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Freedom in Christ Ministries International

Constitution of a Charitable Incorporated Organisation whose only voting members are its charity trustees

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1. INTERPRETATION

1.1. In this constitution:

- “charity trustee”** means a charity trustee of the CIO.
- “Communications Provisions”** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
- “connected person”** means:-
- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
 - (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
 - (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
 - (d) an institution which is controlled:-
 - (i) by the charity trustee or any connected person falling within sub-clauses (a), (b) or (c); or
 - (ii) by two or more persons falling within sub-clause (d)(i) when taken together
 - (e) a body corporate in which:-
 - (i) the charity trustee or any connected person falling within sub-clauses (a), (b) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

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

“Executive Director” means the chief executive officer of the CIO or Freedom in Christ Ministries organisations or Partner Ministries as the context may require

“Founding Charity Trustee” means Dr Neil T. Anderson who is the founding trustee of the CIO.

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

“International Representative” means an individual appointed to represent the CIO in countries where there is no established Freedom in Christ Ministries organisation.

“Objects” means the charitable objects of the CIO set out in clause 4.

“the Region”	means such international regional group or groupings as the charity trustees shall from time to time decide.
“Partner Ministries”	means groups or organisations that operate in partnership with the CIO in countries where there is no established Freedom in Christ Ministries organisation.
“Statement of Faith and Core Values”	means the Statement of Faith and Core Values which appears in the Schedule to this Constitution.

2. NAME

The name of the Charitable Incorporated Organisation is Freedom in Christ Ministries International (“the CIO”).

3. NATIONAL LOCATION OF PRINCIPAL OFFICE

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

4. OBJECTS

The Object of the CIO is, for the public benefit, the advancement of the Christian faith in accordance with the Statement of Faith and Core Values in such ways as the charity trustees may from time to time decide.

5. POWERS

The CIO has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the CIO has power to:

- 5.1. work in co-operation with churches and other Christian charities;
- 5.2. 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;
- 5.3. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.4. 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;
- 5.5. 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 7 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- 5.6. 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; and

5.7. do anything else within the law which is incidental and conducive to the Objects.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1. The income and property of the CIO must be applied solely towards the promotion of the Objects.
- 6.2. A charity trustee may 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.
- 6.3. 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.
- 6.4. 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.
- 6.5. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 7.

7. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

7.1 General Provisions

- 7.1.1 The CIO may provide to the charity trustees benefits provided in furtherance of the Objects where the charity trustees are beneficiaries of the CIO and where those benefits are the same as or similar to benefits provided to other beneficiaries.
- 7.1.2 No charity trustee or connected person may:
- 7.1.2.1 buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
 - 7.1.2.2 sell goods, services or any interest in land to the CIO;
 - 7.1.2.3 be employed by, or receive any remuneration from, the CIO;
 - 7.1.2.4 receive any other financial benefit from the CIO

unless the payment or benefit is permitted by clause 7.2, clause 7.3 or clause 7.4 or is authorised by the court or the Charity Commission. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 Scope and powers permitting charity trustees' or connected person's benefits

- 7.2.1 A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO in accordance with clause 7.1.1.
- 7.2.2 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.

- 7.2.3 Subject to clause 7.3 a charity trustee or connected person may be employed (other than as a charity trustee) by the CIO.
- 7.2.4 Subject to clause 7.4 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.
- 7.2.5 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).
- 7.2.6 A charity trustee or connected person may receive rent for premises let by the charity trustee or connected person to the CIO. The amount of the rent and 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.
- 7.2.7 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.

