

**Constitution of the Coptic Orthodox Church of
St Mary & St Shenouda the Archimandrite
Rickman Hill, Coulsdon, Surrey CR5 3DS**

Article 1: Name

The name of the charity shall be
St Mary & St Shenouda the Archimandrite Church
(the Charity)

Article 2: Authority of the Church

- 2.1 The Charity is an indivisible part of the Coptic Orthodox Church of Egypt, which has as its supreme head His Holiness, the Pope *of* Alexandria and Patriarch of the See of St. Mark (His Holiness the Pope). The authority of His Holiness the Pope and the Holy Synod of the Coptic Orthodox Church extends to the entire See of Saint Mark, both in Egypt and abroad. Such authority cannot be changed, revoked, altered, defied or modified. The Coptic Orthodox Church is hierarchical and not congregational.
- 2.2 The Custodian¹ of the Charity is His Holiness the Pope.
- 2.3 This article cannot be altered, changed or revoked in any way.

Article 3 Objectives

- 3.1 The Objectives of the Charity (the Objects) shall be to advance and promote the Christian Faith in accordance with the teachings and practices of the Coptic Orthodox Church.
- 3.2 For the purpose of attaining the aforesaid Object but not otherwise, the Charity may exercise the following powers:
- (a) to provide and maintain a place or places of public worship for worship and officiating sacraments and for the due performance of the rites of baptism, marriage, burial and other ceremonies according to the principles of the Coptic Orthodox faith;
 - (b) to provide and maintain the ministerial services of a priest (or priests), including the provision of a residence (or residences);
 - (c) to hold and otherwise promote religious meetings and conferences;
 - (d) to provide assistance for the needy in the United Kingdom and abroad;
 - (e) to provide spiritual, social and educational activities;
 - (f) to provide for the religious education for members of the Coptic Orthodox community in the doctrine and practices of the Coptic Orthodox Church;
 - (g) to provide the services of persons to perform such duties as may be considered necessary from time to time for the proper administration of the Charity;
 - (h) to raise funds by appealing for and inviting contributions by way of donations, covenants, grants, loans, legacies or subscriptions;
 - (i) To do any such other things as shall further the Objects of the Charity.

¹It was decided not to have His Holiness appointed as a Trustee as the Charity Commissioners do not allow a non-resident from being Trustee except a minority Trustee. A Custodian has more authority and no liability.

Article 4 Membership

Membership of the Charity shall be open to:

- 4.1 all members of the Coptic Orthodox faith whose conduct and objectives are compatible with this religious body and are not detrimental to the objects AND
- 4.2 who regularly attends services at the Church.

Article 5 The Church Council

The management of the Charity shall be vested upon a Council (hereinafter referred to as “the Church Council”) consisting of not less than five and not more than twelve members who shall be appointed from time to time by His Holiness the Pope being the highest authority in the Coptic Orthodox Church. His Holiness the Pope may appoint in writing, any person² he delegates to act on his behalf in this respect.

- 5.1 The Officers shall be the Chairman, the Vice Chairman, the Honorary Secretary and the Honorary Treasurer. The officers shall be appointed by and be members of the Church Council and shall cease to hold office upon ceasing to be members of the Church Council.
- 5.2 Any member of the Church Council failing to attend six consecutive Council meetings without prior notice and/or explanation acceptable to the Church Council, shall (unless the Church Council decides otherwise), subject to the approval of His Holiness the Pope, cease to be a member of the Church Council
- 5.3 The Church Council shall meet at least six times a year or as often as may be necessary, and shall regulate its’ own proceedings as it deems proper.
- 5.4 There shall be a quorum when at least one half of the number of members of the Church Council are present, providing that these include at least two Officers.
- 5.5 All matters shall be decided by a majority vote, but in case of equality of votes, the Chairman or in his absence the vice-Chairman shall have a casting vote.
- 5.6 All members of the Church Council are volunteers and are not paid for their services in this capacity.

Article 6 The Church Trustees

The Trustees of the Charity (the Trustees) shall be not less than three and not more than five of Church Council members. All the Officers shall be Trustees.

Article 7 Management of the Charity

Subject to the matters set out below, the Charity, its’ property and affairs shall be administered and managed in accordance with this Constitution by the Church Council.

Article 8 Powers and Responsibilities of the Church Council

In furtherance of the Objects, but not otherwise, the Church Council may exercise the following powers and have the following responsibilities:

- 8.1 Power to collect donations and subscriptions (periodicals or otherwise).
- 8.2 Power to issue appeals for donations and subscriptions in connection with the Objects.

