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# Modifications Log

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| --- | --- | --- |
| **Date** | **Version** | **Modifications** |
| 27.11.20 | 1.0  | First issued |
| 22.3.21 | 2.0 | Section 1.4. Added link to Example MA Committee Structures Appendix 1: Resolution Template added: liabilities |
|  |  |  |

# Introduction

All things must be done properly and in an orderly manner. 1 Corinthians 14:40

Select from among you [people] of good reputation, full of the Spirit and of wisdom, to put in charge of this task. Acts 6:3

The ministry of this service is not only supplying the needs of the saints but is also overflowing in many thanksgivings to God. 2 Corinthians 9:12

This toolkit aims to guide you through the legal requirements and procedures to set up the Ministry Areas. It will take you through the legal basis for the Ministry Areas and some of the main roles within it.

# 1.0 Ministry Area Structure

## 1.1 Overview

Each Ministry Area will be created as a rectorial benefice but will be known as a Ministry Area. For those Ministry Areas which are not already rectorial benefices, a decree will be drafted by the Diocesan Registrar which will be specific to the Ministry Area, but based on precedent documents. Each Ministry Area will be a charity and will have to be registered with the Charity Commission.

## 1.2 The Decree

The Constitution of the Church in Wales (“the Constitution”) dictates what is to be included in a decree to create a Ministry Area, but there are certain matters in the decree which can be discussed with each Ministry Area and adapted to suit specific needs before the decree is sealed. These are:

* The name of the Ministry Area, although this must refer to the term “Ministry Area”.
* How the first Ministry Area Council is created. For example, are trustees to be elected on a free vote at the Vestry Meeting, or will the Ministry Area want to mandate a different arrangement, for example that there should be a certain number of representatives from each church or previous parish on the Council?

The Ministry Area will come into existence as a legal entity on the date that is stated in the decree once it has been sealed by the Bishop. This date will also be the date on which all assets from all the parishes will be transferred to the Ministry Area, and this will be set out in the decree.

## 1.3 Ministry Area Councils (MAC)

Each Ministry Area must have a PCC. This PCC will be known as a Ministry Area Council (MAC). This is the trustee body for the Ministry Area. Each member of the MAC is a charity trustee. The trustees have overall control of the Ministry Area which will be a charity registered at the Charity Commission. Trustees are responsible for making sure that the Ministry Area is doing what it was set up to do and fulfilling its mission. The trustees are the people who lead the charity and decide how it is run. Trustees will be making a difference to their local communities and to society as a whole through the outreach strategy which is to be the focus of the MAC.

The constitution of each Ministry Area will be the Constitution of the Church in Wales and therefore the trustees are bound by the obligations within the Constitution. They must familiarise themselves with it and in particular the regulations relating to parochial church councils in Chapter IV C (Parochial Administration) and the Regulations relating to Parochial Administration.

Trustees on the MAC have six main duties:

* To ensure that the Ministry Area is carrying out its purposes for the public benefit.
* To comply with the Constitution and the law.
* To act in the Ministry Area’s best interests.
* To manage the resources of the Ministry Area responsibly.
* To act with reasonable skill and care.
* To ensure the Ministry Area is accountable.

All members of a MAC should read Charity Commission guidance CC3 known as *The Essential Trustee*. <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>

It is important to remember that these are not new duties. All current members of a PCC, whether of a parish that is a registered charity or not, are already charity trustees and already have these obligations and duties. Whilst some parishes are not registered charities, they are what is known as “excepted” charities. These are still charities, with the PCC members being charity trustees. The only difference is that the income of the PCC was not large enough to be meet the threshold set for registration at the Charity Commission.

## 1.4 MAC Organisation

The MAC is intended to be a strategic body, and careful thought should be given to how it will function best; its size; how it will be organised; and what qualities and experience are required in its members. In organising itself, each MAC is free to set up whatever committees it deems necessary. It can delegate powers to those committees if it wishes. The extent of those delegated powers should be set out in writing for the purposes of clarity, to protect those members in the committees making those decisions, and to ensure good governance. Set out below are the requirements of the Constitution in relation to the make-up of a PCC, and the MAC will need to be set up within these parameters.

