

GLOBAL FELLOWSHIP OF CHRISTIAN YOUTH
CHARITABLE INCORPORATED ORGANISATION – REGISTERED CHARITY 1188733
CONSTITUTION

Date of Constitution: 16 August 2019
Date of Variation: 13 September 2022

Charity Registration Date: 24 March 2020

1. Name

- 1.1. The name of the Charitable Incorporated Organisation ("the CIO") is GLOBAL FELLOWSHIP OF CHRISTIAN YOUTH.

2. National location of principal office

- 2.1. The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. Object

- 3.1. The object of the CIO is the advancement of Christ's Kingdom, the promotion of education and the relief of poverty amongst the youth of the world by serving and supporting member organisations.

4. Powers

- 4.1. The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO's powers include power to:
- 4.1.a. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
 - 4.1.b. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.1.c. sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
 - 4.1.d. employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
 - 4.1.e. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5. Application of income and property

- 5.1. The income and property of the CIO must be applied solely towards the promotion of the objects.
- 5.1.a. A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - 5.1.b. A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2. None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
- 5.2.a. a benefit from the CIO as a beneficiary of the CIO;
 - 5.2.b. reasonable and proper remuneration for any goods or services supplied to the CIO.
- 5.3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

6.1. General provisions

6.1.a. No charity trustee or connected person may:

- 6.1.a.i. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 6.1.a.ii. sell goods, services, or any interest in land to the CIO;
- 6.1.a.iii. be employed by, or receive any remuneration from, the CIO;
- 6.1.a.iv. receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by clause 6.2, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

6.2. Scope and powers permitting trustees’ or connected persons’ benefits

- 6.2.a. A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- 6.2.b. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 6.2.c. Subject to Clause 6.3 a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- 6.2.d. A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.e. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.2.f. A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

6.3. Payment for supply of goods only – controls

- 6.3.a. The CIO and its charity trustees may only rely upon the authority provided by clause 6.2.c of this clause if each of the following conditions is satisfied:
 - 6.3.a.i. The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
 - 6.3.a.ii. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - 6.3.a.iii. The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

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- 6.3.a.iv. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- 6.3.a.v. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- 6.3.a.vi. The reason for their decision is recorded by the charity trustees in the minute book.
- 6.3.a.vii. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4. In clauses 6.2 and 6.3:

6.4.a. “the CIO” includes any company in which the CIO:

- 6.4.a.i. holds more than 50% of the shares; or
- 6.4.a.ii. controls more than 50% of the voting rights attached to the shares; or
- 6.4.a.iii. has the right to appoint one or more directors to the board of the company;

6.4.b. “connected person” includes any person within the definition set out in clause 30 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

7.1. A charity trustee must:

- 7.1.a. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- 7.1.b. 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 CIO and any personal interest (including but not limited to any financial interest).

7.2. 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.

8. Liability of members to contribute to the assets of the CIO if it is wound up

8.1. If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

9.1. **Members**

9.1.a. The Members of the CIO shall be those organisations listed in Schedule One who were members of Global Fellowship as at the date that this Constitution took effect.

9.2. **Admission of new members**

9.2.a. **Eligibility**

- 9.2.a.i. Membership of the CIO is open to organisations who are interested in furthering its purposes, and who, by applying for membership, has indicated its agreement to become a member and acceptance of the duty of members set out in clause 9.4.
- 9.2.a.ii. To be eligible for membership of Global Fellowship an organisation must be:
 - 9.2.a.ii.1. an integral part of the Christian church;
 - 9.2.a.ii.2. ecumenical in membership and outlook;
 - 9.2.a.ii.3. working with and for children and young people;
 - 9.2.a.ii.4. organised on democratic principles; and
 - 9.2.a.ii.5. meet any additional criteria set by Global Fellowship pursuant clause 26.

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9.2.b. Admission procedure

- 9.2.b.i. No organization shall be admitted into membership unless their application for membership is approved at a Council meeting.
- 9.2.b.ii. Applications for membership shall be made to the Executive Committee in the first instance. They:
 - 9.2.b.ii.1. may require applications for membership to be made in any reasonable way that they decide;
 - 9.2.b.ii.2. may support an application for membership and forward it for consideration at the next Council meeting;
 - 9.2.b.ii.3. may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
 - 9.2.b.ii.4. shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
 - 9.2.b.ii.5. shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

9.3. Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

9.4. Duty of members

It is the duty of each member of the CIO to exercise its powers as a member of the CIO in the way it decides in good faith would be most likely to further the purposes of the CIO.

