

Paulsgrove Baptist Church

Constitution

As approved on 12th March, 2009

Paulsgrove Baptist Church Constitution

as approved by unanimous vote at a Special Members' Meeting
on the 12th March, 2009

1. DEFINITIONS

- (1) "Basis of Faith" shall mean the basis of faith of FIEC as at the date of adoption of this Constitution.
- "the Church" shall mean the congregation established for the purposes set out in Clause 3 whose members are admitted pursuant to Clause 4 together with the property of the congregation.
- "Church Rules" shall mean the rules governing the internal practices of the church which are set out in Schedule 2 and which form part of this Constitution or such other rules as may from time to time be adopted by the members of the Church in accordance with the provisions of this Constitution.
- "FIEC" shall mean The Fellowship of Independent Evangelical Churches, registered charity number 263354
- (2) References to Clauses and Schedules are references to Clauses and Schedules within this Constitution.
- (3) References to legislation include all amendments, replacements or re-enactments and includes all regulations, determinations and directions made or given under it.

2. NAME

The Church shall be known as Paulsgrove Baptist Church.

3. PURPOSES

The purposes of the Church shall be:-

- (1) the advancement of the Christian faith in accordance with the Basis of Faith primarily but not exclusively within Paulsgrove and the surrounding neighbourhood; and

- (2) such other charitable purposes as shall, in the opinion of the Managing Trustees further the work of the Church.

4. MEMBERSHIP

Membership of the Church shall be open to such persons who profess the Christian faith in accordance with the Basis of Faith and have satisfied such other requirements as have been specified in the Church Rules.

The Managing Trustees must ensure that an accurate register of members is maintained at all times in accordance with the provisions contained in the Church Rules.

5. HOLDING TRUSTEE

- (1) The Holding Trustee is the Baptist Union Corporation Limited whose Registered Office is situated at Baptist House, 129 Broadway, Didcot, Oxfordshire OX11 8RT. The terms of the Holding Trust are those as contained in the document entitled "Fairbairn Trust" dated 23rd August 1965, as amended on 6th July 1995, as referred to in Schedule 3 hereunder.
- (2)
 - (a) The function of the Holding Trustee is to hold the legal title of real property and investments belonging to the Church and to ensure that the same is used only in furtherance of the purposes of the Church as set out in Clause 3.
 - (b) The Holding Trustee must act in accordance with all lawful instructions of the Managing Trustees unless to do so would give rise to a breach of trust.
 - (c) Unless the Holding Trustee concurs with any act involving a breach of trust it will not be liable for any act or default on the part of the Managing Trustees or any of them.
- (3) The property listed in Schedule 3 to this Constitution is held by the Holding Trustee upon special trusts.
- (4) Subject to Clause 5(2), the Holding Trustee shall, in relation to any land which it holds, have all of the powers which would be available to it as if it were the absolute owner of such land.
- (5) The Managing Trustees shall pay to the Holding Trustee such sums of money as are required by the Holding Trustee in order to give effect to the lawful instructions of the Managing Trustees.

- (6) Subject to the approval of the members of the Church by a simple majority vote at a properly convened meeting the Managing Trustees shall have the power to terminate the appointment of any Holding Trustee and to appoint such alternative Holding Trustee as they think fit.

6. MANAGING TRUSTEES

- (1) The Managing Trustees of the Church are the persons appointed as church officers in accordance with the Church Rules. There shall be no fewer than 3 Managing Trustees.
- (2) Whenever a new Managing Trustee is appointed he shall be provided with a copy of:-
 - (a) the latest annual report and accounts of the Church;
 - (b) this Constitution and Church Rules;
 - (c) any other relevant documentation relating to the property of the Church, including, in particular, details of any special trusts the property of which is held for special purposes of the Church by the Holding Trustee in accordance with Clause 5(3).

7. POWERS OF THE MANAGING TRUSTEES

In addition to any other powers they may have the Managing Trustees shall, in furtherance of the purposes set out in Clause 3 but no further, have the following powers:-

Staff and Volunteers

- (1) subject to Clause 10, to employ staff or engage consultants and advisers who shall not be Managing Trustees on such terms as the Managing Trustees think fit and to provide pensions to staff, their relatives and dependants;
- (2) to recruit or assist in recruiting and managing voluntary workers;

Property

- (3) to acquire, deal with and dispose of any real or personal property subject to Section 36 of the Charities Act 1993;
- (4) to accept any real or personal property for special purposes of the church;

Holding Trustee

- (5) to appoint a Holding Trustee to hold land and investments belonging to the Church and property subject to trusts held for the special purposes of the Church;

Borrowing

- (6) to borrow and, subject to Section 38 Charities Act 1993, give security for loans;

