

ST. JOHN THE EVANGELIST

WRITTEN CONSTITUTION

1. DEFINED TERMS

1.1 In this Constitution, if not inconsistent with the subject or context, the following words have the following meanings:

- 1.1.1 "**Annual Congregational Meeting**" has the meaning given to it in paragraph 12.1;
- 1.1.2 "**Charities Registrar**" means the Guernsey Registrar of Charities and other Non-Profit Organisations;
- 1.1.3 "**Chairperson**" means the Vicar or, if the Church is in interregnum, the Vicar's Warden or, if the Church is in interregnum and the office of Vicar's Warden is vacant, the People's Warden or, in the absence of all three such office holders, such person as may be elected by a simple majority of the members of the Governing Body and should the Chairperson not be the [Vicar] all relevant provisions of this constitutional document shall be interpreted with the minimum number of changes necessary in light of this definition;
- 1.1.4 "**Church**" means the Parish Church of St. John the Evangelist;
- 1.1.5 "**Churchwardens**" means the Vicar's Warden and the People's Warden and "Churchwarden" shall be construed accordingly;
- 1.1.6 "**Congregational Meeting**" means a meeting of (a) the Vicar, clergy licensed to serve in the benefice, and other clergy for whom the Church is their base church; and (b) those persons on the section of the Deanery Electoral Roll relating to the Church and includes, where the context permits, the Annual Congregational Meeting;
- 1.1.7 "**Constitutional Document**" means this document, as the same may be amended from time to time in accordance with its terms;
- 1.1.8 "**Dean**" means such person as holds the office of Dean of Guernsey from time to time;
- 1.1.9 "**Deanery Electoral Roll**" means the church electoral roll for the Bailiwick formed, kept and revised in accordance with the Channel Islands (Representation) Measure 1931 as modified by the Synodical Government (Channel Islands) Order 1970 and the Channel Islands Measure 2020.
- 1.1.10 "**Ecclesiastical Meeting**" means a meeting of the ratepayers of the civic parish in which the Church is located;
- 1.1.11 "**Financial Controls Policy**" means the policy adopted by the Vicar and Churchwardens on or before 31 March 2023 in accordance with the Ordinance as the same may be amended from time to time in accordance with its terms;
- 1.1.12 "**Governing Body**" has the meaning given to it in clause 6.1;

- 1.1.13 "**Ordinance**" means The Charities etc. (Guernsey and Alderney) Ordinance, 2021 (as amended) and all regulations promulgated thereunder;
- 1.1.14 "**Ordinary Resolution**" means a resolution passed as an ordinary resolution by a simple majority of the votes cast by those persons present and entitled to vote at a Congregational Meeting;
- 1.1.15 "**People's Warden**" means the person elected from time to time as the people's warden at a Congregational Meeting.
- 1.1.16 "**Purpose**" has the meaning given to it in clause 3;
- 1.1.17 "**Vicar**" means the incumbent of the Church and includes a person licensed as priest-in-charge of the Church;
- 1.1.18 "**Vicar's Warden**" means the person appointed from time to time as the vicar's warden by Vicar at a Congregational Meeting;]
- 1.1.19 "**Secretary**" means the person appointed from time to time as the secretary by the Governing Body;
- 1.1.20 "**Special Resolution**" means a resolution passed as a special resolution by a majority of not less than 75% of the votes cast by those persons present and entitled to vote at a Congregational Meeting;
- 1.1.21 "**Specified Role**" means the Vicar, Vicar's Warden and People's Warden or, where the context permits, any of them;
- 1.1.22 "**Treasurer**" means the person appointed from time to time as the treasurer by the Vicar OR appointed from time to time as the treasurer at a Congregational Meeting;
- 1.1.23 "Managing persons" means the Vicar and Churchwardens as elected together known as the Governing Body.

2. **LEGAL STATUS & RELATIONSHIP TO THE CHURCH OF ENGLAND**

- 2.1 The Church is an unincorporated association.
- 2.2 The Church is an ecclesiastical parish in the Deanery of Guernsey and forms part of the Church of England in accordance with The Channel Islands (Attachment of the Bailiwick of Guernsey to the Diocese of Salisbury) Order 2022.

