

STANDING ORDERS OF ROSSLYN HILL UNITARIAN CHAPEL

Notes:

1. **In the event of a conflict between the Standing Orders and the Articles of Association of the Company, the Articles shall prevail.**
2. **References in square brackets to an Article are to the applicable Article in the Articles of Association. References to paragraphs are to paragraphs in these Standing Orders.**
3. **The processes for proposing, approving, altering or repealing these Standing Orders are set out in Article 58 of the Articles of Association.**

A. Board Meetings

1. QUORUM. Four Board members (of which one or more shall not be an Honorary Executive Officer) constitute a quorum of the Board [*Article 38*].

A quorum must be maintained throughout the meeting in which decisions are taken. Where a meeting is not quorate, proposals can be minuted for decision at the next quorate meeting.
2. AGENDA. It is recommended that the Secretary (appointed by the Board) prepare an agenda, which shall be approved by the Chair and circulated to all Board members in advance of the meeting and displayed on the Chapel notice board and Chapel website.
 - 2.1 Decisions that have not been implemented must be carried forward to the next meeting under Matters Arising until completion unless the Board votes to abandon the matter.
 - 2.2 Important issues raised under Any Other Business may be discussed but normally should be put upon the agenda of the next meeting, except for emergencies.
3. CONFLICT OF INTEREST. Board members must declare in advance any personal interest in matters to be discussed. When a declaration is made, the Chair shall decide whether the relevant Board member should refrain from voting or withdraw. In the case of the Chair, the Board shall decide by resolution whether the Chair should refrain from voting or withdraw.
4. CONDUCT OF THE MEETING. The Chair is responsible for keeping meetings orderly and discussion relevant.
 - 4.1 If the Chair or the chair appointed for a particular Board meeting is not present within five minutes after the previously agreed starting time of the meeting, the Board shall appoint a temporary Chair.
 - 4.2 If the Secretary is not present, the Board may appoint another person to undertake the duties of secretary at the meeting.
 - 4.3 Before a vote is taken, every Board member present should have had an opportunity to speak.

- 4.4 Board members should address the Chair and not each other.
 - 4.5 A vote can be taken to end discussion on a particular matter or to defer discussion to another meeting.
 - 4.6 At any time, a meeting can be ended or adjourned to another time by a majority vote.
 - 4.7 Members of the Company may attend meetings as observers by arrangement with the Chair, the Secretary or the Chapel Administrator.
5. MINUTES. Minutes must be taken and preserved as a permanent record of proceedings along with relevant documents.
- 5.1 Minutes must stipulate the type of meeting, the date, place and start time, the names of those present and apologies for absence.
 - 5.2 Minutes should record the exact wording of resolutions, the names of the proposer and the seconder, and the votes cast 'for' and 'against' and abstentions.
 - 5.3 Minutes may include the reasons for a decision where this is considered important.
 - 5.4 The person(s) responsible for implementing a resolution must be noted.
 - 5.5 Minutes must be typed.
 - 5.6 It is recommended that minutes be prepared and distributed as soon as possible and not more than seven days after the meeting.
 - 5.7 Minutes should be corrected and approved by the Board at its next meeting.
 - 5.8 Two copies of the approved minutes shall be signed by the Chair. One copy shall be held by the Secretary and the other by the Chapel Administrator in a minute book with the pages consecutively numbered.
 - 5.9 A copy of the approved minutes should be displayed on the Chapel notice board and Chapel website.
6. VOTING PROCEDURE. Resolutions shall be approved by a simple majority [*Article 37*]. If the vote is tied, the Chair may cast a second and deciding vote.
- 6.1 Where a resolution has no opposition, it may be recorded as approved without a formal vote unless a "substantial" commitment is involved. A "substantial" commitment would be the equivalent of £400 or more, adjusted for changes in purchasing power in the years that follow 2007.

- 6.2 No employee of the Company may propose or second a motion or vote.
7. FREEDOM OF INFORMATION. The Board's records can be examined in the Chapel Office by any Member of the Company apart from the following matters, which must be kept confidential.
- 7.1 Personal information relating to the Minister, other employees and agents of the Company, such as employment contracts, personnel, attendance and health records, disciplinary actions and the Board's correspondence with employees and agents.
- 7.2 Temporarily sensitive matters such as negotiating positions, details of offers of goods and services, and investigations into possible wrongdoing.
- 7.3 Matters that may constitute defamation and/or libel.
8. DELEGATION OF FUNCTIONS. The Board can, by a Board resolution, delegate one or more functions, but not its legal responsibility, to a committee or project group. It shall not allow committees or project groups to make financial or contractual commitments independently.
- 8.1 Committees must be created by a resolution that clearly defines their purpose.*[Articles 35 and 45]*
- 8.2 Project groups should be set up for a specific task, such as producing a report, organising an event, or supervising construction work. The group disbands when the project is completed.