Grants and Loans

- (7) to make grants, donations or loans, to give guarantees and to give security for those guarantees;

Fund Raising

- (8) to raise funds, to invite and receive contributions provided that the Managing Trustees shall not undertake any substantial permanent trading activity;

Publicity

- (9) to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the church and other organisations operating in similar fields;
- (10) to promote or carry out research and publish the results of it;

Contracts

- (11) to co-operate with and enter into contracts with any person;

Bank or building society accounts

- (12) to draw, make, accept, endorse, discount, execute and issue bills, cheques and other instruments and to operate bank or building society accounts in the name of the Church;

Investments

- (13) to invest the money of the Church in any investments, shares, securities or property (real or personal) of any nature (including investments involving liability and those not producing income) and in any location that the Managing Trustees decide;

Insurance

- (14) to insure the assets of the Church to such amount and on such terms as the Managing Trustees decide, to pay premiums out of income or capital and to

use any insurance proceeds as the Managing Trustees decide (without necessarily having to restore the asset unless it is a requirement of a special trust);

- (15) to insure and to indemnify employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- (16) to take out insurance to protect the Church and property and those who use premises owned by or let or hired to the Church;
- (17) to take out indemnity insurance to cover the liability of the Managing Trustees for negligence, default, breach of duty or breach of trust in relation to the Church but this insurance may not extend to:
 - (a) any claim arising from any act or omission which a Managing Trustee knew was a breach of duty or breach of trust or which was committed by a Managing Trustee in reckless disregard of whether it was a breach of duty or breach of trust or not; or
 - (b) the costs of an unsuccessful defence to a criminal prosecution brought against a Managing Trustee in his capacity as a Managing Trustee of the Church.

Other Organisations

- (18) to establish, promote, assist or support (financially or otherwise) any charitable trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the purposes of the Church;
- (19) to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the purposes of the Church or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
- (20) to affiliate to, register with, subscribe to or join any organisation whose purposes promote, support or are in sympathy with the purposes of the Church;

Reserves

- (21) in accordance with an agreed policy, to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure for such period not exceeding that permitted by law;

General

- (22) to make in consultation and with the approval of the members of the

Church in a Special Members meeting rules and regulations consistent with this Constitution for the management of the Church and to agree the charitable purposes of the Church in accordance with Clause 3(2);

- (23) to do anything else within the law which promotes or helps to promote the purposes of the Church.

8. DUTY OF CARE AND EXTENT OF LIABILITY

- (1) When exercising any power in administering or managing the Church each of the Managing Trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he has or claims to have (“the duty of care”).
- (2) No Managing Trustee and no-one exercising any powers or responsibilities that have been delegated by the Managing Trustees shall be liable for any act or failure to act unless, in acting or failing to act, he has failed to discharge the duty of care.

9. CONFLICTS OF INTEREST

A Managing Trustee must absent himself from any discussions of the Managing Trustees in which a conflict will or may arise between his duty to act solely in the interests of the Church and any personal interest (including but not limited to any personal financial interest).

10. REMUNERATION OF MANAGING TRUSTEES

- (1) The Officers of the Church appointed in accordance with the Church Rules may receive reasonable remuneration for their employment in the service of the Church notwithstanding that they are or may be Managing Trustees of the Church.
- (2) Any Church Officer receiving benefit pursuant to Clause 10(1) must be absent from the part of any meeting at which the terms of his employment or remuneration or the performance of his duties or any other matter in connection with his employment or that of any connected person (as defined in Schedule 5 of the Charities Act 1993) is being discussed or determined and must not vote on any such matter provided that in relation to discussions concerning the performance of his duties he shall have the opportunity to address the meeting and respond to any points of concern which are raised.
- (3) In addition to the provisions of Clause 10(1) any other Managing Trustee may receive reasonable and proper remuneration for goods or services provided to the Church provided that:-

- (a) the goods or services shall actually be required by the Church;
 - (b) the Managing Trustee shall have fully disclosed to the other Managing Trustees the interest which he or she may have in and any benefit which he or she may derive either directly or indirectly from the supply of goods or services;
 - (c) the Managing Trustee shall not be present at or take part in any discussion relating to nor vote upon any matter connected with the supply of such goods or services;
 - (d) the arrangements shall be approved by a majority of the other Managing Trustees who must be satisfied that it is to the advantage of the Church to employ or contract with the Managing Trustee in question rather than someone who has no connection with the Church, and
 - (e) the number of Managing Trustees (including any Officer) remunerated pursuant to Clause 10(1) shall at no time exceed a minority of the Managing Trustees.
- (4) Any other payments to a Managing Trustee or arrangements involving the acquisition by a Managing Trustee for his own benefit of property belonging to the Church require the prior written approval of the Charity Commission.
- (5) For the avoidance of doubt nothing in this Clause shall prevent reimbursement to the Managing Trustees of reasonable and proper out of pocket expenses incurred in carrying out their duties and the reimbursement of the costs of purchases made on behalf of the Church, where such purchases have the prior authorisation of the Managing Trustees.