For some ideas about possible committee structures see the example diagrams online entitled Example MA Committee Structures. <https://llandaff.churchinwales.org.uk/en/ministry-area-support/ministry-areas/>

## 1.5 MAC Membership

The *ex officio* members are:

* The Ministry Area Leader (incumbent)
* Ministry Area Vicars
* Associate Priests
* Assistant Curates
* Two Church Wardens, to be known as Ministry Area Wardens. (One of the Ministry Area Wardens will be appointed by the Ministry Area Leader and one will be elected by the Vestry Meeting).
* Subwardens (if any are appointed - see Handbook section 5.1 point 10)

The elected members of the MAC are fixed by the Annual Vestry Meeting but cannot exceed 25. If the MAC is larger than about 20 (including all *ex officio*, co-opted and elected Members) it may be too large for efficient debate and decision-making, and the MAC may consider setting up an Executive/Leadership Team/Standing Committee for regular operations.

If not already *ex officio* or elected, then the Lay Chair of the MAC, Ministry Area Treasurer and Secretary are co-opted.

Additional people can be co-opted, namely:

* up to 7 lay persons or clerics as determined by the MAC (including the lay chair, secretary and treasurer if co-opted)
* such licensed Readers as determined by the MAC

No retired cleric is eligible to be elected or co-opted.

The number of lay members must be more than the number of clerics on the MAC.

### 1.5.1 Ministry Area Leader (MAL) and Team

The Ministry Area Leader will be a cleric appointed by the Bishop. He or she will have the rights and duties of the incumbent of the Ministry Area and will be licensed by the Bishop as a priest in charge of the Ministry Area. The Ministry Area, as mentioned above, will be formed as a rectorial benefice, but no new rectors will be put in place and these posts will remain technically vacant with leadership provided by the MAL. Existing rectorial benefices will continue to be led by their current Rector, styled as Ministry Area Leader, until there is a change of Rector when a priest in charge (Ministry Area Leader) will be appointed.

The clerical team will be made up of the Ministry Area Leader, Ministry Area Vicars, and where applicable Associate Priests (sometimes known as Non-Stipendiary or Self-Supporting Minister) and Assistant Curates.

### 1.5.2 Lay Chair of the MAC

Each MAC is to be chaired by a lay person, not a cleric. The role of the Chair can be agreed by each individual MAC, but often the role will include:

* Offers strategic leadership alongside the Ministry Area Leader
* Helping plan and run trustee meetings
* Taking the lead on ensuring that meetings are properly run and recorded
* Taking the lead on ensuring that trustees comply with their duties and the charity is well governed
* Could have a second or casting vote if a vote on a trustees’ decision is tied, but only if the Ministry Area Council decide beforehand and specify it in their rules on running their meetings
* May act as a spokesperson for the charity

The Lay Chair is appointed by the Bishop following consultation with the Ministry Area Leader and if not already elected, is co-opted. The term of appointment for a Chair will be 3 years from the date of appointment. At the end of this 3-year period the Bishop may appoint a new Lay Chair or reappoint for a further 3-year term. Any individual can only be Chair for three consecutive terms after which a new Lay Chair must be appointed. If a previous Lay Chair has been in the post for three consecutive terms, he or she can be appointed again but only after a period of three years has elapsed from the end of the last term as Chair. In exceptional circumstances the Bishop may allow the term of a Lay Chair to be extended.

The MAC may choose to elect a Deputy Chair from among its members. The role of the Deputy is to cover the role of the Chair when the Chair is absent.

### 1.5.3 MAC Secretary

The MAC must appoint a secretary, and can appoint a deputy secretary. The secretary will:

* Attend and keep minutes of the MAC meetings and of any Vestry Meetings
* Send to the Archdeacon the names, phone numbers, emails and addresses of the Ministry Area Wardens
* Send to the Area Dean the names and addresses of the persons elected to the Deanery Conference
* Send to the Secretary of the Diocesan Conference the names and addresses of the persons elected to the Diocesan Conference.