B. Committee Meetings

9. MEMBERSHIP. All committees of the Board shall apply the following rules, save that special provisions apply in the case of the search committee.
- 9.1 Any Member of the Company may be appointed to serve on a committee.
- 9.2 All committees shall elect a Chair and Secretary for a one-year term at their first meeting. Elections shall be held annually.
- 9.3 Committees should follow the rules and best practices employed by the Board except for the quorum provisions in paragraph 1 above.
- 9.4 A committee shall not enter into any financial or contractual commitments without prior written approval of the Board.
- 9.5 Single-purpose decisions of a committee may be made by phone or electronic communication as long as the decisions are incorporated in the committee's minutes.
- 9.6 Committees should report periodically to the Board which can approve or overrule their decisions.

- 9.7 The quorum for proceedings will be two unless the Board otherwise specifies when establishing the committee.

C. Project Group Meetings

10. PROJECT GROUPS. Project groups need not be bound by rules of procedure for meetings.
- 10.1 Project groups cannot enter into any financial or contractual commitments without prior written approval of the Board.
- 10.2 Notwithstanding the informal structure, project groups shall elect a Chair and Secretary at the first meeting and keep records of decisions.
- 10.3 Project groups should provide a timetable and regular progress reports to the Board, which can approve or overrule project group decisions as it deems necessary.
- 10.4 When the project is finished, a final report is presented to the Board.
- 10.5 On acceptance of the final report, the project group is officially disbanded.

D. Meetings of the Congregation

The following section applies to all formal meetings of the Congregation, known as Annual or Extraordinary General Meetings. The place at which AGMs, SGMs and EGMs are to take place is Rosslyn Hill Chapel, its Manse, Hall and Cottages In Rosslyn Hill, Pilgrims Place, and Willoughby Road in Hampstead, London. The procedure for elections of a new minister is discussed in part M below.

11. QUORUM. Twenty per cent (20%) of the voting Members of the Company, on the register of Members at the date of the meeting, must be physically present to constitute a quorum, at an SGM, an AGM or an EGM, except for meetings to elect a Minister, when the quorum is 40%. [Article 10(A)].
- 11.1 Where there is a fraction, the quorum is calculated by rounding up.
- 11.2 A quorum must be maintained throughout the meeting in which decisions are taken. Where a meeting is not quorate, only discussion can take place.
- 11.3 To be counted in the quorum a Member of the Company must satisfy the obligations as to term of membership and payment of subscription. [Article 10(A)]
12. CONFLICT OF INTEREST. Members of the Company shall be asked to declare, in advance, any personal interest in matters to be discussed. When a declaration is made, the Chair shall decide whether the Member should refrain from voting or withdraw.
13. AGENDA. The Secretary shall prepare an agenda, which shall be approved by the Board. The Agenda shall be published in the Chapel Bulletin prior to

the meeting, if feasible, and also displayed on the Chapel notice board and Chapel website.

14. NOTICE OF MEETINGS. The Secretary shall ensure that the Agenda is posted or sent by electronic communications to the Members of the Company along with the provision for proxy voting in sufficient time before the meeting as set out below:
 - 14.1 An Annual General Meeting or an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. Notice of an Annual General Meeting or an Extraordinary General Meeting called for the passing of a special resolution shall also, save where, for reasons of urgency, this is impracticable, be given by an announcement during a service on the two Sundays immediately prior to the date of the meeting. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice in writing and, save where, for reasons of urgency, this is impracticable, shall also be given by an announcement during a service on the two Sunday morning services immediately prior to the date of the meeting. A general meeting may be called by shorter notice if it is so agreed:
 - (a) In the case of an Annual General Meeting by all the Members of the Company entitled to attend and vote at such meeting;
 - (b) In the case of any other meeting by a majority in number of the Members of the Company having a right to attend and vote, being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members of the Company.
 - 14.2 A Special General Meeting shall be called as provided in Article 8(C), that is, by (a) an announcement made during a service at the two Sunday morning services immediately prior to the date of the Special General Meeting and (b) by a notice posted at the Chapel on, and from the date of, the Sunday service at which the Special General Meeting was first announced (until the date of the Special General Meeting).
 - 14.3 No Member of the Company may hold more than two proxies. *[Article 15(A)].*
 - 14.4 The notice of meeting shall specify the date, starting time and place of the meeting and business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. Only such business as has been indicated in the notice may be brought before the meeting.
15. CONDUCT OF THE MEETING. The Chair is responsible for keeping meetings orderly and discussion relevant.
 - 15.1 Members of the Company should indicate their wish to speak and wait to be called by the Chair.

