is part of the overall balance between the responsibilities of Charity Trustees and church members.

Clause 15.1 includes the statutory definition of Charity Trustees as being those actually involved in the general control, management and administration of a charity. It is important that churches understand that individuals who are appointed as Charity Trustees have significant responsibilities. It is equally important that they understand that setting aside a small group to take responsibility for what is seen as the 'legal and financial aspects of the church' is not what is required. If there are other individuals who are actively involved in the leadership, strategic planning and management of the church, they will be regarded as Charity Trustees under Section 97(1) of the Charities Act 1993.

An expanded explanation is included in the guidelines leaflets *C.17 Help I'm a Managing Trustee* and *C.6 Charity Legislation and Churches*.

Clause 15.2 is an overview of the role of the church members' meeting in appointing Charity Trustees. It reflects the important responsibilities that the Charity Trustees are accepting, but also indicates that the church members' meeting may make specific directions, but must not ask the Charity Trustees to do anything that would cause them to be in breach of the constitution, of any trustee duty, or anything that is illegal.

Clauses 15.3 and 15.4 are about who can be appointed as Charity Trustee. There are some legal restrictions. Nobody who is 'disqualified' can serve as a Charity Trustee and it is usual for Charity Trustees (leaders) within a Baptist church to be chosen from among the existing church members.

It is important that in any appointment process the legal limitations are clearly explained, and that the existing Charity Trustees satisfy themselves that candidates are aware of these issues.

The legal limitations affecting Charity Trustees do not affect church members generally.

Clause 15.5 Names and Titles. In preparing this document we found that different churches use many different titles for the people who are recognised as having leadership gifts and responsibility within the church. We believe in the priesthood of all believers and know that Baptist churches have a non hierarchical leadership structure.

However, there has always been a recognised group (usually called the minister and deacons) who have taken responsibility for the day to day management of the church. This is an established pattern, it is not something new.

At Clause 15.5 you are invited to indicate the groups or individuals within your church who by reason of the roles they have, the tasks they have been given, and the responsibilities they have accepted are regarded as being the Charity Trustees of the church, and would normally be seen as the leaders of the local church (limited space prevents us including a wide ranging theological discussion there!). If in your church you have a church secretary, treasurer and deacons these are the words you should use. If you use the title 'leadership team' then this is what should be added. Ministers are included automatically in the first line.

You should indicate the title or titles you use in your church.

It is important that these shared responsibilities are clearly understood. We would strongly recommend that all individuals who were involved in this 'leadership task' and are defined as being 'the Charity Trustees' at Clause 15.5 read the following leaflets:

- C.6 *Charity Legislation and Churches*
- C.17 *Help I'm a Managing Trustee*
- C.18 *Help I'm a Deacon*
- C.19 *Help I'm a Church Secretary*
- C.20 *Help I'm a Church Treasurer*

It is not a question of setting aside a small group of people to be the legally recognised and responsible Charity Trustees, so that those who are 'really running the church' can get on with it.

Clause 15.1 is the statutory definition and it is linked to the 'real' situation. Those who are actually 'doing' the task of leading the church are deemed to be the Charity Trustees anyway, so just naming a few individuals does not help.

Why is this? Those who are in fact as well as those being named as the Charity Trustees are held responsible for the good administration of the church (charity).

This responsibility is 'Joint and Several'. This means individuals can be held legally responsible for the decisions of the whole group – so it is important to know who the Charity Trustees are in your church, to identify them all, and enable all of them to participate and share responsibility for the leadership and administration of the church.

Clause 15.6 Church Secretary, Church Treasurer? The Charity Commission will need to know who is the 'charity correspondent' for your church (as a charity). This is a very similar role to that undertaken by a church secretary who takes responsibility for receiving correspondence, responding and aiding communication within the church. The church treasurer has a significant responsibility in the area of finance, although of course these responsibilities are shared with the whole group of Charity Trustees.

