

# **Churches and Industry Group Birmingham-Solihull**

(Adopted 25 April 2017)

## **1. CONSTITUTION**

- 1.1 The Charity shall be called Churches and Industry Group Birmingham-Solihull
- 1.2 The Charity is an ecumenical body which interprets and engages the Christian teaching and faith to the economic, industrial and general workplaces of the Birmingham and Solihull area; and to the lives of the people who work there. This type of work was formerly known as 'Industrial Mission'.

## **2. THE OBJECTS OF THE CHARITY**

- 2.1 The Charity aims to advance the Christian faith by
  - 2.1.1 ministering to individuals in workplaces and bodies engaged in economic and training issues;
  - 2.1.2 encouraging the Churches' engagement with working life and economic concerns;
  - 2.1.3 facilitating chaplaincy and pastoral care in workplaces and training establishments, without distinction of race, sex, politics or religion;
  - 2.1.4 providing and sharing information and training on socio-economic and faith matters
  - 2.1.5 supporting training schemes
  - 2.1.6 working in partnership with churches, businesses, unions, public sector bodies and similar associations.
- 2.2 The Charity aims to advance community development and citizenship through the promotion of religious harmony, equality and diversity by
  - 2.2.1 working ecumenically amongst different churches and different faiths;
  - 2.2.2 encouraging reasonable and lawful personal expression of all faiths and spiritualities in workplaces; such as by advising on the provision of faith spaces and facilitating diversity and interfaith engagement;

2.2.3 supporting community regeneration initiatives without distinction of race, gender, or political opinion.

2.3 The Charity will operate particularly, but not exclusively, within the City of Birmingham and the Borough of Solihull.

### **3. THE MEMBERS OF THE CHARITY**

3.1 The Members of the Charity shall comprise: the Presidents, the Management Council, the Workplace Chaplains' Team and the Friends.

### **4. THE PRESIDENTS**

4.1 The Presidents of CIGB shall be the Presidents of Birmingham Churches Together (Registered Charity Number 243931) ("BCT").

### **5. THE MANAGEMENT COUNCIL**

5.1 The Management Council as charity trustees manage the Charity and its property and funds.

5.2 The Membership of the Management Council shall be:-

5.2.1 the Presidents ex officio

5.2.2 the Chair of the Management Council (as appointed by the Presidents (5.3))

5.2.3 one Anglican nominated by the Bishop of Birmingham, and one Anglican nominated by the Bishop of Birmingham's Council

5.2.4 two Methodists nominated by the District Policy Committee of the Birmingham Methodist District

- 5.2.5 two Roman Catholics nominated by the Archbishop of Birmingham
- 5.2.6 up to three representatives of other churches, at the invitation of the Presidents
- 5.2.7 an officer (nominated by the Presidents) representing Birmingham Churches Together (BCT)
- 5.2.8 up to five representatives at the invitation of the Presidents from industry, commerce, public bodies and such institutions as the Management Council may from time to time decide.
- 5.3 The Chair of the Management Council shall be appointed by the Presidents.
- 5.4 The Management Council shall appoint a Deputy Chair, Honorary Secretary and Honorary Treasurer.
- 5.5 The Workplace Chaplains, as the Management Council shall from time to time decide, will attend meetings of the Management Council in an executive capacity and with the responsibility of effecting the Management Council's policies. They shall not have voting rights on the Management Council.
- 5.6 The Management Council shall:
  - 5.6.1 determine the policy of the Charity
  - 5.6.2 advise and support the Chaplains' Team in their work
  - 5.6.3 assist in identifying priorities in workplace chaplaincy work
  - 5.6.4 debate and advise on any issue in the field of workplace chaplaincy mission referred to them by the Presidents of BCT, the member churches of BCT, or other bodies
  - 5.6.5 approve membership of the Workplace Chaplains' Team and promote the training and recruitment of workplace chaplains