9.5. Termination of membership

- 9.5.a. Membership of the CIO comes to an end if:
 - 9.5.a.i. the organisation ceases to exist; or
 - 9.5.a.ii. the member sends a notice of resignation to the Executive Committee; or
 - 9.5.a.iii. any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
 - 9.5.a.iv. Council or the Executive Committee decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- 9.5.b. Before Council or the Executive Committee take any decision to remove someone from membership of the CIO they must:
 - 9.5.b.i. inform the member of the reasons why it is proposed to remove it from membership;
 - 9.5.b.ii. give the member at least 50 clear days' notice in which to make representations to the Executive Committee as to why it should not be removed from membership;
 - 9.5.b.iii. at a duly constituted meeting of the Executive Committee, consider whether or not the member should be removed from membership;
 - 9.5.b.iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - 9.5.b.v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

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9.6. Membership fees

9.6.a. Council may require members to pay reasonable membership fees to the CIO.

9.7. Informal or associate (non-voting) membership

9.7.a. The Executive Committee may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

9.7.b. Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Members’ decisions

10.1. General provisions

10.1.a. Except for those decisions that must be taken in a particular way as indicated in clause 10.4, decisions of the members of the CIO may be taken either by vote at a Council Meeting as provided in clause 10.2 or by written resolution as provided in clause 10.3.

10.1.b. Decisions of the members of the CIO shall be taken by a properly appointed representative of that member.

10.2. Taking ordinary decisions by vote

10.2.a. Subject to clause 10.4, any decision of the members of the CIO may be taken by means of a resolution at a Council Meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

10.3. Taking ordinary decisions by written resolution without a Council Meeting

10.3.a. Subject to clause 10.4, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a Council Meeting shall be effective, provided that:

10.3.a.i. a copy of the proposed resolution has been sent to all the members eligible to vote; and

10.3.a.ii. a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member’s agreement must be authenticated by execution according to its usual procedure, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

10.3.b. The resolution in writing may comprise several copies to which one or more members has signified their agreement.

10.3.c. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with sub-clause 10.3.a above.

10.3.d. Not less than 10% of the members of the CIO may request the Executive Committee to make a proposal for decision by the members.

10.3.e. The Executive Committee must within 21 days of receiving such a request comply with it if:

10.3.e.i. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

10.3.e.ii. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

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10.3.e.iii. Effect can lawfully be given to the proposal if it is so agreed.

10.3.f. Sub-clauses 10.3.a to 10.3.c of this clause apply to a proposal made at the request of members.

10.4. Decisions that must be taken in a particular way

10.4.a. Any decision to remove a trustee must be taken in accordance with clause 15.2.

10.4.b. Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).

10.4.c. Any decision to wind up or dissolve the CIO must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. Council Meetings

11.1. Types of Council Meeting

11.1.a. There must be a Council Meeting of the members of the CIO every three years. The period from one Council Meeting to the next shall not be less than 30 months nor more than 42 months. The business of the Council meeting shall include, but not be limited to the following:

11.1.a.i. Election of representatives to the Executive Committee for the purposes of clause 13.2.

11.1.a.ii. consideration of Global Fellowship's accounting statements over the period since the last Council Meeting;

11.1.a.iii. consideration of reports, budgets, and proposals from the Executive Committee, the Chief Executive, or member organisation(s); and

11.1.a.iv. adopting, revising, or repealing a mission statement for the Charity.

11.1.b. In the event of an urgent reason, the Executive Committee may call a special Council Meeting in addition to the one required by clause 11.1.a.

11.1.c. All Council Meetings must be held in accordance with the following provisions.

11.2. Calling Council Meetings

11.2.a. The Executive Committee:

11.2.a.i. must call the three yearly Council Meeting of the members of the CIO in accordance with clause 11.1.a and identify it as such in the notice of the meeting; and

11.2.a.ii. may call any other Council Meeting at any time.

11.2.b. If five or more member organisations request a special council meeting by written notice to the Executive Committee at its Principal Office, then subject to clauses 11.2.c and 11.2.d, the Executive Committee shall arrange a special Council Meeting within four months of receiving that notice. The notice of such a request must state the business to be discussed and is authenticated by the member(s) making the request. Only such business shall be discussed at a special council meeting of the CIO.

