**Constitution**

**for an**

**Unincorporated Association Local Ecumenical Partnership**

This Constitution was adopted on click or tap to enter a date and relates to the charitable unincorporated association, being a local ecumenical partnership, governed by this Constitution and Partnership Agreement and known as LEP name.

**PART 1[[1]](#footnote-1)**

**1. Adoption of the constitution**

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

**2. Name**

The association’s name is name of association

(and in this document it is called the LEP).

**3. Objects**

The objects of the LEP are, for the public benefit:

(1) to advance the Christian faith in accordance with the principles and practices of the Participating Denominations in the Area of Benefit. In furtherance of this object, but not otherwise, the LEP may engage in a range of activities, either on its own or with others, including (but not restricted to):

1. The celebration of public worship in accordance with the doctrines, practices and traditions agreed from time to time by the Participating Denominations;
2. The teaching of the Christian faith;
3. Mission and evangelism;
4. Pastoral work, including visiting the sick and the bereaved; and
5. The provision of facilities with a Christian ethos for the local community, including (but not restricted to) the elderly, the young and other groups with special needs.

(2) to advance the Christian faith in accordance with the principles and practices agreed from time to time of the Participating Denominations by making grants to organisations in the UK and overseas.

**4. Application of income and property**

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

(a) An LEP trustee is entitled to be reimbursed from the property of the LEP or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the LEP.

(b) An LEP trustee may benefit from trustee indemnity insurance cover purchased at the LEP’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the LEP may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the LEP. This does not prevent a member who is not also a LEP trustee from receiving:

(a) a benefit from the LEP in the capacity of a beneficiary of the LEP; and

(b) reasonable and proper remuneration as an employee of the LEP or for any goods or services supplied to the LEP.

**5. Benefits and payments to LEP trustees and connected persons**

**(1) General provisions**

No LEP trustee or connected person may:

(a) buy or receive any goods or services from the LEP on terms preferential to those applicable to members of the public;

(b) sell goods, services or any interest in land to the LEP;

(c) be employed by, or receive any remuneration from, the LEP;

(d) receive any other financial benefit from the LEP;

unless the payment is permitted by sub-clause (2) of this clause or authorised by the court or the Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

**(2) Scope and powers permitting LEP trustees’ or connected persons’ benefits**

(a) An LEP trustee or connected person may receive a benefit from the LEP as a beneficiary provided that it is available generally to the beneficiaries of the LEP.

(b) An LEP trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the LEP where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause an LEP trustee or connected person may provide the LEP with goods that are not supplied in connection with services provided to the LEP by the LEP trustee or connected person.

(d) An LEP trustee or connected person may receive interest on money lent to the LEP at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) An LEP trustee or connected person may receive rent for premises let by the LEP trustee or connected person to the LEP. The amount of the rent and the other terms of the lease must be reasonable and proper. The LEP trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) An LEP trustee or connected person may take part in the normal trading and fundraising activities of the LEP on the same terms as members of the public.

(g) An LEP trustee who is an Appointed Minister of the LEP duly appointed by one or more of the Participating Denominations may receive reasonable remuneration or stipend provided that at no point may a majority of the LEP trustees then in office be in receipt of remuneration authorised by clause 5;

**(3) Payment for supply of goods only - controls**

The LEP and its LEP trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the LEP and the LEP trustee or connected person supplying the goods (‘the supplier’) under which the supplier is to supply the goods in question to or on behalf of the LEP.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other LEP trustees are satisfied that it is in the best interests of the LEP to contract with the supplier rather than with someone who is not an LEP trustee or connected person. In reaching that decision the LEP trustees must balance the advantage of contracting with an LEP trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the LEP.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of LEP trustees is present at the meeting.

(f) The reason for their decision is recorded by the LEP trustees in the minute book.

(g) A majority of the LEP trustees then in office are not in receipt of remuneration authorised by clause 5.

