

**Northern Lights
Metropolitan Community Church**

Constitution

Adopted on 31st January 2016

Article 1 – Name and Administration

A. Name

The name of this Charity shall be the Northern Lights Metropolitan Community Church, also known as “Northern Lights MCC” (hereinafter called “the Church”).

B. Administration

Subject to the matters set out below, the Church and its property shall be administered and managed in accordance with the Bylaws of the Universal Fellowship of Metropolitan Community Churches (hereinafter called “UFMCC”) and this Constitution by the members of the Board of Directors (hereinafter called “the Board”).

Article 2 – Affiliation and Disaffiliation

This Church is a member congregation of UFMCC. It ascribes to the government, doctrine, vision, and mission values of UFMCC, and agrees to abide by the UFMCC Bylaws and decisions made by General Conference so long as those Bylaws and decisions are lawful and in accordance with the requirements of The Charity Commission of England and Wales (hereinafter called “the Charity Commission”).

A. Successor Corporation (Dissolution)

UFMCC is the not-for-profit organisation designated to receive the Church’s property and net assets in the event of dissolution or abandonment of the Church or disaffiliation from UFMCC, in accordance with UFMCC Bylaws.

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B. Disaffiliation and Dissolution

1. A decision to disaffiliate and dissolve from UFMCC shall require a two-thirds (2/3) majority vote in favour, by the Members present at a Congregational Meeting called for the purpose of disaffiliating or dissolving, and shall be reached in accordance with UFMCC Bylaws.
2. If the Members resolve to dissolve the Church, the Board will remain in office and shall be responsible for winding up the affairs of the Church in accordance with this Article. In particular:

The Board must collect in all the assets of the Church and must pay or make provision for all the liabilities of the Church.
3. In no circumstances shall the net assets of the Church be paid to or distributed among the Members of the Church.
4. The Board must notify the Charity Commission promptly that the Church has been dissolved. If the Board is obliged to send the Church's accounts to the Commission for the accounting period that ended before its dissolution, they must send the Church's final accounts to the Commission

Article 3 – Purpose and Powers

A. Purpose

The Purpose of this Church is to advance the Christian religion by proclaiming the Gospel of Jesus Christ in Newcastle upon Tyne and elsewhere by providing Christian fellowship, worship, witness, action and service.

B. Powers

1. In furtherance of the said Purpose, but not otherwise, the Board may exercise the following powers:
 - (1) To raise funds. In doing so, the Board must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
 - (2) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
 - (3) To sell, lease or otherwise dispose of all or any part of the property belonging to the Church. In exercising this power, the Board must comply as appropriate with sections 117 to 122 of the Charities Act 2011.
 - (4) To borrow money and to charge the whole or any part of the property belonging to the Church as security for repayment of the money borrowed. The Board members must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if they intend to mortgage land.
 - (5) To employ such staff (who shall not be members of the Board with the exception of the Pastor) as are necessary for the proper pursuit of the Purpose,

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and to make all reasonable and necessary provision for the payment of those staff.

- (6) To obtain and pay for such goods and services as are necessary for carrying out the work of the Church.
 - (7) To open and operate such bank and other accounts as the Board members consider necessary and to invest funds and to delegate the management of funds 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.
 - (8) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the purposes or of similar charitable purposes, and to exchange information and advice with them.
 - (9) To establish or support any charitable trusts, associations or institutions formed for the Purpose specified in section A of this Article.
 - (10) To appoint and constitute such advisory committees as the Board may think fit.
 - (11) To do all such other lawful things as are necessary for the achievement of the said Purpose.
2. In furtherance of the said Purpose, but not otherwise, the Church shall be a member congregation of UFMCC, as referred to in Article 2 of this Constitution. It may carry out all duties and activities, and exercise all rights, powers and privilege of such a constituent Church body as the Church and/or UFMCC consider appropriate.

Article 4 – Members

A. Criteria for Membership

1. Any baptised Christian aged 18 or over, who the Board considers:
 - (a) attends regularly over a period of not less than 3 months,
 - (b) demonstrates interest in furthering the Purpose of the Church, and
 - (c) has completed a membership class,may become a Member, by participating in the Rite of Membership.
2. Any baptised Christian aged 18 or over who has a letter of transfer from another Metropolitan Community Church and who receives the endorsement of the Board, may be affirmed by the Church as a Member.
3. Any person under 18 years of age, who fulfils the criteria in paragraph 1 of this section, may become a Junior Member.

B. Criteria for a Member in good standing

A Member in good standing is one whom the Board considers has fulfilled at least two of the following criteria in the past 12 months:

- (a) has attended worship regularly,
- (b) has provided identifiable financial contribution,

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- (c) has made a definite service contribution by being active in ministry
- (d) has demonstrated interest and loyalty.