7.3 **Payment for employment – controls**

The CIO and its charity trustees may only rely upon the authority provided by clause 7.2.3 if each of the following conditions is satisfied:-

- 7.3.1 the terms of the employment are set out in a written agreement between the CIO and the charity trustee or connected person who is the employee ("the employee");
- 7.3.2 the remuneration or other sums paid to the employee do not exceed an amount that is reasonable in all the circumstances;
- 7.3.3 the other charity trustees are satisfied that it is in the best interests of the CIO to employ the employee rather than 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 (especially the loss of any charity trustee's services as a result of dealing with the charity trustee's conflict of interest);
- 7.3.4 the employee is absent from the part of any meeting at which there is discussion of his/her employment or remuneration or any matter concerning the contract, his/her performance in the employment or his/her performance of the contract, any proposal to enter into any other contract or arrangement with him/her or to confer any benefit upon him/her or of any other matter relating to payment or the conferring of any benefit to him/her;
- 7.3.5 the employee does not vote on any such matter and is not counted when calculating whether a quorum of charity trustees is present at the meeting;
- 7.3.6 the reason for their decision is recorded by the charity trustees in the minute book; and
- 7.3.7 a majority of the charity trustees then in office are not in receipt of remuneration or

payments authorised by clause 7 and for clarification remuneration or payment of a connected person is only deemed to be remuneration or payment of a charity trustee where it might result in a charity trustee obtaining a benefit.

7.4 Payment for supply of goods only - controls

The CIO and its charity trustees may only rely upon the authority provided by clause 7.2.4 of this clause if each of the following conditions is satisfied:

- 7.4.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the CIO and the charity trustee 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 CIO;
 - 7.4.2 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;
 - 7.4.3 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;
 - 7.4.4 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 CIO;
 - 7.4.5 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;
 - 7.4.6 the reason for their decision is recorded by the charity trustees in the minute book; and
 - 7.4.7 a majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 7 and for clarification remuneration or payment of a connected person is only deemed to be remuneration or payment of a charity trustee where it might result in a charity trustee obtaining a benefit.
- 7.5 The provisions in this clause 7 on the making of payments and the granting of benefits by the CIO to charity trustees shall also extend to payments made to charity trustees by any company in which the CIO:-
- 7.5.1 holds more than 50% of the shares; or
 - 7.5.2 controls more than 50% of the voting rights attached to the shares; or
 - 7.5.3 has the right to appoint one or more directors to the board of the company.

8. CONFLICTS OF INTEREST AND LOYALTY

A charity trustee must:

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

- 8.2 in relation to any matter 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) a charity trustee must not vote or be counted as part of the quorum in any decision of the charity trustees on that matter.

9. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE CIO IF IT IS WOUND UP

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.

10. CHARITY TRUSTEES

10.1. Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- 10.1.1. to exercise his or her powers and to perform his or her functions in his or her capacity 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
- 10.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- 10.1.2.1. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - 10.1.2.2. 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.

10.2. Eligibility for trusteeship

10.2.1. Every charity trustee must be a natural person.

10.2.2. No individual may be appointed as a charity trustee of the CIO:

- 10.2.2.1. if he or she is under the age of 18 years; or
- 10.2.2.2. if he or she would automatically cease to hold office under the provisions of clause 13.5

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

10.3. Number of charity trustees

10.3.1. There must be at least three charity trustees. If the number falls below this minimum, the remaining charity trustee or charity trustees may act only to appoint a new charity trustee.

10.3.2. As far as is practicable the CIO must have a charity trustee to represent each of the Regions.

10.3.3. There is no maximum number of charity trustees that may be appointed.

10.4. First charity trustees

The first charity trustees are:-

10.4.1. Brian Warburton Nicholson;

10.4.2. Michael Richard Benford;

10.4.3. Mark Lee Broadhurst; and

10.4.4. the Founding Charity Trustee.

11. APPOINTMENT OF CHARITY TRUSTEES

11.1. The charity trustees shall invite nominations for election as a charity trustee to represent a particular Region from the following persons within that Region:-

11.1.1. the chair of each established Freedom in Christ Ministries organisation in the Region;

11.1.2. the Executive Director of each established Freedom in Christ Ministries organisation in the Region;

11.1.3. each International Representative in the Region; and

11.1.4. the Executive Director of each of the Partner Ministries in the Region.

11.2. When nominations are received in accordance with Clause 11.1 above there shall be a ballot in which each person holding the positions set out in clauses 11.1.1 to 11.1.4 in all of the Regions (not just the Region in question), the Founding Charity Trustee and the Executive Director of the CIO shall have one vote. The nominee securing the most votes in the ballot shall be elected as the charity trustee for the Region in question.