- 15.2 Only one person should have the floor at a time. Speakers should, if able to do so, stand up and identify themselves.
 - 15.3 If the Chair rises, the speaker must sit down, ceding the floor.
 - 15.4 The Chair should attempt to take speakers from alternative sides of a motion.
16. MOTIONS. Motions must be confined to items on the Agenda apart from procedural ones.
- 16.1 A substantive motion must be proposed and seconded before discussion can take place.
 - 16.2 A Member of the Company may speak only once on a motion or amendment except by permission of the Chair who must then allow the same privilege to other Members of the Company.
 - 16.3 The person who first proposed a motion shall have the right of reply when the discussion is closed but no new matter may be introduced before a vote is taken.
17. PROCEDURAL MOTIONS. Procedural motions relate to the conduct of the meetings.
- 17.1 A motion “that the question be put” may be made by a Member of the Company who has not previously spoken about the motion. If seconded, the Chair should put the motion to a vote without debate. If the vote is lost, discussion continues. If the vote is carried, the Chair closes the debate by calling on the proposer to sum up before taking a vote.
 - 17.2 A Member of the Company may rise on a “point of order” to object to the conduct or proceedings of the meeting. The Chair halts proceedings, asks what the point of order is, and rules whether to accept or not.
 - 17.3 A Member of the Company may rise on a “point of information” to provide brief supplementary or clarifying information. This is taken at the discretion of the Chair who asks the speaker whether they wish to accept the point of information.
18. AMENDMENTS. One amendment must be decided before another can be proposed.
- 18.1 An amendment must be proposed and seconded. After discussion, the vote is taken. If carried, the motion is put to the meeting in amended form when it is open to discussion and further amendment.
 - 18.2 No amendment can be allowed that has the effect of negating the motion.
19. VOTING PROCEDURE. Voting shall generally be by show of hands unless secret ballot is proposed and supported by at least five voting Members of the Company present.

- 19.1 Voting shall be decided by a simple majority of those present and voting at an Annual or Extraordinary General Meeting or a Special General Meeting (except in the case of an Annual or Extraordinary General Meeting where a special or extraordinary resolution is proposed, when it is 75% of those present and voting). A resolution for removal of a Director can be proposed as an ordinary resolution.
- 19.2 Employees of the Company can also vote at general meetings of the Company if they (i) have paid their current subscription, (ii) have been registered as Members of the Company for a period of not less than six months prior to the date of the meeting, and (iii) are present in person.
- 19.3 Voting at a Special General Meeting shall be decided by a simple majority.

E. Annual General Meeting (“AGM”)

20. **PURPOSE.** The Annual General Meeting of the Congregation shall be held in the month of February or March at such time and place as shall be fixed by the Board to receive the report of the Board and Statement of Accounts (duly audited), to elect Board members, to appoint auditors, and to transact any other business set out in the notice.
21. **AGENDA.** The agenda shall include the items listed under paragraph 20 (PURPOSE) above, the election of delegates to the General Assembly of Unitarian and Free Christian Churches (or any successor body)(the “GA”) and the appointment of a representative to the London District & South Eastern Provincial Assembly of Unitarian and Free Christian Churches Incorporated (or any successor body)(the “LDPA”).
22. **NOTICE.** The notice of an AGM shall include the number of vacancies on the Board and the names of those standing down and whether they are eligible for re-election. The notice should include forms for nomination to the Board, the Elders, the GA and the LDPA.
23. **ELECTIONS TO THE BOARD.** Elections at the AGM shall be held by secret ballot. Board members are to be elected for a three-year term and are eligible for re-election for a further three years. [Article 31(C)]
- 23.1 The Chairman and the Secretary of the meeting shall continue to perform their functions until the Annual General Meeting is concluded even though a new Board has been elected.
24. **REPORTS.** Authors of reports (or their deputies) should be present at the meeting to answer questions from the Members of the Company.