3. **PURPOSE**

The Purpose of the Church is:

3.1 the furtherance of the work of the Church of England both within the Bailiwick of Guernsey and in the wider church; and

3.2 to support both charitable and missionary work within the Bailiwick of Guernsey and beyond.

4. ADMINISTRATION OF ASSETS

4.1 All of the property of the Church shall be under the control of the Vicar and Churchwardens, subject to the rights and duties of the Parochial Church Property Management Board established pursuant to The Parochial Church Property (Guernsey) Law, 2015.

4.2 It shall be the duty of the Vicar and Churchwardens to ensure that a full note and terrier of all lands, goods and other possessions of the Church is compiled and kept in accordance with the directions of the Dean from time to time.

4.3 The assets of the Church shall be used only in the furtherance of its Purpose and for other reasons that are not contrary to its Purpose as the Vicar and Churchwardens may from time to time determine.

5. MEMBERSHIP

5.1 The Church does not have a defined membership and all are welcome at the Church subject only to necessary and appropriate restrictions to address matters relating to the safeguarding of children and vulnerable adults and to the maintenance of good order during divine worship.

6. THE GOVERNING BODY

6.1 The responsibility for the management of the Church shall rest with the Vicar and Churchwardens supported by such other persons as are elected pursuant to clause 7.1, who together shall be known as the "Governing Body".

6.2 The Governing Body shall consist of at least four and no more than eight persons, including the Vicar, Churchwardens and Treasurer.

6.3 A majority of the members of the Governing Body must be resident in Alderney or Guernsey.

6.4 No person shall be remunerated for acting as a member of the Governing Board but shall be reimbursed for any reasonable expenses associated with their duties, in accordance with the Financial Controls Policy. This clause shall not prevent the Vicar and any employee of the Church being remunerated for their role as Vicar or as an employee.

6.5 The Church cannot be dissolved by its Managing Persons. Any dissolution of the Church would require an Order in Council. Should such an Order in Council be made the Church will be dissolved and its assets distributed in accordance with the terms of the Order in Council.

7. APPOINTMENT OF GOVERNING BODY

- 7.1 The Vicar, the Vicar's warden, the People's warden and the Treasurer shall be ex officio members of the Governing Body. Other members of the Governing Body, if any, shall be appointed by Ordinary Resolution at the Annual Congregational Meeting.
- 7.2 No person may be appointed as a member of the Governing Body unless they are a regular communicant at the Church and have consented to their appointment.
- 7.3 Should the number of members of the Governing Body fall below the minimum number of persons specified in this Constitutional Document such members of the Governing Body as are in office shall appoint additional members to the Governing Body, such additional members to serve until the next Annual Congregational Meeting at which meeting, they will be eligible for re-election.
- 7.4 The Treasurer and the holder of at least one of the Specified Roles must be unconnected to one another.
- 7.5 There shall be no limit on the period for which the Vicar, Vicar's Warden, People's Warden or Treasurer may serve. The Vicar, the Vicar's Warden, the Peoples Warden and the Treasurer shall remain members of the Governing Body for so long as they continue to hold the office of Vicar, Vicar's Warden, People's Warden, or Treasurer as the case may be.
- 7.6 Any member of the Governing Body except for the Vicar, Vicar's Warden, People's Warden or Treasurer shall serve a term of three years following which they shall be eligible for re-election.

8. DUTIES AND POWERS OF THE GOVERNING BODY

- 8.1 Each member of the Governing Body shall be a person of integrity and probity and shall have suitable and appropriate skills and experience.
- 8.2 Each member of the Governing Body:
- 8.2.1 has a general duty of care towards the Church and is under a duty to act in good faith at all times;
 - 8.2.2 is subject to a duty to act only in accordance with the powers afforded by this Constitutional Document;
 - 8.2.3 is under a duty to ensure that there are measures in place to enable the Church to achieve its purpose and mission effectively, to fulfil its other obligations under this Constitution Document and to discharge any legal obligations to which it is subject;
 - 8.2.4 is under a duty to review, from time to time, the activities of the Church and the performance of the Governing Body, to ensure that the organisation continues to achieve its purpose and mission effectively, to fulfil its other obligations under this Constitutional Document and to discharge any legal obligations to which it is subject; and

8.2.5 is under a duty to take all reasonable measures with the objective of ensuring that the financial position of the Church is satisfactory and prudent for the purposes of the Church's Purpose.

