

Gillingham Community Church: a Charitable Incorporated Organisation: Byelaws regarding Trustees and Church Leaders

1. Background

- (a) These byelaws are agreed between the Trustees and the spiritual leaders (Church Leaders) of Gillingham Community Church (GCC) a Charitable Incorporated Organisation (CIO) registered in England, charity registration number 1129261. They help to set out the terms of reference for the Trustees, their working relationship with the Church Leaders, the composition of the Trustee Board and the way in which Trustees and Church Leaders are appointed.
- (b) The management of the CIO must always be in line with its governing document (GCC Constitution) and nothing contained within these byelaws can conflict with or override the governing document, which always holds primary authority.
- (c) While application of these byelaws may not be required under the GCC CIO Constitution, it is agreed and understood that the intent will be to abide by these byelaws (in addition to the Constitution) in the appointment and management of the GCC, the Trustees and the Church Leaders.

2. Gillingham Community Church - Partners

- (a) GCC Partners - Partnership at GCC is open to all Christians who believe they are called by God to be part of this local church, and want to commit themselves to the work of the church and to each other.
- (b) GCC Partners, because of their commitment, have an important role in helping to shape the direction and outworking of GCC and the work of GCC in the community through consultation, prayer and discussions at regular GCC Partners meetings.
- (c) Church attenders (those attending regular church gatherings) who wish to become Partners may apply, using the process agreed by the Church Leaders and existing Partners.

3. Gillingham Community Church - Church Leaders and the Leaders Team

- (a) GCC Leaders Team - this is a group of appointed Church Leaders whose role is to serve the Partners and wider congregation in determining the spiritual direction, development and mission of the Church (including making decisions on policy and functioning of GCC). Decisions are made under God's guidance and in consultation with the Partners.
- (b) It is understood that spiritual leadership in GCC comes from a spiritual 'calling' of the Church Leaders under the guidance of God. The Leaders Team functions as a group of equals and are volunteers. Individuals are only ever paid if strictly necessary to carry out their roles. The Church Leaders are accountable to God, to each other, to the Partners, to the wider congregation, and to any external ministries to which the Church relates.
- (c) New Church Leaders are appointed, as needed, by the existing Leaders Team, seeking God's guidance and after prayer. New Church Leaders are also appointed in consultation with the GCC Partners.
- (d) New Church Leaders are initially invited to join the Leaders Team for a minimum of 12 months. After this, subject to the agreement of the existing Church Leaders and affirmation from the Partners, their role can be confirmed.
- (e) It is recognised that the responsibilities of Church Leaders and Trustees will overlap in many areas and therefore, although not a requirement of the constitution, GCC will aim to have a minimum of 50% of the Church Leaders normally also being Trustees. Church Leaders and Trustees have a duty and responsibility to serve each other in fulfilling the purposes of GCC.

4. Gillingham Community Church - Trustees

- (a) Gillingham Community Church is a CIO, and this is a necessary vehicle to give legal charitable status to the Church and to help facilitate its mission and manage its finances.
- (b) The Trustees serve GCC by having general control and managing the administration of the charity, ensuring the CIO works within its legal framework, that financial solvency is maintained, and that the Objects of the CIO (which underly the mission of the Church) are fulfilled.
- (c) The Trustees are concerned with supporting the Church Leaders and Partners in fulfilling the aims and mission of GCC but in their role as Trustees they do not have any responsibility for leading GCC or making policy decisions affecting the spiritual direction of the Church.
- (d) The Trustees are responsible for ensuring that appropriate advice is given to both Partners and Church Leaders in the areas for which the Trustees are responsible. The trustees are accountable to God, to each other, to the Church Leaders, to the Partners and to the Charities Commission.
- (e) The Trustees have a responsibility to:
 - (i) Ensure compliance - to make sure the CIO complies with its governing document and the law including registration, accounting, reporting and other legal requirements;
 - (ii) Act in the best interests of the CIO - ensuring it is best able to carry out its purposes in line with its governing document, avoiding or managing conflicts of interest and loyalty, and in line with the spiritual direction provided by the Church Leaders;
 - (iii) Manage the CIO's resources responsibly - including management of finances, risks, property, staff and volunteers;
 - (iv) Act with reasonable care and skill - the trustees should exercise appropriate care and skill in undertaking their duties and take advice when needed.
- (f) The Trustees areas of responsibility therefore include:
 - (i) Financial management including budgeting, accounts, tax (including Gift Aid), and banking;
 - (ii) Effective management of resources;
 - (iii) Maintenance and management of properties;
 - (iv) Insurance of property and assets including public liability and employer's liability insurance;
 - (v) Management and mitigation of risks;
 - (vi) Compliance with Charity Commission requirements;
 - (vii) Child and vulnerable persons protection;
 - (viii) Managing contracts with suppliers, other organisations and employees ;
 - (ix) Other legal requirements including data management, disability access, health and safety, licenses, etc.;
 - (x) Ensuring appropriate reporting to the Charity Commission takes place, including the timely submission of the Annual Report and Accounts.

