**CHURCHES TOGETHER IN THE MERSEYSIDE**

**CONSTITUTION**

1. Name

The name of the charity is Churches Together in the Merseyside Region (Registered Charity Number 519061) (“the Charity”).

1. Administration

Subject to the matters set out below the Charity and its property shall be administered & managed in accordance with this constitution by the members of the Management Council, constituted by Clause F of this constitution (the Management Council).

1. Charitable objects

The Charity’s objects (“the objects”) are to promote in the area covered by the ecclesiastical jurisdictions of the full members of the charity, comprising the City of Liverpool, the Metropolitan Boroughs of Sefton, Wirral, Knowsley & St Helens, the unitary authorities of Warrington and Halton, the District of West Lancashire, & neighbouring areas (“the area of benefit”) for the benefit of the public the advancement of religion; in particular:

* 1. to draw the churches in membership of the Charity into a fuller understanding of the Gospel;
  2. to promote the visible unity and mission of the Church at every level of Church life as an effective instrument of God's purpose for the local and wider community.
  3. to encourage and enable the Churches to make decisions together where possible;
  4. to give expression to the common faith, baptism & devotion of Christians as they seek to apply the "Lund principle" - to do everything together except that which in conscience must be done separately.

1. Powers

In furtherance of the objects but not otherwise the Management Council may exercise the following powers:

* 1. power to raise funds, to invite & receive contributions provided that in raising funds the Management Council shall not undertake any substantial permanent trading activities and
  2. shall conform to any relevant requirements of the law;
  3. power to buy, take on lease or in exchange any property necessary for the achievement of the objects & to maintain and equip it for use;
  4. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
  5. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
  6. power to employ such staff (who shall not be members of the Management Council) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
  7. power to co-operate with other charities, voluntary bodies & statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
  8. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
  9. power to appoint and constitute such advisory committees as the Management Council may think fit;
  10. power to do all such other lawful things as are necessary for the achievement of the objects.

1. Membership
   1. Basis of Membership

Churches Together in the Merseyside Region unites in pilgrimage those churches in the Merseyside Region which, acknowledging God’s revelation in Christ, confess the Lord Jesus Christ as God & Saviour according to the Scriptures, &, in obedience to God’s will and in the power of the Holy Spirit commit themselves:

* to seek a deepening of their communion with Christ and with one another in the Church, which is his body; and
* to fulfil their mission to proclaim the Gospel by common witness and service in the world; to the glory of the one God, Father, Son and Holy Spirit.
  1. Full membership

Full membership shall be open to those Churches and Associations of Churches with a presence in the Merseyside region which accept the Basis.

Any Church or Association of Churches which on principle has no creedal statements in its tradition and therefore cannot formally subscribe to the statement of faith in the Basis may be accepted into full membership   
  
provided that it satisfies the Management Council that it manifests faith in Christ as witnessed to in the Scriptures and it is committed to the aims and purposes of Churches Together in the Merseyside Region and that it will work in the spirit of the Basis.

* 1. Associate membership

Associate membership is open to those Churches and Associations of Churches which cannot accept the basis, but which are committed to the aim and purposes of Churches Together in the Merseyside Region.

* 1. Admission to membership

All decisions concerning the admission to membership and the termination of membership shall be made by the Management Council by a majority of 75% of those present and voting on the advice of the Church Leaders Group.

1. Management Council
   1. Membership

The Management Council shall comprise between four and eight members including a Chair, a Deputy Chair and Honorary Treasurer appointed by the Church Leaders.  
No member of the Management Council shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Management Council) in any contract entered into by Management Council.

* 1. Responsibilities.

The Management Council shall:

* + 1. act as the Charitable Trustees;
    2. appoint staff on such terms & conditions as it determines, subject to the relevant requirements of the law;
    3. convene at least annually a Forum, comprising representatives of the various categories of membership of the charity in such numbers as the Management Council shall from time to time determine;
    4. have particular care for the encouragement and oversight of local ecumenical development;
    5. appoint such groups and determine their terms of reference as will further the objects of the charity;
    6. provide a governance framework that enables the Church Leaders Group and other committees to encourage and initiate such activities and events at all levels in the life of the churches as will further the objects of the charity
  1. Officers
     1. The Church Leaders Group shall appoint the Chair, Vice Chair and Honorary Treasurer of the Management Council and other members which shall normally include two members of the Church Leaders Group.
     2. Terms of Office of all members shall be for three years which may be renewed.
     3. The Council will appoint an individual, who need not be a trustee of the charity, to act as Secretary to the Management Council.
  2. Meetings and proceedings
     1. The Management Council shall meet at least once a year.
     2. There shall be a quorum when at least three membersof the Management Council are present at a meeting.
     3. Subject to the provisions of Clause E4, Clause N & Clause O, every matter shall be determined by a majority of votes of the members of the Management Council present and voting on the question. In the case of equality of votes the Chair of the meeting shall have a second or casting vote.
     4. The Management Council shall keep minutes of the proceedings at meetings of the Management Council.
     5. The Management Council 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.
     6. The Management Council shall appoint one of its number to act as line manager for the most senior staff member.
  3. Determination of membership

