

**Constitution**  
for the  
**Free Church Council of Wales**  
**(Excepted Charity)**

**Adopted on the 11<sup>th</sup> day of May 2009**

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## 1 INTERPRETATION

In this Constitution:

1.1 'Meeting' means a general meeting of the Free Church Council of Wales which may be an Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM);

'President/Moderator' means the person appointed by the Trustees serving on the Executive to preside at their meetings and to represent the Council at faith events;

'Professional Advisor' means the person appointed from CYTUN to provide administrative support to the Free Church Council of Wales and professional advice to the President/Moderator;

'Officers of the Free Church Council of Wales' means the President/Moderator, the Immediate Past President/Moderator and the Treasurer;

'Nonconformist' means a Christian individual or Church belonging to any non-Anglican Church or denomination. Essentially, this means Churches that do not practice Episcopal ordination as defined by the Act of Uniformity 1662.

The 'Charity' means the Free Church Council of Wales;

'Charity Trustees' has the meaning prescribed by section 97(1) of the Charities Act 1993. Those serving on the Executive, as listed in the Register, are the Charity Trustees of the Charity for the time being;

'the Executive' means the group of Trustees established for the purposes set out in Clause 3, elected pursuant to Clause 6;

'the Meeting' means a meeting of Trustees;

'Clear Day' means 24 hours from midnight following the relevant event;

'the Commission' means the Charity Commission for England and Wales;

'Financial Year' means the Charity's financial year;

'firm' includes a limited liability partnership;

'Independent Examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act 1993;

'material benefit' means a benefit which may not be financial but has a monetary value;

‘Member Denomination’ means denominations that are part of the Free Church Council of Wales;

‘months’ means calendar months;

‘the Aims and Objectives’ means the charitable objects of the Free Church Council of Wales;

‘Trustee’ means Managing Trustee;

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message.

- 1.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## **2 NAME**

The name of the Organisation and Charity is The Free Church Council of Wales

## **3 AIMS AND OBJECTIVES**

- 3.1 The principal Aim of the Free Church Council of Wales is “The advancement of the Christian religion by the spreading of the knowledge of Jesus Christ through the distinctive doctrine of the Nonconformist Churches in Wales.”

- 3.2 Specifically, the Free Church Council of Wales will

- 3.2.1 Express the essential unity in Christ of the Nonconformist Churches in Wales;
- 3.2.2 Encourage member denominations to maintain corporate worship by free assembly in consecrated buildings and other places, while recognising that each member denomination retains liberty to fulfil its own distinctive witness and mission;
- 3.2.3 Foster good relationships amongst the leaders of member denominations through the work of the Council and when mandated to do so, develop and sustain relationships with CYTUN;
- 3.2.4 Promote fellowship and united action where possible with other branches of the church throughout the world and engage in particular with CYTUN, the Free Churches Group of England and Wales and Churches together in Britain and Ireland.
- 3.2.5 Ensure that the Non Conformist voice is heard in matters of National and local significance, particularly issues relating to Chaplaincy, Education and Spiritual Development;

- 3.2.6 Through the President/Moderator, ensure effective representation of member denominations at faith and spiritual events;
- 3.2.7 Through the President/Moderator, ensure effective representation of member denominations at other events when deemed appropriate;
- 3.2.8 Act as the Governing body of the President/Moderator and support the role holder through prayer and faith in action;
- 3.2.9 Practically support the Regional Free Church Councils and assist such councils by encouraging local churches to become members of the Regional/District Councils.
- 3.2.10 Do all other such things as are necessary to the attainment of these Objects.

#### **4 MEMBERSHIP**

- 4.1 The membership of the Free Church Council of Wales includes the following denominations:
  - 4.1.1 Baptist Union of Wales
  - 4.1.2 Baptist Union of Great Britain
  - 4.1.3 Union of Welsh Independents
  - 4.1.4 Presbyterian Church of Wales
  - 4.1.5 Congregational Federation of Wales
  - 4.1.6 Methodist Church in Wales
  - 4.1.7 The Salvation Army (Wales)
  - 4.1.8 The German-speaking Lutheran, Reformed and United Congregations in Wales
- 4.2 Any denomination interested in promoting the Aim and Objectives of the Free Church Council of Wales can apply to become members. However, the following criteria apply:
  - 4.2.1 Denominations must have the endorsement of their own National body;
  - 4.2.2 Denominations must accept the doctrine of the Trinity and promote the understanding of the Triune God as Father, Son and Holy Spirit;
  - 4.2.3 Applications must be made in writing and will be considered by the Free Church Council of Wales in open meeting;
- 4.3 All member denominations can appoint three individuals as representatives to attend meetings of the Free Church Council of Wales. One individual should be the General Secretary, Moderator or other Denominational Leader to ensure that the strategic view of the denomination is reflected at meetings of the Free Church Council of Wales.

