

CONGO CHURCH ASSOCIATION

Annual General Meeting 2024

16th November 2024 at 12 noon

on Zoom only

The papers for the AGM are available at

<https://www.congochurchassn.org.uk/media/l2kiz33u/agm2024.pdf>

Zoom details: <https://us06web.zoom.us/j/84780617936?pwd=ULGgbh2mJ2p2FQVYJVSSGONgCZvZ5g.1>

Meeting ID: 847 8061 7936

Passcode: 658047

Agenda

1. Welcome and opening prayers: *Matthew Grayshon*
2. To note any apologies: *Julia Dickens*
3. Minutes of the previous AGM held on 7th October 2023: *Julia Dickens*
4. Matters Arising: *Julia Dickens*
5. Trustees' Report: *Martin Jennings*
6. Treasurer's Report: *Paul Dickens*
7. Appointment of Independent Examiner: *Paul Dickens*
8. To approve grant-making policy, plus regular and special grants to be made: *Paul Dickens*
9. Conversion to a Charitable Incorporated Organisation. (*Paul Dickens*)
 - i. The trustees seek formal adoption of the new constitution for the Congo Church Association CIO.
 - ii. The trustees seek formal approval to transfer the assets of the existing Congo Church Association reg no 285760 to the new Congo Church Association CIO.

NB: *Charity commission guidance on conversion to CIO can be found here:*

<https://www.gov.uk/guidance/change-your-charity-structure#when-to-change-charity-structure>

10. To elect committee members and appoint new officers: *Julia Dickens*
Paul Dickens is prepared to be reappointed as Hon. Treasurer; Julia Dickens also as Hon. Secretary; Matthew Grayshon and Martin Jennings are prepared to stand again as Trustees.
NB: These committee members and officers will continue in post with the new CIO.
11. Date of next AGM (Autumn 2025) will be announced via the newsletter and website.

CONGO CHURCH ASSOCIATION

Annual General Meeting 2023

7th October 2023 at 12 noon

At All Saints Church, Leighton Buzzard, LU7 1AE and shared by Zoom

Present: Bp David Williams; Matthew Grayshon; Martin Jennings; Paul & Julia Dickens; Judy Acheson;
By Zoom: Tim & Judy Rous; Rosemary & Martin Peirce; Louise Wright; Estlyn Davies.

Matthew Grayshon agreed to chair this meeting.

1. **Welcome and opening prayers:** Matthew Grayshon
2. **Apologies:** Peter & Emma Wood; Don Brewin; Stacey Major; John Wallace; Colin Bourne; Maranda St. John Nicolle; Val Batchelor; Francesca Elloway; Bill Norman.
3. **Minutes of the previous AGM** held on 15th October 2022 were **AGREED** to be a correct record, and signed by Matthew Grayshon.
4. **Matters Arising:** None
5. **Trustees' Report:** on behalf of the Trustees, Martin Jennings presented a full and comprehensive report on the activities of the year. In summary:
 - a) Trustees have spent time on governance, improving policies, particularly those relating to safeguarding procedures; risk management; spending; and reporting on funds disbursed.
 - b) Proposals for projects had been received from almost all dioceses and Provincial departments. Some had carried forward grants from previous years, but most have now caught up. (A few proposals for 2022 grants will actually fall into the 2023-24 accounting year.)
 - c) Reporting on the use of funds has much improved, often with delightful stories and illuminating video clips.
 - d) Thanks to Judy Acheson for producing a beautiful and colourful newsletter, which was received with great acclaim.
 - e) A contractor was employed to re-design the website. Help with on-going maintenance has also been sought.
 - f) The highlight of 2022-23 was the 40th Anniversary party attended by most bishops and trustees, as well as many UK friends, both old and new. Although it had given rise to some unaccustomed spending, the time spent together had been invaluable.
Thanks to all those who came, helped, hosted bishops, and supported in so many ways.
 - g) There were also knock on bonuses such as a Harvest Appeal by the Oxford diocese which raised nearly £5,000; the MP for South Bedfordshire, Andrew Selous, had raised questions in the Foreign Office; and the prayer community was energised.
 - h) On the downside, income into the General Fund, used for diocesan project grants has been very low this year. The practice of distributing funds evenly between 2 provincial departments and all the dioceses (currently 14, but likely to rise to 15 or 16 in the foreseeable future) has served well enough, but there will be insufficient funds to do that this year.
 - i) Prayer zooms have become a really important feature of our community life, and a great way of sharing news and concerns.

