

# **Constitution of the Association of Church Accountants & Treasurers** (As amended by the 15 October 2016 AGM from the 3 September 2013 version)

## **1 Name**

The name of the Association is the **Association of Church Accountants & Treasurers** ("the Association")

## **2 Objects**

The objects of the Association are the advancement of the Christian religion through the promotion of the efficiency and effectiveness of Christian Churches and other Christian organisations and bodies particularly through the provision of advice, training and information on accounting, financial legal and other related issues ("the Objects")

## **3 Powers**

The Association has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To publish or distribute information on accounting, tax and other financial issues, charity and other areas of laws and all other related topics
- 3.2 To provide advice and training on the issues set out in 3.1
- 3.3 To co-operate with other bodies and to act as a forum for the exchange of ideas and information
- 3.4 To promote or carry out research
- 3.5 To support, administer or set up other charities
- 3.6 To raise funds (but not by means of taxable trading)
- 3.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 3.8 To acquire or hire property of any kind
- 3.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 3.10 To make grants or loans of money and to give guarantees
- 3.11 To set aside funds for special purposes or as reserves against future expenditure
- 3.12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert)
- 3.13 To delegate the management of investments to a financial expert, but only on terms that:
  - 3.13.1 the investment policy is set down in writing by the Committee
  - 3.13.2 every transaction is reported promptly to the Committee
  - 3.13.3 the Committee are entitled to cancel the delegation arrangement at any time
  - 3.13.4 the investment policy and the delegation arrangement are reviewed at least once a year
- 3.14 To insure property for any amount against any risk and take out other insurance policies to protect the Association
- 3.15 To insure the directors of any duly appointed sole corporate trustee or else the members of the Committee against defence costs or personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that or was reckless whether the act or omission was a breach of trust or breach of duty)
- 3.16 To employ paid or unpaid agents, staff or advisers
- 3.17 To enter into contracts to provide services to or on behalf of other bodies
- 3.18 To pay the costs of forming the Association
- 3.19 To do anything else within the law which promotes or helps to promote the Objects

## **4 Membership**

- 4.1 Membership of the Association is open to any individual or organisation interested in promoting the Objects
- 4.2 The Committee may establish different classes of membership and set appropriate rates of subscription, make Bye-Laws to record the different classes of Membership in force from time to time,

and make such other Bye-Laws as are required to achieve the objects of the charity, provided that all such Bye-Laws are consistent with the provisions of this Constitution.

- 4.3 The Committee must keep a register of members
- 4.4 A member whose subscription is six months in arrear ceases to be a member but may be readmitted on payment of the amount owing
- 4.5 A member may resign by written notice to the Association
- 4.6 The Committee may terminate the membership of any individual or organisation whose continued membership would in the view of the committee be harmful to the Association (but only after notifying the member concerned in writing and considering any written representations which the member puts forward within 14 clear days after receiving notice)
- 4.7 Membership of the Association is not transferable

## 5 General Meetings

- 5.1 All members are entitled to attend general meetings of the Association in person or (in the case of a member organisation) through an authorised representative
- 5.2 General meetings are called by 21 clear days' written notice to the members specifying the business to be transacted
- 5.3 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 5.4 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members in person or (in the case of a member organisation) through an authorised representative
- 5.5 Except for the Chair of the meeting who has a second or casting vote every member present in person or (in the case of a member organisation through an authorised representative) is entitled to one vote on every issue
- 5.6 An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Association)
- 5.7 At an AGM the members:
  - 5.7.1 receive the accounts of the Association for the previous financial year
  - 5.7.2 receive the report of the Committee or any sole corporate trustee holding office under Clause 6 on the Association's activities since the previous AGM
  - 5.7.3 elect elected Committee members or appointed directors under Clause 6.2.1 to replace those retiring from office
  - 5.7.4 subject to the provisions of this clause, elect from among the members of the Association the Chair of the Association and of the Committee or else of any sole corporate trustee, to hold office for a period of three years. The outgoing Chairman shall be eligible to be re-elected for a further three years after which the office holder shall be ineligible to serve in that position until a period of 3 years has expired.
  - 5.7.5 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association and
  - 5.7.6 discuss any issues of policy or deal with any other business put before them
- 5.8 An EGM may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least 20 members