11.2.c. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

11.2.d. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

11.3. Notice of Council Meetings

11.3.a. The Executive Committee must give at least one month's clear notice of any Council Meeting to all of the members, and to any charity trustee of the CIO.

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- 11.3.b. The notice of any Council Meeting must:
 - 11.3.b.i. state the time and date of the meeting;
 - 11.3.b.ii. give the address at which the meeting is to take place, or if the Council Meeting is to be a hybrid meeting then the information specified in clause 11.9.c.ii;
 - 11.3.b.iii. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - 11.3.b.iv. if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - 11.3.b.v. include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.
- 11.3.c. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- 11.3.d. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

11.4. Chairing of Council Meetings

- 11.4.a The person nominated as chair by the Executive Committee under clause 19.2 (Chairing of meetings), shall, if present at the Council Meeting and willing to act, preside as chair of the meeting. In his / her absence, then another charity trustee shall take the chair.
- 11.4.b If the Council Meeting is held as a hybrid meeting, then the chair of the meeting may attend the meeting by remote attendance.

11.5. Quorum at Council Meetings

- 11.5.a. No business may be transacted at any Council Meeting of the members of the CIO unless a quorum is present when the meeting starts.
- 11.5.b. The quorum for Council Meetings shall be representatives of not fewer than five member organisations representing at least two geographical regions as defined by Schedule Two.
- 11.5.c. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

11.6. Representation at Council Meetings

- 11.6.a. The representative members of Council shall be appointed from member organisations of the CIO on the following basis:
 - 11.6.a.i. Each member organisation shall be entitled to a minimum of one voting representative.
 - 11.6.a.ii. Thereafter, a member organisation shall be entitled to additional votes based on the aggregate total membership of all the children and young people members within the organisation as follows:
 - 11.6.a.ii.1. Membership up to 1,000 children and young people – one vote,
 - 11.6.a.ii.2. Membership exceeding 1,000 children and young people - one additional vote,
 - 11.6.a.ii.3. Membership exceeding 2,000 children and young people - two additional votes,

11.6.a.ii.4. There will be one additional vote per thousand members up to a maximum of ten votes.

The method of establishing entitlement to the number of votes / representatives will be based upon the annual statistical returns that are collected by the Chief Executive each year. In the event of a dispute over membership numbers, then the Chair of the Council Meeting will determine the matter based upon the level of subscriptions paid in the preceding year.

11.6.b. Where a member organisation is entitled to only one member it shall be entitled to appoint an alternate representative (Observer) who shall be entitled to receive all papers and to attend, but not vote at meetings of Council.

11.6.c. In order to maintain a degree of consistency in the operation of the CIO and the business transacted at Council Meetings, it is envisaged that the term of office of representatives shall be attendance at a minimum of two Council Meetings and a maximum of three.

11.6.d. Each member organisation shall bear the costs of its representation (including the costs of any Observers) at Council Meetings.

11.6.e. The application of clause 11.6.d may vary in the following circumstances:

11.6.e.i. The CIO secures funding to assist the costs of some or all of the representatives;

11.6.e.ii. the organisation from which the representative originates may sponsor some or all of the costs of attendance at Council Meetings; or

11.6.e.iii. the representative may choose to cover his own costs or through a private grant or sponsorship.

11.6.f. A trustee shall notwithstanding that he is not representing a member organisation be entitled to attend and speak at a Council Meeting.

11.7. Voting at Council Meetings

11.7.a. Any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting.

11.7.b. Each member organisation shall have one representative as set out in clause 11.6.

11.7.c. Each member representative shall have the number of votes as set out in clause 11.6.a.

11.7.d. There shall be no proxy or postal votes.

11.7.e. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the representative members present in person at the meeting.

11.7.f. A poll may be taken:

11.7.f.i. at the meeting at which it was demanded; or

11.7.f.ii. through the use of electronic communications.