C. Membership List.

The list of Members in good standing shall be maintained by the Secretary, who shall report changes to the Board.

D. Membership Review

1. The Board shall review the membership list in the months of October and February each year.
2. In October, the Secretary shall write to each Member who the Board considers has not fulfilled, in the previous six months, at least two of the criteria for a Member in good standing that are listed in section B of this Article. The Secretary shall remind the Member of their responsibilities as a Member and invite them to become more engaged with the Church.
3. In February, the Board may remove any Member from the list of Members in good standing if it considers that the Member has not fulfilled, in the previous 12 months, at least two of the criteria for a Member in good standing that are listed in section B of this Article. The name of the Member shall be placed on a list of inactive Members, which the Secretary shall hold.
4. Within 21 days after the decision to place a Member's name on a list of inactive Members, the Secretary shall notify the Member in writing of the decision and shall inform them that they are not eligible to vote at any business meeting of the Church. The notification shall explain how the Member may apply for restoration as a Member in good standing.
5. If an inactive Member has not fulfilled at least two of the criteria listed in section B of this Article within a period of three (3) months immediately following notification, the Board shall have the authority, at its discretion, to remove any such Member from the local Church membership roll. The notification shall include information about the right to appeal.
6. An inactive Member may be restored to the list of Members in good standing by a majority vote of the Board without a public reception into membership.
7. An inactive Member who is not restored during the period of three months immediately following notification shall be considered a former Member.
8. A former Member may be restored to the list of Members in good standing after meeting the criteria listed in section B of this Article and participating in the Rite of Membership.
9. Membership is terminated if the Member dies or if the Member resigns by written notice to the Secretary.

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E. Right to Appeal against Removal from Membership Roll

1. An inactive member may appeal to the next regular Congregational Meeting or to a Special Congregational Meeting called for that purpose against a decision by the Board to remove them from the Church membership roll. The decision of the Congregational Meeting shall be final. Pending the outcome of the appeal, the inactive Member is not eligible to vote at any business meeting of the Church.
2. *Appeal process.*
 - (1) The appeal shall be submitted to the Secretary within thirty (30) days following the date when the Member is notified of their removal from the local Church membership roll.
 - (2) The Board may consider the appeal and reverse its earlier decision without taking the matter to the Congregational Meeting.
 - (3) Should the Board sustain its earlier decision and the inactive Member wishes the appeal to continue, the request shall be included as an agenda item for the next regular Congregational Meeting or at a Special Congregational Meeting called for the purpose of considering the appeal. The appeal shall be decided by a majority vote.

F. Discipline of Members

1. The Church cannot condone disloyalty or unbecoming conduct on the part of any Member. The Board is empowered to remove any Member from the membership roll or to take other appropriate action on disciplinary grounds. The Member has a right to be heard by the Board and to be accompanied by a friend (who shall be a Member) before a final decision is made. Decisions of the Board shall be by a majority vote.
2. In exceptional circumstances, the Pastor or Board may immediately suspend a Member for a period of no greater than two weeks pending the Board meeting at which the disciplinary action is to be considered.
3. Any notice required to be given by the Secretary or the Board to any Member shall be served in accordance with Article 12.

G. Right to Appeal on Grounds of Discipline

1. The decision of the Board may be appealed to the next regular Congregational Meeting or to a Special Congregational Meeting called for that purpose. The decision of the Congregational or Special Congregational Meeting shall be final. Pending the outcome of the appeal of discipline, the disciplined Member shall remain under discipline and shall retain the right to vote at Annual and Special Congregational Meetings (for Members), including the Congregational Meeting held to consider the appeal.

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2. *Appeal Process.*

- (1) The appeal shall be submitted to the Secretary within thirty (30) days following the date when the Member is notified of the Board's decision.
- (2) The Board shall consider the appeal and may reverse its earlier decision without taking the matter to the Congregational Meeting.
- (3) Should the Board sustain its earlier decision and the person under discipline wishes the appeal to continue, the request shall be included as an agenda item for the next regular Congregational Meeting or at a Special Congregational Meeting called for the purpose of considering the appeal. The appeal shall be decided by a majority vote.

ARTICLE 5 – Congregational Meetings

Government of the Church is vested in its Congregational Meeting, which exerts the right to take control of its affairs, subject to the provisions of the UFMCC Articles of Incorporation, the UFMCC Bylaws, and documents of legal organisation, the General Conference, and the requirements of the Charity Commission.