(4) In sub-clauses (2) and (3) of this clause:

(a) “the LEP” includes any company in which the LEP:

(i) holds more than 50% of the shares;

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more trustees to the board of the company.

(b) “connected person” includes any person within the definition set out in clause 33 (Interpretation).

**6. Dissolution**

(1) The LEP may be dissolved only with the prior written approval of the Relevant Authority of each of the Participating Denominations. Any decision by the members to wind up or dissolve the LEP can only be made at a Congregational Meeting of the members of the LEP called in accordance with clause 10, of which not less than 14 days’ notice has been given to those eligible to attend and vote by a resolution passed by a 75% majority of those voting

(2) If the members resolve to dissolve the LEP the trustees will remain in office as LEP trustees and be responsible for winding up the affairs of the LEP in accordance with this clause.

(3) The LEP trustees must collect in all the assets of the LEP and must pay or make provision for all the liabilities of the LEP.

(4) With the approval of the Relevant Authority for each Participating Denomination, the LEP trustees must apply any remaining property or money:

(a) directly for the objects;

(b) by transfer to any charitable local ecumenical partnership or other charities for purposes the same as or similar to the LEP;

(c) in such other manner as the Charity Commission for England and Wales (“**the Commission**”) may approve in writing in advance.

(5) The members may pass a resolution before or at the same time as the resolution to dissolve the LEP specifying the manner in which the LEP trustees are to apply the remaining property or assets of the LEP and the LEP trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (4) above.

(6) In no circumstances shall the net assets of the LEP be paid to or distributed among the members of the LEP.

(7) The LEP trustees must notify the Commission promptly that the LEP has been dissolved. If the LEP trustees are obliged to send the LEP’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the LEP’s final accounts.

**7.** **Withdrawal**

(1) A Participating Denomination may withdraw from the LEP. Should the withdrawal of one or more Participating Denomination leave only one remaining Participating Denomination in the LEP, that will cause the dissolution of the LEP and the procedures specified at clause 6 shall be followed.

(2) A Participating Denomination may withdraw from the LEP when this does not cause the dissolution of the LEP. In order to withdraw from the LEP a Participating Denomination must notify in writing:

(i) the Relevant Authority for each Participating Denomination; and

(ii) the LEP trustees.

(3) For a period of three calendar months following the issue of the notifications specified at 7(2) (the “**Withdrawal Period**”), discussions on the orderly withdrawal shall take place between the participating denominations and/or participating churches including in relation to any financial matters.

(4)      The Withdrawal Period may be extended for a period of up to insert number additional months by written agreement of all the Participating Denominations.

(5)      Subject to 7(6) below, at the end of the Withdrawal Period, or of any extension to the Withdrawal Period agreed in accordance with 7(4) above, the Participating Denomination that issued notifications of withdrawal in accordance with 7(2) shall automatically cease to be a Participating Denomination and any Participating Churches from that Participating Denomination shall automatically cease to be Participating Churches from that date.

(6)      If, at any point during the Withdrawal Period (including any extension agreed thereto pursuant to 7(4)), the Participating Denomination that issued notifications of withdrawal in accordance with 7(2) decides it no longer wishes to withdraw, that Participating Denomination shall notify in writing:

(i) the Relevant Authority for each Participating Denomination; and

(ii) the LEP trustees;

and the withdrawal process under this clause shall automatically be terminated.

(7)      Within 15 days of the date on which a Participating Denomination withdraws in accordance with 7(5), a copy of the revised constitution shall be sent to the Charity Commission.

**8. Amendment of constitution**

(1) Subject to clause 8(3), any provision contained in Part 1 of this constitution may be amended provided that:

(a) no amendment may be made that would have the effect of making the LEP cease to be a charity at law;

(b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the LEP;

(c) no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to LEP trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission; and

(d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a Congregational Meeting.

(2) Subject to clause 8(3), any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a Congregational Meeting.

(3) Any resolution to amend the constitution (either Part 1 or Part 2) must be approved by the Relevant Authority of each of the Participating Denominations.