11. MANAGING TRUSTEES TO ACT JOINTLY

- (1) The Managing Trustees must exercise their powers jointly, at properly convened meetings.
- (2) Any matter requiring a decision of the Managing Trustees shall require a simple majority of those present and voting at a properly convened meeting.
- (3) In the event of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

12. MANAGING TRUSTEES' MEETING

- (1) The Managing Trustees must hold at least 4 meetings in each 12 month period.

- (2) Meetings shall require at least one week's notice unless all of the Managing Trustees agree to a meeting being convened on shorter notice.
- (3) The chairman or any 2 of the Managing Trustees may call a meeting at any time.

13. CHAIRMAN

- (1) The Managing Trustees must elect one of their number to be chairman of their meetings and shall determine the period for which the person so elected is to continue as chairman.
- (2) The Managing Trustees present at a meeting must elect one of their number to chair that meeting if the chairman is not present, does not wish to act or the office of chairman is vacant.

14. QUORUM

No business may be transacted at a meeting of the Managing Trustees unless there are present at least one-half of the Managing Trustees for the time being or three Managing Trustees, whichever shall be the greater.

15. RECORDING OF MEETINGS

The Managing Trustees must keep proper written minutes of their meetings.

16. TERMINATION OF MANAGING TRUSTEESHIP

A Managing Trustee will cease to be a Managing Trustee if he:

- (1) is disqualified from acting as a trustee by Section 72 (1) Charities Act 1993 (or any statutory re-enactment or modification of that provision) unless such disqualification is waived by the Charity Commission pursuant to Section 72 (4) Charities Act 1993; or
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- (3) is absent without the permission of the Managing Trustees from all of their meetings held within a period of 12 months and the Managing Trustees resolve (with the approval of the members of the Church) that his office be vacated; or

- (4) gives not less than 1 month's notice in writing of his intention to resign (but only if at least 3 Managing Trustees will remain in office when the notice of resignation is to take effect); or
- (5) ceases in the reasonable opinion of a majority of the other Managing Trustees to hold the Basis of Faith and his removal is confirmed by the members of the Church in accordance with the Church Rules; or
- (6) ceases to be a church officer as provided in the Church Rules.

17. CHURCH MEETINGS

- (1) There shall be an annual general meeting of the Church in March of each year, or as soon as possible thereafter. The Managing Trustees shall present to the annual general meeting their report and the accounts of the Church for the preceding year.
- (2) The election or appointment of church officers other than the Pastor(s) shall take place in accordance with the Church Rules at the annual general meeting or at a general meeting called specifically for the purpose.
- (3) Every matter not requiring a greater majority in accordance with the Church Rules must be decided by majority decision of those eligible members present and voting. The chairman of the meeting may cast a second or casting vote only if there is a tied vote.
- (4) There shall be such other meetings of the members of the Church in each year as laid down in the Church Rules.
- (5) Notice of each meeting must be given to the members of the Church at least 14 days before the meeting.

18. CLOSURE OF THE CHURCH

- (1) In the event that the number of members of the Church shall fall below 7 or if the Managing Trustees decide that it is necessary or advisable to dissolve the Church they shall call a meeting of all members of the Church of which not less than 21 days notice shall be given. The notice must state the terms of the resolution to be proposed. The resolution must be passed by a simple majority of the members of the Church present and voting at the meeting.
- (2) If:-
 - (a) a resolution to close the Church is passed in accordance with Clause 18(1); or

(b) if the members of the Church refuse or are unable to meet to pass a resolution pursuant to Clause 18(1); or

(c) if for any other reason the Church ceases to operate

then the Managing Trustees shall have power, after the satisfaction of any proper debts and liabilities, to transfer any remaining personal property to the Holding Trustee to be used for the work of the Holding Trustee or of The Fellowship of Independent Evangelical Churches or of independent evangelical churches within the neighbourhood of the Church as the Holding Trustee shall in its absolute discretion think fit.

(3) In the event that the Managing Trustees are prevented from complying with the provisions of Clause 18(2) because there are, for any reason, fewer than three Managing Trustees and no other person is prepared to act as a Managing Trustee then the Holding Trustee must apply to the Charity Commission to be appointed as trustee for all purposes for authority to act in the winding-up of the affairs of the Church.

