



HOCKLIFFE STREET BAPTIST CHURCH CONSTITUTION

We hereby certify this to be the Constitution adopted by the members of Hockliffe Street Baptist Church at a meeting of the members held on the 26th April 2009 at Hockliffe Street Baptist Church, Leighton Buzzard.

Chairman  Secretary 

Hockliffe Street Baptist Church: Constitution

1	DEFINITIONS	3
2	NAME	3
3	PURPOSES	3
4	MEMBERSHIP	3
5	MANAGING TRUSTEES	3
6	POWERS OF THE MANAGING TRUSTEES	4
7	DUTY OF CARE AND EXTENT OF LIABILITY	6
8	CONFLICTS OF INTEREST	6
9	REMUNERATION OF MANAGING TRUSTEES	6
10	MANAGING TRUSTEES TO ACT JOINTLY	7
11	MANAGING TRUSTEES' MEETING	7
12	CHAIRMAN	7
13	QUORUM	8
14	RECORDING OF MEETINGS	8
15	TERMINATION OF MANAGING TRUSTEESHIP	8
16	CHURCH MEETINGS	8
17	CLOSURE OF THE CHURCH	9
18	AMENDMENT OF CONSTITUTION	9
	SCHEDULE 1 BASIS OF FAITH	10
	SCHEDULE 2 DISQUALIFICATION AS A TRUSTEE	12
	SCHEDULE 3 CONNECTED PERSONS	13

1 DEFINITIONS

- “Basis of Faith” shall mean the basis of faith as set out in Schedule 1 of this Constitution. A copy is also included with the Church Rules.
- “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 as may from time to time be adopted by the members of the Church. The rules must be consistent with the provisions of this Constitution.
- 1.1 References to Clauses and Schedules are references to Clauses and Schedules within this Constitution.
- 1.2 References to legislation include all amendments, replacements or re-enactments and include all regulations, determinations and directions made or given under it.

2 NAME

The Church shall be known as Hockliffe Street Baptist Church.

3 PURPOSES

The purposes of the Church shall be:-

- 3.1 the advancement of the Christian faith in accordance with the Basis of Faith primarily but not exclusively within Leighton Buzzard and the surrounding neighbourhood; and
- 3.2 such other charitable purposes as shall, in the opinion of the Managing Trustees, further the work of the Church.

4 MEMBERSHIP

- 4.1 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.
- 4.2 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 MANAGING TRUSTEES

- 5.1 The Managing Trustees of the Church are the persons appointed as church officers in accordance with the Church Rules provided that a person may not be appointed as a Managing Trustee if he or she is disqualified from being a trustee of any charity under section 72 of the Charities Act 1993 (as explained in Schedule 2) or any statutory extension, modification, amendment or re-enactment of that statute or under any regulations or orders made under it unless such disqualification has been waived by the Charity Commission.
- 5.2 There shall be not less than 3 Managing Trustees.
- 5.3 Whenever a new Managing Trustee is appointed (s)he shall be provided with a copy of:-
- the latest annual report and accounts of the Church
 - this Constitution and Church Rules
 - 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.

6 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:

6.1 Staff and Volunteers

- subject to Clause 9, 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
- to recruit or assist in recruiting and managing voluntary workers

6.2 Property

- to acquire, deal with and dispose of any real or personal property subject to Section 36 of the Charities Act 1993
- to accept any real or personal property for special purposes of the Church

6.3 Holding Trustee

- subject to the approval of the Members of the Church, 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 and, subject to the approval of the Members of the Church, to remove any Holding Trustee so appointed

6.4 Borrowing

- to borrow and, subject to Section 38 Charities Act 1993, give security for loans

6.5 Grants and Loans

- to make grants, donations or loans, to give guarantees and to give security for those guarantees

6.6 Fund Raising

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

6.7 Publicity

- 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

6.8 Research

- to promote or carry out research and publish the results of it

6.9 Contracts

- to co-operate with and enter into contracts with any person

6.10 Bank or building society accounts

- 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

6.11 Investments

- 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

6.12 Insurance

- 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)
- to insure and to indemnify employees and voluntary workers from and against all risks incurred in the proper performance of their duties
- to take out insurance to protect the Church and property and those who use premises owned by or let or hired to the Church
- 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
 - 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
 - the costs of an unsuccessful defence to a criminal prosecution brought against a Managing Trustee in his or her capacity as a Managing Trustee of the Church.

6.13 Other Organisations

- to establish, promote, assist or support (financially or otherwise) any charitable trusts, charitable companies, charitable industrial and charitable provident societies, charitable associations or charitable institutions whose purposes include any of the purposes of the Church
- 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
- 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

6.14 Reserves

- 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

6.15 General

- to make in consultation and with the approval of the members of the Church in general 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
- to do anything else within the law which promotes or helps to promote the purposes of the Church.