A. Time, Place and Agenda

1. The Annual Congregational Meeting shall be held each year in the month of April, or as soon as possible thereafter. The Board shall determine the time, the place, and the Agenda of the Annual Congregational Meeting.
2. The Agenda shall include, but not be limited to, election of members of the Board, election of Lay Delegates in the appropriate year, presentation of financial reports, approval of the budget and receipt of reports from the Board and/or Pastor.
3. Any Member in good standing may request additions to the Agenda for the Annual Congregational Meeting by submitting them to the Secretary no later than seven (7) days prior to the Meeting.

B. Notification of Meetings

1. The Board shall notify Members in writing at least two (2) weeks in advance of an Annual or Special Congregational Meeting, giving the date and place of the Meeting and stating whether it is the Annual or a Special Congregational Meeting.
2. A Special Congregational Meeting may be called by:
 - (a) a majority vote of the Board,
 - (b) the Pastor, or
 - (c) a petition of the Members, so long as it is signed by at least twenty-five percent (25%) of the Members in good standing and it states the reasons for and the business to be discussed and is submitted to the Secretary.
3. If the Board fails to hold the Meeting within twenty-eight days of a valid request by Members, the Members may proceed to call a Special Congregational Meeting but in doing so, they must comply with the provisions of this constitution.

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4. The nature and purpose of the Special Congregational Meeting shall be stated in the petition and in notice of the Meeting, and shall be written into the Agenda.

C. Voting Rights

1. Each Member in good standing has the right to vote. Proxy or any other form of absentee voting shall not be allowed. If there is an equal number of votes for and against a proposition, the person who is chairing the Meeting shall have a casting vote in addition to any other vote he or she may have.
2. Junior Members shall have voice but no vote at Annual and Special Congregational Meetings.

D. Chair

The Meeting will be chaired by the Pastor. If there is no such person or he or she is not present within fifteen (15) minutes of the time appointed for the meeting, a Board member nominated by the Board shall chair the meeting.

E. Elections

Nominations for election to the Board must be made in writing by Members in good standing and must be in the hands of the Secretary of the Board at least 14 days before the Annual Congregational Meeting. Should the nominations exceed vacancies, elections will be held in a secret ballot and every Member in good standing shall have one vote. If nominations do not exceed vacancies, each candidate will be put separately to a ballot.

F. Minutes

The Secretary or another person specially appointed by the Board shall keep a full record of proceedings at every Congregational Meeting of the Church.

G. Quorum

1. No business shall be transacted at any Congregational Meeting unless a quorum is present. There shall be a quorum when at least 25% of the number of Members in good standing for the time being, are present at any regular or Special Congregational Meeting.
2. If a quorum is not present within half an hour from the time appointed for the Meeting, or if during a Meeting a quorum ceases to be present, the Meeting shall be adjourned to such time and place, as the Board shall determine.
3. The Board must re-convene an adjourned Meeting at the earliest reasonable opportunity and must give at least seven clear days' notice of the re-convened Meeting stating the date, time and place of the Meeting.
4. If no quorum is present at the re-convened Meeting within fifteen (15) minutes of the time specified for the start of the Meeting, the Members present at that time shall constitute the quorum for that Meeting.

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H. Votes Required for Approval

Decisions, including elections, require approval by a vote of more than fifty percent (50%) of those Members present and voting, unless otherwise required by UFMCC Bylaws or otherwise stated in this Constitution.

I. Conflict of Interest or Loyalty

At any Congregational Meeting or Board where the stipend and/or the expenses of the Pastor or any other employee are discussed and voted upon, the said person shall take no part in the discussion and shall not vote but shall withdraw from the Meeting during such discussion and voting.

ARTICLE 6 – Local Church Administrative Body

A. Name

The local Church administrative body shall be the Board, which is authorised to provide administrative leadership for the Church.

B. Responsibilities

The Board shall be responsible for providing the Church with a set of Bylaws (called “The Constitution”), which are subject to approval by the Congregational Meeting, UFMCC and the Charity Commission.

The Board shall also have charge of all matters pertaining to the documents of the legal organisation and incorporation, Church property, risk management, collecting and distributing funds, keeping adequate Church records, and making timely reports to the Congregation, the Charity Commission, and UFMCC.

C. Membership

1. Members of the Board must be over 18 years of age and be Members in good standing of the Church. They shall be elected in accordance with this Constitution.
2. With the exception of the Pastor, someone who is a Church employee or someone whom the Board has approved for entry into the clergy ordination process of MCC or someone who is a connected person of a Board member, as defined in Article 6.N.1.2, shall not be eligible to serve on the Board.