6. **Treasurer's Report:** the highlights of this were:

- a) that the £19,000 income into General Fund included £5,000 from the Oxford Diocesan Appeal. At Oxford's request, this had been added to the General Fund money available from CCA's funds for 2022 grants.
- b) Income has been very low compared to previous years, which will leave little for distribution to EAC dioceses and departments. There will be enough for the 7 bursaries to UAC.
- c) Kisangani Clergy Children's Fund (KCCF): there was lengthy discussion about these funds. It is thought that they were raised in the late 1980s by the wife of the then Bishop of Kisangani when in the UK for a Lambeth Conference, perhaps in 1988. There were no functioning banks in DR Congo at that time, and so CCA was asked to invest the proceeds on behalf of Kisangani. The income has from time to time been sent to the diocese, but the capital of just over £17,000 remains.
 - Members feel that we should no longer act as bankers for Congolese funds, and should attempt to restore it to Kisangani.
 - Kisangani knows that the funds exist, but has never asked for them.
 - Reporting from that diocese is significantly improved, allaying some of the fears about proper management of the funds.
 - Because they have been held for so long, and because no-one can really remember the purpose, and more importantly because they are not our funds and we are only custodians, it was felt that any restriction on their ultimate use is not our responsibility.
 - There is a fear that if used too quickly, it will be invested in very few children. Some more equitable solution would be desirable, but not within our control.

Matthew Grayshon suggested that we should write to ask if the diocese would like the funds to be remitted, perhaps over three years.

This was **AGREED**.

ACTION: Paul Dickens and Martin Jennings (link trustee) to arrange to write to Bp. Funga.

The accounts were approved for Martin Jennings to sign.

(Proposer Louise Wright; seconded by Estlyn Davies.)

7. **Appointment of Independent Examiner:** Paul Dickens suggested AJ Carter who have served us well for many years. All **AGREED**.

8. **To approve grant-making policy, plus regular and special grants to be made:**

- **Diocesan Project Grants:** there are insufficient funds to make a distribution this year unless we use the General Endowment Fund (about £17,000).

We have tried over a period of years to have a conversation with ++Ande about the use of this fund, to no avail.

After much discussion, the meeting agreed that this fund should be disbursed, for Project Grants, equally between all 14 dioceses and 2 provincial departments, as in the past.

Dioceses should be informed about the likely situation and reduction in support in the future.
- **Theological training and UAC Bursaries:** there should be sufficient funds for the existing 7 bursaries this year, but the pattern of theological training in DRC is changing.

It has not been possible to discuss ++Ande's vision for how training will work in future, or how CCA can best continue to support it.

Some dioceses (eg North Kivu) use their project grants to support theological training; others have great difficulty getting students home at the end of their training.

However, members consider that it would be wise to wind down the UAC bursaries.

Paul feels that if we are to do this, we should give sufficient notice.

It is not clear whether or not we support named students, but it was **AGREED** that it would be sufficient to tell UAC that we will reduce the present 7 bursaries by 2 per year, taking 3 ½ years to stop completely.

ACTION: Paul Dickens to draft a message for link trustees to send to UAC and dioceses informing them of these decisions.

9. Conversion to a Charitable Incorporated Organisation:

Paul Dickens explained what a CIO is, and that the Charity Commission is encouraging all small charities to convert to CIO status.

The trustees can see no reason not to do this; and amongst other benefits, it limits the theoretical personal risk to trustees.

There are several model constitutions agreed with the Charity Commission making it a simple process to manage. Trustees would seek one that meets the needs of CCA.

Members approved the resolution: that the Trustees should manage this process on behalf of Congo Church Association.

Action: Trustees to start the process.

10. To appoint Committee members and elect new honorary officers:

The Chair to be appointed by the archbishop. No-one is willing to stand at present.

Honorary officers: Paul and Julia Dickens are prepared to continue as Honorary Treasurer and Secretary respectively.

Martin Jennings, Matthew Grayshon and Peter Wood were all prepared to be re-elected.

All agreed nem con.

There remain 2 vacancies for trustees to be co-opted by the committee.

11. Date of next AGM (Autumn 2024) will be announced via the newsletter and website.

Action points summary:

Item 6 KCCF: Paul Dickens and Martin Jennings (link trustee) to arrange to write to Bp. Funga seeking a proposal for the use of these funds.

Item 8a 2023 Diocesan Project Grants: Paul Dickens to draft a message for link trustees to send to UAC and dioceses informing them of these decisions.

All trustees to use the draft to write to their link dioceses seeking project proposals for 2023 grants (to be funded from the General Endowment Fund @ £1,000;) and explaining the likelihood that further grants may be very limited.