We realise that not all churches will have a church secretary and church treasurer, so we have included the words 'or equivalent' to allow flexibility. It is important that those outside the church know who to contact, and that there is a person within the group of Charity Trustees who has responsibility for ensuring that the financial records of the church are maintained, and that the financial arrangements are properly understood and accounts are prepared in the appropriate form. There is further information about accounts later in this leaflet. However, please remember that even if there is a named secretary and treasurer that all Charity Trustees are jointly responsible, so there needs to be mutual accountability.

There is a variation in practice amongst our churches. Some choose people to fill these roles from among the Charity Trustees; others see them as separate annual appointments made at the Annual General Meeting. The process should be determined locally by the church members but should maintain accountability and when appropriate, opportunities for change and choice.

Clause 15.7 Becoming a Charity Trustee – Four Choices are offered at Clause 15.7.

These choices are related to the qualifications for membership at Clause 7.2, and there should be no conflict between the options that are selected in the two parts of the finished document. See the chart setting out compatible choices on page 18.

Option 1 indicates that any person who is qualified to be a member in either an open membership church (option 1 at 7.2) or a closed membership church (option 2 at 7.2) shall be eligible for election as a Charity Trustee.

Option 2 would be used where a church had selected open membership (option one at 7.2) but wanted to ensure that those individuals who were appointed to serve as Charity Trustees had been baptised by immersion upon personal profession of faith. This would create a situation where there was effectively a 'closed membership' arrangement that applied to the Charity Trustees even though membership of the church was arranged on the open membership basis. This choice is not suitable for churches who selected option 2 or 3 at 7.2.

Option 3 is an arrangement midway between options 1 and 2, where there is a requirement that a majority of the Charity Trustees should have been baptised by immersion. Churches choosing this option need to take notice of the footnote and the potential problem that can arise in managing the election of Charity Trustees, where somebody receiving a higher proportion of votes may not be able to serve, without disturbing the balance within the group. This is suitable for use by those open membership churches who chose option 1 at 7.2, but not for options 2 or 3.

Option 4 would be used by a church that had selected option 3 at Clause 7.2. This makes it clear that only persons qualified to be a full member of the church would be eligible for election as a Charity Trustee. It is not suitable for churches who choose options 1 or 2 at 7.2, there would be a contradiction.

Clause 15.8 Another choice. Two choices are offered. Some churches are happy for close relatives to serve together as Charity Trustees, others are not. Please select either option 1 or option 2.

Clause 15.9 Continuing Support. Charity Trustees serve with the consent and support of the church members' meeting so it is vital that they are actively appointed and re-appointed. This review and re-appointment does not apply to those Charity Trustees who are ministers, since alternative arrangements apply if it is necessary to end a ministerial appointment.

Having established the principle at Clause 15.9 there is a further choice at Clause 15.10.

Clause 15.10 A Continuing Appointment or an Opportunity for Change?

The two options at Clause 15.10 are also designed to reflect different practices within Baptist churches. In some churches an individual serving as Charity Trustee may serve for one term of three years, with the opportunity to serve for a subsequent period of three years, followed by a compulsory vacant year when they may not be re-appointed. This ensures that there is the possibility of change within the group of Charity Trustees. Whilst experience comes with long service there can also be benefits in a rotation of people. The second option at Clause 15.10 is the alternative arrangement, where Charity Trustees may be appointed for consecutive terms without limitation.

Some individuals have indicated that in their local church persons appointed to be the 'Church Secretary' or the 'Church Treasurer' (see clause 15.6) are not subject to the same kind of rotation arrangements as their 'deacons'. Whilst they want to actively encourage a rotation among their 'deacons' (see option 1, 3 years plus a possible further 3 years and a compulsory break).

Similar comments have been received from churches that want to distinguish between different groups who within their particular church would be together identified as 'the Charity Trustees', for example deacons and elders, who have shared aims and responsibilities, but different roles, tasks, and gifts.

We would want to encourage churches to think carefully before rushing to amend the recommended arrangements but, if an alteration was essential then a distinction could be introduced by using the group or task title at Clause 15.10 and including variations as appropriate.