11.3. In the case of any equality of votes, the Executive Director of the CIO will have a second or casting vote.

11.4. If there is only one nominee for a particular Region then he shall be deemed to be elected without the need for a ballot.

11.5. If no nominations are received in relation to a particular Region then, where practicable, the charity trustees shall appoint a person to represent that particular Region.

11.6. The Founding Charity Trustee will serve an indefinite term of office until he ceases to be a charity trustee under clause 13.2. The other first charity trustees under clause 10.4 shall hold office only until elections of charity trustees are held under this clause 11.

11.7. Apart from the first charity trustees appointed under clause 10.4, every charity trustee must be appointed for a term of three years. A charity trustee may serve for up to two further terms of three years (if duly nominated and elected). Any charity trustee

(other than the Founding Charity Trustee) who completes nine years as a charity trustee must then step down for a period of at least one year before being eligible for further nomination and election.

- 11.8. All charity trustees must subscribe and adhere to, in belief and lifestyle, the Statement of Faith and Core Values.

12. INFORMATION FOR NEW CHARITY TRUSTEES

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

- 12.1. a copy of this constitution and any amendments made to it; and
- 12.2. a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

13. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

- 13.1. Subject to clause 11.7, a person retiring as a charity trustee is eligible for re-election.
- 13.2. A charity trustee shall also cease to hold office if he or she:
- 13.2.1. resigns 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;
- 13.2.2. is absent without the permission of the charity trustees from all their meetings held within a period of six months and the charity trustees resolve that his or her office be vacated;
- 13.2.3. dies;
- 13.2.4. in the reasonable opinion of the other charity trustees, becomes incapable of fulfilling his or her duties and responsibilities as a charity trustee because of illness or injury and the other charity trustees resolve that he or she be removed as a charity trustee;
- 13.2.5. 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);
- 13.2.6. ceases to be a member of the CIO;
- 13.2.7. is removed for good and sufficient reason by a resolution passed by at least 75% of the charity trustees present and voting at a properly convened meeting of the charity trustees after inviting the views of the charity trustee concerned and considering the matter in the light of any such views including (without limitation) if he ceases in the reasonable opinion of the other charity trustees to subscribe and adhere to, in belief and lifestyle, the Statement of Faith and Core Values.

14. TAKING OF DECISIONS BY CHARITY TRUSTEES

Any decision of the charity trustees may be taken either:

- 14.1. at a meeting of the charity trustees; or
- 14.2. by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of

the resolution in like form to each of which one or more charity trustees has signified their agreement.

15. DELEGATION BY CHARITY TRUSTEES

- 15.1. The charity trustees may delegate any of their powers or functions to a committee or committees and if they do they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- 15.2. The power in clause 15.1 is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees but is subject to the following requirements:
 - 15.2.1. a committee may consist of two or more persons but at least one member of each committee must be a charity trustee;
 - 15.2.2. the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - 15.2.3. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

16. MEETING OF CHARITY TRUSTEES

16.1. Calling meetings

- 16.1.1. The charity trustees must hold at least three meetings each calendar year.
- 16.1.2. Any charity trustee may call a meeting of the charity trustees.
- 16.1.3. Subject to clause 16.1.1, the charity trustees shall decide how their meetings are to be called and what notice is required.

16.2. Chairing of meetings

The charity trustees 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.

16.3. Procedure at meetings

- 16.3.1. No decision shall be taken at a meeting of the charity trustees 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 charity trustees 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.
- 16.3.2. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 16.3.3. In the case of any equality of votes, the person who chairs the meeting shall have a second or casting vote.

16.4. Participation in meetings by electronic means

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

For the purposes of clause 16 “suitable electronic means” includes telephone, video conferencing or other communications equipment.