One of the Ministry Area Wardens will be appointed by the Ministry Area Leader and one will be elected by the Vestry Meeting.

## 1.6 Ministry Area Transition Team (MATT)

In order to prepare the ground and undertake the necessary work to make a successful change to a MA, we advise the setting up of a dedicated Ministry Area Transition Team (MATT) to work across the period of time from now to the signing of the decree. Ideally this working party will include good representation from all the churches and should be mandated by all the existing PCCs.

# 2.0 The Legal Set-Up of the Ministry Areas

## 2.1 Procedures

For the majority of Ministry Areas, the legal process for setting them up will fall into two categories dependent on the existing parishes’ current charitable status.

* **First procedure**: for Ministry Areas made up of parishes, **none** of which are existing registered charities

**OR**

* **Second procedure:** where **one** of the parishes is an existing registered charity into which the other parishes will merge

## 2.1.1 The First Procedure

The first procedure is where none of the existing parishes are registered charities.

This procedure applies to the following Ministry Areas currently known as:

* Wenvoe, Dinas Powys, Sully, Rhoose, Porthkerry and Penmark Ministry Area
* Merthyr Tydfil Ministry Area
* Ystrad Mynach Ministry Area
* LOG Ministry Area
* Llynfi Valley Ministry Area
* East Vale Ministry Area
* Neath Vale Ministry Area
* Aberdare Ministry Area
* South Cynon Valley Ministry Area
* Rhondda Ministry Area
1. The Registrar will start to draft the decree. This process can be commenced as early as any Ministry Area grouping wishes.
2. Each existing PCC will need to supply to the Diocesan Secretary:
	1. A resolution of each current PCC confirming the transfer of all assets and liabilities from the parish to the new Ministry Area. The form of resolution to be used is attached in appendix 1.
	2. Confirmation that the process for providing a new Electoral Roll in each parish will have been finalised by 2nd January 2022 (where the decree is due to be completed on 1st January 2022). This will then be combined to form the new Electoral Roll for the Ministry Area and must be available for inspection at the first Vestry Meeting of the new Ministry Area. This will be the Electoral Roll in force at the first Vestry Meeting of the Ministry Area.
	3. Confirmation of the address of the parsonage which is to be the Parsonage of the Ministry Area. This is to be the house in which the Ministry Area Leader currently lives.
	4. Confirmation of whether or not there is to be any stipulation of the make-up of the Ministry Area Council of the Ministry Area as discussed above in section 1.2.
	5. Confirmation of the name of the Ministry Area.
3. The Registrar will finalise the decree once the above information has been received.
4. Once the decree has been agreed, it will be sent to the Bishop for sealing.
5. The Ministry Area will only come into effect on the date of the sealed decree. The assets will be transferred from each Parish to the Ministry Area by the decree so this will happen on the date that the decree comes into force.
6. The decree will have set up an Interim Ministry Area Council for the newly formed Ministry Area. This Interim Ministry Area Council is to be made up of the Area Dean of the Deanery and the People’s Warden from each of the parishes to be included in the Ministry Area. If a People’s Warden has not been elected in a particular parish, the Vicar’s Warden should be included. The purpose of this Interim Ministry Area Council is to allow the new Charity to be set up at the Charity Commission with trustees in place, even though the first Vestry Meeting to elect the Ministry Area Council will not yet have taken place. The role of this Interim Ministry Area Council will be to call the Vestry Meeting at the earliest date possible in 2022. This is likely to be no earlier than 16th January, two weeks after the closure of the Electoral Roll, because 14 days’ notice of the meeting has to be given. The Area Dean will need to serve the notice and sign it and the notice must set out the agenda, and state the place, day and hour of the meeting.
7. At the first Vestry Meeting, the Interim MAC will resign and a new MAC will be formed, including *ex officio* appointments according to the Constitution, co-options if required, and elected members according to the Decree.
8. An application will need to be made by either the Interim Ministry Area Council or the MAC once appointed, to register the Ministry Area at the Charity Commission. The MAC will have to answer the questions asked on the Charity Commission’s application form which is on the Charity Commission website. Diocesan office staff will help the MAC with this application form including some standard answers. The form will then need to be submitted to the Charity Commission and await to see if the Charity Commission requests any further information. If it does not, the Charity Commission will supply the Ministry Area with a charity registration number. This number should be included on all official letters and documents produced by the Ministry Area Council, or used by the Ministry Area.
9. The Ministry Area’s entry on the Charity Commission website will need to be amended to remove the trustees who formed the Interim Ministry Area Council and to upload the names of the new MAC Members. The resignation of the Interim Ministry Area Council should be noted in the minutes of the first meeting of the new MAC.
10. Following registration as a registered charity, the Ministry Area must apply to HMRC for a new tax number entitling them to charity tax exemptions and gift aid. Please see the Finance Toolkit for more information about the use of existing gift aid numbers prior to the receipt of a new one.
11. The Ministry Area must register the merger of the parishes in the Ministry Area on the register of Mergers on the Charity Commission website. This must be done to make sure that any future legacies drafted using old parish names can be transferred to your new, merged charity, without the Charity Commission having to approve each one separately in future (it does not make any change to the rules governing which legacies must in future be treated as restricted funds in the Ministry Area).