11.7.g. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

11.7.h. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

11.8. Adjournment of meetings

Due to the global nature of the CIO and the impracticality of arranging adjournments beyond the duration of the Council meeting time span, if any adjournment is required, then it would need to be carried out by electronic means as a hybrid meeting at a time and / or place by remote attendance as determined by the Chair. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

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11.9. Hybrid meetings and remote attendance

- 11.9.a. A hybrid meeting is a Council Meeting where the Executive Committee have made arrangements to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting either by physical attendance at the place specified in the notice of the meeting (“the primary location”) or by remote attendance.
- 11.9.b. The Executive Committee may (but shall be under no obligation to) make such arrangements for remote attendance at a hybrid meeting as they may (subject to charity law) decide. The entitlement of any person to attend a Council Meeting by remote attendance shall be subject to such arrangements.
- 11.9.c. In the case of a hybrid meeting:
 - 11.9.c.i. The provisions of the Constitution shall be treated as modified to permit such arrangements and in particular:
 - 11.9.c.i.1. References in the Constitution to a person attending and being present or present in person at the Council meeting, including without limitation in relation to the quorum for the meeting and rights to vote at the meeting, shall be treated as including a person attending the meeting by remote attendance, unless the Constitution expressly provides to the contrary; and
 - 11.9.c.i.2. References in this Constitution to the place of a general meeting shall be treated as references to the primary location;
 - 11.9.c.ii. The Executive Committee must ensure that the notice of a hybrid meeting includes:
 - 11.9.c.ii.1. Details of the primary location; and
 - 11.9.c.ii.2. Details of the arrangements for remote access and any restrictions on remote attendance;
 - 11.9.c.iii. The Executive Committee may decide:
 - 11.9.c.iii.1. How those attending via remote access may communicate with the meeting, and
 - 11.9.c.iii.2. How those attending via remote attendance may vote;
 - 11.9.c.iv. In determining attendance and the quorum at a hybrid meeting, it is immaterial whether any Members attending it are in the same place as each other.
 - 11.9.c.v. The arrangements for remote attendance may be changed or withdrawn in advance of the meeting by the Executive Committee, who must give the Members as much notice as reasonably practicable of the change; and
 - 11.9.c.vi. In the event of technical failure during the meeting, the chair of the meeting may adjust or withdraw the arrangements for remote attendance and/or adjourn the meeting.

12. Charity trustees

12.1. Functions and duties of charity trustees – the Executive Committee

- 12.1.a. The Executive Committee (charity trustees) shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO.
- 12.1.b. It is the duty of each charity trustee:
 - 12.1.b.i. to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
 - 12.1.b.ii. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - 12.1.b.ii.1. any special knowledge or experience that he or she has or holds himself or herself out as having; and

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12.1.b.ii.2. if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

12.2. Eligibility for trusteeship

12.2.a. Every charity trustee must be a natural person.

12.2.b. No one may be appointed as a charity trustee:

12.2.b.i. if he or she is under the age of 18 years; or

12.2.b.ii. if he or she would automatically cease to hold office under the provisions of clause 15.1.f.

12.2.c. 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 Executive Committee decide, his or her acceptance of the office of charity trustee.

12.3. Number of charity trustees forming the Executive Committee

12.3.a. There should be not less than three nor more than seven trustees.

12.3.b. There must be at least three charity trustees comprising the Executive Committee.

12.3.c. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the Executive Committee, or appoint a new charity trustee.

12.4. First charity trustees

12.4.a. The first charity trustees of the CIO are:

12.4.a.i. David Martin

12.4.a.ii. Simon Gallaher

12.4.a.iii. William Stevenson

13. Appointment of charity trustees – Executive Committee

13.1. Council is responsible for appointing new charity trustees to form the Executive Committee.

13.2. The composition of the Executive Committee shall be:

13.2.a. Not more than four trustees who have been elected by Council from nominations / representatives of member organisations that are from nominations of the Executive Committee. Nominations / representatives of member organisations need to be properly proposed by a properly appointed representative of that member (eg. Two trustees / governors of the said nominating member).

13.2.b. Not more than one elected trustee shall come from the same member organisation.

13.2.c. Not more than two elected trustees shall come from the same Geographical Region.

13.2.d. Not more than three trustees who shall be co-opted by the charity trustees / Executive Committee to serve until the conclusion of the next Council meeting.

13.3. All of the charity trustees / Executive Committee shall retire from office at the conclusion of the Council meeting next following the date of his appointment.

13.4. The vacancies so arising may be filled by the decision of the members at the annual Council Meeting; any vacancies not filled at the annual Council Meeting may be filled as provided in clause 13.5;

13.5. The members or the Executive Committee may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15(Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12.3 on the number of charity trustees would not as a result be exceeded.