17. MEMBERSHIP OF THE CIO

- 17.1. The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.
- 17.2. Any charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

18. DECISIONS WHICH MUST BE MADE BY THE MEMBERS OF THE CIO

- 18.1. Any decision to:
 - 18.1.1. amend the constitution of the CIO;
 - 18.1.2. amalgamate the CIO with, or transfer its undertakings to, one or more other CIOs, in accordance with the Charities Act 2011; or
 - 18.1.3. wind up or dissolve the CIO (including transferring its business to any other charity) must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).
- 18.2. Decisions of the members may be made either:
 - 18.2.1. by resolution at a general meeting; or
 - 18.2.2. by resolution in writing, in accordance with clause 18.4.
- 18.3. Any decision specified in clause 18.1 must be made in accordance with the provisions of clause 28 (Amendment of Constitution), clause 29 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting or to be agreed by all members in writing.
- 18.4. Except where a resolution in writing must be agreed by all the members such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

- 18.4.1. a copy of the proposed resolution has been sent to all the members eligible to vote;
and
- 18.4.2. the required 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 their signature, by a statement of their identity accompanying the document or in such other manner as the CIO has specified.
- 18.4.3. The resolution in writing may comprise several copies to which one or more members has signified their agreement. 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.

19. GENERAL MEETINGS OF MEMBERS

19.1. Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause 18 (Decisions which must be made by the members of the CIO).

19.2. Notice of general meetings of members

- 19.2.1. The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
- 19.2.2. Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.
- 19.2.3. 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.

19.3. Procedure at general meeting of members

The provisions in clauses 16.2 to 16.4 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means also apply to any general meeting of the members with all references to charity trustee to be taken as reference to members.

20. SAVING PROVISIONS

- 20.1. Subject to clause 20.2, all decisions of the charity trustees or of a committee of charity trustees shall be valid notwithstanding the participation in any vote of a charity trustee:
 - 20.1.1. who was disqualified from holding office;
 - 20.1.2. who had previously retired or who had been obliged by the constitution to vacate office; or

20.1.3. who was not entitled to vote on the matter, whether by reason of a conflict or otherwise;

if, without the vote of the charity trustee and that charity trustee being counted in the quorum, the decision that has been made by a majority of the charity trustees at a quorate meeting.

20.2. 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 charity trustees 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 8 (Conflicts of Interest and Loyalty).

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

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

22.1.1. 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;

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

22.2. To the CIO

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

22.3.1. Any member or charity trustee of the CIO by providing the CIO with his or her 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 his or her unwillingness to receive such communications in that form.

22.3.2. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

22.3.2.1. provide the members with the notice referred to in clause 19.2 (Notice of general meetings of members);

22.3.2.2. give charity trustees notice of their meetings in accordance with clause 16.1 (Calling meetings); and

- 22.3.2.3. submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 19.3 (Procedure at general meeting of members) or clause 14.2 (Taking of Decisions by Charity Trustees).

22.3.3. The charity trustees must:-

- 22.3.3.1. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
- 22.3.3.2. 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.

23. KEEPING OF REGISTERS

The CIO must comply with its obligations under the General Regulations in relation to the keeping of and provisions of access to a (combined) register of its members and charity trustees.

24. MINUTES

The charity trustees must keep minutes of all:

- 24.1. appointments of officers made by the charity trustees;
- 24.2. proceedings at general meetings of the CIO;
- 24.3. meetings of the charity trustees and committees of charity trustees including:
 - 24.3.1. the names of the charity trustees present at the meeting;
 - 24.3.2. the decisions made at the meetings;
 - 24.3.3. where appropriate the reasons for the decisions; and
- 24.4. decisions made by the charity trustees otherwise than in meetings.

25. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

- 25.1. The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, preparation and scrutiny of statements of account and the preparation of annual reports and returns. The statements of account, 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 charity trustees 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

The charity trustees may from time to time make such reasonable and proper rules or byelaws 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. DISPUTES

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.

28. AMENDMENT OF CONSTITUTION

As provided by sections 224-227 of the Charities Act 2011:

28.1. This constitution can only be amended:

28.1.1. by resolution agreed in writing by all members of the CIO; or

28.1.2. by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).

28.2. Any alteration of clause 4 (Objects), clause 29 (Voluntary winding up or dissolution), this clause or any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

28.4. A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to Commission by the end of the period of 15 days beginning with the date of passing of the resolution and the amendment does not take effect until it has been recorded in the Register of Charities.