Item 8b Reduction in UAC Bursaries: Paul Dickens and Peter Wood (link trustees) to write to UAC.

Item 9 Conversion to Charitable Incorporated Organisation: Paul Dickens to start the process.

CONGO CHURCH ASSOCIATION

REGISTERED CHARITY NO. 285760

ANNUAL REPORT AND
FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2024



CONGO CHURCH ASSOCIATION

**YEAR ENDED 30TH JUNE 2024
ANNUAL REPORT AND FINANCIAL STATEMENTS**

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1	Trustees' Information, Bankers and Independent Examiner;
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5	Independent Examiner's Report.
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**TRUSTEES' REPORT FOR THE CONGO CHURCH ASSOCIATION (CCA)
REGISTERED CHARITY NO 285760, NOVEMBER 2024**

The Congo Church Association, registered charity number 285760, is an unincorporated association governed by a written constitution.

Trustees

The Association's Chairman is appointed by the Archbishop of the Anglican Church of Congo (Eglise Anglicane du Congo). Other trustees are appointed by the members at its Annual General Meeting. None of the officers or other trustees receives a salary or any other benefits from the Association.

The principal officers of the Association and their addresses are as follows:

Chairman	Honorary Secretary	Honorary Treasurer
Vacant	Julia Dickens Hockliffe Grange Hockliffe Bedfordshire LU7 9NL	Paul Dickens Hockliffe Grange Hockliffe Bedfordshire LU7 9NL

Since the Association does not have a principal or registered office, all correspondence should be addressed to one of the above persons. The other trustees who served during the year were:

Elected (at 2023 AGM): Revd. Matthew Grayshon, Martin Jennings, Revd. Peter Wood

Co-opted during the year: None

Bankers: Bank accounts are held with Santander, 2 Triton Square, Regent's Place, London, NW1 3AN and with CAF Bank Ltd, 25 Kings Hill Avenue, Kings Hill, Kent ME19 4JQ

Independent Examiner: Mr Anthony Williams, A J Carter and Co, Chartered Accountants, 22b High Street, Witney, Oxon OX28 6RB

The Association's objects are:

- a) To advance the Christian Religion in the Democratic Republic of the Congo;
- b) In partnership with the Anglican Church in the Democratic Republic of Congo to relieve poverty and to provide for the needs of refugees and the displaced;
- c) In partnership with the Anglican Church in the DRC and civil society there to promote and sustain schemes for peace and reconciliation, health, education and community development for the welfare and benefit of the population;
- d) To relieve poverty among the clergy and former clergy of the Anglican Church and the widows and dependents of any such persons.

There being no Chairman at present, this report is from the Secretary

The Committee of the Association, who are also the Trustees, met 3 times during the year. All committee meetings were held on Zoom. The Annual General Meeting 2023 took place on 7th October 2023, both face to face and on Zoom. Bishop David Williams gave a thoughtful and informative talk on the need for continuing support for the Province, through prayer and personal contact as well as with financial support.

Other highlights of the 2023 AGM were:

1. A decision authorising the Trustees to start the process of converting Congo Church Association [CCA] to a Charitable Incorporated Organisation [CIO]. In practical terms, this is a legal nicety, but it offers greater protection for Trustees, and is the Charity Commission's preferred form for small charities like CCA.
2. The General Fund at the y/e 2023 was insufficient to provide useful grants to all 14 dioceses and 2 provincial departments. The meeting agreed that there is little point in saving for a rainy day when you're in the middle of a thunderstorm, and it was agreed therefore that the General Endowment Fund should be used for this purpose.
3. It was also agreed that since funds are now so limited, and the pattern of theological training in DRC is changing, it would be wise to wind down CCA's support for bursaries at UAC, over a period of 3 ½ years.

The Trustees have had regard to the guidance issued by the Charity Commission in relation to public benefit in executing the activities of the CCA. Grants have been disbursed from the General Fund and the Restricted Funds for purposes that are in line with the Objects of the Association. The pattern of disbursing funds continued in 2023/24, notably awarding equal grants to the dioceses, to the Provincial Department for Evangelism & Christian Education [EvCE], and to the Provincial Youth and Children's Department as well as 7 bursaries for theological education at the Anglican University of Congo [UAC]. In the light of the decisions made at the 2023 AGM, this will change in 2024/25 and onwards.