However, we would not advise making any appointment unlimited and would not recommend the creation of the actual or honorary role of life deacon.

Clause 15.11 Appointment of Charity Trustees. This is an important clause setting out the fundamental principles that apply. The process of appointing Charity Trustees must be clear, public and open but there must be opportunity for church members to consider prayerfully who should serve the church. The principles included in Clause 15.11 are reflected in the practical arrangements included in subsequent Clauses, and are very important.

Some churches have indicated that their practice is for the existing Charity Trustees to play a part in forming the final nomination list. Discussions continue but it is anticipated that this note will be expanded in later editions of this leaflet to include further notes and guidance.

Clause 15.12.1 Nominations. This Clause creates a framework for nominations to the role of Charity Trustee, including inviting nominations from church members and enabling names to be publicised in advance of the meeting where a decision is to be taken.

Some churches have indicated that they do not follow this pattern. Discussions continue but it is anticipated that this note will be expanded in later editions of this leaflet to include further notes and guidance.

Clause 15.12.2 Voting for Charity Trustees. There are two options and two suggested voting methods.

Option 1 may be new to many churches, but should be considered. It is a way of ensuring that candidates receive a significant indication of support of the church members' meeting without there being any need for a second ballot.

The second option may be more familiar, but sometimes achieving an appointment by this method is difficult, since the spread of votes between a large number of nominees might make it difficult for any person to receive a sufficient proportion of the vote. Clause 15.12.4 may be included by churches selecting Option 2 as a way of overcoming this problem.

Clause 15.12.3 Absences – Postal Ballot. Although postal ballots are not recommended it is recognised that this practice is followed in some churches. Clause 15.12.3 is a framework that enables postal votes to be counted. It is important that there is no contradiction between the arrangements for voting set out in section 13.4 and the arrangements described at 15.12.3. If a church has not decided to permit postal voting 15.12.3 would not be included at this point. See chart on page 19.

Clause 15.12.4 Churches who have chosen the second option at Clause 15.12.2 should consider including this clause as a way of overcoming the problem described in the note to Clause 15.12.2 above.

Clause 15.13 is a Clause that should help the smooth running of the church, particularly if an election was held in good faith but there was subsequently found to be a technical defect in the appointment of a Charity Trustee.

Clause 15.14 Rescinding an Appointment. In exceptional circumstances it may be necessary to rescind the appointment of a Charity Trustee, A process is described for this. This must be a decision of a special church members' meeting and a process similar to that set out in Clause 8.4 should be followed.

16 Responsibilities of Charity Trustees

Clause 16.1 is an important matter of principle, explaining that the Charity Trustees shall have responsibility for the governance of the church.

The church members may make general or specific directions but this freedom needs to be used carefully.

It is not appropriate for church members to direct the Charity Trustees all the time, since this would mean that they were assuming the role of Charity Trustees and would be so deeply involved in the day to day management that they would themselves be seen as being the Charity Trustees, according to the

definition in the Charities Act that is mentioned at Clause 15.1. On the other hand the Charity Trustees must not take so little notice of the church members that their role is diminished. This is an issue of mutual trust and accountability – and everybody recognising the need for sensible administrative arrangements. Since Charity Trustees need to be formally appointed and re-appointed (except for ministers) every three years a balance is maintained between the role of the church members' meeting and the Charity Trustees.

Clause 16.2 is a reminder that the Charity Trustees should maintain and insure the church buildings.

17 Proceedings of Charity Trustees

These arrangements are broadly drafted, but contain minimum requirements to ensure clarity in the meetings of Charity Trustees. It is recognised that the Charity Trustees may be made up of several groups of people, who might previously have been seen as separate groups within a Baptist church. Many churches have deacons and elders, who because of different skills and gifting may fulfil equally important, but different functions within the church.

Clause 17.1 sets the context for Charity Trustees' meetings and mirrors Clause 12.1.