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

**PART 2**

**9. Membership**

(1) The members of the LEP will be:

1. any minister of the LEP duly appointed to the LEP by one or more of the Participating Denominations
2. subject to clauses 9.2 and 9.3, those persons who are members of one or more of the Participating Churches.

(2) The members of [name of participating CofE church] shall be those persons who are listed on the Electoral Roll for [name of CofE church] in accordance with the Church of England’s Church Representation Rules in force from time to time.

The members of [name of participating Methodist Church] shall be those persons who are listed on the membership roll of [name of Methodist Church].

The members of [name of participating Baptist Church] shall be those persons who are listed on the membership roll of [name of Baptist Church].

The members of [name of participating United Reformed Church] shall be those persons who are listed on the membership roll of [name of United Reformed Church].

The members of [name of other participating church] shall be those persons who are listed on the membership roll of [name of participating church].

(3) Those who are ordained ministers of any of the Participating Denominations, who are not appointed to the LEP but are habitual worshippers in the LEP, may also be members of the LEP.

 (4) Corporate bodies may not be members of the LEP. A member must be an individual.

(5) Membership of the LEP cannot be transferred to anyone else.

(6) The LEP trustees must keep a register of names, addresses and denominational affiliation(s) of the members of the LEP.

(7)*Provision of services to non-LEP members residing in the ecclesiastical parish of [name of ecclesiastical parish]*

 Any person who is resident in ecclesiastical parish of [name of ecclesiastical parish] is entitled to attend all worship held by the LEP and to be baptised, confirmed, married and have their funeral held by the LEP and to vote in the election of church wardens for the Parochial Church Council of the ecclesiastical parish of [name of ecclesiastical parish], whether or not they are a member of the LEP.

**10. Termination of membership**

Membership is terminated if:

(1) the member dies;

(2) the member ceases to be a member of any of the Participating Churches; or

(3) in the case of a minister, the minister ceases to be an appointed minister of the LEP.

**11. Congregational meetings**

(1) The LEP must hold a meeting of the members of the LEP within twelve months of the date of the adoption of this constitution.

(2) A meeting of the members of the LEP designated as an Annual Congregational Meeting, must be held in each subsequent year and not more than thirteen months may elapse between successive Annual Congregational Meetings.

(3) All meetings of the members of the LEP other than Annual Congregational Meetings shall be called General Congregational Meetings and the term “Congregational Meeting” shall refer to both General Congregational Meetings and Annual Congregational Meetings.

(4) A General Congregational Meeting shall be convened on not less than three occasions in each calendar year.

(5) The business of a General Congregational Meeting is to:

 (a) review the life and witness of the LEP;

 (b) consider topics relevant to the local and wider witness of the LEP;

 (c) receive reports covering all aspects of the life of the LEP;

(d) consider matters brought to it by the LEP trustees, so as to offer advice or guidance (to which the LEP trustees must have regard), and to indicate support as required; and

(e) help shape the life, work and vision of the LEP.

(6) The LEP trustees must call a Congregational Meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the LEP trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a Congregational Meeting but in doing so they must comply with the provisions of this constitution.

**12. Notice**

(1) The minimum period of notice required to hold any Congregational Meeting of the LEP is fourteen clear days from the date on which the notice is deemed to have been given.

(2) A Congregational Meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

(3) The notice of a Congregational Meeting must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the Congregational Meeting is to be an Annual Congregational Meeting, the notice must say so.

(4) The notice must be given to all the members and to the LEP trustees.

**13. Quorum**

(1) No business shall be transacted at any Congregational Meeting unless a quorum is present.

(2) A quorum is:

(a) three members entitled to vote upon the business to be conducted at the meeting; or

(b) 20% of the total membership at the time, whichever is the greater.

(3) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present,

the Congregational Meeting shall be adjourned to such time and place as the LEP trustees shall determine.

