

Comparison table showing key differences between BUGB’s current Constitution and the draft CIO Constitution

Background information

A CIO Constitution cannot vastly differ from the Charity Commission’s model document if it is to be accepted for registration by the Commission. As far as possible, the new BUGB CIO Constitution includes wording from the existing BUGB Constitution, with the addition of certain provisions a CIO Constitution must include as required by the Charities Act 2011 and the CIO Regulations, which are identified in the table below.

	Current Constitution	CIO Constitution	Comments/Reason for change
	PART ONE		
1	Constituency - Part 1, clause 2 “The Union shall consist of the Churches, Association of Churches, Colleges, other Baptist organisations and persons who are for the time being in membership with the Union.”	Deleted. The membership of the Union is defined in clause 11.	The membership clauses cover this description of the constituency of the Union.
2	None	National location of principal office – clause 3 “The principal office of the Union is in England.”	Standard clause.
3	The Object of the Union - Part 1, clause 4 “The object of the Union is the advancement of the Christian faith and its practice...”	The Object of the Union – clause 5 “The object of the Union is, <i>for the public benefit</i> , the advancement of the Christian faith and its practice...” ----- “Nothing in this Constitution shall authorise any 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 or Section 2 of the Charities Act Northern Ireland 2008.”	The Commission prefer their model wording to be included in the objects clause. ----- Standard wording has been included at the end of the clause to provide flexibility for BUGB operations in Scotland and/or Northern Ireland.
4	Operations – Part 1, clause 5 “The Union shall act by the Assembly, through a Council constituted in	Deleted.	

	accordance with Part 2 of the Constitution, and shall be administered and managed by a Trustee Board as Charity Trustees constituted in accordance with Part 2 of the Constitution.”		
5	None	<p>Powers – clause 6</p> <p>This includes the powers to:</p> <ul style="list-style-type: none"> • borrow money and charge property as security • buy, take on lease or in exchange, hire or acquire property • sell, lease or dispose of property • employ and remunerate staff and Trustees as permitted by Constitution • deposit or invest funds • anything else which is incidental or conducive to the object of the Union 	The powers of the CIO are the means by which it can achieve its purposes. These are the standard clauses from the Charity Commission precedent which provide wide powers including those specified. A general ‘catch all’ power is also included.
6	None	<p>Application of income and property – clause 7</p> <p>The income and property must be applied solely towards the promotion of the object. Trustees may be reimbursed for reasonable expenses properly incurred and benefit from Trustee indemnity insurance. None of the income or property of the Union may be distributed by way of profit to a member.</p>	This confirms general rules that members and Charity Trustees should not receive a benefit from the CIO and the exceptions to that rule.
7	<p>Payments to Trustees - Part 2, clause 4.1</p> <p>“The Trustee Board shall comprise a Moderator appointed by the Council, the General Secretary (notwithstanding the person is a paid employee), the Treasurer, and nine</p>	<p>Benefits and payments to Trustees and Connected Persons – clause 8</p> <p>This clause sets out a general prohibition against benefits and payments to Charity Trustees and people connected to them and sets out exceptions subject to certain safeguards. Clause 8.2.3 states:</p>	This confirms general rules and certain exceptions and continues to provide for the General Secretary to be a Trustee as a paid employee of the Union. Further clauses from the Charity Commission model are also included.