Clause 17.2 has been carefully prepared to allow flexibility and to ensure that there is a minimum of one meeting of the whole group every two months. There are variations in practice but the whole group is jointly and severally responsible for the administration of the church (charity).

Clause 17.3 relates to quorum and requires little explanation.

Clause 17.4 is important. We have already mentioned that there have often been different groups within a Baptist church accepting different roles and responsibilities for the benefit of the whole church. Meetings of sub-groups between the full meetings of the Charity Trustees are permitted, but keeping the whole group informed is important. Reports do not need to be made in writing, but it is important that sub-groups realise that they should not be taking major decisions of any kind, since all the Charity Trustees are jointly and severally responsible for decisions and it is not appropriate for decisions to be made in small groups (except on matters of minor detail with the informed consent and agreement of the whole group).

Clauses 17.5, 17.6, 17.7 Voting at Charity Trustees' Meetings. As with church members' meetings consensus shall be sought where possible, but votes need to be exercised in person and properly recorded.

Clause 17.8 is straightforward. It is hard to imagine an occasion where the Charity Trustees would want to take decisions that were contrary to either the constitution or the general law.

Clause 17.9 is an important element within the balance that exists between the responsibilities and role of Charity Trustees and the church members. We have already mentioned in Clause 16.1 the possibility that church members may want to make directions, but this freedom needs to be used carefully.

This clause reserves certain decisions to the church members, so although the Charity Trustees have legal and financial responsibility some decisions are so important that the members must consider the proposals even though it will be the Charity Trustees who make the detailed arrangements.

Clause 17.10 Minutes of Charity Trustees' Meetings. This Clause is self-explanatory.

18 Powers of Charity Trustees.

Clauses 18.1 and 18.2 Charity Trustees do have certain specific powers, subject to any general or specific directions of the church members' meeting to apply for grants and enter into formal financial arrangements.

Clause 18.3 Little comment is needed, but note the power is to support and make grants to other charities, not to individuals. This clause simply confirms the usual practice.

19 Application of Income and Capital

Clause 19 simply explains that the Charity Trustees must use the income they receive towards achieving the purpose of the church, although they may adopt an appropriate reserve policy.

There is further information about this in the guidelines leaflet *C.17 Help I'm a Managing Trustee* and *F.9 Charity Reserves*.

20 Remuneration of Charity Trustees

Clause 20.1 With the exception of a minister or ministers as mentioned at Clause 23 (see later note) no Charity Trustee is entitled to receive any kind of personal benefit just because they are a trustee. No relative may receive a benefit either.

Clause 20.2 Previously, every time any kind of personal benefit (to the Charity Trustee or a close family member) was likely to arise the Charity Commission needed to be consulted and their specific consent obtained before any payment was agreed or made. This was a cumbersome procedure and the Charity Commission have recognised that in many cases the arrangements are perfectly straightforward, open and appropriate. However, some safeguards are required so Clause 20.2 is a framework for managing a process that enables local Charity Trustees to authorise the remuneration, employment, or contracts with a Charity Trustee.

There are six important sub-sections indicated by six separate requirements (see bullet points) that are designed to ensure that remuneration may be arranged when it is necessary. The wording is absolutely exact at this point having been given to us by the Charity Commission. A deviation from this process would mean that the payment was not valid and the Charity Commission could criticise the Charity Trustees for mis-managing the situation and their funds. The individual concerned might have to repay the money they have received from the charity. The procedure is not unduly onerous and needs to be followed.

Churches that do not have this kind of clause in their constitution must obtain Charity Commission consent for any payment to a Charity Trustee, or what the Charity Commission calls a 'connected person' – see the section in brackets in the opening lines.

For more detail please refer to *C.6 Charity Legislation and Churches*.

21 Ministers

Clause 21.1 is fairly straightforward.

Clause 21.2 indicates that the minister shall accept the beliefs of the church.

Clause 21.3 indicates that where possible the minister should be on the Baptist Union's Register of Covenanted Persons Accredited for Ministry. It is recognised that this will not be possible in every case.