5. Appointment of Trustees and trustee meetings

- (a) As noted above, although not required by the Constitution, as a general rule 50% of the Trustees will be Church Leaders ('Leaders Trustees') to include any Trustee appointed under 5(c) below, and 50% will be appointed by the Trustees from nominations received from GCC Partners ('Non-leaders Trustees').
 - (i) If at any stage the number of Leaders Trustees and Non-leaders Trustees are not equal, every effort will be made to correct this at the earliest opportunity.
 - (ii) If GCC Partners have not provided nominations, or if nominated individuals are ineligible or considered inappropriate, the Trustees themselves can appoint additional Non-leader Trustees.

- (iii) Although not a requirement of the constitution, to be quorate, in addition to article 15(3) of the Constitution, there should be a minimum of one Leader Trustee present and one Non-leader Trustee present.
- (iv) Although not a requirement of the constitution, if any decisions cannot be reached by consensus and there is a need for a vote among the Trustees, only equal numbers of Leaders and Non-leaders Trustees should be permitted to vote (where necessary individuals would need to relinquish voting rights by sortition).
- (v) There can be no “unofficial” meetings or meetings where all Trustees have not been invited.
- (b) Although not a requirement of the constitution, all Trustees should be in agreement with the Statement of Doctrines recorded as a Schedule in the GCC Constitution.
- (c) All Trustees must be GCC Partners, except that the Church Leaders will be entitled (but not required) to appoint one person to be a Leaders Trustee who is not a GCC Partner if it is considered helpful.
- (d) Every Trustee must sign a declaration of willingness to act as a Trustee of the CIO before he or she is eligible to vote.
- (e) At the adoption of the CIO status, the first Trustees initial terms of appointment were fixed to establish a cycle of trusteeship. Subsequently, every Trustee is appointed for a term of three years. Appointments may be renewed, but GCC Church Leaders who are also Trustees by virtue of their role will cease to be Trustees when they are no longer leaders. Although not a requirement of the constitution, all other Trustees can be appointed for a maximum of three consecutive terms of three years, after which they must step down for a minimum of 12 months.
- (f) Only a minority of Trustees can be connected persons, and where connected persons are appointed as Trustees, due care must be taken to fully and appropriately manage conflicts of interest and conflicts of loyalty.

6. Openness and transparency in the conduct of the trustees

- (a) All meetings of the Trustees will be minuted in line with Clause 24 of the GCC Constitution. If it is necessary to omit parts of the minutes or to be circumspect about some matters, a note will be added giving the reason.
- (b) Following each meeting of the Trustees, a summary of the minutes will be produced and made available to the GCC Partners.
- (c) Where there is insufficient expertise or time is not available to perform the duties of trusteeship properly, adequate measures will be taken in a timely manner to mitigate the situation. This may include, but is not limited to:
 - (i) Obtaining resources and/or expertise from within or outside the Church fellowship, which may include the use of committees or sub-committees under Clause 14 of the Constitution;
 - (ii) Increasing the number of Trustees (in line with these byelaws and the GCC Constitution);
 - (iii) Replacing Trustees with others who have more relevant expertise or time (in line with these byelaws and the GCC Constitution)
 - (iv) Co-opting additional Trustees on a temporary basis and for a specific purpose only (in line with these byelaws and the GCC Constitution).

7. Financial management

- (a) The Trustees will review the church finances at every meeting of the Trustees, and will ensure that:
 - (i) Proper procedures are observed in accounting for expenditure, handling cash and the management of bank accounts
 - (ii) Gift Aid and other income/funding are maximised and applied for in a timely manner

- (iii) There is an adequate and appropriate Financial Policy in place to regulate and monitor expenditure, ensure accountability, and ensure large items of expenditure are properly authorised.
- (iv) Annual accounts are prepared and published in a timely manner (see Clause 25 of the GCC Constitution), and when formally accepted by the Trustees will be made available to the GCC Partners.
- (v) Annual budgets are set by the Church Leaders and the Trustees before the start of the financial year
- (vi) Auditors are appointed annually to review the accounts

8. Interpretation

- (a) In these byelaws, the interpretation of terms is the same as in the Constitution (Clause 30). In addition
 - (i) '**GCC Partners**' means individuals who meet together for public worship, and who have specifically committed themselves to the work and purposes of GCC, and who have been accepted into Church Partnership
 - (ii) '**Church Leader**' means a person appointed as a spiritual leader of the church, in consultation with the GCC Partners
 - (iii) '**Leaders Team**' is the group of appointed Church Leaders
 - (iv) '**Trustees**' are the charity trustees of the CIO
 - (v) '**Connected persons**' are those defined in Clause 30 of the constitution.