## 2.1.2 The Second Procedure

The second procedure is where one of the existing parishes is a registered charity.

This procedure applies to the following Ministry Areas:

* Roath & Cathays Ministry Area
* South Cardiff Ministry Area
* West Cardiff Ministry Area
* North West Cardiff Ministry Area
* Greater Bridgend Ministry Area
* Cowbridge Ministry Area
* Port Talbot Ministry Area
* Margam East Ministry Area
* Greater Neath Ministry Area
1. The Registrar will start to draft the decree. This process can be commenced as early as any Ministry Area grouping wishes.
2. Each existing PCC will need to supply to the Diocesan Secretary:
	1. A resolution of each parish PCC confirming the transfer of all assets and liabilities from the parish to the new Ministry Area. The form of resolution to be used is attached in appendix 1.
	2. Confirmation that the process for providing a new Electoral Roll in each parish will have been finalised by 2nd January 2022 (where the decree is due to be completed on 1st January 2022). This will then be combined to form the new Electoral Roll for the Ministry Area and must be available for inspection at the first Vestry Meeting of the new Ministry Area. This will be the Electoral Roll in force at the first Vestry Meeting of the Ministry Area.
	3. Confirmation of the address of the parsonage which is to be the Parsonage of the Ministry Area. This is to be house in which the Ministry Area Leader currently lives.
	4. Confirmation of whether or not there is to be any stipulation of the make-up of the Ministry Area Council of the Ministry Area as discussed above.
	5. Confirmation of the name of the Ministry Area.
3. The Registrar will finalise the decree once the above information has been received.
4. Once the decree has been agreed, it will be sent to the Bishop for sealing.
5. The Ministry Area will only come into effect on the date of the sealed decree. The assets will be transferred from each Parish to the Ministry Area by the decree so this will happen on the date that the decree comes into force.
6. The decree will have set up an Interim Ministry Area Council for the newly formed Ministry Area. This interim Ministry Area Council is to be made up of the existing trustees of the existing registered charity. The role of this interim Ministry Area Council will be to call the Vestry Meeting at the earliest date possible to elect the new MAC. This is likely to be no earlier than 16th January, two weeks after the closure of the Electoral Roll. The Area Dean will need to serve the notice and sign it and the notice must set out the agenda, and state the place, day and hour of the meeting.
7. At the first Vestry Meeting, the Interim Ministry Area Council will resign and a new Ministry Area Council will be formed, including *ex officio* appointments according to the Constitution, co-options if required, and elected members according to the Decree.
8. The newly formed Ministry Area Council must update its status on the Charity Commission register and change its name. This will require obtaining the consent of the Charity Commission to the change of name.
9. The Ministry Area’s entry on the Charity Commission website will need to be amended to update the names of the new MAC members. The resignation of the Interim Ministry Area Council should be noted in the minutes of the first new MAC meeting.
10. Register the merger of the parishes in the Ministry Area on the register of Mergers on the Charity Commission website. This is done to make sure that any future legacies can be transferred to your new, merged charity without the Charity Commission having to approve the transfer.

