

APPENDIX 4

THE TRUSTEES OF THE METHODIST CHURCH IN IRELAND

Rules and Regulations authorised by the Methodist Church in Ireland Act 1915 (Section 25) as sanctioned by the Conference of 1976 and amended by the Conference of 2015

Definition

1. In these Rules and Regulations the words “The Trustees” shall mean “The Trustees of the Methodist Church in Ireland”, incorporated by “The Methodist Church in Ireland Act, 1915”; the words “the Church,” “Conference,” “Member,” “Member of Society,” “Circuit,” and “Society” shall have the meanings assigned to them respectively by the said Act; the words “the Secretary” shall mean “the Secretary for the time being of the Trustees,” and the words “the Act” shall mean “The Methodist Church in Ireland Act, 1915.” In computing “clear days” both terminal days are to be excluded.

Annual Meeting of Trustees

2. The Trustees shall hold at least two meetings in each Connexional year for the transaction of the business provided for in these rules. Of these meetings one, to be termed the Annual General Meeting, shall be held not later than fourteen days prior to the opening of Conference. Notice of such meetings specifying the time and place of meeting, and as far as possible the business to be transacted thereat, shall be communicated in writing by the Secretary to each of the Trustees not less than seven clear days prior to the date of such meeting. Provided that if such business includes the repeal or alteration of any of the Rules and Regulations or the adoption of any new Rule or Regulation, fourteen clear days’ notice, as required by the Act, shall be communicated in writing by the Secretary to each of the Trustees, and such notice shall specify the proposed repeal, alteration or addition.

Accounts

3. The Accounts of the Trustees, comprising the receipts and expenditure and the balance sheet, shall be made up yearly to the 31st day of December. The Accounts shall be completed by the following 28th day of February and shall be in the hands of the individual Trustees by the following 31st day of March.

Business of the Annual General Meeting

4. The business to be transacted at the Annual Meeting shall include:—
 - (a) Consideration and acceptance of reports on funds and Trusts held by the Trustees, and of such Committees as may be appointed by the Trustees from time to time.
 - (b) Consideration and adoption (if appropriate) of the Accounts of the Trustees for the year ended on the preceding 31st day of December.
 - (c) Consideration, amendment (if desirable) and approval of the Annual Report of the Trustees to be presented to Conference.
 - (d) In the case of vacancies arising in the number of Trustees, which the Trustees shall desire to have filled, or in the case of the Trustees desiring to have their number increased, the selection of persons, having given their written consent to possible nomination, whose names

shall be suggested to the ensuing Conference as desirable persons to be appointed Trustees. Subject to consent as above Trustees shall have the right to submit names for consideration.

- (e) The appointment (if thought fit) of a person or persons eligible and consenting (as in clause (d)) to fill any vacancy or vacancies in the number of Trustees in the event of the Conference failing or omitting to fill such vacancy or vacancies within two years after it or they shall have occurred.
- (f) The filling up of vacancies in the membership of any Committee.
- (g) The determination of the amount of the uniform charge for the general expenses of administration and other expenses to be deducted from the Trust Income for the ensuing year, subject to the approval of the Conference.
- (h) Such other matters affecting the business and the duties of the Trustees as may be brought before the Annual General Meeting.

Requisitioning Special Meetings

- 5. The Secretary shall, on receiving a requisition signed by five or more Trustees, or by three or more members of any Committee, as the case may be, convene a Special Meeting of the Trustees, or of such Committee respectively, by notice in writing, specifying, the time and place of such Meeting, and as far as possible the business to be transacted thereat. Unless in the case of urgency, no Special Meeting shall be held before the expiration of seven clear days from the day of communicating in writing such notice in the case of a Special Meeting of the Trustees, or before the expiration of three clear days in the case of a Special Meeting of any Committee.