CCA's grants support a wide range of activities undertaken by the Anglican Church of Congo [EAC]. Despite the challenges caused by ongoing serious insecurity, population displacement and violence, a remarkable number of ordinary activities have continued. For instance, CCA 2023 grants have supported the following:

- Roofing for classrooms in Aru, using 4 years' worth of grants all rolled together, and including their 2024 grant;
- Church roofs and repairs to cathedrals in Beni, Kasai, and Katanga;
- A conference for pastors in Bukavu;
- Securing land for church building in Goma;
- Swahili bibles in Kalima;
- Support for theology students in the university in North Kivu;
- Musical instruments and some tutoring to teach young people to play. A band is being formed, which can travel out to other churches, evangelising and enhancing worship in many places. They have applied for the same for their 2024 grant.
- Support for a strategic planning meeting for all dioceses under the auspices of EvCE.

Trustees carry out regular reviews of policies in line with Charity Commissioners guidelines on compliance. One outcome has been to improve the quality of accounting and reporting on the use of funds sent to DRC, and trustees have enjoyed several high-quality reports from dioceses on their projects. These have included not just details of expenditure, but also some wonderful

pictures, stories, and videos of how UK funds are spent, and the difference your support can make. These are available to view on the website.

One notable decision during the 2023/24 year was that funds would no longer be held over for dioceses not applying for project grants in timely fashion.

A small number of Dioceses have not produced adequate reports for funds previously sent, and will not therefore qualify to apply for further grants until they do. Funds not distributed this year will be put back into the general pot and no longer held over unless there are substantial, and well-justified, reasons to do otherwise.

Restricted gifts provided, amongst other things, support for particular dioceses and ministries; a visit to the UK by Rev Bisoke (Provincial Youth Coordinator); the orphanage at Butembo; clergy families and orphans; youth ministry; and palliative care work in Aru Diocese.

Trustees have been exercised by the need to keep news and information up to date, and freely available. We are grateful to Judy Acheson once again for editing another wonderful newsletter.

We are grateful also to Nina Cooke who has been doing much work in getting current news onto the website. Keeping this up-to-date is a challenge, and both Nina and the trustees will be eternally grateful for any offers of help with the task.

Regular prayer points for the monthly Zoom Prayer Sessions are widely circulated and help to keep the Congolese story in the forefront of our minds.

CCA will continue to work in close partnership with the Anglican Church of Congo, encouraging prayer, interest and support for their vital ministries from our supporters. We know that EAC leaders will steward well the resources given by overseas friends, whether large or small. CCA Trustees are very appreciative of the ongoing generous financial support and interest shown by many over the past year, and we look forward to continuing this further in the coming year.

Julia Dickens, Secretary,
on behalf of the CCA Trustees
November 2024

Treasurer's commentary on the accounts – Paul Dickens (Hon Treasurer)

Introduction

The purpose of this commentary is to explain and to amplify the Congo Church Association's accounts for the year ended 30th June 2024. These accounts, which follow on pages 6 to 11, show the Association's activities over the last year and its assets at the end of June 2023.

At the year end the balance of our General Fund, representing money which the trustees can use to further the Association's objects, stood at about £34,088.28. £10,500 of this is earmarked for unpaid diocesan grants and we keep a reserve of £5,000 for emergencies. We are immensely grateful to all our donors.

The Association's other funds can only be used for pre-determined purposes. A surplus or deficit on these funds, and changes in the value of our total net assets, will often result from timing differences between receipt and distribution of income.

Income

Almost all of the Association's income (99%) comes from donations, with the remainder coming from investments and interest.

As in previous years, our donations fell into 2 main categories. Specific donations are those which can only be used for a pre-determined purpose which the donor has identified. Where there are no restrictions upon how a donation may be used, it is classed as general. General donations (£19,273, ignoring a generous £10,000 legacy) are the same as last year, and quite a bit lower than the previous two years.

Income includes tax both recovered and recoverable from the Inland Revenue for the current financial year. Since we rely far more on donations than on investment income, the Gift Aid Regulations have proved very beneficial to the Association.

Expenditure

Almost all of our expenditure relates directly to the Association's objectives. A few specific items (such as payments of bursaries to the Theological Faculty at UAC ("UACThF", previously known as "ISThA")) are separately identified in the Income and Expenditure account. The remainder is analysed in Notes 2 and 6, which splits it between that which was met from the General Fund (Note 2) and that funded by specific donations or income from restricted funds (Note 6).