- 4.4 In addition to individuals appointed to represent Member Denominations, the Free Church Council of Wales may nominate or co-opt named individuals to be members of the Free Church Council of Wales. This will allow individuals with particular skills and abilities to contribute to the aims and objectives of the Free Church Council of Wales.
- 4.4.1 Nominated  
Individuals should be nominated at the Annual General Meeting of the Free Church Council of Wales and a review of nominated members must be discussed annually.
- 4.4.2 Co-opted  
Individuals can be co-opted at any time and either remain in post for an indefinite period or become nominated members at the next Annual General Meeting. Individuals can be co-opted at the express direction of the President provided there is general support from the member denominations.
- 4.4.3 The number of nominated and co-opted members must not exceed the total numbers representing the Member Denominations.
- 4.4.4 The President/Moderator, the Immediate Past President/Moderator and the Treasurer of the Free Church Council of Wales will be individual nominated members of the Council and as such, do not represent member denominations unless the sending denomination wishes the individual to act in this capacity. If this occurs, the nominated individual must become one of the three denominational representatives described in paragraph 4.3 above.
- 4.4.5 The Chief Executive of CYTUN and the Professional Advisor to the Free Church Council of Wales will be Co-opted member of the Free Church Council of Wales.
- 4.5 The Charity's Professional Advisor must keep securely a register of the names and addresses of Members and Trustees which must be made available to any Member or Trustee upon request.
- 4.6 A member denomination can terminate membership with the approval of its national body at any time. In the unlikely event that the Free Church Council of Wales ceases to be representative of the mainstream non conforming churches, an extraordinary meeting of the remaining members must be held and a decision made as to the continuance of the Free Church Council of Wales.

## **5 THE PRESIDENT/MODERATOR**

- 5.1 The President/Moderator means the person appointed by the Trustees serving on the Executive to preside at their meetings and to represent the Council at faith events. The title is interchangeable to account for Denominational preference.

- 5.2 The President/Moderator will be commissioned by the Free Church Council for an initial period of three years. This may be extended by mutual agreement for a further twelve months and extended annually a further two occasions. No President/Moderator will serve for more than six consecutive years. After a period away from Office, individuals may be Commissioned for further terms of office.
- 5.3 The President/Moderator will be selected on a rotational basis by mutual agreement from the Member Denominations. On a change of President/Moderator, the replacement must come from a different denomination than the preceding President/Moderator

## **6 THE TRUSTEES**

- 6.1 All individuals appointed by the Member Denominations as official representatives and all nominated members are Managing Trustees of the Free Church Council of Wales. The Managing Trustees are responsible for the day-to-day management and administration of the Council in accordance with its status as a Charity, particularly any premises, property and funds in owned or leased by the Free Church Council of Wales.
- 6.2 The minimum number of Trustees is one from each member denomination and all current nominated members. There is no maximum number.
- 6.3 The Trustees mentioned at 5.2 will form the Executive Committee of the Free Church Council of Wales. The Executive will therefore comprise of:
- 6.3.1 The Officers of the Free Church Council of Wales, namely the President/Moderator, Treasurer, Immediate Past President/Moderator and
  - 6.3.2 One Trustee elected by each Member Denomination and
  - 6.3.3 Any Trustee nominated by the Executive.
- 6.4 A Register of Member Denominations and Trustees will be kept and securely held by the Professional Advisor.
- 6.5 Every Trustee must sign a declaration of willingness to act as a Charity Trustee of the Charity. These signed declarations will be kept securely with the Register.
- 6.6 A Trustee ceases to be so if he or she:
- 6.6.1 Ceases to be a Trustee by virtue of any provision in the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
  - 6.6.2 Is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)

- 6.6.3 Is absent without good cause from four consecutive Meetings and a two-thirds majority of the Trustees resolve that he or she be removed
- 6.6.4 Resigns by written notice to the Free Church Council of Wales or
- 6.6.5 Is removed for good and sufficient reason by a resolution passed by at least two-thirds of the other Trustees after they have invited the views of the Trustee concerned and considered the matter in the light of any such views
- 6.7 A technical defect in the appointment of a Trustee of which the Meeting is unaware at the time does not invalidate decisions taken at the meeting.
- 6.8 The Trustees shall fulfil their legal duties having due regard to the spiritual direction of the Charity as set from time to time acting always in accordance with the requirements of this Constitution and the general law.