Clause 21.4 indicates that even where a minister is not on a Register of Persons Accredited for Ministry they must be in sympathy with the way a Baptist church functions and sympathetic to the relationships the church has with the Baptist Union of Great Britain and the local Baptist Association.

Clause 21.5 Ministers and Tasks. There was a lot of debate about this Clause and it is important to recognise that the exact tasks fulfilled by ministers will vary depending on individual ability and gifting. We have included an indication of the kind of tasks that would normally be expected of a minister within a Baptist church. Some ministers may want to place an emphasis on youth work, Bible teaching or community work, but Clause 21.5 is an attempt to give an indication of the involvement that would be typical and expected.

Clause 21.6 is an attempt to explain the covenant relationship between a minister and the church. It is a relationship of mutual accountability with church members and the other Charity Trustees. This is not related to the employment status of a minister, who is regarded as an office holder. A court case has cast doubt on the legal position and an appeal is pending. This Clause is intended to describe the style and kind of relationship, not to explore or define aspects of employment law.

22 The Appointment and Removal of Ministers

When a church appoints a minister it is an important decision that will have long term effects on the life of the church. The same applies in the sad situation where an appointment is rescinded.

Clause 22.1 Churches are encouraged to work closely with the local Association.

Clause 22.2 Removal of a Minister. A minister may be removed by a resolution of the church members at a Special Church Members' Meeting but again a right for the minister to speak to the meeting is mentioned. There may be important issues that the minister needs to explain.

Clause 22.3 It is recommended that terms of appointment are clearly defined before a minister accepts the appointment from the church and we have indicated that these should be based on the standard terms of appointment published by the Baptist Union of Great Britain.

23 The Remuneration of Ministers

Clause 23 The remuneration of Charity Trustees is only permitted in certain circumstances. Since the 1960s no Charity Trustee has been entitled to be an employee without the explicit consent of the Charity Commission, but an exception was made for ministers that was only intended to continue until churches had to register with the Charity Commission. This is now happening so this Clause is essential. If this remuneration clause for ministers is not included the church will not be entitled to pay their minister out of their general funds and general income.

24 Pastoral Vacancies and Moderators

This section is about pastoral vacancies, and little further comment is needed. The level of involvement by a moderator will vary. A moderator is not necessarily a Charity Trustee if they simply serve as a facilitator of meetings. However, moderators of Baptist churches should be aware that if they become heavily involved in the management and governance of the church they could be regarded as Charity Trustees because of their significant activity and involvement within the life of the church.

25 Finance

Clause 25.1 The Charity Trustees are jointly and severally responsible for the financial administration of the church.

Clause 25.2 also makes it clear that the Charity Trustees must present a budget of the subsequent year's projected income and expenditure at a convenient church members' meeting. There is an important balance here. The Charity Trustees need to work together, and need the support of the church members in the work they are planning.

26 Record Keeping and Accounting

This section is fairly straightforward and is not expected to be controversial.

Clause 26.1 Please include the dates of your financial year.

Clauses 26.2 and 26.3 No additional notes.

Clause 26.4 is not intended to be a detailed statement of the recommended time periods for storing various different pieces of financial information. It is likely that some records such as Gift Aid paperwork needs to be kept for longer than six years but the general financial records, annual reports and statements relating to the church must be available for inspection by any Charity Trustee for six years.

Clause 26.5 This simply states the legal position, it is not a new or additional requirement.

27 Constitution

Clause 27.1 indicates that a copy of the constitution should be made available to church members and applicants for membership. The intention is clear. The aim is to provide clear information and clarity about how members may participate in the life of the church and in church members' meeting.

Clause 27.2 indicates that no amendments must be made to the constitution that would cause the church to cease to be a charity. This is very important because the churches that are registering with the Charity Commission for the first time in October 2008 will all be charities already. The legal position is that it cannot be in the best interests of an existing charity to take a decision to stop being a charity, because of the various financial benefits that come with charitable status.

