

## **Port Talbot Ministry Area Council CIO**

### **CONSTITUTION OF A CHARITABLE INCORPORATED ORGANISATION WITH VOTING MEMBERS OTHER THAN ITS CHARITY TRUSTEES**

**(Based upon the “Association” model constitution)**

**Date of constitution (last amended): 26<sup>th</sup> January 2023**

#### **1. Name**

The name of the Charitable Incorporated Organisation (“the CIO”) is Port Talbot Ministry Area Council CIO

#### **2. National location of principal office**

The location of the principal office of the CIO is in Wales and may not be changed to be outside England and Wales.

#### **3. Objects**

3.1 The objects of the CIO are, for the public benefit, the advancement of religion in accordance with the doctrine, practices beliefs and worship of the Church in Wales from time to time, including by promoting in the Ministry Area the whole mission of the Church in Wales, pastoral, evangelistic, social and ecumenical.

#### **4. Powers**

4.1 The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:

- (a) take over all the functions, acquire the property and assume the liabilities of the existing unincorporated charity known as the Parochial Church Council of Port Talbot Ministry Area (also known as the Port Talbot Ministry Area Council);
- (b) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (c) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (d) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (e) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and

payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

- (f) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, 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;
- (g) make grants or loans of money and to give guarantees;
- (h) raise funds by any means other than taxable trading.

## **5. Application of income and property**

5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.

- (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:

- (a) A benefit from the CIO as a beneficiary of the CIO;
- (b) Reasonable and proper remuneration for any goods or services supplied to the CIO.

5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

## **6. Benefits and payments to charity trustees and connected persons**

### **6.1 General provisions**

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause 6.2 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.

## **6.2 Scope and powers permitting trustees' or connected persons' benefits**

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that it is available generally to beneficiaries of the CIO.
- (b) A charity 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 CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause 6.3 of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO 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) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity 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) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

## **6.3 Payment for supply of goods only - controls**

The CIO and its charity trustees may only rely upon the authority provided by sub-clause 6.2(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 a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").
- (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 charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity 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 CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minutes.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4 In sub-clauses 6.2 and 6.3 of this clause:

- (a) "the CIO" includes any company in which the CIO:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company;
  - (iv) "connected person" includes any person within the definition set out in clause 30 (Interpretation);

## **7. Conflicts of interest and conflicts of loyalty**

7.1 A charity trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity 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 charity trustees on the matter.

## **8. Liability of members to contribute to the assets of the CIO if it is wound up**

8.1 If the CIO is wound up, the members of the CIO have no liability to contribute to its assets nor any personal responsibility for settling its debts and liabilities.

## **9. Membership of the CIO**

9.1 There shall be three classes of members, as follows, and each shall have the rights, obligations and powers as set out in this constitution:

- (a) The Diocesan Bishop shall ex-officio be a member of the CIO (**Bishop Member or Bishop Membership**);
- (b) The Representative Body (or such other body corporate as shall be appointed from time-to-time by the Governing Body of the Church in Wales) shall ex-officio be a member of the CIO (**Corporate Member or Corporate Membership**);
- (c) All persons appearing on the Electoral Roll or holding an office which entitles them to vote at a Vestry Meeting shall be members of the CIO (**Vestry Members or Vestry Membership**);

## 9.2 Duty of members

- (a) It is the duty of the Members of the CIO to exercise their powers as a member of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO.
- (b) Subject to clause 9.2(a) above, the Corporate Member shall exercise its duties in accordance with the lawful directions of the Governing Body of the Church in Wales (or its Standing Committee) from time-to-time.