9. MEMBERS OF THE GOVERNING BODY CEASING TO HOLD OFFICE

9.1 Save for the Vicar and Churchwardens, ... "a person may resign as a member of the Governing Body by notice in writing to the other members of the Governing Body. Such resignation shall take effect on the date specified in the resignation notice or, if no date is specified, the day on which the notice is given. The Vicar, Vicar's Warden, People's Warden and Treasurer shall cease to be a member of the Governing Body upon them ceasing to hold office as Vicar, Vicar's Warden, People's Warden or Treasurer, as they case may be.

9.2 Save for the Vicar and Churchwardens, a person shall cease to be a member of the Governing Body if:

9.2.1 they have absented themselves (such absence not being with leave or by agreement with the other members of the Governing Body) from meetings of the Governing Body for six months in succession and a majority of the other members of the Governing Body resolve that their office should be vacated;

9.2.2 they become bankrupt, suspend payment or compound with their creditors, or is adjudged insolvent or has their affairs declared en désastre or has a preliminary vesting order made against their Guernsey realty;

9.2.3 they die;

9.2.4 by reason of physical or mental infirmity they are unable to adequately discharge the functions of their office;

9.2.5 they become ineligible to be a member of the Governing Body in accordance with the Ordinance;

9.2.6 they are removed by a resolution of all of the other members of the Governing Body; or

9.2.7 they are removed by an Ordinary Resolution passed at an Annual Congregational Meeting.

9.3 The Vicar, Vicar's Warden and People's Warden cannot be removed as a member of the Governing Body but they shall automatically cease to be a member of the Governing Body upon ceasing to hold the role of Vicar, Vicar's Warden or People's Warden, as the case may be.

9.4 The Treasurer may be dismissed from office by a resolution of the Governing Body approved by more than half of the members of the Governing Body provided that such resolution must be approved by (a) the Vicar and either of the Vicar's Warden or the People's Warden or, (b) if the Vicar does not vote in favour of the resolution, by both the Vicar's Warden and the People's Warden.

9.5 For the purposes of this section, when determining whether a resolution has been duly passed by the Governing Body, the person whose removal is the subject of the resolution shall not be included in the calculation.

10. **CONFLICTS OF INTEREST**

Any person who is a member of the Governing Body shall promptly after becoming aware of the same draw to the attention of the other members of the Governing Body any actual or potential conflict of interest. A person may vote upon any matter in respect of which they have declared an interest unless at least half of those members of the Governing Body who have not declared an interest determine otherwise.

11. **MEETINGS OF THE GOVERNING BODY**

11.1 The Governing Body shall meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit.

11.2 Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairperson [shall/shall not] have a second or casting vote.

11.3 Any member of the Governing Body may summon a meeting of the Governing Body. No one member of the Governing Body may summon more than 12 meetings of the Governing Body in any calendar year.

11.4 Subject to the provisions hereof, a meeting of the Governing Body may be validly held notwithstanding that all of the members of the Governing Body attending the meeting are not in the same place provided that they are in constant communication with each other throughout by telephone, television or some other form of communication. A member of the Governing Board so participating shall be deemed present and counted in the quorum and be entitled to vote.

11.5 The quorum necessary for the transaction of business of the Governing Body shall be three, which number must include (unless all of the relevant offices are vacant) at least one of the Vicar, Vicar's Warden or People's Warden.

11.6 If and for so long as the number of members of the Governing Body is less than the number required for a quorate meeting of the Governing Body to be convened, such members of the Governing Body as are in office may meet for the purposes of increasing the number of members of the Governing Body to the number required for a quorum but for no other purpose.

11.7 The Chairperson shall be the chairperson of the Governing Body unless the Chairperson is not present within five minutes of the time appointed for the holding of the meeting in which case the members of the Governing Body present shall elect from among their number a chairperson. The Vicar may delegate the role of Chairperson to any member of the Governing Body for the purposes of a particular meeting.

11.8 All acts done by any meeting of the Governing Body shall, notwithstanding that it is afterwards discovered that there was some defect in the convening of the relevant meeting or in the appointment of a member of the Governing Body, be as valid as if the meeting had been duly convened or the member validly appointed, as the case may be.