D. Composition

1. There shall be between three (3) and five (5) members of the Board, including the Pastor, who shall serve as Chair.
2. No person shall be entitled to serve as a member of the Board, whether on first or subsequent entry to office, until they have signed in the minute book of the Board a declaration of acceptance and of willingness to act as a Trustee for the Church and the Fitness for Purpose document issued by the tax authority or subsequent

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appropriate documents and any other relevant documents issued by or via the Charity Commission.

3. A member of the Board shall cease to hold office immediately if he/she is disqualified from acting as a member of the Board by virtue of:
 - (a) sections 178 and 179 of the Charities Act 2011;
 - (b) no longer being able to sign any other appropriate documents as outlined in paragraph 2 of this section;
 - (c) no longer being a Member in good standing of the Church;
 - (d) in the written opinion, given to the Church, of a registered medical practitioner treating that person, becoming physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (e) being absent without the permission of the Board from three meetings held within a period of six months and the Board resolves that his/her office be vacated, or
 - (f) notifying the Board of a wish to resign (but only if at least two members of the Board will remain in office when the notice of resignation is to take effect).

E. Term of Office

Except for the Pastor, the term of office shall be three (3) years, with one third of the Board members being elected at each Annual Congregational Meeting. A Board member may have the option to be re-elected for one further consecutive term, but may not stand again for at least one year following the end of the second term of office.

F. Meetings

1. *Frequency and Openness*

- (1) The Board shall meet no fewer than nine (9) times a year.
- (2) Except for executive sessions, closed for the purposes of receiving sensitive information or discussing confidential business, meetings shall be open to the Congregation and public to attend as observers without vote or voice.

2. *Manner of Meetings*

- (1) Subject to the quorum requirements in paragraph 4 of this section and the further restrictions in this paragraph, the Board may meet using electronic means.
- (2) There shall be at least four meetings a year at which all available Board members are physically present in the same room.
- (3) Other Board meetings shall be conducted so that all available Board members are either physically present or may hear each other contemporaneously by electronic means and so that at least a majority of Board members thus present may see each other either in person or by electronic means.

3. *Minutes*

- (1) The Board must keep written minutes of the proceedings of the Board, including executive sessions, and of any sub-committees.

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- (2) Minutes of open meetings and financial reports shall be displayed for Members of the Church within two (2) weeks after ratification.
- (3) Minutes shall include a record of those present and the decisions made. A copy of the minutes shall become part of the permanent Church records.

4. *Quorum*

- (1) At least a majority of the members of the Board must be present, either physically or by electronic means in order to transact business.
- (2) Where the Pastor is absent, the chairperson shall be appointed before any business is transacted.
- (3) A Board member may not appoint anyone to act on his or her behalf at meetings of the Board.

G. Sub-committees

1. The Board may appoint one or more sub-committees consisting of Members of the Church in good standing and, if appropriate, other regular Church attenders, for the purpose of making any inquiry or supervising, or performing any function or duty which, in the opinion of the Board, would be more conveniently undertaken by a sub-committee.
2. All acts and proceedings of any sub-committee shall be fully and promptly reported to the Board.

H. Officers

The Board shall appoint from within their number a Treasurer, Secretary, Chair, and Vice Chair. The duties of these Officers are as follows:

1. Chair:
The Pastor shall serve as Chair of the Board.
2. Vice Chair:
The Vice Chair shall serve as Chair of the Board in the absence or at the request of the Pastor.
3. Secretary:
The Secretary shall be responsible for ensuring the maintenance of official correspondence and Church records, and for ensuring that accurate records are kept of all meetings of the Board and Congregation. The Secretary is the officer authorised to receive petitions submitted to the Board.
4. Treasurer:
The Treasurer shall be responsible for ensuring the preparation and maintenance of all financial records. This shall include a monthly financial report to the Board, and the annual financial report and estimates to the Congregation. The monthly and annual financial reports shall reflect income, expenses, and outstanding financial obligations.

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I. Vacancies

In the event of a vacancy on the Board, the Board may appoint a qualified Member in good standing to fill the vacancy until the next Congregational Meeting, when an election shall be held to fill the unexpired term.

J. Discipline

The Church cannot condone disloyalty, unbecoming conduct, or dereliction of duty on the part of any member of the Board. Therefore, the Board may remove by a majority vote of the full Board any of its members guilty of the above, with the exception of the Pastor who must be disciplined in accordance with the UFMCC Bylaws. A petition submitted to the Secretary and signed by twenty five percent (25%) of the Members of good standing of the congregation may also initiate such procedure.

K. Right to Appeal

A disciplined member of the Board may appeal the action to the Congregation at its next regular Congregational Meeting or at a Special Congregational Meeting, which may be called for this purpose. The decision of the Congregational Meeting is final. Until the Congregational Meeting to consider the appeal, the position held by the disciplined member of the Board shall be considered vacant.