## 6 The Committee

- 6.1 The Committee or any sole corporate trustee the majority of whose directors for the time being are persons nominated for that office by the Association's members under Clause 6.2, for so long as it thus remains eligible so to act, shall have control of the Association and Clauses 6.4, 6.5, 7, 8.1 and 8.2 shall be inoperative during the trusteeship of a sole corporate trustee and elsewhere references to the Committee shall be taken to include reference to a sole corporate trustee whilst so acting
- 6.2 The Committee or alternatively the board of directors for the time being of any sole corporate trustee which, being eligible for appointment under this Clause to act in place of the Committee, is so appointed, shall comprise up to 16 persons including the Chairman, provided that its number shall never be less than 6, to include:

- 6.2.1 up to 12 members elected at the AGM either to hold office for terms of three years ("elected Committee members") or to be appointed to the board of directors and to full voting company membership of any duly appointed sole corporate trustee in accordance with its Articles of Association ("appointed directors"). Any elected members or appointed directors shall serve no more than three consecutive terms as an elected member or as an appointed director, starting with their current term for all those in office as elected members immediately prior to the 2012 AGM, and after three such terms shall (unless decided otherwise by the members) stand down for a period of three years, but shall be eligible to be elected or appointed (as the case may be) by the members for up to 3 subsequent three-year terms
- 6.2.2 any members co-opted by the Committee or by the sole corporate trustee to hold office until the next AGM ("co-opted Committee members" or "co-opted directors")
- 6.3 A Committee member automatically ceases to be a member of the Committee if he or she:
  - 6.3.1 is disqualified under the Charities Act 2011 from acting as a Charity Trustee
  - 6.3.2 in the written opinion of a medical practitioner is incapable, whether mentally or physically, of managing his or her own affairs
  - 6.3.3 is absent from 3 consecutive meetings of the Committee without due cause
  - 6.3.4 resigns in writing (but only if at least two Committee members will remain in office)
  - 6.3.5 is removed by a resolution passed by all the other members of the Committee after inviting and considering the views of the Committee member concerned
- 6.4 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office
- 6.5 A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting

## 7 Committee Meetings

- 7.1 The Committee must hold at least 3 meetings each year
- 7.2 A quorum at a Committee meeting is one third of the members
- 7.3 A Committee meeting may be held either in person or by means of a telephone conference
- 7.4 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- 7.5 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting
- 7.6 Except for the Chair of the meeting, who has a second or casting vote every Committee member has one vote on each issue

## 8 Powers of the Committee

The Committee have the following powers in the administration of the Association:

- 8.1 to appoint from the elected Committee a Treasurer, a Secretary and other honorary officers required for the achievement of the objects of the Association. Appointees shall serve for a period of three years, after which the office holder may be elected for a further period of three years and thereafter shall be ineligible for re-appointment until three years have expired.
- 8.2 to delegate any of their functions to sub-committees of three or more persons appointed by them, but at least two members of every sub-committee must be an elected Committee member, one of whom shall be appointed as Chairman of the sub-committee. The Committee shall set the powers and duties of the sub-committee, and all proceedings of sub-committees must be reported fully and promptly to the Committee.
- 8.3 to make regulations or standing orders consistent with this Constitution to govern proceedings at general meetings committee meetings and other matters about the running of the Association
- 8.4 to exercise any powers of the Association which are not reserved to a general meeting

## **9 Property and Funds**

- 9.1 The property and funds of the Association must be used only for promoting the Objects and must in no circumstances be distributed to the members of the Association
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except:
  - 9.2.1 under clause 3.15 above (indemnity insurance)
  - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association
  - 9.2.3 interest at a reasonable rate on money lent to the Association a reasonable rent or hiring fee for property let or hired to the Association
  - 9.2.4 that Committee members may be indemnified in respect of any liabilities incurred in running the Association (including the costs of a successful defence to criminal proceedings)
  - 9.2.5 that in exceptional cases Committee members may receive other payments or benefits (but only with the written approval of the Charity Commission in advance)
- 9.3 Investments and other property of the Association may be held:
  - 9.3.1 in the names of the Committee members for the time being
  - 9.3.2 in the name of a nominee under the control of the Committee or of a financial expert
  - 9.3.3 in the name of at least two and up to four holding trustees for the Association who must be appointed and may be removed by the Committee by resolution
  - 9.3.4 in the name of a trust corporation as a holding trustee for the Association which must be appointed and may be removed by the Committee by deed