Where a donor has specified a purpose for which their donation should be used, then, so long as it is within the Association's objects, it will be accepted and allocated to that cause. The largest item met from our General Fund is support for UACThF, but this is about to change. At the moment, we continue to apply the scheme agreed by the AGM in November 2012, as amended from time to time at subsequent AGMs. After keeping a £5,000 reserve, the funds available in General Fund will be applied as follows:- firstly to pay for 7 bursaries at the UACThF (but see later); secondly to be divided into a number of equal portions (the exact number has changed from year to year) and allocated in equal shares to the dioceses and certain Provincial Departments, who will be invited to submit proposals for projects where the funds available might be spent. The committee has discretion to include Congo Brazzaville and other areas as separate dioceses and to "tweak" the number and destination of provincial grants where appropriate. In this way, the dioceses are treated equally, and the Association can better monitor the use of its funds. However, the 2023 AGM decided that, as from 1 July 2024, the UACThF bursaries would be phased out by two per year. As our general fund income has diminished, the UACThF bursaries were becoming an ever-larger proportion of our overall grants. Administrative and financial expenses remain at a very low level (under 1% of total income). The key items included under this heading are the fee charged by our independent examiner, and the costs of producing and distributing the newsletter (there wasn't one during the current year). The newsletter is a vital part of the Association's work, being one of the few means people have of finding out about the church in DR Congo.

Assets

Investments are stated at their market value on the balance sheet date (30th June 2024). The only investments which have to be valued as a result of this policy are those in the CBFCE Investment Fund. These investments have increased in value by about £1,727 as share prices have moved upwards.

Reserves

The statement of funds (note 6) shows how our assets may be used, the General Fund representing that portion which can be used for any purpose which falls within the Association's objects. The Kisangani Clergy Children's Fund represents shares and moneys deposited in CBF Funds on behalf of the Diocese of Kisangani, together with income on these investments. Income from the General Endowment is credited to the General Fund as in previous years. Interest received on the UACThF Endowment is used as a contribution towards our UACThF bursaries. This year the AGM decided to close the General Endowment fund to enable the Association to afford to continue to pay grants to the Dioceses and provincial departments.

The Bishops' Pension Fund was for three particular bishops, who have themselves contributed to it. One bishop took his entitlement during 2015/16 and one during 2016/17; so only one remains entitled.

This Trustees' Report was approved by the Trustees on 16th November 2024 and signed on their behalf by:

Julia Dickens (Hon Secretary)

**CONGO CHURCH ASSOCIATION
YEAR ENDED 30TH JUNE 2024
INDEPENDENT EXAMINER'S REPORT**

I report to the Trustees on my examination of the accounts of the Congo Church Association for the year ended 30th June 2024.

Responsibilities and Basis of Report

As the charity's trustees you are responsible for the preparation in accordance with the requirements of the Charities Act 2011 ("the Act").

I report in respect of my examination of the charity's accounts carried out under section 145 of the 2011 Act and in carrying out my examination I have followed all the applicable Directions given by the Charity Commission under section 145(5)(b) of the Act.

Independent Examiner's Statement

I have completed my examination. I confirm that no material matters have come to my attention in connection with the examination giving me cause to believe that in any material respect:

1. accounting records were not kept in respect of the charity as required by section 130 of the Act: or
2. the accounts do not accord with those records; or
3. the accounts do not comply with the applicable requirements concerning the form and content of accounts set out in the Charities (Accounts and Reports) Regulations 2008 other than any requirement that the accounts give a true and fair view which is not a matter considered as part of an independent examination.

I have no concerns and have come across no other matters in connection with the examination to which attention should be drawn in this report in order to enable a proper understanding of the accounts to be reached.

A P Williams FCCA CTA
A J Carter & Co
Chartered Accountants

22b High Street
Witney
Oxon
OX28 6RB

..... 2024

**CONGO CHURCH ASSOCIATION
ACCOUNTS FOR THE YEAR ENDED 30TH JUNE 2024
STATEMENT OF FINANCIAL ACTIVITIES**

		2023 - 2024		2022-2023	
	Notes	General	Restricted	Total	
		Funds	Funds	£	
		£	£	£	£
<u>INCOMING RESOURCES</u>					
<u>Voluntary income</u>					
General Donations & Subscriptions		29,272.87	0.00	29,272.87	19,530.20
Other Specific Donations		0.00	136,837.00	136,837.00	110,360.94
Total voluntary income		29,272.87	136,837.00	166,109.87	129,891.14
Investment income – bank interest/dividends		140.82	1,052.02	1,192.84	934.52
Total incoming resources	1	29,413.69	137,889.02	167,302.71	130,825.66
<u>RESOURCES EXPENDED</u>					
<u>Charitable activities</u>					
Project grants to the Dioceses and Province		16,900.00	0.00	16,900.00	17,000.00
UACThF Bursaries		12,340.16	0.00	12,340.16	12,462.96
Other UACThF support		0.00	3,000.00	3,000.00	3,000.00
Other donations		0.00	131,389.42	131,389.42	117,272.50
Admin/publicity/governance costs	3	867.39	0.00	867.39	2,940.24
Total charitable activities	2 & 6	30,107.55	134,389.42	164,496.97	152,675.70
Net incoming resources		(693.86)	3,499.60	2,805.74	(21,850.04)
Transfers	2	18,639.09	(18,639.09)	0.00	0.00
Increase in value of Investments		0.00	1,727.17	1,727.17	617.68
Total Funds brought forward		16,143.05	41,362.81	57,505.86	78,738.22
Total Funds carried forward		34,088.28	27,950.49	62,038.77	57,505.86