F. Special General Meetings (“SGM”)

25. **PURPOSE.** The purpose of Special General Meetings is to deal with specific and important issues (for example, amending these Standing Orders).
26. **THE BUSINESS TO BE CONSIDERED AT THE MEETING.** The business will be specified as provided in paragraph 14.4.

27. NOTICE. The procedure for calling an SGM is discussed under Article 8(C).

G. Meeting to Elect a Settled Minister.

28. A Special General Meeting shall be called to elect a new Settled Minister.

28A. QUORUM. The quorum for a meeting to elect a new Settled Minister shall be 40% of the voting Members of the Company (not including proxy votes) [Article 10(B)].

29. CONDUCT OF THE MEETING. It shall conform to paragraphs 15 and 17. The meeting shall be chaired by the Chair of the Board or another Board member.

30. PRELIMINARY DISCUSSION. The Chair shall ask for a show of hands to determine whether a discussion should take place before voting starts.

30.1 A limit should be agreed for the total time of discussion and for individual speakers.

31. VOTING PROCEDURE. Election shall be by secret ballot.

31.1 Ballot papers should provide three options for each resolution: in favour, abstention, against the resolution.

31.2 A majority of at least 75% of the votes, including proxy votes, is required to elect a Minister.

31.3 Not more than one Candidate can be considered at the SGM.

31.4 If the Candidate does not receive at least 75% of the vote, a new Search Process will be initiated by the Board.

H. Congregational Affiliation

32. GENERAL ASSEMBLY AND PROVINCIAL ASSEMBLY. This Congregation shall be a member of the General Assembly of Unitarian and Free Christian Churches and of the London District Provincial Assembly so long as the General Assembly does not adopt any credal or doctrinal requirements.

I. Board and Honorary Executive Officers

33. MEMBERSHIP. The Board shall consist of:

33.1 Up to twelve members elected in accordance with paragraph 34.1 below.

33.2 Up to three members appointed in accordance with paragraph 35 below.

33.3 The Minister and the Chapel Administrator (if any) who shall be *ex-officio* non-voting members of the Board (but shall not be Directors under the Articles);

- 33.4 Only Members of the Company who have been registered as a Member for a period of not less than six months prior to the effective date of appointment as a Director shall be eligible for election or appointment to the Board;
 - 33.5 Employees of the Company may be invited to attend Board meetings but shall have no vote, nor be eligible to serve as Board members.
34. ELECTION, RETIREMENT AND CASUAL VACANCIES.
- 34.1 Board members shall be elected at the Annual General Meeting of the Company and shall be subject to retirement by rotation in accordance with these provisions.
 - 34.2 At the 2008 Annual General Meeting and at every subsequent Annual General Meeting, one-third of the elected Board members shall retire. If their number is not three or a multiple of three, the number nearest to one-third shall retire. When fewer than a third of elected members retire, members will be subject to retirement by rotation.
 - 34.3 Subject to paragraph 34.4 below, the Board members to retire by rotation shall be those who have been longest in office since their last election, but as between individuals who were elected on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
 - 34.4 A Board member who retires by rotation shall be eligible for re-election. No Board member may serve for more than six years continuously, except that any period of appointed service may be discounted for the purpose of this provision. A former Board member who has served for six years continuously may rejoin the Board by election by the Members of the Company or by appointment by the Board after an interval of one calendar year.
 - 34.5 If a casual vacancy arises during the year, the Board shall appoint an individual to fill the vacancy until the next Annual General Meeting following the appointment, when the vacancy will be filled by election in accordance with these provisions.
35. ADDITIONAL DIRECTORS. The Board shall have the power to appoint up to three Members of the Company as Directors. The additional Directors shall serve until the next Annual General Meeting, when they become eligible to stand for election.
36. HONORARY EXECUTIVE OFFICERS.
- 36.1 The Honorary Executive Officers shall consist of a Chair, one or more Vice Chairs, a Treasurer and a Secretary of the Board.
 - 36.2 The Honorary Executive Officers shall be elected by the Board from the elected Board members at its first meeting following an Annual General Meeting.
 - 36.3 The Honorary Executive Officers will normally be elected for a term of three years and may be elected for a further term of three years, but

may not serve for more than six consecutive years in any one capacity. They may be re-elected to that office after an interval of one year.