## **10 Records and Accounts**

- 10.1 The Committee 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 Commission of:
  - 10.1.1 annual reports, annual returns and annual statements of accounts
- 10.2 The Committee must keep proper records of:
  - 10.2.1 all proceedings at general meetings and Committee meetings all reports of sub committees and all professional advice obtained
  - 10.2.2 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association

## **11 Notices**

- 11.1 Notices under this Constitution may be sent by hand, post, fax, email, or other electronic means or (where applicable to members generally) may be published in any national newspaper or in any newsletter distributed by The Association or on any internet website of The Association.
- 11.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or if none the last known address) including where applicable, the member's email address.
- 11.3 A technical defect in the giving of notice of which the members or the Committee are unaware at the time does not invalidate decisions taken at a meeting.

## **12 Amendments**

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast but

- 12.1 The members must be given clear 14 days' notice of the proposed amendments
- 12.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Association

## **13 Incorporation**

- 13.1 The members at a general meeting may authorise the Committee to transfer the assets and liabilities of the Association to a limited company established for exclusively charitable purposes similar to or consistent with the Objects and of which the members of the Association will be entitled to be members

13.2 On a transfer under clause 13.1 above the Committee must ensure that all necessary steps are taken as to:-

13.2.1 the transfer of land and other property

13.2.2 the novation of contracts of employment and transfer of pension rights and

13.2.3 the trusteeship of any property held for special purposes

## 14 Dissolution

14.1 If at any time the members at a general meeting decide to dissolve the Association the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs

14.2 After making provision for all outstanding liabilities of the Association the Committee must apply the remaining property and funds in one or more of the following ways:

14.2.1 by transfer to one or more other bodies established for exclusively charitable purposes similar to or consistent with the Objects

14.2.2 directly for charitable purposes similar to or consistent with the Objects

14.2.3 in any other manner with the prior written approval of the Commission

14.3 A final report and statement of account relating to the Association must be sent to the Commission

## 15 Interpretation

15.1 In this Constitution:-

**“financial expert”** means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

**“independent examiner”** has the meaning prescribed by the Charities Act 2011

**“taxable trading”** means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

The terms **“Committee”** or **“Sole Corporate Trustee”** shall apply in this Constitution where the context permits

15.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

## Explanatory Note

This revised version of the Constitution as adopted by the 2016 AGM incorporates the Committee's amendments to the 2013 version to allow for the appointment of a sole corporate trustee instead of a Committee of individuals and to correct typographical errors. The boxed wording highlights those clauses that are inoperative whilst a sole corporate trustee is in office.

# Bye Laws of the Association of Church Accountants & Treasurers

(Made by the Committee on 3rd September 2013 under Clause 4.2 of the Constitution)

## 1 Membership

The classes of Membership and the rights and privileges according to each shall be:

- a. Individual Membership: this shall entitle Individual Members to a Handbook, Newsletters as published, access to the AGM, the right to a single non-transferable vote and password access to the Members' Area on the Association's website.
- b. Block Membership Level 1: this shall entitle each recognised unit of the block to the same rights and privileges as afforded to an Individual Member (as set out in (a) above). The representative block member shall manage communications with this class of membership.
- c. Block Membership Level 2: this shall entitle each recognised unit of the block to the same rights and privileges as afforded to an Individual Member. An administration fee shall be charged for this class of membership to recognise that the Association will manage communications with each recognised unit of the block.
- d. Professional Membership: this class of membership shall be open to professional firms, which shall register in the name of the firm, and which firm shall be entitled to the same rights and privileges as afforded to an Individual Member. Should access to the Members' Area of the Association's website be required for more than one person in the firm, the Committee shall set the Membership Fee for this class of membership appropriately