**CONGO CHURCH ASSOCIATION
ACCOUNTS FOR THE YEAR ENDED 30TH JUNE 2024
BALANCE SHEET**

		30/06/2024	30/06/2023
ASSETS			
Investments	4	32,004.86	30,148.81
Cash at Bank and in hand		24,630.63	24,915.27
Current (CAFCash)			
Deposit (CAFGold)			
Debtors	5	<u>6,093.28</u>	<u>3,131.78</u>
		62,728.77	58,195.86
Creditors - (independent examiners)		<u>(690.00)</u>	<u>(690.00)</u>
TOTAL NET ASSETS		<u>62,038.77</u>	<u>57,505.86</u>
STATEMENT OF FUNDS			
Kisangani Clergy Children's Fund		18,131.19	17,015.30
Bishops' Pensions		955.52	826.64
Gen. Endowment		0.00	17,104.67
Other restricted funds		8,863.78	6,416.20
General fund *		<u>34,088.28</u>	<u>16,143.05</u>
TOTAL	6	<u>62,038.77</u>	<u>57,505.86</u>

Approved by the Trustees on 16th November, 2024
and signed on their behalf by:

Martin Jennings (Trustee)

* Our reserves policy is to keep back £5,000 for emergencies and winding-up costs. The Association has virtually no running costs and does not, therefore, need to identify any particular period for which reserves are kept for the purpose of covering such costs.

The notes on pages 9 to 11 form part of these accounts

ACCOUNTING POLICIES **for the year ended 30th June 2024**

The principal accounting policies adopted, judgments and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

a) Basis of Preparation

The financial statements have been prepared in accordance with the second edition of the Charities Statement of Recommended Practice issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102) and the Charities Act 2011.

The charity constitutes a public benefit entity as defined by FRS 102.

b) Income Recognition Policies

Items of income are recognised and included in the accounts when all of the following criteria are met:

- The charity has entitlement to the funds;
- any performance conditions attached to the items of income have been met or are fully within the control of the charity;
- there is sufficient certainty that receipt of the income is considered probable; and
- the amount can be measured reliably.

c) Interest Receivable

Interest on funds held on deposit is included when receivable and the amount can be measured reliably by the Charity; this is normally upon notification of the interest paid or payable by the bank.

d) Fund Accounting

Unrestricted funds are available to spend on activities that further any of the purposes of the Charity. Designated funds are unrestricted funds of the Charity which the trustees have decided at their discretion to set aside to use for a specific purpose. Restricted funds are donations which the donor has specified are to be solely used for the particular areas of the Charity's work or for specific projects being undertaken by the Charity.

e) Expenditure and Irrecoverable VAT

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably.

f) Stock

Stock is included at the lower of cost or net realisable value. Donated items of stock are recognised in income when the items are sold.

g) Debtors

Debtors and prepayments are recognised at the settlement amounts.

h) Cash at Bank and in Hand

Cash at bank and cash in hand includes cash and short-term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account.

i) Creditors and Provisions

Creditors and provisions are recognised where the Charity has an obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably.

**CONGO CHURCH ASSOCIATION
ACCOUNTS FOR THE YEAR ENDED 30TH JUNE 2024
NOTES TO THE ACCOUNTS**

1. INCOMING RESOURCES

Income includes tax recoverable (but not recovered) from the Inland Revenue for the current year (**£6,093.28**).

The aggregate of donations made to the Association during 2023/24 by its Trustees is **£2,460.00**.