(4) The LEP trustees must re-convene the Congregational Meeting and must give at least seven clear days’ notice of the re-convened meeting stating the date time and place of the meeting.

(5) If no quorum is present at the re-convened Congregational Meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

**14. Chair**

(1) Congregational Meetings shall be chaired by the person who has been elected as Chair in accordance with clause 17(3).

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the Congregational Meeting an LEP trustee nominated by the trustees present shall chair the meeting.

(3) If there is only one LEP trustee present and willing to act, he or she shall chair the Congregational Meeting.

(4) If no LEP trustee is present and willing to chair the Congregational Meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

**15. Adjournments**

(1) The members present at a Congregational Meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the Congregational Meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned Congregational Meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a Congregational Meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days’ notice shall be given of the re-convened meeting stating the date time and place of the meeting.

**16. Votes**

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

**17. Officers and trustees**

(1) The LEP shall be administered and managed by a body of LEP trustees (being the charity trustees of the LEP for the purposes of section 177 of the Charities Act 2011) consisting of, subject to clauses 17(4), 17(5), 17(6), 17(7) and 18:

1. Not less than insert numbernor more than insert number elected trustees;
2. Ex officio trustees;
3. Not less than [insert number] nor more than [insert number] appointed trustees.

In appointing LEP trustees, due consideration should be given to ensuring that there are LEP trustees appointed from amongst the members of each of the Participating Churches.

(2) There must be at least three LEP trustees. If the number falls below this minimum, the remaining LEP trustee or LEP trustees may act only to call a meeting of the LEP trustees or appoint a new LEP trustee.

(3) At their first meeting after an Annual Congregational Meeting and as and when necessary, the LEP trustees shall elect the following officers from amongst their number:

(a) A chair;

(b) A secretary; and

(c) A treasurer

such appointments to be for a term of office expiring at the end of the next Annual Congregational Meeting.

(4) An LEP trustee must be a member of the LEP.

(5) No one may be appointed an LEP trustee if he or she would be disqualified from acting under the provisions of clause 20.

(6) The first LEP trustees shall be those persons elected as LEP trustees at the meeting at which this constitution is adopted.

(7) An LEP trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

**18. Appointment of LEP trustees**

**(1) Elected LEP Trustees**

1. The members of the LEP in an Annual Congregational Meeting shall appoint the elected LEP trustees.
2. Elected LEP trustees shall hold office from the end of the Annual Congregational Meeting at which they are elected until the end of the third such meeting after their appointment but subject to clause 18(1)(d), shall be eligible for re-election at that meeting.
3. No-one may be elected an LEP trustee at any Annual Congregational Meeting unless prior to the meeting the members of the LEP are given a notice that:
4. is signed by a member entitled to vote at the meeting;
5. states the member’s intention to propose the appointment of a person as an LEP trustee; and
6. is signed by the person who is to be proposed to show his or her willingness to be appointed.
7. An LEP trustee who has served for three consecutive terms must not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

**(2) *Ex Officio* LEP Trustees**

Every Appointed Minister of the LEP duly appointed by one or more of the Participating Denominations to the LEP shall automatically, by virtue of holding that office, be an LEP trustee.

**(3)** **Appointed LEP trustees**

 (a) Appointed trustees are to be appointed as follows:

 The Parochial Church Council of the ecclesiastical parish of [insert name] (“the PCC”) may appoint [insert number] appointed trustees.

(b) Any appointment must be made at a meeting held according to the ordinary practice of the PCC.

(c) Each appointment must be for a term of 3 years.

(d) The appointment will be effective from the later of:

 (i) the date of the vacancy; or

 (ii) the date on whic the LEP is informed of the appointment.

(e) The person appointed need not be a member of the PCC's Electoral Roll but must be a member of the LEP.

(f) An appointed trustee has the same duties under clause 19(1) as the other LEP trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the LEP.

(g) Other Participating Denominations should be represented amongst the LEP trustees as decribed in clause 17 (1).

