

Christ Church Bath

Charity No: 1055275

Standing Orders



Preamble: *Christ Church is governed by a Trust Deed which has not been updated since 1801. These Standing Orders have been prepared in the light of Charity Commission good practice guidelines, and have been adapted from one of the Commission's model templates for a registered charity.*

These Standing Orders have been adopted by the Trustees at their meeting on 23 June 2020 and shall remain in force until amended by any resolution agreed by the Trustees.

Title	Last revision	Author	Next Revision
Standing Orders	23.06.2020	Simon Tatton-Brown	
Para 10.4 added by Trustees	17.05.2021	Simon Tatton-Brown	17.06.2021
Reviewed at Trustees' meeting	17.06.2021	Simon Tatton-Brown	Summer 2022
Reviewed at Trustees' meeting	08.09.2022	Simon Tatton-Brown	Autumn 2023
Amended at Trustees' meeting	15.06.2023	Simon Tatton-Brown	Summer 2024
Reviewed at Trustees' meeting	25.07.2024	Simon Tatton-Brown	July 2025
Reviewed at Trustees' meeting	26.6.2025	Simon Tatton-Brown	June/July 2026

1 Priest-in-Charge and Churchwardens:

The Trustees shall invite the Priest-in-Charge and Churchwardens of Christ Church to attend meetings of the Trustees. They may participate fully in the Trustees' meetings but without the power to vote. They will also observe these Standing Orders.

2 Benefits and payments to charity Trustees and connected persons

No charity Trustee may:

- (c) be employed by, or receive any remuneration (apart from legitimate expenses) from, the Charity;
- (d) receive any other financial benefit from the Charity;

3 Conflicts of interest and conflicts of loyalty

A charity Trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and

(2) absent himself or herself from any discussions of the charity Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any financial interest).

Any charity Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity Trustees on the matter.

4 Charity Trustees

(1) Functions and duties of charity Trustees

The charity Trustees shall manage the affairs of the Charity (which are to promote divine worship in accordance with the doctrine and practice of the Church of England, and as a body corporate to exercise their duties as the owners and custodians of the buildings forming part of the Christ Church Bath estate). For these purposes they shall exercise all the powers of the Charity. It is the duty of each charity Trustee:

- (a) to exercise his or her powers and to perform his or her functions as a Trustee of the Charity in the way he or she decides in good faith would be most likely to further the purposes of the Charity; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances
- (c) to exercise any special knowledge or experience that he or she has or holds himself or herself out as having.

(2) Eligibility for Trusteeship

No one may be appointed as a charity Trustee:

- if he or she is under the age of 18 years; or
- if he or she would automatically cease to hold office under the provisions of clause [7(1)(f)].

The Priest-in-charge of Christ Church (being an employee of the Charity) is not eligible to serve as a Trustee (see also paragraph (2) above).

The Churchwardens of Christ Church may not be appointed as Trustees. (See also paragraph (1) above.)

No one is entitled to act as a charity Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity Trustees decide, his or her acceptance of the office of charity Trustee.

5 Appointment of charity Trustees

Appointment to the position of trustee at Christ Church is for a six-year term in

accordance with the Policy for the Appointment of a New Trustee, with option to renew subject to the agreement of the other trustees. Trustees are responsible for appointing new Trustees in event of vacancies.

6 Information for new charity Trustees

The charity Trustees will make available to each new charity Trustee, on or before his or her first appointment:

- (a) a copy of this Trust Deed, Standing Orders and any amendments made to them; and
- (b) a copy of the Charity's latest Trustees' annual report and statement of accounts.

7 Retirement and removal of charity Trustees (other than ex-officio Trustees)

(1) A charity Trustee ceases to hold office if he or she:

- (a) retires by notifying the Charity in writing (but only if enough charity Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the charity Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (f) is disqualified from acting as a charity Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

8 Taking of decisions by charity Trustees

Any decision may be taken either:

- at a meeting of the charity Trustees; or
- by resolution in writing or electronic form agreed by a majority of all of the charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity Trustees has signified their agreement. Such a resolution shall be effective provided that
 - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity Trustees; and
 - a minimum of 5 of the charity Trustees has signified agreement to the

resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents (including email), or in such other manner as the charity Trustees have previously resolved, and delivered to the Charity at its principal office or such other place as the Trustees may resolve.

- Between scheduled meetings the Trustees may take decisions by email, provided that a written record of those decisions and those voting shall be reported to the next meeting of the Trustees.