2. CHARITABLE ACTIVITIES - GENERAL FUND

Grants for Diocesan and Provincial projects (new system)	16,900.00
UACThF – student bursaries and other support	12,340.16
TOTAL	29,240.16

Transfers from restricted/designated funds to General Fund:

General Endowment closure including accumulated interest	18,639.09
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3. GOVERNANCE AND ADMINISTRATION COSTS

	2023-2024	2022-2023
AGM costs	0.00	37.50
Financial/Independent Examiner's fees payable (2022/23 year)	690.00	690.00
Independent Examiner excess over estimate	0.00	12.00
40 th Anniversary event & Bishops' UK travel	0.00	1,370.39
Newsletters and postage	0.00	119.35
Bank charges	60.00	63.00
Internet service provider & Webmaster	117.39	498.00
Gift Aid adjustment	0.00	150.00
	<u>867.39</u>	<u>2,940.24</u>

4. INVESTMENTS

	2023-2024	2022-2023
	£	£
CBF Church of England Deposit Fund	10,450.02	10,321.14
CBF Church of England Investment Fund	21,554.84	19,827.67
	<u>32,004.86</u>	<u>30,148.81</u>

Our investment in the CBF Church of England Investment Fund includes **£9,607.84** held on behalf of the Kisangani Clergy Children's Fund. The remainder is allocated to our General Endowment.

5. DEBTORS

		30/06/2024	30/06/2023
Taxation recoverable	FY 22-23	0.00	3,131.78
Taxation recoverable	FY 23-24	6,093.28	0.00
		<u>6,093.28</u>	<u>3,131.78</u>

CONGO CHURCH ASSOCIATION
ACCOUNTS FOR THE YEAR ENDED 30TH JUNE 2024
NOTES TO THE ACCOUNTS

6. STATEMENT OF FUNDS	Opening Balance at 01/07/23	Incoming	Expended	GF T/F out	Gain/ loss	Closing Balance at 30/06/2024
	£	£	£	£	£	£
Restricted and Designated funds						
Kisangani Clergy Children's Fund	17,015.30	278.96	0.00		836.93	18,131.19
Bishops' Pensions	826.64	128.88	0.00			955.52
Gen. Endowment	17,104.67	644.18	0.00	(18,639.09)	890.24	0.00
Other restricted funds						
Aru Diocese Gifts	256.25	23,546.24	23,802.49			0.00
Aru Theological Resources (Note A)	1,016.90	6,980.58	4,032.30			3,965.18
Boga Diocese Gifts	0.00	7,382.51	7,382.51			0.00
Provincial Youth Office Gifts	0.00	2,025.00	2,025.00			0.00
Rev. Bisoke UK trip	0.00	3,250.00	3,250.00			0.00
Goma Diocese Gifts	20.00	60,199.15	59,806.65			412.50
Bp's orphaned children education (Note A)	0.00	8,750.02	8,200.02			550.00
Bp. Sabiti medical	0.00	1,434.00	1,434.00			0.00
DR Congo Displaced people	2,000.00	0.00	2,000.00			0.00
UACThF Gifts	0.00	3,000.00	3,000.00			0.00
Kisangani Diocese Gifts (Note B)	500.00	0.00	0.00			500.00
PEAC HQ in Kinshasa	125.00	0.00	0.00			125.00
Rev. Barozi studies	0.00	48.00	0.00			48.00
Rev. Gisore student studies	0.00	450.00	450.00			0.00
Bukavu Asst. Bishop support	195.00	2,717.50	2,757.50			155.00
Kinshasa Diocese Gifts	0.00	132.00	132.00			0.00
Kindu Diocese Gifts	12.00	144.00	156.00			0.00
Kalima Diocese Gifts	0.00	4,461.50	4,461.50			0.00
Katanga Diocese Gifts	0.00	450.00	375.00			75.00
Aru Computers	100.00	525.00	482.95			142.05
Aru Medical Resources (Note A)	244.08	0.00	0.00			244.08
Aru Service Medical Palliative care	0.00	6,770.00	6,770.00			0.00
Draru studies (Note A)	468.75	0.00	0.00			468.75
Service Medical (Aru)	0.00	1,436.50	1,436.50			0.00
Compassion Orphanage General	230.00	3,135.00	2,435.00			930.00
Chester Crisis Appeal (Note A)	1,248.22	0.00	0.00			1,248.22
General Fund (Note C)	16,143.05	29,413.69	30,107.55	18,639.09		34,088.28
	57,505.86	167,302.71	164,496.97	0.00	1,727.17	62,038.77

Note A Funds held back at donor's and/or donee's request

Note B Retained pending decision by donor as to how the money is to be used

Note C General Fund balance of **£34,088.28** includes £5,000 reserves and £10,500 in agreed but as yet unpaid grants.

Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

('Association' model constitution)

Date of constitution (last amended):

.....