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14. Information for new charity trustees

The Executive Committee will make available to each new charity trustee, on or before his or her first appointment:

- 14.1. a copy of this constitution and any amendments made to it; and
- 14.2. a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

15.1. A charity trustee ceases to hold office if he or she:

- 15.1.a. retires by notifying the CIO 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);
- 15.1.b. is absent without the permission of the Executive Committee from all their meetings held within a period of twelve months and the trustees resolve that his or her office be vacated;
- 15.1.c. dies;
- 15.1.d. in the written opinion, given to the CIO, 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;
- 15.1.e. is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
- 15.1.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).

15.2. A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a Council Meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

15.3. A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. Reappointment of charity trustees

16.1. Any person who retires as a charity trustee is eligible for reappointment.

16.2. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term, but may be reappointed after an interval of at least three years.

17. Taking of decisions by Executive Committee

17.1. Any decision may be taken either:

- 17.1.a. at a meeting of the Executive Committee; or
- 17.1.b. by resolution in writing or electronic form agreed by a majority of all of the Executive Committee, 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 Executive Committee has signified their agreement. Such a resolution shall be effective provided that
 - 17.1.b.i. a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Executive Committee; and
 - 17.1.b.ii. the majority of all of the Executive Committee 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, or in such other manner as the Executive Committee have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

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18. Delegation by Executive Committee

- 18.1. The Executive Committee 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 Executive Committee may at any time alter those terms and conditions, or revoke the delegation.
- 18.2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Executive Committee, but is subject to the following requirements -
 - 18.2.a.a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - 18.2.b.the acts and proceedings of any committee must be brought to the attention of the Executive Committee as a whole as soon as is reasonably practicable; and
 - 18.2.c.the Executive Committee shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of charity trustees – Executive Committee

19.1. Calling meetings

- 19.1.a.Any charity trustee may call a meeting of the Executive Committee.
- 19.1.b.Subject to that, the Executive Committee shall decide how their meetings are to be called, and what notice is required.

19.2. Chairing of meetings

- 19.2.a.The Executive Committee may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

19.3. Procedure at meetings

- 19.3.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 two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the Executive Committee may decide from time to time. 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.
- 19.3.b.Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 19.3.c. In the case of an equality of votes, the chair shall have a second or casting vote.

19.4. Participation in meetings by electronic means

- 19.4.a.A meeting may be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.
- 19.4.b.Any charity trustee participating at a meeting by suitable electronic means agreed by the Executive Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 19.4.c. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

- 20.1. Subject to clause 20.2, all decisions of the Executive Committee, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - 20.1.a.who was disqualified from holding office;

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20.1.b. who had previously retired or who had been obliged by the constitution to vacate office;
20.1.c. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

20.2. 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 Executive Committee at a quorate meeting.

20.3. Clause 20.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a committee of charity trustees if, but for clause 20.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

21.1. The CIO shall execute documents by signature.

21.2. A document is validly executed by signature if it is signed by at least two of the charity trustees.

22. Use of electronic communications

22.1. General

22.1.a. The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

22.1.a.i. 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;

22.1.a.ii. any requirements to provide information to the Commission in a particular form or manner.

22.2. To the CIO

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

22.3. By the CIO

22.3.a. Any member or charity trustee of the CIO, by providing the CIO with its email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO its unwillingness to receive such communications in that form.

22.3.b. The Executive Committee may, subject to compliance with any legal requirements, by means of publication on its website –

22.3.b.i. provide the members with the notice referred to in clause 11(3) (Notice of Council Meetings);

22.3.b.ii. give Executive Committee notice of their meetings in accordance with clause 19(1) (Calling meetings); and

22.3.b.iii. submit any proposal to the members or Executive Committee for decision by written resolution in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing).

22.3.c. The Executive Committee must:

22.3.c.i. take reasonable steps to ensure that members and Executive Committee are promptly notified of the publication of any such notice or proposal;

22.3.c.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.

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23. Keeping of Registers

The CIO 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 Executive Committee.

24. Minutes

24.1. The Executive Committee must keep minutes of all:

24.1.a. appointments of officers made by the Executive Committee;

24.1.b. proceedings at Council Meetings of the CIO;

24.1.c. meetings of the Executive Committee and committees of charity trustees including:

24.1.c.i. the names of the trustees present at the meeting;

24.1.c.ii. the decisions made at the meetings; and

24.1.c.iii. where appropriate the reasons for the decisions;

24.1.d. decisions made by the Executive Committee otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

25.1. The Executive Committee 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 CIO, within 10 months of the financial year end.