## **7 DUTY OF CARE AND EXTENT OF LIABILITY**

When exercising any power (whether given to them by this Constitution or by statute or by any rule of law) in administering or managing the Charity each of the Trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have (“the duty of care”). No Trustee and no-one exercising powers or responsibilities that have been delegated by the Meeting shall be liable for any act or failure to act unless, in acting or failing to act, he or she has failed to discharge the duty of care.

## **8 MEETINGS AND CONDUCT OF BUSINESS**

- 8.1 An Annual General Meeting must be held in every year. The Free Church Council of Wales will meet at least twice each year. Meetings other than the AGM will be known as General Meetings.
- 8.2 At an AGM the Trustees will:
  - 8.2.1 Receive the accounts of the Charity for the previous Financial Year;
  - 8.2.2 Receive the reports of the Trustees on the Charity’s activities since the previous AGM;
  - 8.2.3 Formally accept and record the resignation(s) of those Trustees who have done so since the last AGM;
  - 8.2.4 Appoint an auditor or Independent Examiner for the Charity; and

- 8.2.5 Discuss and determine any issues of policy or deal with any other business put before them.
- 8.3 Trustees must attend meetings in person in order to vote. Meetings, AGM or General, shall be called by providing at least 21 Clear Days written notice to the Trustees. An indication of the business to be transacted at the General Meeting must be given.
- 8.4 As the Free Church Council of Wales does not impose on any denomination and that adoption of any initiative or process is completely voluntary, there is no quorum of Trustees required to conduct business. However, if decisions are to be made that involve financial matters, such business may not take place unless the Officers of the Free Church Council of Wales and at least two member denominations are present.
- 8.5 The Chair of any meeting of the Free Church Council of Wales will ordinarily be the President/Moderator. In the event of the President/Moderator being unable or unwilling to do so, some other Trustee elected by those present presides at meetings.
- 8.6 Except where otherwise provided by this Constitution, every issue at a meeting is determined by a simple majority of votes cast by the Trustees present that represent member denominations. Nominated and Co-opted Members have a right to voice their opinions but no right to vote.
- 8.7 The Chair of the meeting (if representing a member denomination) does not have any casting vote. The chair who is a Nominated Member has no vote as explained in 7.6.

## **9 POWERS OF TRUSTEES**

The Trustees must manage the affairs of the Charity and they shall have the following powers in furtherance of the Aims and Objectives;

- 9.1 To elect a President, Treasurer and other honorary officers to serve for a period of three years, after which time they will be eligible for re-election;
- 9.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them (provided that all proceedings of committees must be reported promptly to the Meeting);
- 9.3 To make rules or regulations consistent with this Constitution to govern proceedings at Meetings, proceedings of committees, and the administration of the Charity (including the operation of bank accounts and the commitment of funds);
- 9.4 To resolve, or establish procedures to assist the resolution of, disputes within the Charity;

- 9.5 To exercise any powers of the Charity which are not reserved to a Meeting;
- 9.8 To promote or carry out research;
- 9.9 To provide advice;
- 9.10 To publish or distribute information;
- 9.11 To co-operate with other bodies;
- 9.12 To support and encourage Member Denominations;
- 9.13 To administer or set up other charities;
- 9.13 To raise funds (but not by means of taxable trading);
- 9.14 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 9.15 To instruct the Custodian Trustee(s) to acquire or dispose of property or premises (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 9.16 To let or hire property or the premises or part thereof (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 9.17 To make grants or loans of money and to give guarantees;
- 9.18 To set aside funds for special purposes or as reserves against future expenditure;
- 9.19 To deposit or invest funds in any lawful manner;
- 9.20 To delegate the management of investments in accordance with the provisions of the Trustee Act 2000;
- 9.21 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 9.22 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the Trustees concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty);
- 9.23 To pay reasonable fees to any nominee, custodian or holding trustee;
- 9.24 Subject to clause 10, to employ or otherwise engage the services of agents, staff or advisers;

- 9.25 To enter into contracts to provide services to or on behalf of other bodies;
- 9.26 To pay the costs of forming the Charity; and
- 9.27 To do anything else within the law which promotes or helps to promote the Aim and Objectives of the Free Church Council of Wales.