- 36.4 If an Honorary Executive Officer retires by rotation from the Board and is not re-elected at the Annual General Meeting in accordance with paragraph 36.3 above or retires from the Board for any other reason, then he or she shall cease to hold office as an Honorary Executive Officer even though the three year term for which he or she was elected to that office has not yet expired.
- 36.5 If a casual vacancy arises among the Honorary Executive Officers during the year, the Board shall appoint one of their number to fill the vacancy. The person so appointed shall hold office until the close of the next Annual General Meeting. This period in office shall be discounted for the purpose of paragraph 36.3 above.

J. Ministerial Duties

37. DUTIES OF A SETTLED MINISTER. The Settled Minister shall attend to the reasonable pastoral, administrative, and other needs of the Congregation in accordance with custom, and shall conduct Sunday services and such other services as may reasonably be required by the Congregation.

The search process for a new Settled Minister is set out in Part M below.

38. DUTIES OF A TEMPORARY MINISTER. In the event that the Settled Minister leaves, the Board may decide to appoint a Temporary Minister or make any other arrangements it deems necessary to fill the pulpit. The duties of the Temporary Minister will be identical to those of the Settled Minister for typically a six-month or twelve-month contract period. Such a contract can be renewed or other Temporary Ministers may be appointed.

The search process for a Temporary Minister is the responsibility of the Board, and the Board will develop an appropriate process as required.

- 38A. DUTIES OF AN INTERIM MINISTER. In the event that the Settled Minister leaves, and there is some reason for not commencing a Search Process for a new Settled Minister, the Board may decide to appoint an Interim Minister. The duties of the Interim Minister will be identical to those of the Settled Minister with the additional role of resolving the congregational conflict (if any) so that a search for a Settled Minister may resume. The contract will typically be for two years.

The search process for an Interim Minister is the responsibility of the Board, and the Board will develop an appropriate process as required.

K. Land

39. DISPOSALS. Subject to paragraph 41 below, the Board may not enter into any agreement for the disposal or mortgaging of the real property or any part of the real property owned by the Company unless the terms of the disposal have been approved by the Members of the Company entitled to vote at an EGM by an ordinary resolution (i.e. majority vote).

40. DEFINITIONS OF "DISPOSAL". For the purposes of these Standing Orders, "disposal" is used as shorthand for sales, leases, the granting of licences and other transactions in which the Company parts with an interest in its land.
41. RENEWALS OF EXISTING TENANCIES. Nothing in paragraph 39 shall prevent the Board from disposing of the real property of the Company:-
- 41.1 for a term of 3 years or less; or
- 41.2 on terms that (taken as a whole) are no less favourable to the Company than the terms of the current or preceding arrangements for the letting of that part of the property;
- either to an existing tenant (known as a "client") (or to a new tenant, of equal or better financial standing than the applicable current or preceding client).

L. Elders

42. NUMBER OF ELDERS. There shall not be more than five nor fewer than three Elders.
43. ROLE OF ELDERS. The Board may, from time to time, at its discretion, seek the advice of the Elders on matters relating to the long-term interests of the congregation of the Chapel or such other matters as the Board may from time to time decide, which may include:
- 43.1 Matters relating to the long-term use and maintenance of the real property of the Company;
- 43.2 Compliance with the Articles and Standing Orders and resolutions of the Company; and
- 43.3 The whole congregation's long term well being.
44. MEETINGS OF THE BOARD. The Board shall invite one of the Elders to attend each meeting of the Board, but if that Elder shall be present, he or she shall not be entitled to vote at such meeting. For the avoidance of doubt, an Elder is not a Director for any of the purposes of the Articles or of the Act.
45. ELIGIBILITY TO BE AN ELDER. Subject to paragraph 46, an Elder shall be elected at an AGM or SGM or appointed by the Board. Any person wishing to become an Elder must demonstrate to the satisfaction of the Members of the Company (or, as the case, the Board) that:
- 45.1 He or she has been entitled to vote at meetings of Members of the Company (or of meetings of the congregation of the Chapel) for a period of not less than five years ending on the date of (i) the relevant AGM or SGM at which he or she is to be considered for election as an Elder or (ii) the meeting of the Board at which he or she is to be considered for appointment as an Elder; and
- 45.2 He or she has been active in the affairs of the Company, the Chapel or in the Unitarian movement.

For the purposes of this paragraph, a reference to a Members' meeting shall be deemed to include meetings of the congregation of the Chapel.

