

Graih

Members' Guide

Issue 1 May 2011

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1. Introduction and Definitions

- 1.1 Graih is a company limited by guarantee and not having a share capital.
- 1.2 Permission has been granted to dispense with the use of the word “Limited” under section 18 of the Companies Act 1931.
- 1.3 In this Members’ Guide the Memorandum of Association of Graih (‘the Memorandum of Association’) and the Articles of Association (‘the Articles of Association’) respectively shall take precedence over the provisions contained herein.
- 1.4 Graih is a registered charity for the purposes of the Charities Registration Act 1989.
- 1.5 The guarantee members of Graih are the Members of Graih (“Members”).
- 1.6 The directors of Graih are Members of the Council of Graih (“Members of the Council”) and collectively Members of the Council form the Council of Management (“Council of Management”)

2. What Graih does

Graih promotes the gospel of our Lord Jesus Christ, according to the Basis of Faith adopted by the Members from time to time as currently adopted and set out in the Memorandum of Association of Graih and repeated in section 3 of this Members’ Guide, through the charitable objects of:

- 2.1 Providing Christian spiritual, emotional and practical help to, care of and fellowship with any person living in the Isle of Man who:
 - ?? Is unable to find or retain accommodation overnight; or
 - ?? Is living in adverse housing conditions; or
 - ?? Is prevented for any reason from living in accommodation previously occupied; or
 - ?? Has no permanent overnight accommodation
- 2.2 Providing and supporting the provision of overnight accommodation and related services for those identified in 2.1 above;
- 2.3 Promoting public awareness of and campaigning for long-term public and private solutions to the accommodation needs set out in 2.1 above.

3. Basis of Faith

The Basis of Faith is:

- ?? The one true God who lives eternally in three persons - the Father, the Son and the Holy Spirit.
- ?? The love, grace and sovereignty of God in creating, sustaining, ruling, redeeming and judging the world.
- ?? The divine inspiration and supreme authority of the Old and New Testament Scriptures, which are the written Word of God – fully trustworthy for faith and conduct.
- ?? The dignity of all people, made male and female in God’s image to love, be holy and care for creation, yet corrupted by sin, which incurs divine wrath and judgement.
- ?? The incarnation of God’s eternal Son, the Lord Jesus Christ – born of the virgin Mary, truly divine and truly human, yet without sin.

- ?? The atoning sacrifice of Christ on the cross: dying in our place, paying the price of sin and defeating evil, so reconciling us with God.
- ?? The bodily resurrection of Christ, the first fruits of our resurrection; his ascension to the Father, and his reign and mediation as the only Saviour of the world.
- ?? The justification of sinners solely by the grace of God through faith in Christ.
- ?? The ministry of God the Holy Spirit, who leads us to repentance, unites us with Christ through new birth, empowers our discipleship and enables our witness.
- ?? The Church, the body of Christ both local and universal, the priesthood of all believers – given life by the Spirit and endowed with the Spirit’s gifts to worship God and proclaim the gospel, promoting justice and love.
- ?? The personal and visible return of Jesus Christ to fulfil the purposes of God, who will raise all people to judgement, bring eternal life to the redeemed and eternal condemnation to the lost, and establish a new heaven and new earth.

4. Principles of Membership

- 4.1 Such persons as are admitted to membership in accordance with the Articles of Association shall be Members of Graih.
- 4.2 Every member of Graih undertakes to contribute such amount as may be required (not exceeding one pound sterling) to the assets of Graih in the event of it being wound up whilst they are in membership or within one year of them ceasing to be a member.
- 4.3 Membership of Graih is open to practising Christians aged 18 or over who hold to the Basis of Faith as set out in section 3.
- 4.4 Only those Members who are duly registered and who have paid every subscription and sum due (if any) shall be entitled to vote on any question at any General Meeting.
- 4.5 Associate (non-voting) membership of Graih is open to those who support the aims of Graih but who are not necessarily practising Christians.
- 4.6 The Council of Management has the right to determine the class of membership (Member or Associate Member) or refuse any application for membership without giving any reason therefor.
- 4.7 Members can resign at any time by writing to the Secretary of Graih.