	other persons elected by the Council by such method as the Council shall from time to time decide.”	“A Trustee who is also the General Secretary may be remunerated for his or her role as General Secretary notwithstanding that he or she is also a Trustee”.	
8	None	Conflicts of interest and conflicts of loyalty – clause 9 A Trustee must declare the nature and extent of any interest and not vote or be counted as part of the quorum in any decision of the Trustees where a conflict may arise.	This enables the CIO to manage conflicts effectively.
9	None	Liability of Members – clause 10 “If the Union is wound up, the Members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.”	This is a new provision to protect members from liability in the event of winding up.
10	<p>Membership – Part 1, clauses 2 (Constituency) and 6 (Membership) The Constituency clause defines who may be members (see above) and “applications for membership...shall be submitted to the Council, and shall be accepted upon a majority voting in favour thereof. The constituency and list of Members may be revised by the Council, and its decision shall be duly notified to the persons concerned, who shall have the right of appeal to the Assembly.”</p> <p>-----</p> <p>Part 2, clause 7.3 provides that membership may be terminated by</p>	<p>Membership of the Union – clause 11</p> <p>Clause 11.1 provides for Council to determine the criteria for membership. New provision is made for applications from churches for membership to be submitted to the Associations first and then accepted by Council.</p> <p>-----</p> <p>Clause 11.2 provides clarification as to the two categories of membership of the Union; Organisational Members of the Union (Churches, Associations of Churches and Colleges) and Personal Members of the Union.</p> <p>-----</p> <p>Detailed provision is made for termination of membership and the rights of Members to make representations to Council.</p>	<p>A CIO Constitution must include details of who its members are, how they are appointed and how they retire. It also must include provision for how members’ meetings work (including the appointment of the Chair and the representation at such meetings of any organisation which is a member of the CIO).</p> <p>-----</p> <p>Following registration of the Union as a CIO, no new Personal Members will be admitted to membership of the Union.</p> <p>-----</p> <p>The Constitution needs to specify how membership is terminated.</p>

	Council where a subscription is more than one year in arrears.		
11	<p>The Assembly – Part 1, clause 7 “The Assembly shall consist of Representative, Personal and Associate Members.”</p> <p>Representative Members:</p> <ul style="list-style-type: none"> • all Ministers on the Register of Covenanted Persons Accredited for Ministry in categories 1, 2 and 3 and Ministers and Assistant Ministers of Baptist Churches in membership with the Union; • the Council and Officers of the Union; • delegates from Churches, Associations of Churches, and Colleges in membership with the Baptist Union. Churches not exceeding 100 members may appoint one delegate; more than 100, two delegates; and more than 200, three delegates. Associations and Colleges may appoint two delegates each. Delegates shall be appointed for each meeting of the Assembly, and their appointment duly notified to the General Secretary before 31st March in each year; and 	<p>The Assembly – clause 12</p> <p>Members of the Assembly comprise Organisational Members of the Union, Personal Members of the Union, Ministerial Members of the Assembly, Ex-officio Members of the Assembly and Associate Members of the Assembly.</p> <p>Organisational Members of the Union are the churches, Associations and Colleges who attend Assembly by way of delegates. The process for determining the numbers of delegates is unchanged.</p> <p>-----</p> <p>Ministerial Members of the Assembly includes:</p> <ul style="list-style-type: none"> • ministers on the Register of Covenanted Persons Accredited for Ministry as agreed by Council from time to time; and • ministers and assistant ministers and ministers in training of Baptist Churches in membership with the Union. <p>Ex-officio Members of the Assembly are the Council and Officers of the Union.</p>	<p>-----</p> <p>This now provides for all ministers in training to be a Representative Member of the Assembly. Representative Members of the Assembly are defined as being: persons appointed as delegates on behalf of Organisational Members of the Union, Ministerial Members of the Assembly and Ex-officio Members of the Assembly.</p>

	<ul style="list-style-type: none"> two ministerial students of each College, to be elected by the students of the College to which they belong. <p>Personal Members: Baptists or members of Baptist Churches who shall have been duly accredited in writing by at least three members of the Assembly, and accepted by the Council prior to Assembly 2007.</p> <p>-----</p> <p>Associate Members: retired ministers whose last church was in membership with the Union, retired deaconesses and retired missionaries of the Baptist Missionary Society.</p> <p>-----</p> <p>The Assembly shall meet annually in the Spring.</p>	<p>-----</p> <p>Associate Members of the Assembly are those retired accredited Ministers whose last church was in membership with the Union, retired deaconesses and retired BMS missionaries.</p> <p>-----</p> <p>The Assembly is required to be called by the Trustees each year which must be held at intervals of no more than 15 months. Notice of the Assembly is to be given by way of notice on the BUGB website.</p>	<p>-----</p> <p>Associate Members no longer need to be annually elected by Council.</p>
12	<p>The Officers – Part 1, clause 8 “The Officers of the Union shall be the President, the President Elect, the Vice-President, the Ex-President, the Treasurer, the Moderator of the Trustee Board and the General Secretary.”</p>	<p>Officers – clause 14 “The Officers of the Union shall be the President, the Vice-President, the Ex-President, the Treasurer, the Moderator of the Trustee Board and the General Secretary”</p>	<p>The President Elect is no longer an Officer of the Union, which reflects current practice.</p>