25.2. The Executive Committee must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

26.1. The Executive Committee may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27. Officers

27.1. Chief Executive or General Manager

27.1.a. The Chief Executive or General Manager shall report to the Executive Committee and work and act as required by the trustees.

27.1.b. If the Chief Executive or General Manager is employed under a contract of service that provides for remuneration, then he/she may not be a trustee.

27.1.c. The Chief Executive or General Manager shall be engaged on a remunerated or unremunerated basis in accordance with the Constitution and shall, inter alia, undertake the following functions:

27.1.c.i. carry out the policies and directions set down in the Constitution;

27.1.c.ii. execute the instructions, directions, and resolutions of the Executive Committee and the Council; and

27.1.c.iii. be responsible for the work and management of any staff employed by Global Fellowship.

27.2. Treasurer

27.2.a. The Treasurer shall be appointed by the Council on the nomination of the Executive Committee for such term and at such remuneration (if not a trustee) and upon such conditions as they may think fit and any Treasurer so appointed may be removed by them.

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27.2.b. The Treasurer appointed under this clause 27 may be a trustee providing that he is not in receipt of remuneration and that the appointment complies with clause 6.

27.2.c. The Treasurer need not be a representative of a member organisation.

27.2.d. If the Treasurer is also the representative of a member organisation he shall have the right to attend and speak at all meetings of the Global Fellowship and to vote as such representative. If he is not the representative of a member organisation he shall have the right to attend and speak at all meetings of the Global Fellowship unless the trustees resolve to exclude him, but he/she shall not have a right to vote. In each case, the right to attend and speak at meetings includes the right to receive notice of, attend and speak at, meetings of the Executive Committee, but he/she shall not be entitled to vote at such meetings as Treasurer, but without prejudice to any voting rights he/she may have as a trustee.

28. Disputes

28.1. If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, 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.

29. Amendment of constitution

29.1. As provided by clauses 224-227 of the Charities Act 2011:

29.1.a. This constitution can only be amended:

29.1.a.i. by resolution agreed in writing by all members of the CIO; or

29.1.a.ii. by a resolution passed by a 75% majority of votes cast at a Council Meeting of the members of the CIO.

29.2. Any alteration of clause 3 (Objects), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Executive Committee or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

29.3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

29.4. A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

30. Voluntary winding up or dissolution

30.1. As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

30.1.a. at a Council Meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 28 days' notice has been given to those eligible to attend and vote:

30.1.a.i. by a resolution passed by a 75% majority of those voting, or

30.1.a.ii. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the Council Meeting; or

30.1.b. by a resolution agreed in writing by all members of the CIO.

30.2. Subject to the payment of all the CIO's debts:

30.2.a. Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

30.2.b. If the resolution does not contain such a provision, the Executive Committee must decide how any remaining assets of the CIO shall be applied.

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30.2.c. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

30.3. The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

30.3.a. the Executive Committee must send with their application to the Commission:

30.3.a.i. a copy of the resolution passed by the members of the CIO;

30.3.a.ii. a declaration by the Executive Committee that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

30.3.a.iii. a statement by the Executive Committee setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

30.3.b. the Executive Committee must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

30.4. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

31. Interpretation

In this constitution:

“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 –

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

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

e) a body corporate in which –

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

b. 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 this constitution.

“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 CIO.

“geographical region” means the regions set out in Schedule Two.

“hybrid meeting” has the meaning given in clause 11.9.a.

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“member organisation” means:

- a. a member organisation set out in Schedule One, or
- b. an organisation admitted into membership.

“primary location” has the meaning given in clause 11.9.a.

“remote attendance” means remote attendance at a council meeting by such means as are approved by the Executive Committee in accordance with clause 11.9.b.