Notices—How Given

- 6. All notices required by these Rules and Regulations to be given by the Secretary to the Trustees or to the members of any Committee shall be in writing and shall be deemed to be duly given if sent through the post addressed to such Trustee or member of Committee at her/his usual or last known place of abode or communicated electronically to the address most recently supplied by the said Trustee. In the case of the Secretary's illness or absence, or other like circumstances, notice of a Trustee Meeting may be given by any two of the Trustees, and notice of any Committee Meeting may be given by two Members of the Committee.

Quorum of Meetings

- 7. In order to constitute a valid meeting of the Trustees or of any Committee, there shall be present thereat, in the case of meetings of the Trustees, at least five Trustees, or one-fifth of the number of Trustees for the time being, whichever shall be the greater, or in the case of Committee Meetings, one-third of such Committee, and if such quorum be present the resolutions passed and matters and things transacted and done by those so present, or by a majority of them, shall be as valid and effectual as if the same were passed, transacted, and done respectively by all the Trustees or Committee for the time being, and in case a quorum be not present at such Annual or Special Meeting within half an hour after the time for which such meeting has been convened, it shall be competent for those present to adjourn to any further day within one fortnight of the date of such meeting, notice to be given to all absent members.

At any such adjourned Annual or Special Meeting the Trustees or the members of such Committee present shall constitute a quorum, and shall be competent to transact the business accordingly.

Chairperson

8. The President of the Conference, if a Trustee, and present at any meeting of the Trustees or of any Committee thereof, shall be the Chairperson of such meeting. In her/his absence the Trustees or the members of any Committee at each meeting, before proceeding to any other business, shall elect a Chairperson. If on a division the number of votes are equal, the Chairperson shall have a second or casting vote.

No Act to be Questioned on Account of Vacancy

9. No act or proceeding of the Trustees or of any Committee shall be questioned on account of any vacancy in their number.

Minutes and Entries to be Kept

10. The Trustees and every Committee of the Trustees shall cause accurate copies and entries to be made in proper books provided by them for the purpose of the several orders, resolutions, and proceedings passed, and shall keep accurate notes and minutes of all other matters and things transacted and done at every meeting of the Trustees, or of any Committee. The said books shall be kept in charge of the Secretary, who shall be responsible for their safe custody, and for having all proper entries made therein, and the several copies and entries shall be signed and dated by the Chairman of the meeting at which the order, resolution, or proceeding was passed or taken, or by the Chairman of the next subsequent meeting of the Trustees or of the Committee as the case may be.

Annual Meeting of Committees

11. Unless otherwise provided in its terms of reference each Committee shall hold an Annual Meeting and such other Meetings as may be necessary for the transaction of its business and shall prepare an Annual Report and an Annual Statement of Accounts (where appropriate) which shall be sent to the Secretary of the Trustees at least fourteen days before the Annual Meeting of the Standing Committee of the Trustees which shall be held, if possible, before the 30th day of April.

Committees

12. The Trustees shall appoint a Standing Committee, a Governance Committee and such other Committees as may seem to them desirable or as Conference may from time to time direct. In the management of the business of the Trustees delegated to the said Committees each such Committee shall work within the terms of reference as laid down by the Trustees from time to time.

The Standing Committee of the Trustees

13. The Standing Committee shall be appointed by the Annual General Meeting and shall consist of not more than sixteen nor less than twelve Trustees. At every Annual General Meeting those members who have completed four years' service shall retire from office. Each retiring member shall be eligible for re-election, provided that during the twelve months previous to the date of her/his retirement he/she shall have attended at least two meetings of the Committee. Any Trustee shall have the right to nominate any other Trustee for election to the Committee, provided that (a) previous consent has been obtained from the nominee, and (b) such nominations are in the hands of the Secretary at least twenty-one days before the date of the Annual General Meeting. The names of all retiring members, together with the names of new nominees, shall be communicated in writing by the Secretary to all Trustees not less than fourteen days before the date of the Annual General Meeting. Should a vote become necessary, appointments shall be made by ballot and by a simple majority.