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

(1) is disqualified from acting as a member of the Management Council by virtue of section 72 of the Charities Act 1993 (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 Management Council from all their meetings held within a period of twelve months and the Management Council resolve that his or her office be vacated; or

(4) notifies to the Management Council a wish to resign (but only if at least four members of the Management Council will remain in office when the notice of resignation is to take effect).

1. Church Leaders Group
   1. Core membership

The core membership shall comprise the Leaders of denominations as follows:

- Baptist: A Regional Minister appointed by the North Western Baptist Association;

- Church of England: The Bishop of Liverpool; The Bishop of Warrington; The Bishop of Birkenhead;

- Methodist: The Chair of the Liverpool District

- Roman Catholic: The Archbishop of Liverpool; The Auxiliary Bishop or Bishops of Liverpool; The Bishop of Shrewsbury;

- Salvation Army: The Commander of the North- West England and North Wales Division

- United Reformed: The Moderator of the Mersey Synod.

* 1. Other participants

The core membership may invite others to share their meetings as they deem fitting on a permanent or temporary basis.

It shall review its membership to ensure that it represents all major denominations & networks and is proactive in widening membership.

* 1. Meetings

The Church Leaders Group shall arrange the frequency of its meetings and its own procedures.

* 1. Roles and responsibilities
     1. The Church Leaders Group shall seek to deepen fellowship, enrich spiritual engagement and offer mutual support to one another.   
          
        It shall also determine overall strategy of CTMR and maintain co-ordinating oversight of its core activities within the governance framework provided by the Management Council.
     2. The Church Leaders Group may also:  
          
        (a) Seek to co-ordinate strategy between the denominations;  
          
        (b) Co-ordinate a public response on behalf of the member churches;  
          
        (c) Offer guidance on any other matters congruent with the objects of the charity.

(d). Appoint office holders to oversee key areas of work

* + 1. The Church Leaders Group shall share major issues with the Management Council, and other bodies as appropriate.

1. Presidents

A President or Presidents who may act in a representational capacity may be appointed by a method determined by the Church Leaders.

1. Receipts and Expenditure

The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account or accounts operated by the Management Council in the name of the Charity at such bank or banks as the Management Council shall from time to time decide.   
  
All cheques above £200 (two hundred pounds) drawn on the account must be signed by at least two members of the Management Council.

The funds belonging to the Charity shall be applied only in furthering the objects.

1. Accounts

The Management Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

(1) the keeping of accounting records for the Charity.

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

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

(4) the transmission of the statements of account of the Charity to the Commission.

1. Review

The Management Council shall arrange for a review of CTMR to be conducted at intervals of no more than seven years.

1. Annual Report

The Management Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

1. Annual Return

The Management Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

1. Amendments to the Constitution

Subject to the following provisions of this Clause the Constitution may be altered by a resolution of the Management Council passed by not less than two thirds of the members present and voting at a special meeting.   
  
The notice of the special meeting must include notice of the resolution, setting out the terms of the alteration proposed.

No amendment may be made to Clause A, Clause C, Clause F(2), Clause O or this Clause without prior consent in writing of the Commissioners.

No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

The Management Council should promptly send to the Commission a copy of any amendment made under this Clause.

1. Dissolution

If the Management Council decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of the Forum,of which not less than 21 days’ notice (stating the terms of the resolution to be proposed) shall be given.

If the proposal is confirmed by a 2/3rd majority of those present & voting the Management Council shall have power to realise any assets held by or on behalf of the Charity.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose.

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

***This constitution was amended and agreed by the Management Council on 31/10/20***

**BYE LAWS**

1. The Forum defined in Clause F.2.(iii) shall meet annually to reflect on the work of CTMR and consist of the Church Leaders, Management Council and Officer Holders (appointed by the Church Leaders for key areas of work).
2. Currently key areas with Office Holders are SAS, Local Ecumenism, Safeguarding, Social Justice, and the Koln Link. In addition there is the 18+ Group facilitated by the Ecumenical Coordinator.
3. The Management Committee will support and liaise with the four office holders on key areas in ways to be determined.
4. The Church Leaders Group may add or amend these Standing Orders following consultation with the Management Council.