² Not to be limited to a bishop or a clerical person, but any person the pope may delegate – clerical or otherwise.

- 8.3 Power to accept donations and endowments on any special trust in connection with the Objects.
- 8.4 Power to raise funds and to invite and receive contributions provided that in raising funds the Church Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 8.5 Power to buy, take on lease or in exchange, any property necessary for the achievement of the Objects and to maintain and equip it for use;
- 8.6 Power, subject to the approval of His Holiness the Pope or whoever his Holiness may delegate, and subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- 8.7 Power, subject to any consents required by law, to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- 8.8 Power to employ such staff (who shall not be members of the Church Council) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision;
- 8.9 Power to co-operate with other charities, voluntary bodies and/or statutory authorities operating in furtherance of the Objects or of similar charitable purposes.
- 8.10 Power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 8.11 Power to appoint one or more sub-committees for the purpose of supervising or performing any function or duty which, in the opinion of the Church Council, would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Church Council;
- 8.12 Power to do all such other lawful things as are necessary for the achievement of the Objects;
- 8.13 No member of the Church Council shall acquire any interest in property belonging to the Charity or receive remuneration (in their capacity as members of the Church Council) or to be interested in any contract entered into by Church Council;
- 8.14 The Church Council shall keep minutes in English, in books kept for this purpose, of the proceedings at meetings of the Church Council members;
- 8.15 The Church Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings.
- 8.16 The Church Council shall comply with its' obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the keeping, preparation and audit of accounts as set out of Article 10 of this Constitution,

Article 9 Financial Year

The Charity financial year shall be from 1st January to 31st December of that same year. Books of accounts shall be kept by the Honorary Treasurer and a statement of account made up to the end of each financial year shall be passed at the Annual General Meeting, which shall be available for inspection by any Member.³

Article 10 Accounts

The Church Council shall comply with its' obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

³ At the AGM of the year

- 10.1 The keeping of accounting records for the Charity;
- 10.2 The preparation of annual statements of account for the Charity;
- 10.3 The auditing or independent examination of statements of accounts of the Charity by Auditors, such persons shall be qualified for appointment as Auditors of a Company under the Companies Act 1948 and 1967 and statutory re-enactment thereof; and
- 10.4 The Church Council shall comply with their obligations under the aforementioned Act with regard to the preparation of a statement of account, an annual report and return⁴ and their transmission to the Charity Commission.

Article 11 Receipts and Expenditure

- 11.1 The funds of the charity, including all donations contributions and bequests, shall be paid into any account operated by the Church Council in the name of the Charity at such bank or building society as the Church Council shall from time to time decide.
- 11.2 All cheques drawn on any of the above accounts, must be signed by two members of the Church Council, as appointed by the Church Council, at least one of whom is an Officer.
- 11.3 The funds belonging to the Charity shall be applied only in furthering the Objects.

Article 12 Cash

All cash received by or on behalf of the Charity shall, after being counted and signed for by two members of the Church Council, be handed to the Honorary Treasurer who shall pay same into the Charity bank or building society account(s) or place the same on deposit with the bank or any other bank(s) or organisation(s).

Article 13 Application of Funds

- 13.1 The property of the Charity shall be used for furthering the Objects and no other purpose.
- 13.2 No member of the Church Council may receive any payment or other benefit from the Charity other than repayment of his/her reasonable out-of-pocket expenses, and no employee of the Charity may be a member of the Church Council or trustee.⁵

Article 14 Annual General Meeting

There shall be an Annual General Meeting of the members of the Charity. The principal business to be conducted will be to receive reports from the Officers and the accounts for the last year.

Article 15 Extraordinary General Meetings

An Extraordinary General Meeting may be called at any time by the Honorary Secretary at the request of the Church Council or at the request in writing of at least fifty members of the Charity. The notice calling the meeting shall specify the matters to be discussed

⁴ Check the difference between annual return and report

⁵ Approach Charity Commissioners to allow priests of the Church to be a member of the Council

Article 16 General Provisions relating to the Meetings

- 16.1 An Annual General Meeting shall be duly constituted if one third of the number of members of the Charity or twenty members are present in person whichever is less PROVIDED THAT if such quorum is not present the meeting will be postponed for one hour; for the purposes of the postponed Annual General Meeting any member or members present shall constitute a quorum.
- 16.2 A notice convening any General Meeting shall be posted on the Charity premises and shall specify the business of the meeting. Such notice shall be posted NOT less than 21 days before an Annual General Meeting, and not less than 14 days before an Extraordinary General Meeting. Such notice will be deemed given to all the members if posted at the Charity's premises and announced on the two consecutive Sundays prior to the meetings.⁶
- 16.3 All matters other than the alteration of the provisions of this constitution shall be decided by a simple majority of the votes duly cast by the members over 18 years of age, present in person. In case of equality of votes the Chairman of that meeting shall have a second or casting vote.