Its duties shall be:—

- (a) To administer and manage Trusts and properties as Custodian Trustees under the provisions of Section 5 of the Act, and any property, real or personal, devised, bequeathed or given to the Trustees.
- (b) To consider each quarter the investments held by the Trustees and such advice as may be received from such investment managers or advisors as the Trustees may employ. Following the advice the Committee shall give instructions to the investment managers or advisors as need may arise.
- (c) To accept, take, or refuse to accept or take on behalf of the Trustees a transfer of lands, monies or other property proposed to be transferred to the Trustees, upon any trusts or for any purpose, or charity, connected with the Church, provided that in cases where doubt or difficulty may arise the Committee must refer the matter to the Trustees.
- (d) To consider as need may arise matters relating to the policies and administration of the Trustees and to advise the Trustees thereon.
- (e) To receive as appropriate the reports and accounts of other Committees appointed by the Trustees and to recommend to the Trustees regarding the same.

Governance Committee

14. The Governance Committee shall be appointed by the Annual General Meeting. It shall meet at least once a year and report to the Annual General Meeting. Its responsibilities are

- a) The nomination of new Trustees, professional advisors, auditors, investment managers, legal advisors and bankers
- b) The nomination of Trustees to outside bodies as needed
- c) The monitoring of the current governance structures for the Trustees
- d) The training for Trustees

Appointment and Change of Members of Committees

15. With the exception of the Standing Committee vacancies occurring in the membership of any Committee shall be filled by the Trustees at the Annual Meeting of the Trustees, or at any other meeting of the Trustees, provided that intimation of such vacancy has been made on the notice convening the meeting.

If any member of any Committee shall cease to be a Trustee he/she shall be deemed to have thereupon vacated her/his membership of any of the said Committees. The Trustees shall have power to remove any member from any Committee, and to change a Trustee from one Committee to any other. In filling vacancies special regard shall be had to any recommendation made by the Committee in whose members such vacancy has occurred, but the Trustees shall not be bound to act on any such recommendation.

Secretary of the Committees

16. The Secretary of the Trustees for the time being shall be the Secretary of each Committee.

Duties of the Treasurers

17. The Treasurer or Treasurers of the Trustees shall receive all monies payable to the Trustees and shall cause the capital monies so received to be lodged in such bank or banks as may be determined by the Trustees.

All cheques on the bank accounts of the Trustees shall be signed by the Treasurer and/or such other Trustee or Trustees as the Standing Committee of the Trustees may from time to time determine.

Audit of Accounts

18. The accounts of the Trustees shall be included in the consolidated accounts of the Methodist Church in Ireland, provided that those accounts are audited by such qualified auditors as are recognised by the relevant Charity Commissioners and Regulatory Authorities and who are appointed from time to time by the Conference, and shall also be audited by such other persons as may be appointed by Conference.

Contracts Not Under Seal

19. Pursuant to Section 17 of the Act, the Treasurer or Treasurers of the Trustees and the Secretary (if a Trustee) or any one of them are hereby appointed to make, on behalf of the Trustees any contract which may be made under the Act, otherwise than under Seal.

Scope for Investment

20. The Trustees are empowered to invest Trust funds held by them in debentures or preference or ordinary stocks or shares of any Company or Corporation so long as the stocks or shares are quoted on a Stock Exchange and are fully paid up, and so long as the Company or Corporation concerned has paid a dividend on its ordinary shares for the five years immediately prior to the investment and shall have paid-up capital of at least £500,000, or its equivalent at current rates of exchange. The restriction as to the purchase of partly-paid shares shall not operate in the case of Banks nor Insurance Companies, nor of industrial shares where payment is made over a stated period. The Trustees are also empowered to invest in real property or Property Unit Trusts.

Charges

21. The Trustees shall make such charges as may be approved by Conference for work in connection with legacies, donations, sales, transfers and similar transactions.