5. What is expected of a Member?

- 5.1 Becoming a Member brings the following privileges:
 - ?? influencing any key decisions by attending and speaking up at Members’ Meetings;
 - ?? being entitled to vote at Members’ Meetings;
 - ?? voting on the election of Members to the Council of Management;
 - ?? voting on the election of Executive Officers (Chair, Vice Chair, Secretary and Treasurer)
 - ?? standing for election to the Council of Management.
- 5.2 Becoming a Member carries the following responsibilities:
 - ?? commit to serving Graih and the people who depend on it;
 - ?? maintain an ongoing and active interest in the work of Graih;
 - ?? demonstrate fit and proper behaviour

?? participating regularly in Members' Meetings.

5.3 The Council of Management shall have the right for good and sufficient reason to terminate the membership of any Member provided always that the member concerned has the right to be heard by the Council of Management before the final decision is made.

6 How to become a Member

6.1 Applications for membership of Graih should be made to the Secretary of Graih.

6.2 Admission to becoming a Member of Graih is open to any person who actively supports the work of Graih and who meets the conditions for membership. Such persons must:

?? Complete the appropriate application form and sign the consent to become a member;

?? Agree to support the aims of Graih as set out in sections 2.1 – 2.3;

?? Agree to hold to the Basis of Faith as set out in section 3;

?? Provide the name of a referee who is a committed Christian;

?? Acknowledge and adhere to their responsibilities as Members as set out in section 5.2;

?? Recognise the authority of the Council of Management;

?? Pay a £10 (ten pounds) one-off joining fee;

?? Be accepted as a Member by the Council of Management.

6.3 The "Conditions of Membership" are defined as being the subparts of section 6.2. These terms and conditions of membership may from time to time be reviewed at an Annual General Meeting or determined by the Council of Management but subject to review at an Annual General Meeting.

7 How Members' Meetings are run

7.1 The discussion of any business matters affecting the life, activities and ministries of Graih shall be the subject of Members' Meetings.

7.2 All organisations, groups and committees operating within the life of Graih are accountable to the Council of Management.

7.3 Notice of a Members' Meeting shall be called by giving at least fourteen days notice and by giving at least twenty one days notice in writing for an Annual General Meeting or a meeting where it is the intention to propose a resolution as a Special or Extraordinary Resolution.

7.4 The quorum for Members' Meetings shall be twenty five percent (25%) of the total number of members who are registered and entitled to vote.

7.5 Any member has the right to request an item be added to the agenda for discussion at any meeting. Such requests should be submitted in writing to the Secretary of Graih no less than one week before the meeting at which the item is to be raised.

7.6 Every Members' Meeting shall have appointed a Chair and Secretary both of whom shall be members of the Council of Management. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

7.7 The Chair of the Members' Meeting will decide if any issue under discussion is to be decided by a vote (if not already stated in the agenda) and whether that issue is to be treated as an Ordinary or a Special Resolution.

- 7.8 On a show of hands every member present in person shall have one vote. On a poll (ballot) every member present in person shall have one vote. Votes by proxy will not be permitted. An Associate Member shall not be entitled to vote.
- 7.9 No member other than a member duly registered, who has paid every subscription and other sum (if any) which is due and payable to Graih in respect of membership, shall be entitled to vote on any resolution at any Meeting.
- 7.10 Ordinary Resolutions voted upon shall be carried by a simple majority of fifty one percent (51%) of eligible voting members present at a meeting. An abstention from voting will be counted as a vote against the resolution. Examples of Ordinary Resolutions are: Adopting reports and minutes at Meetings; Considering proposals from the Council of Management for the development of activities; Considering proposals from the Council of Management to amend the Members register.
- 7.11 Special Resolutions voted upon shall be carried by seventy percent (70%) of eligible voting members present at a meeting. An abstention from voting will be counted as a vote against the resolution. Examples of Special Resolutions are: Appointing Members of the Council; Appointing Executive Officers; Amendments to the Articles of Association of Graih; Amendments to the Members' Guide.
- 7.12 Business to be transacted at an Annual General Meeting shall include:
- ?? Consideration of the accounts of Graih;
 - ?? Review of the reports of the Council of Management;
 - ?? The appointment and fixing of the remuneration of the independent examiner;
 - ?? The election of Members of the Council of Graih (where appropriate);
 - ?? The election of the Executive Officers of Graih, which consist of the Chair, Vice Chair, Secretary and Treasurer.