- 5.6.6 report its activities to Birmingham Churches Together and to the governing bodies of BCT's member churches as those churches shall request
- 5.6.7 receive a report at each meeting of the work of the Workplace Chaplains' Team
- 5.6.8 approve annually a Report of the Charity's activities and a statement of account of the Group's funds
- 5.7 The Management Council shall meet at least four times a year and shall make regulations for the management of the Charity and for the conduct of its business and may from time to time alter such regulations
- 5.8 No decision can be made at a meeting of the Management Council unless a quorum is present at the time that the decision is purported to be made. The quorum shall be three, or the number nearest to one-third of the total number of existing Management Council members, whichever is the greater number.
- 5.9 Decisions arising at a meeting that require a vote, must be decided by a majority of votes; in the case of an equality of votes the person who chairs the meeting shall have a second or casting vote.
- 5.10 A resolution in writing that has been agreed and signed by at least two-thirds of the Management Council members, who are entitled to receive notice of a meeting of the Management Council and to vote upon the resolution, shall be as valid and effectual as if it had been passed at a meeting of the Management Council, duly convened and held, where a minimum period of 7 days, and maximum of 21 days, exists between the date of the notice of the resolution being sent, and the date of the count of votes.
- 5.11 A resolution communicated electronically that has been agreed, and assent signified, by at least two-thirds of the Management Council members who are entitled to receive notice of a meeting of the Management Council and to vote upon the resolution, shall be as valid and effectual as if it had been passed at

a meeting of the Management Council, duly convened and held, where a minimum period of 7 days, and maximum of 21 days, exists between the date of the notice of the resolution being sent by email, and the date of the count of votes received by email.

5.12 The Management Council may employ and pay any person or persons not being members of the Management Council to further the aims of the Charity and may make all reasonable and necessary provision for the payment of pensions to or on behalf of employees their widows widowers and dependants

5.13 A Management Council member automatically ceases to be a member of the Management Council if he or she:

5.13.1 is disqualified under the Charities Act 2011 from acting as a charity trustee; or

5.13.2 is incapable, whether mentally or physically, of managing his or her own affairs, as stated in a written opinion of a registered medical practitioner who is treating that person; or

5.13.3 is absent from 3 consecutive meetings of the Management Council without permission from other council members, and the Council resolves that his or her office be vacated; or

5.13.4 ceases to be a nominee or invitee to the Management Council

5.14 A Management Council member may also cease to be a member of the Management Council if he/she resigns by written notice to the Management Council (but only if at least two Management Council members remain in office)

## **6. THE WORKPLACE CHAPLAINS' TEAM**

6.1 The Workplace Chaplains' Team shall be those people approved by the Management Council, for full or part-time work, paid or voluntary, in workplace chaplaincy mission.

- 6.2 The names of the Workplace Chaplains shall be published in the CIGB Annual Report and reported at the Annual Meeting.
- 6.3 The Team meets as agreed by the Chaplains.
- 6.4 The Director of the Workplace Chaplains Team is appointed from time to time by the Presidents in consultation with the Management Council.
- 6.5 The Team reports to the Management Council.

## **7. FRIENDS**

- 7.1 The friends are a body of supporters of Churches and Industry Group Birmingham-Solihull who are invited by the Management Council to become friends, who accept such invitation and pay such fee as may from time to time be provided by the Management Council

## **8. PROPERTY AND FUNDS**

- 8.1 The property and funds of the Charity must be used only for promoting the objects of the Charity and do not belong to the members of the Charity or the Management Council
- 8.2 No member of the Management Council may receive any payment of money or other material benefit (whether direct or indirect) from the Charity except
  - 8.2.1 reimbursement of authorised reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity
  - 8.2.2 A Management Council member may benefit from Trustee Indemnity Insurance Cover purchased at the charity's expense, in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011.

8.2.3 any Management Council member who possesses specialist skills or knowledge and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Group on the instructions of the other Management Council members but (i) only if due process is followed in selecting the member, firm or company concerned and setting the fees and (ii) provided that this provision may not apply to more than one half of the Management Council members in any financial year

8.2.4 Whenever a Management Council member has a personal interest in a matter to be discussed at a Management Council meeting, the Management Council member must:  
declare an interest before discussion begins on the matter; and withdraw from that part of the meeting unless expressly invited to remain in order to provide information; not be counted in the quorum for that part of the meeting; and withdraw during the vote and have no vote on the matter

8.3 Investments and other property of the Charity may be held in the name of the Charity

## **9. MEETINGS OF THE CHARITY**

9.1 An Annual General Meeting shall be held in each calendar year.

9.2 General meetings may be called by the management council giving 21 clear days' written notice to the members specifying the business to be transacted.

9.3 The management council must call an extraordinary general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. This request must state the nature of the business to be discussed. If the management council fail to hold such a meeting within 28 days of the request, the members may proceed to call such an extraordinary general meeting, but in so doing they must comply with the provisions of this constitution.