13	<p>Alteration of Part 1 of the Constitution – Part 1, clause 9 Part 1 “may be amended by a Resolution of the Assembly approved by not less than two thirds of the Representative Members present and voting after notice of the proposed Resolution has been given in writing to a previous meeting of the Assembly.”</p>	<p>Amendment of Constitution – clause 33 Clause 33.1 provides that a resolution passed by a 75% majority of Members of the Union voting at a General Meeting may amend the Constitution.</p>	<p>The power to alter the Constitution rests with the members of the CIO, which is a requirement under the Charities Act 2011. Other standard provisions from the Charity Commission model Constitution have also been included.</p>
	<p>PART TWO</p>		
14	<p>The Council – Part 2, clause 1 “The general policy of the Union, subject to any directions of the Assembly, shall be decided by a Council...” ----- Quorum is 25 members of the Council.</p>	<p>The Council – clause 18 “The broad strategic direction of the Union, subject to any directions of the Assembly, shall be discerned by a Council...” ----- The membership of Council is unchanged with the exception of the President-Elect. ----- Unchanged.</p>	<p>----- The President Elect is no longer an Officer of the Union, reflecting current practice.</p>
15	<p>The Central Fund of the Union – Part 2, clause 2</p>	<p>The Central Fund of the Union – clause 22 Unchanged</p>	

16	<p>Presidency of the Union – Part 2, clause 3 “The President of the Baptist Union shall be the President Elect of the previous year and shall take office at the annual Assembly. The President Elect shall be the Vice-President of the previous year and shall take office at the annual Assembly”</p>	<p>Presidency of the Union – clause 20 There is only provision for the election of a Vice-President, as the President Elect is no longer a functioning role within the Union. The Vice President shall be elected annually by the Personal Members of the Union and the Representative Members, who are defined as “persons appointed as delegates to attend Meetings of the Assembly on behalf of Organisational Members of the Union, Ministerial Members of the Assembly and Ex-Officio Members of the Assembly.”</p>	See above.
17	<p>The Trustees – Part 2, clause 4 “The administration and governance of the Union shall be the responsibility of a Trustee Board”.</p> <p>-----</p> <p>None.</p> <p>-----</p> <p>“The Trustee Board shall comprise a Moderator appointed by the Council, the General Secretary (notwithstanding the person is a paid employee), the Treasurer, and nine other persons elected by the Council</p>	<p>Trustees – clause 19 “The Trustees shall manage the affairs of the Union and may for that purpose exercise all the powers of the Union”. This should be done in good faith and with such care and skill as is reasonable having regard to any special knowledge or experience or if the Trustee acts in the course of a business or profession.</p> <p>-----</p> <p>Provision is made for the eligibility of Trustees and that they should be over 18 years old and not required to cease to hold office under clause 19.7.</p> <p>-----</p> <p>There must be at least eight Trustees. Clause 19.3.2 mirrors the current Constitution and make up of the Trustee Board.</p>	The functions and duties of Trustees are more fully described and the wording from the Charity Commission model Constitution has been inserted. The Commission may query any proposal to change it.

<p>by such method as the Council shall from time to time decide.”</p> <hr/> <p>Any member of a Baptist church in membership with the Union may be a Trustee.</p> <hr/> <p>None</p> <hr/> <p>“Trustees may be removed by the Council following a vote carried by a two thirds majority of those present and voting on a proposal for removal, with reasons, signed by twelve members of the Council.”</p> <p>“Any Trustee failing to attend at least 50% of the Trustee Board meetings and one Council meeting in any calendar year, unless such non attendance was due to sickness or incapacity, or has been excused by a resolution of the Council, shall be disqualified from office.”</p>	<hr/> <p>In addition to the current clause, “any person who is not a member of a Baptist Church in membership with the Union may, if agreed by Council, be nominated to serve as a Trustee.</p> <hr/> <p>The First Trustees of the CIO will be the existing Charity Trustees of the unincorporated BUGB charity.</p> <hr/> <p>New Trustees will be provided with a copy of the Constitution, other relevant governance documents and the latest BUGB Trustees’ annual report and statement of account.</p> <hr/> <p>A Trustee also ceases to hold office if: they resign by notifying the Union in writing and there are sufficient Trustees remaining in office to form a quorum; on death; incapacity due to illness or injury; resolution by the other Trustees present and voting that it is in the best interests of the Union that he or she cease to be a Trustee, provided the Trustee has been given the opportunity to put their case to justify why they should not be removed; disqualification under the Charities Act 2011; or completion of their term of office without re-election.</p>	<hr/> <p>This provides the flexibility for Council to nominate Trustees to serve who may bring specific skills and expertise to the Board where it may be needed.</p> <hr/> <p>A CIO Constitution needs to include the names of the first Trustees.</p> <hr/> <p>This is for the purposes of good governance and due diligence on the part of new Trustees.</p> <hr/>
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	None	Decisions of the Trustees may be taken at a meeting, by resolution in writing or electronic form agreed by a majority of Trustees in the form set out in clause 19.8.	This provides flexibility for decision-making between Board meetings.
	None	The Trustees may delegate any of their powers or functions to a committee and shall determine the terms and conditions on which the delegation is made.	This will be of use to the CIO in drawing relevant skills from others e.g. employees. A committee must consist of at least two people, one of whom must be a Trustee.
		Any Trustee may call a meeting of the Trustees and the Moderator shall chair Trustee Board Meetings.	A CIO Constitution needs to set out clearly the procedure in relation to Trustees' meetings.
	Six members of the Trustee Board shall form a quorum.	The quorum is four Trustees. A Trustee shall not be counted in the quorum when any decision is made about a matter upon which he or she is not entitled to vote.	
	None	Participation in meetings by electronic means is provided for flexibility in clause 19.14.	
	None	The Trustees may allow individuals who are not Trustees to attend meetings of the Trustees as observers on whatever terms the Trustees decide. Observers may take part in discussions with the consent of the Moderator but not vote. Observers must be excluded from any part of the meeting where the business is confidential.	This may be of use to the CIO in drawing relevant skills from others or allowing potential future Trustees to observe Board proceedings.
18	General Secretary – Part 2, clause 5	The General Secretary – clause 15	

	Shall be elected by the Assembly upon the nomination of the Council.	Unchanged but provision also made for the Moderator of the Board of Trustees in clause 17 to be elected by the Council to serve in office for a period of three years. Such appointment to be affirmed annually by the Assembly.	
19	Sessions of the Assembly – Part 2, clause 6 The agenda for Assembly is determined by Council with business to be handled under Procedure A or Procedure B.	Business of the Assembly – clause 12.3 Some items of business are expressly included: receiving the annual statement of accounts incorporating the Trustees Annual Report; affirming the appointment of the Moderator of Trustees; affirming the appointment of the Treasurer. Procedure A and B are unchanged.	
20	None ----- None	Decisions to be made by the Members of the Union – clause 13 Some decisions are required to be reserved for the Members of the Union, rather than Assembly: to amend the Constitution; to amalgamate the Union or transfer its undertakings to another CIO; to wind up or dissolve the Union; or any decision to be made by the CIO members as required by law. ----- Meetings of the Members of the Union are “General Meetings” and may be called by the Trustees at any time, or by request from at least 10% of Members of the Union, or 5% where there has been no General Meeting for more than 12 months. Notice of a General Meeting must be given under clause 13.3 and the quorum	There are some decisions under the Charities Act 2011 which may only be passed by the members of the CIO. ----- The CIO Regulations provide that the Constitution needs to include details on the holding of general meetings for members of the CIO. As there are Members of the Assembly who have voting rights at Assembly but who are not Members of the Union, Meetings of the Assembly cannot be regarded as “General Meetings”. General Meetings have therefore been provided for in a limited way.

		for General Meetings is 10% of Members of the Union or as otherwise provided for in clause 13.5.	
21	<p>Finance – Part 2, clause 7 “An Annual Subscription shall be paid by each Church, Association, College or other Baptist organisation in membership with the Union not less than such amount or amounts as the Council shall from time to time determine.</p> <p>-----</p> <p>Subscriptions for each year shall fall due on 1st of January.</p> <p>-----</p> <p>The name of any Church, Association, College, or other Baptist organisation, whose subscription is more than one year in arrears shall be reported to the Council, which may determine its membership.</p>	<p>Finance – clause 23 “The Council may from time to time agree an annual subscription which shall be paid by each Church, Association or College in membership with the Union on such basis to be determined by the Council.”</p> <p>-----</p> <p>Deleted.</p> <p>-----</p> <p>Unchanged.</p>	
22	<p>Meetings of the Council – Part 2, clause 8 “The Council shall meet not less than twice a year.</p> <p>-----</p> <p>Meetings of the Council shall be summoned by the General Secretary, or other person designated by the Trustee Board to hold such authority, who shall summon a special meeting on the written request of not fewer</p>	<p>Meetings of the Council – clause 18.5</p> <p>Unchanged.</p> <p>-----</p> <p>Unchanged.</p> <p>Members of the Council are expected to attend at least one meeting of the Council each calendar year. If a Council Member does not attend at least one meeting of the Council in a calendar year he or she may be asked to cease to be a</p>	

	<p>than twelve members of the Council, stating the objects. The business to be transacted by the Council shall, as far as possible, be indicated on the notice summoning the meeting. The attendance of members at meetings of the Council and Advisory Groups shall be registered.”</p>	<p>member of the Council by the Moderator of the Council.</p>	
23	<p>The Directory – Part 2, clause 10 “The matters to be published in the directory shall be determined by the Council.”</p>	<p>Deleted.</p>	<p>Provision is being made for an online Directory on the BUGB website.</p>
24	<p>Change of Part 2 of the Constitution – Part 2, clause 12 “Part 2 of the Constitution may be amended by a resolution of the Assembly approved by not less than two thirds of the Representative Members present and voting.”</p>	<p>Amendment of Constitution – clause 33 Clause 33.1 provides that a resolution passed by a 75% majority of Members of the Union voting at a General Meeting may amend the Constitution.</p>	<p>The power to alter the Constitution rests with the members of the CIO, which is a requirement under the Charities Act 2011. Other standard provisions from the Charity Commission model Constitution have also been included.</p>
25	<p>None</p>	<p>Clauses 26 – 32:</p> <ul style="list-style-type: none"> • Execution of documents <p>-----</p> <ul style="list-style-type: none"> • Use of electronic communications • Keeping of registers • Minutes • Accounting records • Rules <p>-----</p> <ul style="list-style-type: none"> • Disputes 	<p>The common approach is for at least two Trustees to sign documents.</p> <p>-----</p> <p>Standard clauses have been included for flexibility and to ensure that Trustees keep appropriate records in order to comply with the requirements of the Charities Act 2011.</p> <p>-----</p> <p>The Charity Commission CIO precedent includes this dispute resolution clause on the basis that it is deemed to be good practice.</p>

26		<p>Voluntary winding up or dissolution – clause 34</p> <p>As provided by the Dissolution Regulations, the Union may be dissolved by a resolution of the Members of the Union (see clause 34.1.1)</p> <p>Subject to the payment of all the Union’s debts: a resolution may contain a provision directing how remaining assets shall be applied, otherwise the Trustees must decide and in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Union’s Object.</p>	<p>These are the standard provisions from the Charity Commission precedent. The decision to dissolve the CIO must be made by the members of the CIO, however the Trustees are responsible for the orderly winding up of the CIO’s affairs and once all debts and liabilities are provided for any surplus assets must be applied directly for the objects or transferred to a charity having the same or similar objects.</p>
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