L. Conflict of Interest or Loyalty

1. At any Board Meeting, a Board member must:
 - (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 Church or in any transaction or arrangement entered into by the Church, which he or she has not previously declared; and
 - (b) absent himself or herself from any discussions of the Board in which a conflict may possibly arise between his or her duty to act solely in the interests of the Church and any personal interest (including but not limited to any personal financial interest).
2. Any Board member absenting himself or herself from any discussions in accordance with this section must not vote or be counted as part of the quorum in any decision of the Board on the matter.

M. Application of income and property

1. The income and property of the Church shall be applied solely towards the promotion of the Purpose in section A of Article 3, subject to the following.
 - (1) A Board member is entitled to be reimbursed from the property of the Church or may be paid out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Church.

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- (2) A Board member may benefit from trustee indemnity insurance cover, which is purchased at the Church's expense in accordance with and subject to the conditions in section 189 of the Charities Act 2011.
2. None of the income or property of the Church may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Church.
3. Nothing in paragraph 2 of this section shall prevent a Member who is not also a Board member from receiving:
 - (a) a benefit from the Church in the capacity of a beneficiary of the Church;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Church.

N. Benefits and payments – Interpretations

1. In sections N, O and P of this Article, the following definitions apply:
 - (1) 'the Church' includes any company in which the Church:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more Board member to the board of the company.
 - (2) 'connected person' includes any person within the definition below.
 - (i) a child, parent, grandchild, grandparent, brother or sister of the Board member;
 - (ii) the spouse or civil partner of the Board member or of any person falling within sub-paragraph (i) above;
 - (iii) a person carrying on business in partnership with the Board member or with any person falling within sub-paragraph (i) or (ii) above;
 - (iv) an institution which is controlled by the Board member or any connected person falling within sub-paragraph (i), (ii), or (iii) above, or by two or more persons falling within this sub-paragraph when taken together;
 - (v) a body corporate in which the Board member or any connected person falling within sub-paragraphs (i), (ii) or (iii) above has a substantial interest; or two or more persons falling within this sub-paragraph who, when taken together, have a substantial interest.
2. In section O of this Article, 'financial benefit' means a benefit, direct or indirect, which is either money or which has a monetary value.
3. Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting other terms used in sections N, O and P of this Article.

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O. Benefits and Payments – Scope and powers

1. No Board member or connected person may:
 - (a) buy or receive any goods or services from the Church on terms preferential to those applicable to members of the public;
 - (b) sell goods, services or any interest in land to the Church;
 - (c) be employed by, or receive any remuneration from, the Church, except for the Pastor;
 - (d) receive any other financial benefit from the Church unless the payment is permitted by this section of Article 6, or is authorised by the court or the Charity Commission.
2. A Board member or connected person may receive a benefit from the Church in the capacity of a beneficiary of the Church, provided that a majority of the Board members do not benefit in this way.
3. A Board member 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 Church where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
4. Subject to section P below, a Board member or connected person may provide the Church with goods that are not supplied in connection with services provided to the Church by the Board member or connected person.
5. A Board member or connected person may receive interest on money lent to the Church 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. A Board member or connected person may receive rent for premises let by the trustee or connected person to the Church. The amount of the rent and the other terms of the lease must be reasonable and proper. The Board member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
7. A Board member or connected person may take part in the normal trading and fundraising activities of the Church on the same terms as members of the public.

P. Payment for supply of goods only – controls

The Church and its Board members may only rely upon the authority provided by paragraph 3 of section O of this Article if each of the following conditions is satisfied:

- (1) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Church and the Board member or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Church.
- (2) 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.
- (3) The other Board members are satisfied that it is in the best interests of the Church to contract with the supplier rather than with someone who is not a Board

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member or connected person. In reaching that decision, the Board members must balance the advantage of contracting with a Board member or connected person against the disadvantages of doing so.

- (4) 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 Church.
- (5) 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) The Board records the reason for their decision in the minutes.
- (7) A majority of the Board members then in office are not in receipt of remuneration or payments authorised by paragraph 5 and paragraph 6 of section O of this Article.

Q. Limitation of Liability

1. *Personal interests*

No member of the Board shall acquire any interest in property belonging to the Church (otherwise than as a Trustee for the Charity).

2. No member of the Board shall be liable for any act or failure to act by another member of the Board or by any employee of the Church. No member of the Board shall be liable for any loss arising from any fault in the title to any property acquired by the Church.
3. No member of the Board shall be liable for any loss arising from any fault in any security in which the Church might invest, or from bankruptcy, insolvency, or wrongful act by any person to whom the Church might entrust any of its property. No member of the Board shall be liable for any loss due to error of judgement or oversight on his/her office, unless this loss arises from the member's own wilful neglect or fraudulent or criminal actions.