**19. Powers of trustees**

(1) The LEP trustees must manage the affairs of the LEP in furtherance of its charitable objects and have the following powers in order to do so (but not for any other purpose):

(a) to raise funds. In doing so, the LEP trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the LEP. In exercising this power, the LEP trustees must comply as appropriate with sections 117-122 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

(d) to borrow money and to charge the whole or any part of the property belonging to the LEP as security for repayment of the money borrowed. The LEP trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions), if they intend to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;

(g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(i) to obtain and pay for such goods and services as are necessary for carrying out the work of the LEP;

(j) to open and operate such bank and other accounts as the LEP trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and

(k) to do all such other lawful things as are necessary for the achievement of the objects.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the LEP trustees.

(3) Any meeting of LEP trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

**20. Disqualification and removal of LEP trustees**

An LEP trustee shall cease to hold office if he or she:

(1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a member of the LEP;

(3) in the written opinion, given to the LEP, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(4) resigns as an LEP trustee by notice to the LEP in writing (but only if at least three trustees will remain in office when the notice of resignation is to take effect);

(5) is absent without the permission of the LEP trustees from all their meetings held within a period of six consecutive months and the LEP trustees resolve that his or her office be vacated;

(6) is removed from office by a resolution of the members of the LEP that is proposed at a Congregational Meeting called for that purpose and properly convened in accordance with clause 12, and the resolution is passed by a two-thirds majority of votes cast at that Congregational Meeting, provided that such a resolution shall not take effect unless the individual concerned has been given at least 14 clear days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the LEP; or

 (7) dies.

**21. Proceedings of LEP trustees**

(1) The LEP trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any LEP trustee may request a meeting of the LEP trustees and the secretary must convene a meeting of the LEP trustees if requested to do so by an LEP trustee.

(3) Questions arising at a meeting of the LEP trustees must be decided by a majority of votes.

(4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(5) No decision may be made by a meeting of the LEP trustees unless a quorum is present at the time the decision is purported to be made.

(6) The quorum shall be two or the number nearest to one-third of the total number of LEP trustees, whichever is the greater or such larger number as may be decided from time to time by the LEP trustees.

(7) An LEP trustee shall not be counted in the quorum present when any decision is made about a matter upon which that LEP trustee is not entitled to vote.

(8) If the number of LEP trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a Congregational Meeting.

(9) The person elected as the Chair shall chair meetings of the LEP trustees.

(10) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the LEP trustees’ meeting, the trustees present may appoint one of their number to chair that meeting.

(11) The person appointed to chair meetings of the LEP trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the LEP trustees.

(12) A resolution in writing signed by all the LEP trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the LEP trustees or (as the case may be) a committee of trustees duly convened and held.

(13) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more LEP trustees.

**22. Conflicts of interests and conflicts of loyalties**

An LEP trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the LEP or in any transaction or arrangement entered into by the LEP which has not been previously declared;

(2) absent himself or herself from any discussions of the LEP trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the LEP and any personal interest (including but not limited to any personal financial interest); and

(3) any LEP trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the LEP trustees on the matter.

**23. Delegation**

(1) The LEP trustees may delegate any of their powers or functions to a committee of two or more members, at least one of whom shall be an LEP trustee. The terms of any such delegation must be recorded in the minute book.

(2) The trustees may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and

(b) no expenditure may be incurred on behalf of the LEP except in accordance with a budget previously agreed with the LEP trustees.

(3) The LEP trustees may revoke or alter a delegation at any time.

(4) All acts and proceedings of any committees must be fully and promptly reported to the LEP trustees.

**24. Irregularities in proceedings**

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of LEP trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of an LEP trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office; or

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

(d) the vote of that trustee; and

(e) that trustee being counted in the quorum,

the decision has been made by a majority of the LEP trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit an LEP trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

(3) No resolution or act of

(a) the LEP trustees;

(b) any committee of the LEP trustees; or

(c) the members of the LEP in a Congregational Meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the LEP.