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is Congo Church Association CIO

2. National location of principal office

Hockliffe Grange, Hockliffe, Leighton Buzzard, England, LU7 9NL

3. Objects

The objects of the CIO are:

- a) To advance the Christian Religion in the Democratic Republic of the Congo
- b) In partnership with the Anglican Church in the Democratic Republic of Congo to relieve poverty and to provide for the needs of refugees and the displaced.
- c) In partnership with the Anglican Church in the DRC and civil society there to promote and sustain schemes for peace and reconciliation, health, education and community development for the welfare and benefit of the population.
- d) To relieve poverty among the clergy and former clergy of the Anglican Church and the widows and dependents of any such persons.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. Powers

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 has power to:

- (1) 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;

- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) 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;
- (4) 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 that clause;
- (5) 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;

5. Application of income and property

- (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.
- (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 or connected person. This does not prevent a member or connected person who is not also a charity trustee receiving:
 - (a) a benefit from the CIO as or on bare trust for a beneficiary of the CIO;

- (b) reasonable and proper remuneration for any goods or services supplied to the CIO;
- (c) 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

(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 (2) of this clause or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. 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 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 a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services and/or goods 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) 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).

- (d) 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.
- (e) 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.

(3) In clauses 5 and 6:

(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;

(b) “connected person” includes any person within the definition set out in clause 30 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity 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 CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) 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

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be

final.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer.

(3) Duty of members

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(4) Termination of membership

- (a) Membership of the CIO comes to an end if:
 - (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - (ii) the member sends a notice of resignation to the charity trustees; or
 - (iii) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
 - (iv) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- (b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:
 - (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - (ii) give the member at least 21 clear days' notice in which to

make representations to the charity trustees as to why he, she or it should not be removed from membership;

- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The CIO may require members to pay reasonable membership fees to the CIO.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.
- (e) The charity trustees must within 21 days of receiving such a request comply with it if:
- (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).

- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The charity trustees:

- (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

- (ii) may call any other general meeting of the members at any time.

(b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

- (i) they receive a request to do so from at least 10% of the members of the CIO; and

- (ii) the request states the general nature of the business to be dealt

with at the meeting, and is authenticated by the member(s) making the request.

- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) 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.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) 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 to all of the members, and to any charity trustee of the CIO who is not a member.
- (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been

met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

- (i) state the time and date of the meeting;
- (ii) give the address at which the meeting is to take place;
- (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
- (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.

(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 1% or three members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a

show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair; or

(iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

(8) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting

to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity trustees

(1) Functions and duties of charity trustees

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 charity trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (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 he or she has or holds himself or herself out as having; and,
 - (ii) if he or she acts 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.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No individual may be appointed as a charity trustee of the CIO:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has

expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

- (d) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

(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 call a meeting of the charity trustees, or appoint a new charity trustee.
- (b) The maximum number of charity trustees is 8. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) First charity trustees

The first charity trustees of the CIO are –

Matthew Grayshon, Martin Jennings, Paul Dickens, Julia Dickens, Peter Wood

13. Appointment of charity trustees

- (1) At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office;
- (2) At every subsequent annual general meeting of the members of the CIO, one third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- (3) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

- (4) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;
- (5) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;
- (6) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

14. Information for new charity trustees

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; and
- (b) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

15. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying the CIO 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) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

- (c) dies;
 - (d) in the written opinion, given to the CIO, 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;
 - (e) is removed by the members of the CIO in accordance with sub clause (2) of this clause; or
 - (f) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause 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 CIO.

16. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

17. Taking of decisions by charity trustees

Any decision may be taken either:

- at a meeting of the charity trustees; or
- by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that

- a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
- the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve.

18. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall 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.
- (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

- (1) **Calling meetings**
 - (a) Any charity trustee 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.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside 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.

(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. The quorum is two charity trustees, or the number nearest to 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) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(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

- (1) Subject to sub-clause (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:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

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.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (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

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

22. Use of electronic communications

(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.

(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.

(3) **By the CIO**

(a) 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.

(b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

(i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and

(iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing).

(c) The charity trustees must:

(i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;

(ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic 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, a (combined) register of its members and charity trustees.

24. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

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

- (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.
- (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

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 bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

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:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of the CIO's objects, of any provision of the CIO's constitution directing the application of property on its dissolution or any provision of the CIO's constitution 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.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (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.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

(a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all the CIO's debts:

(a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

(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 members of the CIO;

(ii) a 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.
- (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:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;
- (b) the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee, member 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 charity trustee, member 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.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

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

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing