

**[DRAFT] NOTICE OF RESOLUTIONS
ANNUAL GENERAL MEETING OF THE BAPTIST UNION OF GREAT BRITAIN**

Saturday 12 May 2018 at 2.45pm

Administrative Resolution

Notice is hereby given that the Baptist Union Council proposes the following resolution to the Assembly 2018 as part of the usual agenda, that Mr John Levick be reappointed Treasurer of the Baptist Union of Great Britain for the year to Assembly 2019.

Charitable Incorporated Organisation (CIO) Resolutions

Notice is hereby given that the Baptist Union Council proposes the following Resolutions to the Assembly 2018 to pass in the following form:

The members resolve that:

- a) the incorporation of the Baptist Union of Great Britain ("the Union") as a Charitable Incorporated Organisation ("CIO") be approved;
- b) the Constitution of the CIO shall be in substantially the form attached subject to any amendments (save for those which affect the governance arrangements of the Union) required by the Charity Commission;
- c) at the point of incorporation, the members of the Union will automatically become the first members of the CIO;
- d) following the establishment of the CIO, the trustees of the Union shall effect the transfer of assets (other than property held on separate property trusts by the Baptist Union Corporation Limited for the benefit of the Union), liabilities and activities of the Union to the CIO; and
- e) following the establishment of the CIO, the trustees of the Union and the property holding trustees (the Baptist Union Corporation Limited) shall recognise the CIO as being the organisation with the benefit of the property which is held on behalf of the Union.

Additional Resolution and Notice of a Resolution in relation to the current BUGB Constitution

In pursuance of Part 2 Clause 12 of the Constitution, notice is hereby given that the Baptist Union Council proposes the following resolution be put to the Assembly 2018 to be passed in the following form:

The members resolve that:

Subject to any necessary Charity Commission consent being obtained or any amendments required by the Charity Commission, the following wording be inserted as Clause 8 in Part 2 of the Constitution of the Baptist Union of Great Britain ("the Union"):

"In fulfilment of the object of the Union, the Trustee Board or Assembly may resolve to sell, lease, gift or otherwise dispose of all or any part of the assets of the Union."

All the remaining clauses shall be renumbered accordingly.

In pursuance of Part 1 Clause 9 and Part 2 Clause 12 of the Constitution, notice is hereby given that the Baptist Union Council proposes the following resolution to be passed by the Assembly in 2019:

That the Constitution of the Union be abrogated in its entirety and replaced with a Constitution in the form attached subject to any consent or amendments required by the Charity Commission.

(see below for a link to the proposed Constitution and an explanation of this additional Resolution and Notice of a Resolution)

Information regarding the change to BUGB's legal status

BUGB member churches were first notified of the proposed incorporation of the Baptist Union in a letter from Lynn Green dated 17 January 2017. The Assembly passed a Resolution on 13 May 2017 to authorise the Trustees and Council of BUGB to pursue the incorporation of the Union as a CIO and to prepare a draft Constitution to bring back to the 2018 Assembly. In a further letter from Lynn Green dated 6 November 2017, members were invited to participate in a consultation about the draft CIO Constitution which closed on 31 January 2018. The consultation response paper and the revised draft CIO Constitution showing track changes can be read and downloaded from www.baptist.org.uk/cioconsult, together with copies of the letters to BUGB members mentioned above.

The Resolution to insert a new Clause 8 into Part 2 of the current Constitution of the unincorporated Baptist Union will allow for the transfer of the assets, liabilities and activities of the Baptist Union to the new CIO to take place. If passed by the Assembly this May, this clause will take immediate effect.

The additional notice of a Resolution set out above for the approval of the Assembly in 2019 also relates to the current unincorporated Baptist Union. The unincorporated BUGB charity will remain in existence as a "shell" after BUGB has become a CIO and the assets, liabilities and activities of the unincorporated BUGB have been transferred to the CIO. This will enable BUGB to still benefit from legacies, its rights as a residual beneficiary of trust property and its governance role in property trusts, until these are otherwise dealt with.

In order to simplify the governance of the shell BUGB charity going forward and for ease of administration, it is proposed that the new BUGB CIO should become the sole member and trustee of the unincorporated association shell charity. This means that the governance of the unincorporated shell charity will be the sole responsibility of the BUGB CIO, acting through the charity trustees, rather than operating through all of the current BUGB governance structures. It is therefore proposed that the Constitution of the unincorporated "shell" charity be totally replaced with a new Constitution which can be read or downloaded from www.baptist.org.uk/cioconsult. **This will not take effect until after May 2019 and not before BUGB has registered as a CIO with a new approved CIO Constitution and has received the assets, liabilities and activities of the unincorporated charity.**

BUGB member delegates attending the Baptist Assembly on 12 May 2018 in Peterborough are invited to attend an informal question and answer session to raise any questions they may have in this regard. The session will run from 9.45am to 10.15am and will be led by Rich Webb, Moderator of the BUGB Trustees and Caroline Sanderson, BUGB Legal Services Manager.