Clause 27.3 makes it clear that alterations to the constitution can only be made by a formal resolution at a Special Church Members' Meeting, but there are special conditions set out in Clause 27.4 and 27.5.

Clause 27.4 The intention is that key clauses within the constitution may only be changed with the consent of the Charity Commission. This simply reflects the legal position. This includes Clause 20.2 on remuneration and Clause 28.2 arrangements on closure.

Amendments to the administrative arrangements are straightforward. There is freedom for the church to make changes, but care is needed. For example, Clause 23 about the remuneration of ministers should not be removed because it is necessary.

We have also tried to preserve a careful balance within the document between the role of Charity Trustees and the Church Members' Meeting. We have been careful to try to reflect Baptist principles within the document as well as representing the practices that are often followed within Baptist churches.

However, there are some matters that were felt to be very important because they are at the heart of Baptist identity. The Charity Commission does not have any legal right to protect any of the Clauses within the document except the ones included at Clause 27.3.

Clause 27.5 Pre-Conditions for Some Important Amendments This includes a list of provisions that can only be altered in certain circumstances. The Baptist Union Council debated vigorously whether these particular Clauses should be protected by an absolute prohibition on future alterations. After considering the need to protect Baptist identity and the autonomy of the local church the principles described in Clause 27.5 were settled. Council did not think a prohibition on alterations should be imposed, because it was vital that the autonomy of each local Baptist church was respected. However, some changes are fundamental and so Clause 27.5 is included as a safeguard.

Changes within the document that fundamentally affect the Baptist identity of the church and the ways in which its activities are organised that are directly related to important Baptist principles may only be changed if there is consultation with the Baptist Union and the local Baptist Association.

A six month period is allowed for consultation and there must be opportunities for dialogue with the church, including the opportunity to make representations to the church members' meeting. For minor changes that do not fundamentally affect the practice of the church or its identity it is likely that consent will be given without waiting for the full six month period to elapse. For more significant changes some dialogue will be necessary. One of the important safeguards within this Clause is the possibility of speaking to the church members' meeting. Sometimes leaders of churches try to bring changes that may not be fully explained to the church members. It is vital that members make an informed decision having heard both sides of the discussion, if necessary.

28 Closure

We hope our churches will not need to use this Clause but it does set out arrangements that would apply if the church closed. These have been prepared after careful thought, and recognising the problems that arise where churches fail to make appropriate decisions at their Final Church Members' Meeting.

Clause 28.2 gives freedom for the members to decide how local funds shall be used, but if no decision is made then the Baptist Union and local Baptist Association may take a decision.

SUMMARY OF CHOICES – AND ACTIONS

Clause 1	Fill in your church's name.
Clause 5	Fill in the details of your local Baptist Association in place of (the appropriate name).
Clause 7.2	This is the first time a choice is offered. Please refer to the main notes. The choice here is related to later choices at Clause 13.3 and 15.7.
	<p>Clause 7.2 – Option 1 Open membership - can be matched with Clause 13.3 (without adding the alternative ending) and with option 1, 2 or 3 (but not 4) at Clause 15.7.</p>
	<p>Clause 7.2 – Option 2 Closed membership - can be matched with Clause 13.3 (without adding the alternative ending) and option one only at Clause 15.7</p>
	<p>Clause 7.3 – Option 3 Closed membership with the possibility of associate membership – can be matched with Clause 13.3, with or without alternative ending, but only with option 4 (not 1, 2 or 3) at Clause 15.7.</p>
Clause 11.5	<p>Please refer to earlier notes. This is a straightforward choice to be made locally, after discussion.</p> <p>It is a 'stand alone' choice and does not affect any other clauses.</p>
Clause 12.2	<p>Please refer to earlier notes. First, your church needs to decide if your quorum will be a number, or a percentage.</p> <p>Then, you have freedom to discuss and decide locally what these should be.</p> <p>Be careful, you do not want to make the quorum so small that a very small proportion of the members could take a major decision. On the other hand you do not want to make the number so high that it is almost impossible to organise a meeting where a quorum can be achieved.</p> <p>It is a 'stand alone' choice and does not affect any other clauses.</p>
Clause 13.3	<p>Please refer to earlier notes and the previous comments on the choices available at Clause 7.2.</p> <p>The 'alternative ending' should not be used by churches who have chosen option 1 or 2 at clause 7.2. It is not needed.</p> <p>It may be added by churches who have selected option 3 at Clause 7.2 if they want to permit associate members to vote.</p>