## **10 APPLICATION OF FUNDS AND PROPERTY**

- 10.1 Any Trustee who possesses specialist skills or knowledge and any firm or company of which such a Trustee is a member, consultant, partner, trustee, officer or employee, may charge and be paid reasonable fees for goods or services supplied to the Charity on the instructions of the other Trustees (but only if the Trustees are satisfied that the requirements set out in clause 10.1 are met).
- 10.2 At no time may a majority of Trustees benefit directly or indirectly from payments made under clauses 9.1. Where a payment to a person connected with a Trustee would represent an indirect benefit to the Trustee and such payment would cause the number of Trustees benefiting to represent a majority of the Trustees then the prior written consent of the Commission must be obtained.
- 10.3 Subject to clause 9.2, a person may be appointed as/become a Trustee notwithstanding that he or she is employed or otherwise engaged by the Charity and receives remuneration in that capacity.
- 10.4 No Trustee may receive from the Charity any payment of money or other material benefit (whether direct or indirect) except:-
  - 10.4.1 Under clauses relating to indemnity insurance and employment or engagement fees.
  - 10.4.2 Reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
  - 10.4.3 Interest at a reasonable rate on money lent to the Charity;
  - 10.4.4 A reasonable rent or hiring fee for property let or hired to the Charity;
  - 10.4.5 An indemnity in respect of any liabilities properly incurred in or about the administration of the Charity (including the costs of a successful defence to criminal proceedings);
  - 10.4.6 Benefits received by the Trustee where such benefits are no different to those received by other Trustees; and

- 10.4.7 In exceptional cases, other payments or benefits (but only with the prior written approval of the Commission).
- 10.5 Whenever a Trustee or a person connected to a Trustee has a personal interest in a matter to be discussed at a meeting or any committee meeting, the Trustee or connected person concerned must:
  - 10.5.1 Declare an interest before discussion on the matter begins;
  - 10.5.2 Withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - 10.5.3 Not be counted in the quorum during that part of the meeting; and
  - 10.5.4 Withdraw during the vote and have no vote on the matter.
- 10.6 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested until needed.
- 10.7 Investments, title to premises, and other property of the Charity may be held:
  - 10.7.1 In the name of individual holding trustees who must be appointed (and may be removed) by deed executed by the Meeting;
  - 10.7.2 In the case of land, by the Official Custodian for Charities under an order of the Commission or the Court.

## **11 RECORDS AND ACCOUNTS**

- 11.1 The Trustees must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of annual returns, annual reports, annual statements of accounts and confirmation of change of Custodian Trustee and of any details about the Charity recorded in the Central Register of Charities.
- 11.2 The Trustees must keep proper records of all proceedings at Meetings, all reports of committees, and all professional advice obtained
- 11.3 Financial records, annual reports and statements of account relating to the Charity for at least the previous six years must be available for inspection by any Member or Trustee.
- 11.4 A copy of the latest available statement of account for the Charity must be supplied to any person who makes a written request and pays the Charity's reasonable costs (as required by the Charities Act 1993).

## **12 NOTICES**

- 12.1 Notices under this Constitution must be given in writing or electronically and may be delivered by hand, by post or by suitable electronic means.
- 12.2 The address at which a Member or Trustee is entitled to receive notices is the address recorded in the register of Members/Trustees.
- 12.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
  - 12.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - 12.3.2 Two Clear Days after being sent by first class post to that address;
  - 12.3.3 Three Clear Days after being sent by second class post or overseas post to that address;
  - 12.3.4 Immediately on being handed to the Trustee personally or when delivered verbally in accordance with clause 5.3; or
  - 12.3.5 As soon as the Trustee acknowledges actual receipt, if sooner.
- 12.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **13 AMENDMENTS**

- 13.1 This Constitution may be amended at a General Meeting provided that:-
  - 13.1.1 No amendment may be made to this clause that would have the effect of making the Charity cease to be a charity at law or to alter the Objects if the change would not be within the reasonable contemplation of the members or donors to the Charity;
- 13.2 Any other provision of this Constitution may be amended provided Trustees are given 21 Clear Days' notice and resolve by not less than a two-thirds majority of the Trustees present and voting.
- 13.3 A copy of any resolution amending this Constitution must be sent to the Commission within 21 days of it being passed.