R. Indemnity

The Church shall protect every member of the Board against all costs arising in relation to his/her relations with the Church, unless they are occasioned by his/her own wilful neglect or fraudulent or criminal actions.

S. Saving Provisions

1. Subject to paragraph 2 of this section, all decisions of the Board or of a committee of the Board shall be valid, notwithstanding the participation in any vote of a member:
 - (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict interests or otherwise;

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provided that:

- (d) the decision has been made at a quorate meeting without that member being counted in the quorum, and that
 - (e) the decision has been made by a majority of the members without counting the vote of that member.
2. Paragraph 1 of this section does not permit a Board member to keep any benefit that may be conferred upon him or her by a resolution of the Board or of a committee of Board if, but for paragraph 1, the resolution would have been void, or if the Board member has not complied with section L of this Article.

T. Irregularities in Proceedings

1. Subject to paragraph 2 of this section, all acts done by a meeting of Board members shall be valid, notwithstanding the participation in any vote of a Board member who, at the time of the vote:
- (a) was disqualified from holding office;
 - (b) had previously retired or who had been obliged by the constitution to vacate office;
 - (c) was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if the decision has been made by a majority of the Board members at a quorate meeting, regardless of the vote of that Board member and of that Board member being counted in the quorum,

2. Paragraph 1 of this section does not permit a Board member to keep any benefit that may be conferred upon him or her by a resolution of the Board or of a committee of the Board if the resolution would otherwise have been void.
3. No resolution or act of:
- (a) the Board,
 - (b) any committee of the Board,
 - (c) the Church in a Congregational Meeting

shall be invalidated by reason of the failure to give notice to any Board member or Member or by reason of any procedural defect in the meeting, unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of the Church.

ARTICLE 7 – Pastor

A. Role

1. The Pastor is the UFMCC clergy person with a licence to practise, who has been called by God and elected by the Church to be responsible for the duties of teacher, preacher, and spiritual leader until such time that the relationship is terminated. The Pastor shall also fulfil such other roles and responsibilities as are stated in the UFMCC Bylaws and the policies of the Church.

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2. *Interim Pastoral Leader*

- (1) In the event that a UFMCC clergy person is not available to serve as Pastor, the Board may request the UFMCC to appoint an Interim Pastoral Leader, who shall be subject to a background check.
- (2) The term of office of the Interim Pastoral Leader shall be one (1) year.
- (3) If the Interim Pastoral Leader is a Member of Northern Lights MCC, then the Interim Pastoral Leader shall have the authority to fulfill all of the roles and responsibilities of Pastor.
- (4) If the Interim Pastoral Leader is not a Member of Northern Lights MCC, then the Interim Pastoral Leader shall have the authority to fulfill all of the roles and responsibilities of Pastor, except that the Interim Pastoral Leader shall serve as Chair of the Board of Directors and Congregational Meetings with voice but no vote.

B. Responsibilities

1. The Pastor shall have the authority for ordering all worship services of the Church; determining when other worship services will be held, subject to approval of the Board; and for the management of Church staff, including their appointment, titles, compensation, vacation periods, and other terms and conditions of employment, subject to approval of the Board.
2. The Pastor shall serve as a voting member of the Board, Chair of the Board and Congregational Meetings, personnel director and as the primary spokesperson for the Church to the community.
3. The Pastor may delegate to others such duties as seem wise to the Pastor.

C. Pastoral Covenant

1. In the event that the election of a Pastor occurs, the Board and Pastor shall develop a covenant between the Pastor and the Church. The covenant shall include a job description and shall address such matters as compensation that are consistent with the equitable local standards, benefits, allowances and leave.
2. All provisions of the covenant shall be subordinate to the Bylaws of the UFMCC and all current legal requirements and relevant statutory provisions.

D. Pastoral Vacancy

1. In the event of a vacancy in the position of Pastor, a Pastoral Search Committee shall be responsible for presenting a qualified candidate for election at a Congregational Meeting. The Pastoral Search Committee shall develop and implement the pastoral search process in consultation with UFMCC.

2. *Composition of the Pastoral Search Committee.*

The Pastoral Search Committee shall consist of up to three (3) members of the Board, and two (2) additional members elected at a Congregational Meeting. If the Board

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consists at the time of fewer than three members, the Congregational Meeting may elect one additional member of the Committee from among the Members in good standing.

3. *Election of Pastor*

To be elected, the candidate presented by the Pastoral Search Committee must receive no less than seventy percent (70%) of the votes cast during a Congregational Meeting.