11.9 A resolution in writing signed by all of the members of the Governing Body shall be as valid and effective as if it had been passed at a meeting of the Governing Body, and may consist of several documents in the like form signed by any one or more of the members of the Governing Body.

12. CONGREGATIONAL MEETINGS

12.1 The Church shall hold prior to 30 April in each calendar year a Congregational Meeting, this Congregational Meeting shall be known as the "Annual Congregational Meeting" and shall be held at a convenient time and place as determined by the Chairperson.

12.2 The Vicar, Churchwardens, Treasurer, and such other persons as may be invited by the Governing Body to do so shall present to the Annual Congregational Meeting an appropriate report regarding their role and the Church in relation to the financial year preceding the year in which the relevant meeting is held (each a "**Report**"). A Report may be presented in writing prior to the Annual Congregational Meeting and, if a Report is so presented shall, unless a person present at the Annual Congregational Meeting requires otherwise, be deemed to have been received by the meeting.

12.3 Those present at the Annual Congregational Meeting may, with the consent of the chairperson of the meeting, ask questions of any person presenting a report about the contents of their report and the person giving the report shall take reasonable steps to answer such questions or to procure that such questions are answered. The chairperson of the meeting may permit such questions as they think fit and shall have complete discretion to bring the question period of the meeting to a close.

12.4 The Governing Body may convene one or more Congregational Meetings in addition to the Annual Congregational Meeting.

12.5 One or more additional Congregational Meetings shall be convened if fifty percent or more of those entitled to attend and vote at a Congregational Meeting require by notice in writing signed by such persons and delivered to the Vicar or to one of the Churchwardens that a Congregational Meeting be convened.

12.6 At least 14 calendar days' notice of a Congregational Meeting shall be given to those entitled to attend such meeting.

12.7 A notice convening a Congregational Meeting shall, to the extent reasonably possible, contain brief details of any business to be considered at the meeting. A Congregational Meeting shall (save as provided in paragraphs 12.9 and 17.2 below) be competent to discuss or to pass any resolution notwithstanding that it relates to a matter the brief details of which were not contained in the notice convening the relevant meeting.

- 12.8 Notwithstanding any provision of this document to the contrary, a Congregational Meeting shall not be competent to discuss or to pass any resolution relating to the removal of a member of the Governing Body pursuant to paragraph 9.2.7 unless the notice convening the relevant Congregational Meeting has been duly given and includes in reasonable detail, which details must include the name of the relevant member of the Governing Body, the proposal that such member be removed.
- 12.9 The displaying of a written notice in a reasonably prominent position in the Church stating the date, time and place of the Congregational Meeting shall constitute the due giving of notice of the Congregational Meeting to those persons entitled to attend such meeting. Such additional notice (if any) of the Congregational Meeting as the Vicar and Churchwardens think fit may also be given.
- 12.10 Such persons including at least two members of the Governing Body as are in attendance at the appointed time and place at a Congregational Meeting shall constitute a quorum. The Chairperson shall be the chairperson of the Congregational Meeting unless the Chairperson is absent from the meeting in which case the Vicar's Warden shall be the chairperson of the meeting. If neither of the foregoing are present at the Congregational Meeting the People's Warden shall be the chairperson of the Congregational Meeting and if the People's Warden is not present at the Congregational Meeting those persons present and entitled to vote at the meeting shall elect from among their number a chairperson.
- 12.11 Where a vacancy exists, or will exist prior to the next Annual Congregational Meeting, the Annual Congregational Meeting shall elect such number of persons as are eligible to represent the Church on the Guernsey Deanery Synod. No person may be elected as such a representative unless they have agreed to stand for election and their name appears on the section of the Deanery Electoral Roll relating to the Church.
- 12.12 Save as provided in clause 12.13, if within fifteen minutes after the time appointed for a Congregational Meeting a quorum is not present the Congregational Meeting shall stand adjourned to the same day in the next week at the same time and place and no notice of the adjournment need be given and if at such adjourned meeting a quorum is again not present the Congregational Meeting shall be dissolved.
- 12.13 If within fifteen minutes after the time appointed for a Congregational Meeting convened pursuant to clause 12.5 a quorum is not present such Congregational Meeting shall be dissolved.

13. FINANCIAL STATEMENTS

- 13.1 The Church's financial year shall be the calendar year.
- 13.2 Annual financial statements showing in reasonable detail the financial position of the Church during the period to which they relate shall be produced.
- 13.3 The annual financial statements shall be prepared and retained in accordance with the Ordinance and the Financial Controls Policy.