- 9.4 There is a quorum at a general meeting if the number of members personally present is at least three. If a quorum is not present, the meeting shall be adjourned to such time and place as the management council shall determine. They must reconvene the meeting and must give at least 7 days' notice of the reconvened meeting. If no quorum is present at the reconvened meeting within 15 minutes of the start time of the meeting, the members present at that time shall constitute the quorum for that meeting.
- 9.5 The Chair of General Meetings shall be the Chair of the Management Council. If this person is not present within 15 minutes of the time appointed for the meeting, a trustee nominated by the trustees present shall chair the meeting. If no trustee is present and willing to chair the meeting within 15 minutes of the time appointed the members present and entitled to vote must choose one of their members to chair the meeting.
- 9.6 The principal business of the Annual General Meeting to be:-
- 9.6.1 To receive an annual report of the work of the Charity
  - 9.6.2 To receive the annual accounts
  - 9.6.3 Discuss any issues of policy or deal with any other business put before them
- 9.7 The Workplace Chaplains Team, the members of the Management Council, the Presidents, and the Friends shall be entitled to attend and vote at the Annual General Meeting and General Meetings of the Charity. Each member shall have one vote; but if there is an equality of votes, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

## **10. POWERS**

- 10.1 The Charity through the Management Council may in furtherance of its objectives :
- 10.1.1 promote or carry out research

- 10.1.2 provide advice
  - 10.1.3 publish or distribute information
  - 10.1.4 co-operate with other bodies
  - 10.1.5 support, administer, set up, merge with, or enter into a joint venture arrangement with other charities that are formed for any of the objects.
  - 10.1.6 raise funds (but not by means of taxable trading)
  - 10.1.7 borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011)
  - 10.1.8 acquire or hire property of any kind
  - 10.1.9 let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011)
  - 10.1.10 deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
  - 10.1.11 set aside income as a reserve against future expenditure; but only in accordance with a written policy about reserves.
  - 10.1.12 may delegate any of its powers or functions to a committee of two or more management council members; but the terms of such delegation must be recorded in the minutes. All acts and proceedings of the committee must be fully and promptly reported to the trustees. The Management Council may revoke or alter a delegation.
  - 10.1.13 recommend independent examiners or auditors for approval at a General Meeting
  - 10.1.14 set up appropriate insurance cover, which may include public liability, employer's liability and trustee indemnity.
  - 10.1.15 do anything else within the law which promotes or helps to promote the objects of the Charity.
- 10.2 The Members receive the Annual Accounts and approve the appointment of auditors, by passing a resolution at a General Meeting.

## **11. RECORDS AND ACCOUNTS**

11.1 The Management Council must comply with the requirements of the Charities Act 2011 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of:-

11.1.1 annual reports

11.1.2 annual returns

11.1.3 annual statements of account

11.2 Management Council must keep proper records of:

11.2.1 all proceedings at General Meetings

11.2.2 all proceedings at Management Council meetings, including the names of Council members present and decisions made

11.2.3 all reports of sub-committees

11.2.4 all professional advice obtained

11.2.5 all appointments of new trustees

11.3 Annual reports and statements of account relating to the Charity must be made available for inspection by any member of the Charity

11.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Charity's reasonable costs (as required by the Charities Act )

## **12. BANKING**

12.1 The Management Council shall maintain such banking accounts for the Charity as they consider convenient and every sum received on account of the Charity shall be paid to the credit of such accounts. All cheques and orders for the payment of money from any such account shall be signed as the Management Council shall from time to time resolve.

### **13. DISSOLUTION**

- 13.1 The Management Council may by resolution passed by a majority of 75% of the members of the Management Council wind up the Charity at any time. In the event of such winding up, the assets of the Charity, after discharging or providing for all liabilities, may be applied or paid to such exclusively charitable purposes charity or charities as the Management Council may decide provided that if possible the same shall be used for purposes similar to those of the Charity; or in such manner as the Charity Commission for England and Wales may approve of (in writing).
- 13.2 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- 13.3 The Management Council will notify the Charity Commission promptly that the charity has been dissolved. If necessary they must send the Commission the charity's final accounts.

### **14. ALTERATION OF CONSTITUTION**

- 14.1 The Management Council may by resolution passed by a majority of 75% of the members of the Management Council present at the meeting of the Management Council amend the Constitution of the Charity provided no alteration shall be made to the Constitution that will cause the group to cease to be a charity at law.

### **15. BUSINESS**

- 15.1 No Business of any meeting of the Charity or the Management Council shall be invalidated by any vacancy or by any defect in the qualification of or election of a member thereof or the failure of any notice of meeting to reach any member