9 Delegation by charity Trustees

(1) The charity Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity Trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity Trustees, but is subject to the following requirements -

(a) a committee must consist of two or more persons, but at least one member of each committee must be a charity Trustee.

(b) this requirement that at least one charity Trustee must be a member does not apply to the Church Council, because its members are elected from the Electoral Roll in accordance with the Church Representation Rules

(b) the acts and proceedings of any committee must be brought to the attention of the charity Trustees at the next meeting of the Trustees; and

(c) the charity Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

10 Meetings and proceedings of charity Trustees

(1) Calling meetings

(a) The Chair must call a meeting, giving reasonable notice, if requested by at least 2 Trustees.

(b) Subject to that, the charity Trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

(a) The Chair shall be appointed for a term of 3 years.

(b) The Chair shall be eligible for a second term of 3 years.

(c) Any further term shall not be permitted without the lapse of a period of 3 years.

(d) The Chair is answerable to the Trustees and may be removed from the Chair by a majority vote of the Trustees.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 5 charity Trustees. A charity Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the event of a tied vote, the Chair shall have a second or casting vote.

(4) Safeguarding shall be a standing agenda item at each Trustees' meeting. The Christ Church Safeguarding Officer shall provide the Trustees with a written report at least twice a year.

(5) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity Trustees in which each participant may communicate with all the other participants.

(b) Any charity Trustee participating at a meeting by suitable electronic means agreed by the charity Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

11 Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity Trustees, or of a committee of charity Trustees, shall be valid notwithstanding the participation in any vote of a charity Trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity Trustee and that charity Trustee being counted in the quorum, the decision has been made by a majority of the charity Trustees at a

quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity Trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity Trustees or of a committee of charity Trustees if, but for clause (1), the resolution would have been void, or if the charity Trustee has not complied with clause 7 (Conflicts of interest).

12 Use of electronic communications

(1) General

The Charity will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the Charity

Any member or charity Trustee of the Charity may communicate electronically with the Charity to an address specified by the Charity for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Charity.

(3) By the Charity

(a) Any member or charity Trustee of the Charity, by providing the Charity with his or her email address or similar, is taken to have agreed to receive communications from the Charity in electronic form at that address, unless the member has indicated to the Charity his or her unwillingness to receive such communications in that form.

(b) The charity Trustees may, subject to compliance with any legal requirements, by means of publication on its website –

- (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
- (ii) give charity Trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); [and
- (iii) submit any proposal to the members or charity Trustees for decision by written resolution or postal vote in accordance with the Charity's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing)

(c) The charity Trustees must:

- (i) take reasonable steps to ensure that members and charity Trustees are promptly notified of the publication of any such notice or proposal;
- (ii) send any such notice or proposal in hard copy form to any member or charity Trustee who has not consented to receive communications in electronic form.

13 Keeping of Registers

The Charity must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity Trustees.

14 Minutes

The charity Trustees must keep minutes of all:

- (1) appointments of officers made by the charity Trustees;
- (2) proceedings at general meetings of the Charity;
- (3) meetings of the charity Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity Trustees otherwise than in meetings.

15 Accounting records, accounts, annual reports and returns, register maintenance

(1) The charity Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Charity, within 10 months of the financial year end.

(2) The charity Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Charity entered on the Central Register of Charities.

16 Bank Signatories

- (1) That no signatory may make a transaction in favour of themselves or a close family member without written endorsement by at least one other Trustee;
- (2) That no signatory may make a transaction in favour of another Trustee or close family member without written endorsement by at least one other

Trustee;

(3) That no signatory may make a payment over £1,000 without written endorsement by at least one other Trustee.

17 Rules

The charity Trustees may from time to time make such reasonable and proper rules or bye laws or policies as they may deem necessary or expedient for the proper conduct and management of the Charity, but such rules or bye laws must not be inconsistent with any provision of these Standing Orders. Copies of any such rules or bye laws currently in force must be made available to any member of the Charity on request.

18 Disputes

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members under these Standing Orders, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

19 Amendment of Standing Orders

These Standing Orders may be amended by a resolution of the Trustees.

20 Interpretation

In these Standing Orders: “**connected person**” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity Trustee;

(b) the spouse or civil partner of the charity Trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity Trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

(i) by the charity Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d)(i), when taken together

(e) a body corporate in which –

(i) the charity Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms

used in these Standing Orders.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“charity Trustee” means a charity Trustee of the Charity.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.