13.4 A decision shall be taken at the Annual Congregational Meeting by Ordinary Resolution in the financial year to which the financial statements relate as to whether those financial statements should be audited or alternatively independently examined and, following the making of such decision, an auditor or examiner of the financial statements (as applicable) shall be appointed by Ordinary Resolution. Any appointment of an auditor or examiner shall be in accordance with the Financial Controls Policy.

13.5 A copy of the Church's annual financial statements shall be made available for inspection in the Church building for the period of 14 days preceding the date of the Annual Congregational Meeting and shall be presented to the Annual Congregational Meeting.

13.6 A copy of the Church's annual financial statements shall be provided to any person reasonably requesting the same. One electronic copy of the Church's annual financial statements shall be provided free of charge to any person who requests a copy. Should a person request a paper copy of the Church's annual financial statements the Church shall provide them upon receipt of such sum (if any) as the Vicar reasonably considers necessary to cover the expenses incurred by the Church in the production of the paper copy, including, without limitation, printing costs.

14. DUTIES AND POWERS OF THE CHAIRPERSON

14.1 It shall be the duty of the Chairperson to chair all meetings of the Governing Body, the Annual Congregational Meeting and any other Congregational Meetings, subject to the terms of this Constitutional Document providing for an alternative person to chair such meetings.

15. DUTIES AND POWERS OF THE TREASURER

15.1 It shall be the duty of the Treasurer to ensure that proper books of account with respect to all the transactions, financial assets and financial liabilities of the Church are prepared and maintained to disclose with reasonable accuracy, at any time, the financial position of the Church and to enable the preparation of the Church's annual financial statements. Such books of account shall be prepared in accordance with the Financial Controls Policy.

15.2 Unless some other person is appointed by the Governing Body to do so it shall be the duty of the Treasurer to prepare the annual financial statements of the Church. If some other person is appointed by the Governing Body to prepare the annual financial statements of the Church the Treasurer shall provide to such person such assistance, information and documentation as that person may reasonably request in connection with the preparation of the annual financial statements.

16. DUTIES AND POWERS OF THE SECRETARY

16.1 It shall be the duty of the Secretary to prepare, or to cause to be prepared, minutes of the Annual Congregational Meeting and any other Congregational Meeting.

- 16.2 The Secretary may, but is not required to, be a member of the Governing Body. The Secretary may also be the holder of the office of Churchwarden or Treasurer.
- 16.3 The Secretary shall attend meetings of the Governing Body in order to prepare minutes of the meetings of the Governing Body. If the Secretary is not a member of the Governing Body they shall not have the right to speak or vote at meetings of the Governing Body.
- 16.4 The Secretary shall file or cause to be filed all annual and other returns necessary to ensure that the Church remains in good standing with the Guernsey Charities Registry and the Office of the Data Protection Commissioner.
- 16.5 The Secretary may agree to take on such additional duties as the Governing Body may request.

17. **AMENDMENTS TO THIS CONSTITUTIONAL DOCUMENT**

- 17.1 It is intended that this Constitutional Document comply with the Ordinance and all rules and regulations promulgated thereunder. Consequently, this Constitutional Document shall, to the extent possible, be interpreted so as to ensure such compliance. Any provision of this Constitutional Document that is not in compliance with the Ordinance or with a rule or regulation shall be deemed not to be contained in this Constitutional Document.
- 17.2 Subject to clause 17.3, this Constitutional Document may be amended by an Ordinary Resolution proposed at a Congregational Meeting. The notice convening a Congregational Meeting at which an amendment to this Constitutional Document is to be proposed must set out the full text of the proposed amendment. If the notice does not set out the full text of the proposed amendment the amendment cannot be considered at the Congregational Meeting.
- 17.3 If the Vicar reasonably determines that this Constitutional Document needs to be amended to correct an error, to reflect a relevant provision of law, rule or regulation or to assist in the furtherance of the Purpose this Constitutional Document may be amended with the approval of more than half of the Governing Body and the amendment reported to the next Annual Congregational Meeting.
- 17.4 Any amendment to this Constitutional Document shall be notified to the Charities Registrar in accordance with the Ordinance.