8 How Members appoint Members of the Council

- 8.1 Elections for the Chair and for Members of the Council shall take place at the Annual General Meeting.
- 8.2 Any voting Member may nominate a person for election as Chair or as a Member of the Council and each nomination must be seconded by a voting Member. Nominations must be submitted in writing seven (7) days prior to the Annual General Meeting. In the event that no nominations are received in advance, nominations, duly seconded may be accepted from voting Members at the Annual General Meeting at which voting is to take place.
- 8.3 Persons nominated as Chair and as Members of the Council need not be Members of Graih at the time of the election. However their election will be subject to the stipulations of sections 4 and 6 of this Members' Guide.
- 8.4 The Council of Management may from time to time vary the number of Members of the Council but the number shall never be less than 4. If the number falls below this, The Council of Management may act only for the purpose of admitting Members, filling vacancies or calling an Annual General Meeting.
- 8.5 Persons elected as Members of the Council shall serve for a term of 3 years but shall be eligible for re-election if willing to stand.

8.6 If nominations to the position of Chair or Member of the Council exceed vacancies, an election shall take place by ballot among the Members held at the meeting called for the purpose.

9. What is expected of a Member of the Council?

A Member of the Council shall be responsible for providing direction to the activities of Graih, ensuring its day-to-day management and administration is in accordance with the current Companies Acts of the Isle of Man, the current charities legislation of the Isle of Man, the Memorandum of Association, the Articles of Association and this Members' Guide.

10. How Council of Management Meetings are run

10.1 The Council of Management meets at its own discretion. Fourteen days notice of any meeting of the Council of Management shall be given by the Secretary to all Members of the Council. However, such notice of meeting may be waived if the majority of the Council of Management agree.

10.2 The Council of Management may regulate its proceedings as it thinks fit subject to the provisions of the Articles of Association. The quorum for the transaction of business shall never be less than twenty five percent (25%) or three of the Members of the Council, whichever is the greater.

10.3 All Members of the Council shall be entitled to vote at a Council of Management Meeting and any matters arising shall be determined by a simple majority of those present. In case of an equality of votes, the Chair shall have a second or casting vote.

11. Questions and Answers

11.1 Why do we not allow postal or proxy voting?

A common principle of Christian gatherings, particularly in Baptist churches is that it is the individuals meeting together who discern the mind of Christ over any matter being discussed. As Graih is an organisation founded on Christian principles with its roots in a Baptist Church, it has adopted this same principle. Hence, if you were absent, you would not be in a position to discern the mind of Christ at the meeting.

However, if a Member wishes that their point of view be heard at a Members' Meeting on a particular agenda item, a request should be made in writing to the Secretary of Graih at least one week before the meeting setting out the views they wish the Secretary of Graih or his/her nominee to read out at that meeting.

11.2 What happens if I abstain from voting?

You will, in effect, be voting against the motion as the percentage required for the vote to be carried is calculated by the number of persons in attendance at the meeting and entitled to vote.

11.3 Why are Members under the age of 18 not allowed to vote?

While someone under the age of 18 can apply and be admitted as an Associate Member of Graih, the ability of such a person to validly contract is limited. Hence an Associate Member who is under 18 may attend Members' Meetings and may express their view at such a meeting but may not vote.

11.4 What happens if I am unable to fulfil my responsibilities as a Member on a regular basis?

It depends on the responsibilities you are not able to fulfil and the reasons.

If you have not attended any Members Meetings for at least three (3) years the Council of Management may request an opportunity to review your Membership.

If there were specific reasons we would hope that you would feel able to discuss them with a Member of the Council.

If you feel at any time that these specific reasons are likely to be long-term you may resign your Membership in writing to the Secretary of Graih, whereupon your name will be removed from the Members' register. You should be aware, however, that your liability to provide a guarantee, should the need arise, remains for one year after your membership ends.

Revision History		
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