## 9.3 Members' Powers and Directions:

- (a) The Bishop Member shall only be entitled to participate in decisions relating to the following (and such decisions may be made by way of written direction to the charity trustees):
  - (i) any decision to amend this constitution (to be taken in accordance with clause 28 of this constitution (Amendment of Constitution));
  - (ii) any decision to wind up or dissolve the CIO (to be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution));
  - (iii) any decision in relation or consequential to Territorial Arrangements; and
  - (iv) any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs or unincorporated entities (to be taken in accordance with the provisions of the Charities Act 2011).
- (b) A Direction from the Bishop Member under subclauses 9.3 (a)(i) or 9.3 (a) (ii) must be made jointly with the Corporate Member.
- (c) A Direction from the Bishop Member under subclause 9.3 (a)(iv) must be made jointly with the Corporate Member unless the other CIO or unincorporated entity is also a MAC of the Church in Wales within the same diocese.
- (d) The Corporate Member shall only be entitled to participate in decisions relating to the matters noted in subclauses 9.3 (b) and 9.3 (c) above.

- (e) The Vestry Members shall not be entitled to exercise any powers of membership other than the powers of a Vestry Meeting and more specifically shall not have any voting powers in any decision set out in subclause 9.3 (a) above and no right to attend a general meeting other than a Vestry Meeting.
- (f) All powers and duties not mentioned in the above subclause 9.3 and not reserved to the members by the Charities Act 2011 are vested in the trustees.

#### **9.4 Termination of Membership**

The Vestry Members cease to be members of the Charity when they cease to be eligible to vote at a Vestry Meeting in accordance with the Church in Wales Constitution.

### **10. Members' decisions**

#### **10.1 Decisions that must be taken in a particular way**

- (a) Any decision of the Corporate Member and Bishop Member to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (b) Any decision of the Corporate Member and Bishop Member to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution).
- (c) Any decision of the Bishop Member in relation to Territorial Arrangements must be taken in accordance with the Church in Wales Constitution.
- (d) Any decision of the Bishop Member pursuant to subclause 9.3 (a)(iv) must be taken in accordance with the provisions of the Charities Act 2011.
- (e) Any decision of the Vestry Members shall be taken in accordance with the Church in Wales Constitution.

#### **10.2 General Meeting procedure**

- (a) The procedure in respect of general meetings of the Bishop Member and the Corporate Member are as set out in the Appendix.
- (b) Nothing in the Appendix shall apply to any Vestry Meeting (including the annual Vestry Meeting).

### **11. The annual Vestry Meeting**

11.1 The CIO shall ensure that the annual Vestry Meeting is held in accordance with the Church in Wales Constitution.

11.2 The annual Vestry Meeting shall serve as the annual general meeting of the Charity and the provisions for calling, chairing, representation, quorum and voting shall be those set out for a Vestry Meeting in the Church in Wales Constitution.

11.3 The CIO shall comply with provisions relating to the role and administrative arrangements of the annual Vestry Meeting and any special or extraordinary Vestry Meeting as set out in the Church in Wales Constitution.

## **12. Ministry Area Council (MAC)**

### **12.1 Functions and duties of MAC**

The MAC, as the charity trustees, shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each MAC member:

- (a) to exercise his or her powers and to perform his or her functions as a charity trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO;
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (i) any special knowledge or experience that they have or hold themselves out as having; and,
  - (ii) if they act as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession; and
- (c) To exercise such other powers and duties set out in the Church in Wales Constitution in furtherance of the Charity's objects.

### **12.2 Eligibility for trusteeship**

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
  - (i) if they are under the age of 18 years; or
  - (ii) if they would automatically cease to hold office under the provisions of clause 15.1(e); or
  - (iii) unless they meet the eligibility criteria relating to MAC members as set out in the Church in Wales Constitution
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees reasonably decide, his or her acceptance of the office of charity trustee. This sub-clause shall not apply to any ex-officio trustee, whose acceptance of their substantive office shall be deemed to include acceptance of the office of charity trustee.

### **12.3 Number of charity trustees**

- (a) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to arrange

for a Vestry Meeting to take place as soon as practicable for the appointment of further charity trustees.