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

SCHEDULE ONE

MEMBERS OF GLOBAL FELLOWSHIP AS AT THE DATE OF THIS CONSTITUTION

COUNTRY	ORGANISATION	COUNTRY	ORGANISATION
Anguilla	The Boys’ Brigade	Montserrat	The Boys’ Brigade
Antigua	The Boys’ Brigade	Nevis	The Boys’ Brigade
Aruba	The Boys’ Brigade	New Zealand	The Boys’ Brigade
Australia	The Boys’ Brigade	Nigeria	The Boys’ Brigade
Bahamas	The Boys’ Brigade	Niue	The Boys’ Brigade
Bangladesh	Sishu Kishore Sangha	Pakistan	The Boys’ Brigade
Bangladesh	Pathway	Papua New Guinea	The Boys’ Brigade
Belize	The Boys’ Brigade	Rwanda	The Boys’ and Girls’ Brigade
Benin	The Boys’ and Girls’ Brigade	Samoa (American)	The Boys’ Brigade
Bermuda	The Boys’ Brigade	Samoa (Western)	The Boys’ Brigade
Brazil	Batalhao Dan Bandeira	Sierra Leone	The Boys’ Brigade
Brunei	The Boys’ Brigade	Singapore	The Boys’ Brigade
Burundi	The Boys' and Girls' Brigade	Solomon Islands	The Boys’ Brigade
Cameroon	The Boys’ Brigade	South Africa	The Boys’ Brigade
Canada	Brigade Canada Boys’ & Girls Brigade	St Eustatius	The Boys’ Brigade
Cayman Islands	The Boys’ Brigade	St Kitts	The Boys’ Brigade
Cook Islands	The Boys’ Brigade	St Lucia	The Boys’ Brigade
DR Congo	Youth of Living Water	St Maarten	The Boys’ Brigade
Cote D’Ivoire	The Boys’ Brigade	St Vincent	The Boys’ Brigade
Curacao	The Boys’ Brigade	Swaziland	Christian Youth Brigade
Denmark	Frivilligt Dreng-og Pige-Forbund	Tanzania	The Boys' Brigade
Dominica	The Boys’ Brigade	Tobago	The Boys’ Brigade
Fiji	The Boys’ Brigade	Togo	The Boys’ and Girls’ Brigade
Gambia	The Boys’ Brigade	Tonga	The Boys’ Brigade
Ghana	The Boys’ Brigade	Trinidad	The Boys’ Brigade
Grenada	Brigade Grenada	Tuvalu	The Boys’ Brigade
Guyana	The Boys’ and Girls’ Brigade	Uganda	The Boys’ and Girls’ Brigade
Haiti	The Boys’ Brigade	United Kingdom & Eire	The Boys’ Brigade

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COUNTRY	ORGANISATION	COUNTRY	ORGANISATION
India	Junior Ministry, ALC	USA	Boys’ Brigade of America, Boston
India	Junior Ministry, TELC	USA	Boys’ and Girls’ Brigade of America, Baltimore
Indonesia	Putra Pengabdi	USA	The Boys’ and Girls’ Brigade, Neenah-Menasha
Jamaica	The Boys’ Brigade	Virgin Islands (British)	The Boys’ Brigade
Kenya	The Boys’ Brigade	Virgin Islands (US)	The Boys’ Brigade
Lesotho	The Boys’ Brigade	Zambia	The Boys’ Brigade
Malaysia	Junior Work, ELCM	Zimbabwe	The Boys’ Brigade
Malawi	The Boys’ and Girls’ Brigade		

SCHEDULE TWO
GEOGRAPHICAL REGIONS

GEOGRAPHICAL REGION	MEMBER COUNTRIES
North America	Bermuda, Canada, USA
E&S Caribbean	Anguilla, Antigua, Aruba, Curacao, Dominica, Grenada, Montserrat, Nevis, St Maarten, St Eustatius, St Kitts, St Lucia, St Vincent, Trinidad & Tobago, Virgin Islands (British & US)
West Caribbean	Bahamas, Belize, Brazil, Cayman Islands, Guyana, Haiti, Jamaica
Europe	Denmark, United Kingdom & Republic of Ireland
West Africa	Benin, Cameroon, Cote D’Ivoire, Gambia, Ghana, Nigeria, Sierra Leone, Togo
Central & Southern Africa	Lesotho, Malawi, South Africa, Swaziland, Zambia, Zimbabwe,
East Africa	Burundi, DR Congo, Kenya, Rwanda, Tanzania, Uganda
South Asia	Bangladesh, India, Malaysia, Pakistan
South East Asia	Brunei, Indonesia, Singapore,
Pacific	Australia, Cook Islands, Fiji, New Zealand, Niue, Papua New Guinea, Samoa (American & Western), Solomon Islands, Tonga, Tuvalu