29. VOLUNTARY WINDING UP OR DISSOLUTION

29.1. 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:

29.1.1. at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

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

29.1.1.2. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

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

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

- 29.2.1. 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.
- 29.2.2. If the resolution does not contain such a provision the charity trustees must decide how any remaining assets of the CIO shall be applied.
- 29.2.3. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 29.3. 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:
- 29.3.1. the charity trustees must send with their application to the Commission:
- 29.3.1.1. a copy of the resolution passed by the members of the CIO;
 - 29.3.1.2. a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full;
 - 29.3.1.3. a statement by the charity trustees 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; and
- 29.3.2. the charity trustees 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.
- 29.4. If the CIO is to be wound up or dissolved in any other circumstances the provisions of the Dissolution Regulations must be followed.

SCHEDULE

Statement of Faith

The sole basis of our beliefs is the Bible, God's infallible written Word, the 66 Books of the Old and New Testaments. We believe that it was uniquely, verbally, and fully inspired by the Holy Spirit, and that it was written without error (inerrant) in the original manuscripts. It is the supreme and final authority in all matters on which it speaks.

We accept those areas of doctrinal teaching on which, historically, there has been general agreement among all true Christians. Because of the specialised calling of our organization, we desire to allow for freedom of conviction on other doctrinal matters, provided that any interpretation is based upon the Bible alone, and that no such interpretation shall become an issue that hinders the ministry to which God has called us.

1. There is one true God, eternally existing in three persons--Father, Son, and Holy Spirit - each of whom possesses equally all the attributes of Deity and the characteristics of personality.
2. Jesus Christ is God, the living Word, who became flesh through His miraculous conception by the Holy Spirit and His virgin birth. Hence, He is perfect Deity and true humanity united in one person forever.
3. He lived a sinless life and voluntarily atoned for the sins of men by dying on the cross as their substitute, thus satisfying divine justice and accomplishing salvation for all who trust in Him alone.
4. He rose from the dead in the same body, though glorified, in which He lived and died.
5. He ascended bodily into heaven and sat down at the right hand of God the Father, where He, the only mediator between God and man, continually makes intercession for His own.
6. Man was originally created in the image of God. He sinned by disobeying God; thus, he was alienated from his Creator. That historical fall brought all mankind under divine condemnation.
7. Man's nature is corrupted, and he is thus totally unable to please God. Every man is in need of regeneration and renewal by the Holy Spirit.
8. The salvation of man is wholly a work of God's free grace and is not the work, in whole or in part, of human works or goodness or religious ceremony. God imputes His righteousness to those who put their faith in Christ alone for their salvation, and thereby justifies them in His sight.
9. It is the privilege of all who are born again of the Spirit to be assured of their salvation from the very moment in which they trust Christ as their Saviour. This assurance is not based upon any kind of human merit, but is produced by the witness of the Holy Spirit, who confirms in the believer the testimony of God in His written Word.
10. The Holy Spirit has come into the world to reveal and glorify Christ and to apply the saving work of Christ to men. He convicts and draws sinners to Christ, imparts new life to them, continually indwells them from the moment of spiritual birth, and seals them until the day of redemption. His fullness, power, and control are appropriated in the believer's life by faith.

11. Every believer is called to live in the power of the indwelling Spirit so that he will not fulfil the lust of the flesh, but will bear fruit to the glory of God.
12. Jesus Christ is the Head of the Church, His Body, which is composed of all men, living and dead, who have been joined to Him through saving faith.
13. God admonishes His people to assemble together regularly for worship, for participation in ordinances, for edification through the Scriptures, and for mutual encouragement.
14. At physical death the believer enters immediately into eternal, conscious fellowship with the Lord and awaits the resurrection of his body to everlasting glory and blessing.
15. At physical death the unbeliever enters immediately into eternal, conscious separation from the Lord and awaits the resurrection of his body to judgment and everlasting condemnation.
16. Jesus Christ will come again to the earth--personally, visibly, and bodily--to consummate history and the eternal plan of God.
17. The Lord Jesus Christ commanded all believers to proclaim the gospel throughout the world and to disciple men of every nation. The fulfilment of that Great Commission requires that all worldly and personal ambitions be subordinated to a total commitment to "Him who loved us and gave Himself for us."