- (b) The maximum number of charity trustees is fifty, or such lower number as may be prescribed in the Church in Wales Constitution. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed this maximum.
- (c) The composition of the trustees shall be as set out in the Church in Wales Constitution.

#### **12.4 First charity trustees**

The first charity trustees of the CIO are:-

Gertrude Florence KNOWLES (Chair)  
Michael David GABLE (Ministry Area Leader)  
Ceri Nicola HOLLOWAY  
Stephen Owen ROHMAN  
Elaine Malvena LEWIS  
David WHITELOCK  
Edmund John PURCHASE  
Patricia Anne HARRIS  
Barbara Anne WATERS  
Linda Mary LEWIS  
Huw Teifion JONES  
Glenys Anne JONES  
Granville John VICTOR  
Valerie Christine MERRIMAN  
Miles Thomas PATEMAN  
Benjamin ANDREWS  
Suzanne AMOS  
Joanna Claire MORGAN  
Nicola Jayne OWEN  
Susan HUGHES  
Karen DAVIES  
Paula DURNELL  
Geoffrey Charles LUNN  
Colin LEWIS

#### **13. Appointment of charity trustees**

13.1 The Charity trustees shall be the persons appointed ex-officio, elected and co-opted to the MAC in accordance with the relevant provisions of the Church in Wales Constitution.

#### **14. Information for new charity trustees**

14.1 The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it;
- (b) confirmation as to where the Church in Wales Constitution can be read (which may be electronic); and



- (c) a copy of the CIO's latest trustees' annual report and statement of accounts.

## **15. Retirement and removal of charity trustees**

15.1 A charity trustee ceases to hold office if they:

- (a) (subject to clause 15.2 below) resign from the MAC by notifying the MAC in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) die;
- (c) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs; or
- (d) cease to be a member of the MAC in accordance with the provisions of the Church in Wales Constitution; or
- (e) are disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

15.2 If the Church in Wales Constitution prescribes that a charity trustee holds office as trustee *ex-officio* due to holding some other position, that charity trustee may not resign pursuant to clause 15.1 (a) unless they also resign the position that gives rise to the *ex-officio* trusteeship.

## **16. Reappointment of charity trustees**

Unless stated otherwise in the Church in Wales Constitution, any person who retires as a charity trustee in accordance with the Church in Wales Constitution or by giving notice to the CIO is eligible for reappointment.

## **17. Taking of decisions by charity trustees**

17.1 Any decision may be taken either:

- (a) at a meeting of the charity trustees; or
- (b) by resolution in writing or electronic form agreed by a majority of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

## **18. Delegation by charity trustees**

18.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of charity trustees**

### **19.1 Calling meetings**

- (a) The MAC Chair, Ministry Area Leader, a Churchwarden or any five charity trustees may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

### **19.2 Chairing of meetings**

The MAC Chair shall chair meetings of the charity trustees. If the MAC Chair is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Ministry Area Leader shall chair that meeting. If the Ministry Area Leader is unwilling or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### **19.3 Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. A quorum is three charity trustees, or one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) No meeting shall take place unless the number of lay charity trustees present is greater than the number of clergy charity trustees.
- (c) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (d) In the case of an equality of votes, the chair shall not have a second or casting vote and the resolution shall be deemed not to have passed.

#### **19.4 Participation in meetings by electronic means**

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

#### **20. Saving provisions**

20.1 Subject to sub-clause 20.2 of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

20.2 Sub-clause 20.1 of this clause does not permit a charity trustee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 20.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

#### **21. Execution of documents**

21.1 The CIO shall execute documents either by signature or by affixing its seal (if it has one).

21.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

21.3 If the CIO has a seal:

- (a) it must comply with the provisions of the General Regulations; and
- (b) it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

## **22. Use of electronic communications**

### **22.1 General**

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

### **22.2 To the CIO**

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

### **22.3 By the CIO**

Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

## **23. Keeping of Registers**

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

## **24. Minutes**

24.1 The charity trustees must keep minutes of all:

- (a) appointments of officers made by the charity trustees;
- (b) proceedings at general meetings of the CIO;
- (c) meetings of the charity trustees and committees of charity trustees including:
  - (i) the names of the trustees present at the meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions;
- (d) decisions made by the charity trustees otherwise than in meetings.