46. **TERM OF SERVICE AS ELDER.** Elders shall be elected at an AGM or appointed by the Board for a term of five years. One Elder shall retire each year but may be re-appointed for one or more further terms always providing that no Elder shall serve for more than fifteen years continuously. Should an Elder retire prior to completion of a year of service, his or her replacement shall not be made before the next AGM, unless the number of Elders falls below three, in which case, the Board shall in its discretion decide that (a) the places can be left vacant until the next AGM or (b) an SGM should be held to elect one or more Elders.
47. **RESIGNATION OR REMOVAL AS ELDER.** An Elder shall cease being an Elder immediately if:
 - 47.1 he or she ceases to be a Member of the Company;
 - 47.2 he or she has served upon him or her notice removing him or her from office signed by two-thirds of the Board members and two-thirds of the other Elders; or
 - 47.3 he or she is removed at an SGM.

M. The Search Process for a Settled Minister

48. **SEARCH PROCESS.** In the event of the position of Settled Minister becoming vacant, the following procedures shall apply:
49. **ELECTION OF SEARCH COMMITTEE.**
 - 49.1 An SGM shall be called to elect members to the Search Committee and to discuss the brief for the prospective Minister (the "Minister's Brief"), and the Code of Conduct.
 - 49.2 The Search Committee shall be composed of seven members, at least three of whom shall be from the Congregation at large (i.e. voting Members of the Company who are not Board members or Elders), and not more than three from the Board, and not more than one Elder.
 - 49.3 The Search Committee members shall be selected by simple majority at an SGM.
 - 49.4 The Chair of the Board shall not be a member of the Search Committee.
 - 49.5 The congregational representatives shall be elected first so that the Board and the Elders can ensure that the Committee members were broadly representative of the make-up of the Chapel.
 - 49.6 The Search Committee shall always have an odd number of members. If a member leaves the Search Committee for any reason, the Board shall attempt to replace the member as soon as possible, either by appointment of the next most successful individual identified at the SGM, or by a majority decision of the Board. A

recommendation shall be sought from the Search Committee regarding this appointment.

50. BUDGET FOR SEARCH. The Board shall provide a budget to the Search Committee covering search costs and the costs of any necessary travel for meeting candidates.
51. CODE OF CONDUCT FOR SEARCH COMMITTEE. The Board shall develop a Code of Conduct for the Search Committee, which shall cover (a) confidentiality of information about prospective Ministers; (b) confidentiality of the discussions and meetings of the Search Committee; (c) a policy of non-discrimination; (d) conduct considered to be unbecoming a member; and (e) such other provisions as the Board considers advisable. The Code of Conduct shall be signed by each member of the Search Committee. Breach of the Code of Conduct will result in the member being asked by the Chair of the Search Committee, and/or by the Chair of the Board, to resign his or her position. If the member refuses to resign by the end of five calendar days of a request to resign, he or she shall be deemed to have resigned at the end of such period. The member shall be replaced according to paragraph 49.6 above.
52. MEETINGS OF THE SEARCH COMMITTEE.
 - 52.1 At its first meeting, the Search Committee shall appoint its Chair and Secretary. The Chair is responsible to the Congregation for ensuring that the Search Process is carried out, and that the Code of Conduct is observed. The Secretary's role shall be to record and store all documentation, to record all resolutions and voting outcomes and to make sure the budget for the search is managed appropriately.
 - 52.2 The Search Committee shall refine the Minister's Brief discussed by the SGM and shall consult with the Congregation regarding its contents.
 - 52.3 The Search Committee shall then carry out the search according to the agreed Search Process and shall keep adequate minutes and records.
 - 52.4 The Search Committee shall search for Ministers in good standing with the GA, the Unitarian Universalist Association ("UUA") or other equivalent national Unitarian organisations.
 - 52.5 The Search Committee shall update both the Board and the Members of the Company on a regular basis (at least quarterly) on its progress.
53. RECOMMENDATION OF ONE CANDIDATE MINISTER TO CHAPEL.
 - 53.1 Only one candidate Minister (a "Candidate") shall be presented at a time to the Special General Meeting of the Company. The Search Committee shall have the power to produce a long list of potential candidates and/or a short list of potential candidates for consideration by the Committee and to reduce the number of potential candidates down to a single Candidate to be voted on by the Search Committee.