E. Termination of Relationship

1. The Pastor and Congregation may choose at any time to terminate their relationship through mutual agreement. Unilateral failure to renew the Pastor's contract shall not constitute removal of the Pastor from office.
2. No petition for removal of the Pastor based on irreconcilable differences is valid unless preceded by the process of conflict resolution specified in Article 8.

ARTICLE 8 – Conflict Resolution

A. Intervention by UFMCC

When there is conflict or difficulty within the Church that cannot be resolved, (including conflicts between the Pastor and Congregation), the Board, the Pastor, any Lay Delegate, or a petition signed by a minimum of thirty three percent (33%) of the Members in good standing of the Church may invite intervention by UFMCC to resolve the conflict, in accordance with UFMCC Bylaws.

B. Removing the Pastor from Office

1. The Church shall follow the process as outlined in the UFMCC Bylaws for removing a Pastor from office for disloyalty; unbecoming conduct, dereliction of duty, or when irreconcilable differences arise that cannot be resolved through mutual agreement.
2. Any petition to initiate the process of removing the Pastor from office must be submitted to the Secretary of the Board and be signed by at least twenty-five percent (25%) of the Members of good standing.
3. The Board may initiate the process of removing the Pastor from office by a vote of three-fourths (3/4) of the full Board.
4. The Secretary shall send a copy of the completed petition or motion of the Board to UFMCC within three (3) days.
5. The Pastor shall remain fully compensated until the final action of the Congregation.

ARTICLE 9 – Lay Delegate

A. Number of Lay Delegates

The Church shall elect one (1) lay person for every one hundred (100) Members in good standing, or part thereof, to serve as Lay Delegate. The Lay Delegate shall be a Member in good standing of the Church.

B. Election

The Lay Delegate(s) shall be elected at the next regular Congregational Meeting following each General Conference. The election shall be conducted in accordance with section E of Article 5. Should the office fall vacant, the Board may appoint a Member in good standing to the office until the next Congregational Meeting, at which an election will take place for the remainder of the term.

C. Term of Office

The term of office of Lay Delegate shall be three (3) years.

D. Duties

The duties of the Lay Delegate shall be to represent the Congregation at General Conferences, to communicate with the Congregation regarding UFMCC concerns and policies and to liaise with other Churches in the Fellowship. The Lay Delegate shall receive copies of the minutes of the open session of Board meetings

E. Alternate Lay Delegate

When the Lay Delegate is unable or unwilling to attend a General Conference, the Board shall appoint a Member in good standing to serve as Alternate Lay Delegate for that Conference. The funding shall be the same as for Lay Delegate.

F. Funding

To the best of its ability, the Congregation shall fund the Lay Delegate's transportation, registration and necessary daily expenses at General Conferences.

G. Discipline

The Church cannot condone disloyal, unbecoming conduct, or dereliction of duty. The Lay Delegate or Alternate Lay Delegate may be disciplined according to the procedures pertaining to Board members, set out in sections J and K of Article 6.

ARTICLE 10 – Church Accounts, Finances, Budget and Property

A. Duties of Board

1. The Board must comply with its obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the Church;
 - (b) the preparation of annual statements of account for the Church;
 - (c) the transmission of the statements of account to the Commission
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
3. The Board shall be responsible for the presentation of an annual operating budget reflecting anticipated income and expenditure to the Congregational Meeting with regard to accounts. In particular, the Board shall comply with the following:
 - (1) The Treasurer shall keep proper accounts of the finances of the Church.
 - (2) The accounts shall be audited or examined at least once a year by the external examiner appointed by the Church in the Congregational Meeting.
 - (3) An examined statement of accounts for the last financial year shall be submitted by the Board at the Annual Congregational Meeting.
4. All monies raised on behalf of the Church shall be applied to further the Purpose of the Church and no other purpose, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Church or to members of the Board or any advisory committee of reasonable out of pocket expenses.

B. Church Finances

1. *Authorised signatures*
 - (1) Any Church bank or other financial account shall require two (2) signatures for withdrawals. Up to four (4) nominated members of the Board shall have signature authority. No more than one person from a household, or connected person, as defined in Article 6.N.1.2, shall have signature authority.
 - (2) In the case of Internet Banking, all transactions set up by the Church will require two (2) electronic authorisations. Up to three (3) nominated members of the Board will have authorisation permissions. No more than one person from a household or connected person, as defined in Article 6.N.1.2, shall have internet access to any Church bank or other financial accounts.
2. *Limit on Expenditure*
 - (1) The Pastor shall have the authority to spend or commit Church funds within the approved budget in any amount not to exceed five percent (5%) of the annual

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budget. Any expenditure greater than that amount requires the majority approval of the full Board.