## **25. Accounting records, accounts, annual reports and returns, register maintenance**

25.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

25.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## **26. Rules and byelaws**

26.1 The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this constitution or the Church in Wales Constitution or any rules or standing orders for parochial/Ministry Area administration of the Diocesan Conference from time to time. Copies of any such rules, byelaws or standing orders currently in force must be made available to any member of the CIO on request.

26.2 The Church in Wales Constitution and any rules or standing orders for parochial/Ministry Area administration of the Diocesan Conference from time to time shall apply as byelaws to the extent that they are consistent with the provisions set out in this constitution. Each of the provisions in the Church in Wales Constitution and the rules or standing orders for parochial/Ministry Area administration of the Diocesan Conference from time to time are intended to be separate and severable. If any of the provisions shall be inconsistent but would be consistent if part of their wording were deleted, such provision shall apply with such deletion as may be necessary to make it consistent or effective.

26.3 If there is a conflict between the Church in Wales Constitution and the rules or standing orders for parochial/Ministry Area administration of the Diocesan Conference, then the provisions of the Church in Wales Constitution shall apply.

## **27. Disputes**

If a dispute arises between members of the CIO 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 before resorting to litigation.

## **28. Amendment of constitution**

As provided by sections 224 – 227 of the Charities Act 2011:

28.1 This constitution can only be amended:

- (a) by resolution agreed in writing by the Corporate Member and Bishop Member; or
- (b) by a resolution passed by the Corporate Member and Bishop Member at a general meeting of the CIO.

28.2 Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

28.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations or the Church in Wales Constitution shall be valid.

28.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28.5 For the avoidance of doubt, Vestry Members shall have no voting rights in relation to any proposed alteration of this constitution.

## **29. Voluntary winding up or dissolution**

29.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution (taken either at a general meeting or in writing) or a written direction to the charity trustees of the Bishop Member and Corporate Member.

29.2 Subject to the payment of all the CIO's debts and subject to the agreement of the Bishop Member, the remaining assets of the CIO shall, as far as practicable, be applied in the following order of priority:

- (a) by transfer to another charity forming part of the Church in Wales and established to for exclusively charitable purposes within, the same as or similar to the Objects within the Ministry Area (in whole or in part).; or
- (b) by transfer to another charity forming part of the Church in Wales and established for exclusively charitable purposes within, the same as or similar to the Objects.

29.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

- (a) the charity trustees must send with their application to the Commission:
  - (i) a copy of the resolution passed by the Bishop Member and Corporate Member;
  - (ii) declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
  - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

- (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

29.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### 30. Interpretation

In this constitution:

<b>Bishop Member or Bishop Membership</b>	refers to the Diocesan Bishop, who shall ex-officio be a member of the CIO.
<b>Charity trustee</b>	means a charity trustee of the CIO.
<b>Communications Provisions</b>	means the Communications Provisions in Part 9 of the General Regulations.
<b>Connected person</b>	means: <ul style="list-style-type: none"> <li>(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;</li> <li>(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;</li> <li>(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;</li> <li>(d) an institution which is controlled: <ul style="list-style-type: none"> <li>(i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or</li> <li>(ii) by two or more persons falling within sub-clause (d)(i), when taken together</li> </ul> </li> <li>(e) a body corporate in which – <ul style="list-style-type: none"> <li>(i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or</li> <li>(ii) two or more persons falling within sub-clause (i) above who, when</li> </ul> </li> </ul>