**25. Minutes**

The LEP trustees must keep minutes of all:

(1) appointments of officers made by the LEP trustees;

(2) proceedings at Congregational Meetings;

(3) meetings of the LEP trustees and committees of trustees including:

(a) the names of the LEP trustees present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

**26. Accounts, Annual Report, Annual Return**

(1) The LEP trustees must comply with their obligations under the Charities Act 2011 with regard to:

(a) the keeping of accounting records for the LEP;

(b) the preparation of annual statements of account for the LEP;

(c) the transmission of the statements of account to the Commission;

(d) the preparation of an LEP trustees’ annual report and its transmission to the Commission; and

(e) the preparation of an annual return and its transmission to the Commission.

(2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the LEP trustees are required to prepare accounts in accordance with the provisions of such a statement prepared by another body.

**27. Registered particulars**

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

**28. Property**

(1) The LEP trustees must ensure the title to:

(a) all land held by or in trust for the LEP is held either by the Official Custodian for Charities or by a nominee appointed under the Trustee Act 2000; and

(b) all investments held by or on behalf of the LEP are held by a nominee appointed under the Trustee Act 2000.

(2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the LEP trustees and that if they do so they will not be liable for the acts and defaults of the LEP trustees or of the members of the LEP.

(3) The LEP trustees must ensure that they may remove the holding trustees at any time.

**29. Repair and insurance**

The LEP trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the LEP (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer’s liability.

**30. Notices**

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

(a) in writing; or

(b) given using electronic communications.

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

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address;

(c) by leaving it at the address of the member; or

(d) by giving it using electronic communications to the member’s address.

(3) A member who does not register an address with the LEP or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the LEP.

(4) A member present in person at any Congregational Meeting of the LEP shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(5) (a) Proof that an envelope containing a notice was properly addressed, prepaid

and posted shall be conclusive evidence that the notice was given.

(b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

**31. Rules**

The members of the LEP may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the LEP, but such rules or bye laws must not be inconsistent with any provision of this constitution or the Partnership Agreement, and must be approved by the Relevant Authority of each Participating Denomination. Copies of any such rules or bye laws currently in force must be made available to any member of the LEP on request.

**32. Disputes**

If a dispute arises between members of the LEP about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation by a process agreed by the Relevant Authorities of the Participating Denominations before resorting to litigation.

**33. Interpretation**

In this constitution:

“Appointed Minister” means any minister of the LEP duly appointed by one or more of the Participating Denominations to the LEP

“Area of Benefit” means describe the Area of Benefit as agreed by the Relevant Authority of each of the Participating Denominations

“connected person” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the LEP trustee;

(b) the spouse or civil partner of the LEP trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the LEP trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

(i) by the LEP trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d)(i), when taken together

(e) a body corporate in which –

(i) the LEP trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

“LEP trustee” means a charity trustee of the LEP.

“the Partnership Agreement” means the agreement of that name dated click or tap to enter a date that relates to the LEP (as amended from time to time) that includes, without limitation, the doctrines, practices and traditions in accordance with which the LEP shall carry out the celebration of public worship;

“the Participating Denominations” means insert name and insert name

“the Participating Churches” means insert name and insert name

“Relevant Authority” is the denominational body which gives permission for the congregation to be part of the LEP. In the case of:

* name of CofE church, the relevant Bishop and Diocese
* name of Methodist Church, the relevant Circuit and District
* name of United Reformed Church, name of relevant Synod
* [name of participating Baptist Church], the authority of a decision of the [name of participating Baptist Church] Members’ Meeting, ratified by the Faith and Society Team of the Baptist Union of Great Britain.
* name of other participating church the relevant authority for that church

**Signatures**

1. Relating to the funds and other property of the LEP (excluding premises subject to agreements under the Sharing of Church Buildings Act 1969) [↑](#footnote-ref-1)