- 53.2 The Search Committee shall aim to reach unanimous consensus on its recommendation of a Minister to the Company. If this is not possible, in order for a Minister to be recommended to the Company as a Candidate, she or he must both (a) receive at least five votes in approval (5-2 for the Candidate) by the Search Committee, and (b) be considered an outstanding and suitable candidate by the Search Committee.
- 53.3 Voting in person by members of the Search Committee is preferable. In unavoidable cases (such as illness), Search Committee members may vote in absentia but not by proxy.
- 53.4 The Search Committee shall present its Candidate to the Members of the Company, and shall be a unanimous advocate for its Candidate.
- 53.5 A Candidate recommended by the Search Committee to the Company shall take at least one Sunday Service and Members of the Company should be afforded ample opportunities to meet the Candidate. If practicable, the Candidate should stay in residence for at least five days.
- 53.6 If no candidate receives the approval by the Search Committee required under paragraph 53.2, a new Search Process shall be undertaken, and the Members of the original Search Committee shall be given the option of standing down, and new members elected as above.
54. ACTIONS AFTER SPECIAL GENERAL MEETING.
- 54.1 In the event of a successful Candidacy, the Search Committee shall stand down.
- 54.2 A Candidate will be unsuccessful if he or she does not receive the requisite approval from the Members of the Company. In such event, a new Search Process shall be undertaken, and the Members of the original Search Committee shall be given the option of standing down, and new members elected as above.

N. Procurement Expenditure and Management of Funds

55. PROCUREMENT EXPENDITURE

- 55.1 The Board may commission expenditures of up to a maximum of 10% of annual revenue in the previous year on a given initiative/project or in total on a project undertaken in stages and perhaps spanning more than one financial year under its own authority and without reference to Members of the Company. Expenditures in excess of this amount must be approved before commitment by a majority vote of Members of the Company entitled to vote at an AGM, EGM or SGM. The sole exception to this requirement is for urgent repair to the Chapel or Chapel's property where delay would incur significant extra cost. In this case, the agreement of a simple majority of Directors of the Company is required to commence the work with ratification sought, as soon as reasonably possible, from an AGM, EGM or SGM.

- 55.2 Expenditures above £2500 per item must be decided on consideration of three independent quotations/proposals. Expenditures between £1000 and £2500 per item must be decided on consideration of two independent quotations/proposals. All quotations must be retained for at least three years for audit purposes. Expenditures below £1000 on a small project can be authorised with care as needed.
- 55.3 For multi-part initiatives involving many invoices, the Board will request the Administrator to use purchase orders to simplify administration and financial reporting.
- 55.4 The above figures should be adjusted in line with the consumer price index as of May 2016.

56. USE OF FUNDS

- 56.1 The Board may use the GENERAL FUND of the Chapel for procurement, in accordance with paragraph 55.
- 56.2 The Board may set aside DESIGNATED FUNDS, which are kept distinct from general reserves, for the maintenance and upkeep of specific Chapel assets.
- 56.3 DESIGNATED FUNDS must be kept distinct and only used for the intended purpose subject to paragraph 55.
- 56.4 DESIGNATED FUNDS may be invested in long-term instruments but this does not alter how they may be used.
- 56.5 The Board may set aside ENDOWMENT FUNDS, subject to approval by resolution of Members of the Company entitled to vote at an AGM, EGM or SGM.
- 56.6 ENDOWMENT FUNDS must be kept distinct and used only for the long-term financial security of the Chapel, or for major repairs, or maintenance or development of the estate.
- 56.7 The use of ENDOWMENT FUNDS must be approved by resolution of Members of the Company entitled to vote at an AGM, EGM or SGM.
- 56.8 The GENERAL FUND includes all income from regular sources that is membership subscription, event fees, and rents from uses of Chapel property. These funds must be kept in a separate account or accounts. ENDOWMENT FUNDS currently (at May 2016) consist of all funds from the sale of the Willoughby Road site that were invested into M&G's Charifund in 2013. Donations over £250, unless otherwise specified by the donor, should be invested within a year into a special reserve account. DESIGNATED FUNDS refers to all other funds, which must be invested in accounts separate to both the GENERAL and ENDOWMENT Funds. It is anticipated that the DESIGNATED Funds will be predominantly surpluses carried over from previous year's revenues or specific donations.

- 56.9 The annual financial statements should include a list of all investment accounts held currently in the name of the Chapel, details of any changes in the list from the previous year, and whether they hold GENERAL, DESIGNATED or ENDOWMENT Funds.

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