## **14 DISSOLUTION**

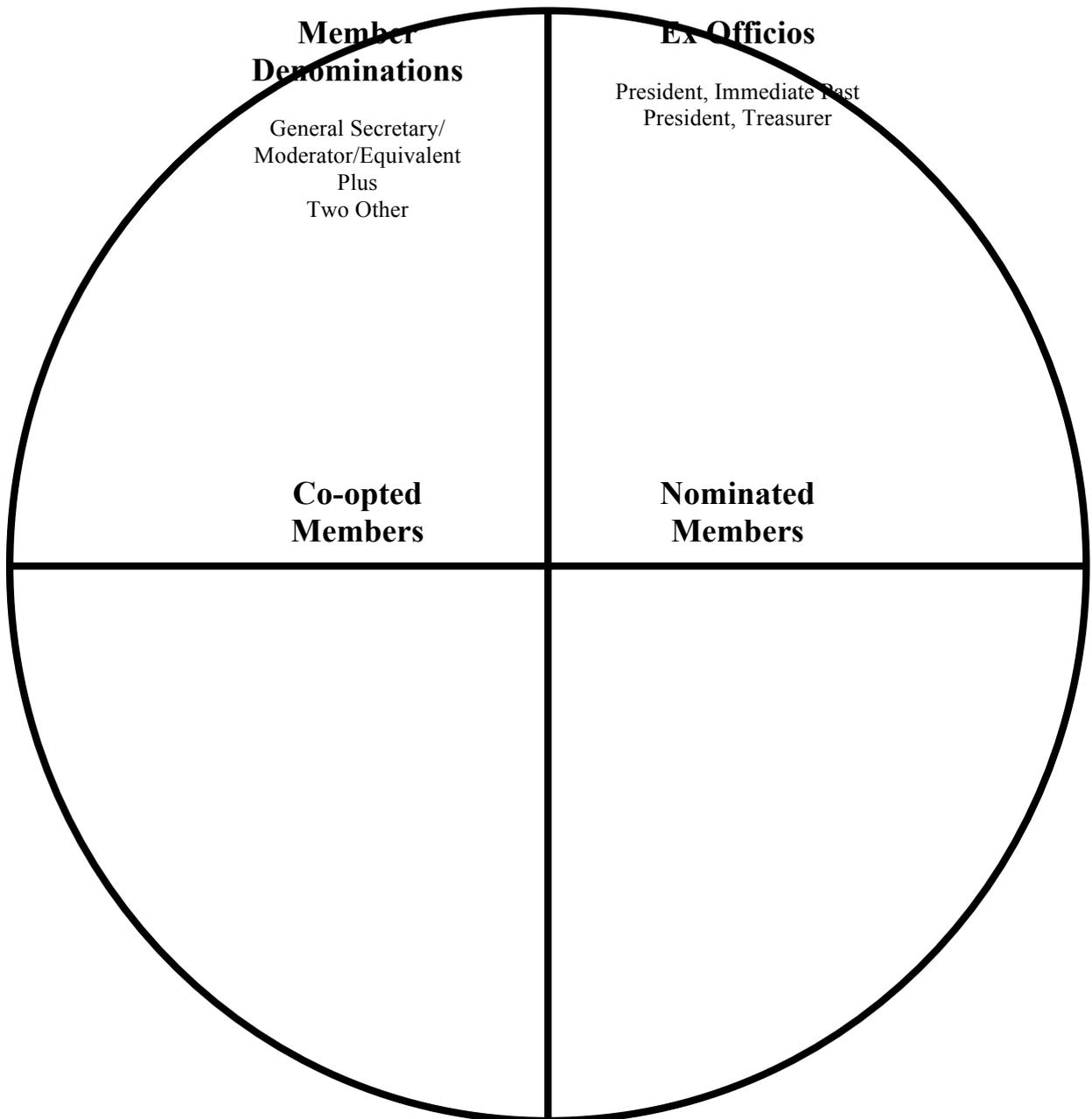
If the full meeting of the Free Church Council of Wales decides to dissolve the Charity, the Trustees may in their uncontrolled discretion, after making

provision for all outstanding liabilities of the Charity, apply any property and funds in one or more of the following ways, either:

- 14.1.1 Appoint trustees to manage the property and funds directly for the Aim and Objectives with the purpose of regenerating the Charity, until such time as the number of members increases, when they may resolve to call a General Meeting where the members shall become the managing trustees responsible for the day to day management and administration of the Charity's premises, property and funds in accordance with this constitution; or
  - 14.1.2 By transfer to any charity or charities established for exclusively charitable purposes that are the same or similar to the Aims and Objectives; or
  - 14.1.3 Take such steps as are necessary to enable them to sell the property (if owned) and apply the proceeds for similar objects; or
  - 14.1.4 In such other manner as the Commission may approve in writing in advance.
- 15.2 On completion of any of the above a final report and statement of accounts relating to the Free Church Council of Wales must be sent to the Commission.

Appendix A

Organisational Chart - Free Church Council of Wales



THE ABOVE CONSTITUTION WAS ADOPTED AT A General Meeting of the Free  
Church Council of Wales HELD AT

.....  
ON .....

SIGNED

Name .....

Signature .....

*[Chair of the Meeting]*

WITNESSED BY TRUSTEE:

Name .....

Address .....

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Occupation .....

Signature .....

WITNESSED BY TRUSTEE:

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