19. AMENDMENT OF CONSTITUTION

(1) Subject to the provisions of this Clause, the Managing Trustees may amend the provisions of this Constitution, which, for the avoidance of doubt, includes the Church Rules.

(2) Any amendment must be made under the authority of a resolution passed at a meeting of the members of the Church of which not less than 21 days notice has been given. The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed. The amendment must be approved by at least 75% of the members of the Church present and voting or such other percentage as may be specified in the Church Rules where the amendment is to a Church Rule.

(3) The Managing Trustees must not make any amendment which would:

(a) vary the Church's purposes (which, for the avoidance of doubt, shall include both amendments to the Basis of Faith and to the purposes for which any property of the church is required to be used in specie);

(b) enable them to spend permanent endowment of the Church;

(c) have the effect of making the Church cease to be a charity at law.

(4) The Managing Trustees must obtain the prior written approval of the Charity Commission before making any amendment which would:

(a) vary the Church's purposes which, for the avoidance of doubt, shall

include both amendments to the Basis of Faith and to the purposes for which any property of the Church is required to be used in specie;

- (b) vary Clause 10 (remuneration of Managing Trustees); or
 - (c) vary this Clause 19; or
 - (d) vary the name of the Church.
- (5) The Managing Trustees must promptly send to the Charity Commission and the Holding Trustee a copy of any amendments made under this Clause.

SCHEDULE 1

BASIS OF FAITH

God

There is one God, who exists eternally in three distinct, but equal, persons: the Father, the Son and the Holy Spirit. God is unchangeable in his holiness, Justice, wisdom and love. He is the almighty Creator, Saviour and Judge who sustains and governs all things according to his sovereign will for his own glory.

The Bible

God has revealed himself in the Bible, which consists of the Old and New Testaments alone. Every word was inspired by God through human authors, so that the Bible as originally given is in its entirety the Word of God, without error and fully reliable in fact and doctrine. The Bible alone speaks with final authority and is always sufficient for all matters of belief and practice.

The Human Race

All men and women, being created in the image of God, have inherent and equal dignity and worth. Their greatest purpose is to love, worship and obey God. As a result of the fall of our first parents, every aspect of human nature has been corrupted and all men and women are without spiritual life, guilty sinners and hostile to God. Every person is therefore under the just condemnation of God and needs to be born again, forgiven and reconciled to God in order to know and please Him.

The Lord Jesus Christ

The Lord Jesus Christ is fully God and fully man. He was conceived by the Holy Spirit, born of a virgin, and lived a sinless life in obedience to the Father. He taught with authority and all his words are true. On the cross he died in the place of sinners, bearing God's punishment for their sin, redeeming them by his blood. He rose from the dead and in his resurrection body ascended into heaven where he is exalted as Lord of all. He intercedes for his people in the presence of the Father.

Salvation

Salvation is entirely a work of God's grace and cannot be earned or deserved. It has been accomplished by the Lord Jesus Christ and is offered to all in the gospel. God in his love forgives sinners whom he calls, granting them repentance and faith. All who believe in Christ are justified by faith alone, adopted into the family of God and receive eternal life.

The Holy Spirit

The Holy Spirit has been sent from heaven to glorify Christ and to apply his work of salvation. He convicts sinners, imparts spiritual life and gives a true understanding of the Scriptures. He dwells in all believers, brings assurance of salvation and produces increasing likeness to Christ. He builds up the Church and empowers its members for worship, service and mission.

The Church

The universal Church is the body of which Christ is the head and to which all who are saved belong. It is made visible in local churches, which are congregations of believers who are committed to each other for the worship of God, the preaching of the Word, the administering of Baptism and Communion, for pastoral care and discipline, and for evangelism. The unity of the body of Christ is expressed within and between churches by mutual love, care and encouragement. True fellowship between churches exists only where they are faithful to the gospel.

Baptism and Communion

Christ has given Baptism and Communion to the churches as visible signs of the gospel. Baptism is a symbol of union with Christ and entry into his Church but does not impart spiritual life. Communion is a commemoration of Christ's sacrifice offered once for all and involves no change in the bread and wine. All its blessings are received by faith.

The Future

The Lord Jesus Christ will return in glory. He will raise the dead and judge the world in righteousness. The wicked will be sent to eternal punishment and the righteous will be welcomed into a life of eternal joy in fellowship with God. God will make all things new and will be glorified forever.

SCHEDULE 2

CHURCH RULES

See separate document, adopted by the Church Membership at the Special Members Meeting held on 12th March 2009

SCHEDULE 3

FAIRBAIRN TRUST (AS AMENDED)

as adopted on 23rd August 1965
Deed held by the Baptist Union of Great Britain