Core Values

1. The Authority of Scripture (2 Timothy 3:16,17)

The basis for the message and methods of ministry of FICMI is the Word of God. The written Word and the Living Word should be seen as inseparable. Jesus is the Truth and so is His Word. FICMI appreciates the contribution of empirical research, and scientific investigation when the results are interpreted through the grid of Scripture. Science is mankind's attempt to understand natural law. Theology is the Christian's attempt to systematize divine revelation. Science and theology are fallible, but God's word isn't. FICMI is committed to Truth and not any one particular systematic theology and does not see any incongruity between natural law and divine revelation, since both originate in God. All those under the spiritual authority of FICMI are to be subject to God's Word and all governing authorities established by God (Romans 13:1-5).

2. The Centrality of Christ (Hebrews 12:1-3)

Our identity, acceptance, security, and significance are all found in Christ, who is the ultimate revelation of God. Therefore our purpose is to help Christians, their marriages, and their ministries be established alive and free in Christ. God has given the Church, and consequently FICMI the ministry of reconciliation, which removes the barriers to having an intimate relationship with our Heavenly Father through repentance and faith in God.

3. Worshipping God and Praying (John 4:23)

Worship is to ascribe and embrace the true attributes of God, both corporately and individually, and then live accordingly. We strive to practice the presence of God and consider prayer our first priority, seeking to know Him and to do His will. We don't try to manipulate God or persuade Him to our point of view. We desire to be on the path that He has chosen for us, and choose to identify with Jesus when He said, "Not my will be done, but Your will be done." We try to bathe everything we do in prayer, not asking God to bless our plans, but submitting to His plans as discerned in prayer. We believe that Paul's instruction in Ephesians 6 on the armour of God concludes with the admonition for all believers to pray at all times in the Spirit. The prayers that God the Holy Spirit prompts us to pray are the prayers that God answers. God uses such prayers to accomplish His work through us.

4. The Unity of Believers (John 17:20-23)

We serve the one true God who manifests Himself as the Father, Son, and Holy Spirit. The unity of the Godhead serves as the model for all relationships. We work to preserve the unity of the Spirit in the bond of peace (Ephesians 4:3). Where Satan works to divide our minds, marriages, and ministries, FICMI works for the oneness of mind, marriage, and ministry as peacemakers (Matthew 5:9).

5. Our Identity in Christ (John 1:12)

Those who put their trust in Christ are children of God. They are no longer "in Adam," they are spiritually alive "in Christ." To be spiritually alive means that our souls are in union with God. Christians are new creations in Christ (2 Corinthians 5:17), and they are no longer "in the flesh," but they can walk after or according to the flesh (Romans 8:11). Those who are not yet Christians have neither the presence of God in their lives nor the knowledge of His ways, consequently their minds have been programmed to live independently of God. Salvation doesn't bring instant renewal of our minds, which is why the Apostle Paul warns us not to be conformed any long to this world, but to be transformed by the renewing of our minds (Romans 12:2). We believe that Scripture identifies all believers as saints rather than

sinners, which does not necessarily reflect our maturity, just our position in Christ. All Christians is identified with Christ in His death (Romans 6:3; Galatians 2:20), in His burial (Romans 6:4), In His resurrection (Romans 6:5,8,11), In His ascension (Ephesians 2:6), In His life (Romans 5:10,11), In His power (Ephesians 1:19,20), and in His inheritance (Romans 8:16,17; Ephesians 1:11,12).

6. A Balanced Biblical Worldview (Ephesians 6:10-20)

We recognize the reality of the spiritual world and seek to be filled and guided by the Holy Spirit. We understand that the enemies of our sanctification are the world, the flesh, and the devil. There is a present spiritual battle between good and evil, between the kingdom of God and the kingdom of darkness, between the Spirit of truth, and the father of lies, and between the true prophets and the false prophets, which calls for Christians to have a solid biblical foundation, exercise discernment and keep their focus on Christ. We wrestle not with flesh and blood, but with spiritual rulers and authorities of this present darkness with the understanding that they have been disarmed (Colossians 2:15). We understand this battle to be more of a truth encounter rather than a power encounter, since the devil is already defeated.