## 2.2 Exceptions

There are some exceptions to the procedures set out above. These are set out below:

### 2.2.1. Multiple registered charities within one Ministry Area

Two of the proposed new Ministry Areas have two parishes within their number which are registered charities. These two ministry areas are Penarth and North Cardiff. It is for the parishes within the Ministry Area to decide, prior to the drafting of the decree, whether they wish to create a new charity and register it at the Charity Commission, or whether all parishes will merge into one of the existing registered charities. Administratively, it would be much more cost and time effective if an existing charity were to be used as the vehicle for the Ministry Area, and its trustee board and name would then be changed to reflect the new Ministry Area that has been created. Depending on their decision, they will follow one of the procedures set above.

### 2.2.2 Cardiff City Centre Ministry Area

The unique statuses of The Citizen Church and Urban Crofters, as well as the other parishes within this Ministry Area means this will operate differently from other Ministry Areas. The grouping of these churches into a Ministry Area will be established by a decree of the Bishop, but with a different legal structure from other Ministry Areas. Detailed guidance will be given to clergy and lay leaders, to ensure that the new structure is in place by 1st January 2022.

### 2.2.3 Existing rectorial benefices with no boundary changes

This applies to:

* Whitchurch
* Barry
* Pontypridd
* Llantrisant
* Eglwysilan and Caerphilly
* Heritage Coast

These Ministry Areas will need to amend the language they use but will not require a decree to form a new Ministry Area.

### 2.2.4 Llandaff Cathedral

The Cathedral has its own governance structure which will remain in place, and it will not be formed into a Ministry Area.

# 3.0 Safeguarding

As part of good governance, the Ministry Area will need to follow the Provincial Safeguarding Policy and recommended procedures. The MAC will need to appoint a Safeguarding Co-ordinator. The MA Safeguarding Co-ordinator will ensure all worship and activities in the Ministry Area are organised in accordance with the policy and recommended procedures. The MAC will also need to identify people responsible for safeguarding in each church, who might be the Vergers or someone else dedicated to this role.

# 4.0 How will your structure help you tell a joyful story, grow God’s Kingdom and build your capacity for good?

Thinking about the future…

1. **Key questions for the Ministry Area Council to consider:**

What is the name of the Ministry Area? Consider geographical, historic and contemporary resonances.

Will the MA be a new charity, or merge into an existing registered charity?

How should the MAC be made up? How many elected and how many co-opted members? Are they selected on the basis of representing a community, geographical area, church, particular skill, calling or area of ministry? Who might be put forward for Lay Chair, Deputy and other office-holders?

What are the outreach priorities of the Ministry Area? What are the needs of the community it feels called to address? What are the goals in implementing the Diocesan Vision, and can they be measured to assess progress towards them? What is its main purpose and key priorities?

What resources (financial, human, physical) will the Ministry Area need to work towards its goals? What is the best way of structuring and managing its resources (eg in terms of committees or working groups)? What powers and limits are given to committees?

# 5.0 Contacts

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Diocesan Registrar: Harriet Morgan registrar.llandaff@gmail.com

# Appendix 1: Resolution template

Resolution of the Parochial Church Council of [ ] [( if applicable) charity number [ ]]

The trustees of the Parochial Church Council have passed the following resolution:

The Parochial Church Council resolves, in line with the Constitution of the Church in Wales, that the Parish of [ ] will unite with the parishes of [ ] and [ ] to form the Ministry Area of [ ] and that the assets and liabilities of the Parish will transfer to the Ministry Area on the date that the Bishop seals the decree uniting the parishes.

Signed by

Trustee ………………………………..

Trustee ………………………………...