Article 17 Land and Buildings

All land premises and buildings belonging to the Charity shall be vested in the trustees of the Charity.

Article 18 Investments

Subject always to the provisions of Article 3

- 18.1 all investments belonging to the Charity shall be vested in the trustees.
- 18.2 Money requiring investments shall be invested in the names of the trustees in the acquisition of real or personal property rights or interests of whatsoever kind and where-so-ever situate including any stock, shares and other securities and investments.
- 18.3 The Trustees shall have the same unrestricted powers of investing and varying the investment of moneys as if they were absolutely entitled to the monies beneficially.
- 18.4 The Trustees shall be responsible for the selection and transposition of investments and for obtaining advice, but shall act in accordance with the lawful direction of the Church Council.
- 18.5 A minimum of three Trustees must endorse an investment before it can be made on behalf of the Charity.

Article 19 Borrowing

Subject always to the provisions of Article 3:

The Trustees shall be at liberty, subject to such consents if any as may be required by and only if all the Trustees are in agreement, to borrow money for any of the purposes of the Objects on such terms and on such security as shall be thought fit and may pledge or mortgage the whole or any part of the property of the Charity by way of security for any such loan.

Article 20 Indemnity

The Trustees may on any sale or other disposition of any property held by the Charity, give such indemnity in respect of any liability to taxation or arising under

⁶ It was decided not to send the notice as the register of members is constantly changing and posting of notice and announcement would be more effective.

any covenant relating to that property as the Church Council shall think fit and any such indemnity shall be discharged at the expense of the Charity and the Trustees shall not be personally liable thereof.

Article 21 Alteration of the Constitution

The provisions of this constitution may be altered by a resolution passed by a two-third majority of the members present in person of over 18 years of age, at a general meeting of which notice has been given specifying the matters to be discussed, provided that:

- 21.1 No alteration shall be made if it would enable the funds of the Charity to be applied for any purpose other than the advancement of the Objects.
- 21.2 A proposed resolution for the alteration of the constitution must be received by the Secretary of the Church Council at least 21 days before the meeting at which the proposed resolution is to be presented.
- 21.3 No amendment may be made to Articles 1,2,3,4,5,6,21 and 22 without prior consent of His Holiness the Pope or whomsoever he may from time to time delegate.
- 21.4 No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
- 21.5 The Church Council members should promptly send to the Commission a copy of any amendment made under this Clause.

Article 22 Dissolution

- 22.1 The Charity may be dissolved either
 - (a) by a resolution passed by seventy five percent (75%) of the members present in person and over 18 years of age, at a general meeting of which notice has been given specifying the matters to be discussed on dissolution and the approval of His Holiness, the Pope OR
 - (b) by a resolution passed by the Church Council endorsed by His Holiness, the Pope.
- 22.2 The assets of the Charity shall not be distributed among the members.
- 22.3 After provision has been made for meeting all outstanding debts and liabilities, any assets remaining shall be transferred to such other charity/charities for the advancement of the Coptic Orthodox Church as His Holiness the Pope may decide.

Article 23 Notices

Notices to any member of the Church Council shall be in writing and shall be served by the Secretary of the Church Council either personally or by sending it through the post at his/her address, and any letter so sent shall be deemed to have been received within 3 days of posting.

This Constitution was adopted in **20 February 2011** by the undersigned Church Council and to be published in the newsletter of the Church for notification.

Signed

Hon. Secretary of the Council
Dr Maged Grant

Hon. Treasurer of the Council
Mr Kamal Iskarous

Member of the Council
Prof/Dr Samiha Lutfallah

Member of the Council
Dr Nasr Arsanious

Member of the Council
Dr Magdy Asaad

Witnessed by
His Grace Bishop Angaelos

.....
Rev. Father Ishak Henien

Ratified: (Official stamp of the Church or Patriarchate)