<p>Clause 13.4</p>	<p>Please refer to earlier notes. A choice is offered but be careful, as it does affect whether or not you include Clause 15.2.3 later on.</p> <p>If you choose option 1 here, you should not include 15.2.3.</p> <p>If you choose option 2 then you should include 15.2.3.</p>
<p>Clause 15.5</p>	<p>Please refer to earlier notes.</p> <p>In our discussions with churches this is one of the most difficult areas. There may need to be a telephone conversation with your property trustee, or the Baptist Union Corporation office if you are still puzzled.</p> <p>You do need to take out the titles you do not use in your church.</p> <p>You do need to include the titles you actually use.</p>
<p>Clause 15.7</p>	<p>This is linked to the choices made at 7.2.</p> <p>Please refer to previous notes, but certain combinations of choices fit together, and others do not.</p> <p>So, if you choose option 1 at Clause 7.2 your available choices here are options 1, 2, and 3, but not 4.</p> <p>If you choose option 2 at Clause 7.2 only option 1 is available here.</p> <p>If you choose option 3 then only option 4 is available.</p>
<p>Clause 15.8</p>	<p>This is a straightforward choice to be made locally, after discussion.</p> <p>It is a 'stand alone' choice and does not affect any other choices.</p>
<p>Clause 15.10</p>	<p>Please refer to earlier notes. This is a straightforward choice to be made locally, after discussion. It is a 'stand alone' choice and does not affect any other choices.</p>
<p>Clause 15.12.1</p>	<p>Please refer to earlier notes. The Clause assumes that the end of the nomination period will be a Sunday. An alternative in the last line is permitted.</p>
<p>Clause 15.12.2</p>	<p>Please refer to earlier notes. There are two voting methods, a choice is offered.</p> <p>Option 1 is a stand alone choice.</p> <p>Churches who include option 2 should consider also including Clause 15.2.4.</p> <p>Within each paragraph there is a choice of percentages at the end. Local churches should discuss and decide what vote is required for the appointment of Charity Trustees in order to demonstrate that they have a reasonable level of support for the church members.</p>

Clause 15.12.3	<p>Please refer to earlier notes.</p> <p>This Clause should only be included if you have chosen option 2 at 13.4.</p>
Clause 15.2.4	<p>Please refer to earlier notes.</p> <p>This Clause should only be included by churches choosing option 2 at Clause 15.12.2.</p> <p>It is an optional Clause, but it can be helpful for those churches that use the method of voting in Clause 15.2.2 option 2 as a way of avoiding problems in achieving a sufficient proportion of votes.</p>
Clause 26.1	<p>Please indicate the dates of your financial year.</p>

This is one of a series of *Guidelines* that are offered as a resource for Baptist ministers and churches. They have been prepared by the Baptist Union Corporation Limited and are, of necessity, intended only to give very general advice in relation to the topics covered. These guidelines should not be relied upon as a substitute for obtaining specific and more detailed advice in relation to a particular matter.

The staff at the Baptist Union Corporation, at Baptist House will be very pleased to answer your queries and help in any way possible. It helps us to respond as efficiently as possible to the many churches in trust with us if you write to us and set out your enquiry as simply as possible.

The Baptist Union Corporation staff also deal with churches that are in trust with the East Midland Baptist Trust Company Limited and the North Western Baptist Association (Incorporated).

If your holding trustees are one of the other Baptist Trust Corporations you must contact your own Trust Corporation for further advice.

If you have private trustees they too should be consulted as appropriate.

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