	<p>taken together, have a substantial interest.</p> <p>Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.</p>
<b>Church in Wales</b>	means the Dioceses of St Asaph, Bangor, St Davids, Llandaff, Monmouth and Swansea & Brecon and such other dioceses in full communion therewith as may be created pursuant to the Church in Wales Constitution within the area subject to the <i>Welsh Church Act 1914</i> .
<b>Church in Wales Constitution</b>	means the constitution of the Church in Wales as amended from time to time and all regulations, schemes and rules referred to in that constitution.
<b>Diocesan Bishop</b>	<p>Means (a) the Bishop of the Church in Wales diocese in which the Ministry Area is located</p> <p>(b) in the event of a vacancy in that office the Archbishop of Wales.</p> <p>(c) in the event of a vacancy in both the office of bishop of the diocese and Archbishop of Wales, the longest-serving diocesan bishop of the Church in Wales holding office.</p>
<b>Diocesan Conference</b>	means the diocesan conference for the diocese in which the Ministry Area is located, established in accordance with the Constitution of the Church in Wales.
<b>Dissolution Regulations</b>	means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
<b>Electoral Roll</b>	means the electoral roll of the Ministry Area, kept in accordance with the provisions of the Church in Wales Constitution.
<b>General Regulations</b>	means the Charitable Incorporated Organisations (General) Regulations 2012.
<b>MAC Chair</b>	means a charity trustee appointed to the role of Chair of the Ministry Area Council in accordance with rules agreed by the Diocesan Conference.
<b>Ministry Area Council (or 'MAC')</b>	means a Ministry/Mission Area Council (sometimes referred to as a parochial church council) as set out in the Church in Wales



	Constitution, or such other definition set out therein.
<b>Ministry Area Leader</b>	means Incumbent or Ministry Area Leader (as defined in the Church in Wales Constitution) of the Ministry Area.
<b>Ministry Area</b>	means the Church in Wales Ministry/Mission Area and parish of Port Talbot, as may be altered from time to time by way of a Territorial Arrangement.
<b>Mission Area</b>	means the same as Ministry Area
<b>Representative Body</b>	Means the Representative Body of the Church in Wales (a Royal Charter Company registered with number RC000432) (registered charity number 1142813) or such replacement body as may be incorporated for the purposes of a representative body pursuant to the <i>Welsh Church Act 1914</i> .
<b>taxable trading</b>	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects, the profits of which are subject to corporation tax.
<b>Territorial Arrangement</b>	has the meaning set out in the Church in Wales Constitution.
<b>Vestry Meeting</b>	means the meeting for the appointment of officers of the Ministry Area with the meaning and composition as set out in the Church in Wales Constitution (and includes any special or extraordinary Vestry Meeting called in accordance with the Church in Wales Constitution).



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..... (Ministry Area Leader)

## **Appendix**

### **1. General meetings of the Bishop Member and the Corporate Member**

#### **1.1 Calling general meetings**

- (a) A general meeting may be called by resolution of the trustees or at the request of the Corporate Member and the Bishop Member acting jointly.
- (b) Any general meeting called by the charity trustees at the request of the Bishop Member and Corporate Member must be held within 28 days from the date on which the charity trustees receive the request from the members.
- (c) If the charity trustees fail to comply with this obligation to call a general meeting at the request of the Bishop Member and the Corporate Member, then the members who requested the meeting may themselves call a general meeting.
- (d) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

#### **1.2 Notice of general meetings**

- (a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any general meeting (other than an annual general meeting) to all of the members entitled to vote at the meeting, and to any charity trustee of the CIO who is not such a member.

#### **1.3 Procedure of general meetings**

- (a) The Bishop Member (or the nominee of the Bishop Member) shall take the Chair at a general meeting.
- (b) A quorum for a general meeting shall be two (the Bishop Member and the Corporate Member)
- (c) The Bishop Member may, and the Corporate Member shall, appoint an individual who shall act as their representative at any general meeting of the CIO. The representative is entitled to exercise the same powers on behalf of that member could exercise as a member of the CIO.
- (d) Any decision other than one falling within clause 10.1 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting by show of hands. Every member has one vote.