7. A Holistic Answer to the Problems of Life (Matthew 6:19-34)

We try to avoid simplistic answers that address only one dimension of life, and try to consider the proper functioning of our bodies, souls, and spirits. First, we teach the need for a balance of rest, exercise, and diet, and respect the role that medicine and medications play in healing and maintaining the body. Second, we acknowledge psychosomatic illnesses and believe that emotional needs can be met in Christ and seek to resolve the problems of fear, anxiety, panic attacks, depression, and addiction. Third, we take into account the spiritual component to all problems, which includes the necessity of being connected to God, and the need to escape from the snares of the devil. We have a whole God, who deals with a whole humanity, and takes into account all reality, all the time, and we seek Him and His kingdom first.

8. Balancing God's Sovereignty and Mankind's Responsibility (1 Corinthians 3:4-9)

We cannot ask God to do for us what He has revealed to be our responsibility, and we cannot do for ourselves what only God can do. Any attempt by one person to help another should be done so with the understanding that God is also present and there is a role that God and only God can play in each of our lives. Only God can set a captive free and bind up the broken hearted person. So we seek to establish our methods of ministry with the awareness of God's omnipresence, omniscience, and omnipotence. We also seek to understand the sensitive relationship that exists between the encourager and the enquirer helping them to realize their responsibility. As reconcilers and encouragers we also depend upon God and avoid being enablers, co-dependents, and rescuers, which undermines the need of inquirers to be responsible for their own attitudes and action.

9. The knowledge of God's Will (1 Thessalonians 4:3)

We believe that God will guide all those who seek to follow Him, which is a different concept than knowing God's will. God's will for our lives is our sanctification, i.e. that we conform to His image. The goal of our instruction is love (1 Timothy 1:5), which is the character of God (1 John 4:16), and not knowledge that makes one arrogant (1 Corinthians 8:1). God is not trying to enlarge our minds; He is trying to enlarge our hearts so that we may be like Him. We can have knowledge and be arrogant, but we cannot know God and be arrogant. Our goal is to know God, and become like Him (Philippians 3:8-14) so that others will know that we are servants of God, because of His love shining through us.

10. The Grace of God (2 Corinthians 3:5,6)

We believe that we are servants of a new covenant, for the law kills, but the Spirit gives life. Grace is neither legalism nor license. We could not live up to the law by the law, but we can live a righteous life if we do so by faith according to what God says is true and by doing so in His power rather than by our own strength and resources. Part of our purpose is to help Christians and their ministries to move from a works and program orientation to a grace and faith orientation. Biblical strategies and programs will not work unless they are empowered by the life of God, because apart from Christ we cannot do anything of lasting consequence (John 15:5). We don't have to bear fruit, we have to abide in Christ and then we will bear fruit. Ministering grace also means that we don't put a price tag on our ministry or charge a fee for freedom appointments.

11. Servant Leadership (Matthew 20:20-28)

We don't get our significance from titles, degrees, gifts, or ecclesiastical positions. We strive to be significant and secure in Christ, and not Lord it over others (1 Peter 5:1-11). The qualifications to be a spiritual leader (1 Timothy 3:1-13; Titus 1:6-9) are all related to Godly character. As servant leaders we choose to walk in the light and speak the truth to one another in love. We want every Christian to reach their highest potential and use their talents and gifts to glorify God and edify others. It is the purpose of FICMI to empower God's people by helping them to understand who they are in Christ, enabling them to be all that God intended them to be so they will be able to do all things through Christ who strengthens them (Philippians 4:13).

12. Integrity and Authenticity

Spiritual integrity and authenticity are more important than recognition, and perceived impact. We believe the proper order is to have maturity before ministry, character before career, and being before doing. Who we are is more important than what we do, and we should never compromise ourselves or our message in order gain the approval of others. God's work done God's way will never lack His support, therefore we don't subscribe to worldly methods of fund raising, exaggeration, hype, false pretences, exploitation, and self-promotion. Our focus is to grow in our maturity, bring clarity, correctness, and balance to our message, and let God expand our ministry.