- (2) The Board shall have the authority to spend or commit Church funds within the approved budget; any expenditure or commitment greater than ten percent (10%) of the approved annual budget and not individually specified in that budget, requires a majority vote by the Congregational Members.

3. *Fiscal Year*

For the purposes of reporting to UFMCC and to the Charity Commission, the fiscal year shall be the year 1st April to 31st March.

C. Church Budget

1. The Board shall be responsible for the presentation of an annual operating budget reflecting anticipated income and expenditure to the Congregational Meeting for a majority approval. The approved budget may be amended, as needed, by a two thirds (2/3) vote of the Board, which shall immediately notify, by the most appropriate means, the Members of the Church that such amendment has been made, provided that any increase or decrease in the total budget amount does not exceed ten percent (10%) of that amount. Any greater change in the total budget amount shall require a majority vote of a Congregational Meeting.

2. *Budget year.*

The annual budget of the Church shall cover the period from April through to March.

3. *Tithes.*

The Board shall report all Church income each month to the UFMCC, and with that report shall remit a percentage of the funds reported. The percentage of the funds shall be determined by General Conference.

D. Church Property

1. Subject to the provisions of paragraph 2 of this section, the Board shall cause the title to:

- (a) all land held by or in trust for the Church which is not invested in the Official Custodian for Charities, and

- (b) all investments held by or on behalf of the Church

to be invested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Board at their pleasure and shall act in accordance with the lawful directions of the Board. Provided they act only in accordance with the lawful directions of the Board, the holding trustees shall not be liable for the acts and defaults of its members.

2. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Church, the Board may permit any investments held by or in trust for

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the Church to be held in the name of the clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any stock-broking company) as nominee for the Board, and may pay such nominee reasonable and proper remuneration for acting as such.

E. Repairs and insurance

The Board must keep in repair and insure to their full replacement value against fire and other usual risks all the buildings of the Church, where the Church owns buildings, and all the other physical assets (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

ARTICLE 11 – Adoption and amendments

A. Adoption

1. This Constitution shall become effective immediately upon adoption by the Congregational Meeting, and after approval by UFMCC and the Charity Commission.
2. Until the adoption and approval of this Constitution, it shall take effect as if references in it to the Board were references to the persons whose signatures appear at the bottom of this document.

B. Amendments

1. This Constitution may be amended or repealed at any duly convened Congregational Meeting.
2. Proposed amendments or repeals shall be submitted in writing to the Board no later than thirty (30) days prior to the Congregational Meeting at which the proposal is to be considered.
3. Adoption of the amendments or repeal shall require approval by a two-thirds (2/3) affirmative vote and is subject to approval by UFMCC and the Charity Commission. Amendments necessitated by amendments to the UFMCC Bylaws shall not require approval by the Congregation but are subject to the approval of the Charity Commission.
4. No amendments may be made to:
 - (a) Article 1, Section A (Name of the Church);
 - (b) Article 2, Section A paragraph (2) (Dissolution)
 - (c) Article 3, Section A (Purpose);
 - (d) Article 6, Section L, paragraph 1 (Conflict of Interest or Loyalty), or
 - (e) this section

-without the written consent of the Charity Commission and the approval of UFMCC.

5. The Church may amend any provision contained in this constitution provided that:

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- (1) no amendment may be made that would have the effect of making the Church cease to be a charity at law;
 - (2) no amendment may be made to alter the Purpose specified in section A of Article 3 if the change would undermine or work against the previous Purpose of the Church;
6. Any reference in this Constitution to a statutory enactment shall be taken to include a reference to that enactment as subsequently amended, modified or re-enacted.

7. Registered particulars

The Board must notify the Charity Commission promptly of any changes to the Church's entry on the Central Register of Charities.

ARTICLE 12 – Notices

A. Giving of Notices

1. Any notice required by this Constitution to be given to or by any person must be given:
 - (a) in writing, or
 - (b) by electronic communications.
2. The Church may give any notice to a Member either:
 - (a) personally,
 - (b) by sending it by first class post addressed to the Member at his or her address,
 - (c) by leaving it at the address of the Member, or
 - (d) by electronic communications to the Member's address.
3. A Member who does not register an address with the Church or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Church.
4. A Member present in person at any meeting of the Church shall be deemed to have received notice of the meeting and of the purposes for which it was called.

B. Delivery of Notices

1. Proof that an envelope containing a notice was properly addressed and posted shall be conclusive evidence that the notice was given.
2. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
3. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

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**Signed on behalf of
The Northern Lights Metropolitan Community Church**

by