7 DUTY OF CARE AND EXTENT OF LIABILITY

- 7.1 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/she has or claims to have (“the duty of care”).
- 7.2 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/she has failed to discharge the duty of care.

8 CONFLICTS OF INTEREST

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

9 REMUNERATION OF MANAGING TRUSTEES

- 9.1 The Minister, any assistant Minister(s) and any officer 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 or a person connected to a Managing Trustee of the Church (“Connected Person”).
- 9.2 Any Minister, assistant Minister or officer of the Church receiving benefit pursuant to Clause 9.1 (or any Managing Trustee where the Minister, assistant Minister or officer of the Church receiving benefit pursuant to Clause 9.1 is a Connected Person in relation to them) must be absent from the part of any meeting at which the terms of employment or remuneration of the Minister, assistant Minister or officer of the Church in question or the performance of his or her duties or any other matter in connection with his or her employment is being discussed or determined and must not vote on any such matter provided that in relation to discussions concerning the performance of his or her duties the Minister, assistant Minister or officer of the Church in question shall have the opportunity to address the meeting and respond to any points of concern which are raised.
- 9.3 At no time may a majority of Managing Trustees benefit directly or indirectly from payments made under Clause 9.1 or Clause 9.4. Where a payment to a Connected Person would represent an indirect benefit to the Managing Trustee and such payment would cause the number of Managing Trustees benefiting under Clause 9.1 or Clause 9.4 to be a majority of the Managing Trustees then the prior written consent of the Charity Commission to the proposed payment

Hockliffe Street Baptist Church: Constitution

must be obtained.

- 9.4 In addition to the provisions of Clause 9.1 any other Managing Trustee or Connected Person may receive reasonable and proper remuneration for goods or services provided to the Church provided that:-
- the goods or services shall actually be required by the Church
 - 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
 - the Managing Trustee or Connected Person 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 and
 - 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 or Connected Person in question rather than someone who has no connection with the Church.
- 9.5 Any other payments to a Managing Trustee or Connected Person or arrangements involving the acquisition by a Managing Trustee or Connected Person for his or her own benefit of property belonging to the Church require the prior written approval of the Charity Commission unless authorised under statute from time to time.
- 9.6 For the avoidance of doubt nothing in this Clause shall prevent reimbursement to the Managing Trustees or Connected Person 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.
- 9.7 For the purposes of this Clause 9 “Connected Person” has the meaning set out in section 73B(5) of the Charities Act 1993 as inserted by section 36 of the Charities Act 2006 and any statutory extension, modification, amendment or re-enactment thereof (assuming for the purposes of this Constitution that all references to “trustee” in the section mean “Managing Trustee”). The relevant part of section 73B(5) of the Charities Act 1993 is set out in Schedule 3.

10 MANAGING TRUSTEES TO ACT JOINTLY

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

11 MANAGING TRUSTEES’ MEETING

- 11.1 The Managing Trustees must hold at least 4 meetings in each 12 month period.
- 11.2 Meetings shall require at least 10 days’ notice unless all of the Managing Trustees agree to a meeting being convened on shorter notice.
- 11.3 The chairman or any 2 of the Managing Trustees may call a meeting at any time.

12 CHAIRMAN

- 12.1 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.

Hockliffe Street Baptist Church: Constitution

- 12.2 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.

13 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.

14 RECORDING OF MEETINGS

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

15 TERMINATION OF MANAGING TRUSTEESHIP

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

- 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
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- 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 or her office be vacated; or
- gives not less than 1 month's notice in writing of his or her 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
- ceases in the reasonable opinion of a majority of the other Managing Trustees to hold the Basis of Faith and his or her removal is confirmed by the members of the Church in accordance with the Church Rules; or
- ceases to be a church officer as provided in the Church Rules.

16 CHURCH MEETINGS

- 16.1 There shall be an Annual General Church Meeting of the Church as soon as possible after the year end. The Managing Trustees shall present to the Annual General Church Meeting their report and the accounts of the Church for the preceding financial year.
- 16.2 The election or appointment of church officers other than the Minister(s) shall take place in accordance with the Church Rules at the Annual General Church Meeting or at a Special Church Meeting called specifically for the purpose.
- 16.3 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 but may choose not to do so and may refer the matter back to the submitter for review.
- 16.4 There shall be such other meetings of the members of the Church in each year as laid down in the Church Rules.
- 16.5 Notice of each meeting must be given to the members of the Church as defined in the Church Rules

17 CLOSURE OF THE CHURCH

17.1 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.

17.2 If:

- a) a resolution to close the Church is passed in accordance with Clause 17.1; or
- b) if the members of the Church refuse or are unable to meet to pass a resolution pursuant to Clause 17.1; 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 independent evangelical churches within the neighbourhood of the Church as the Holding Trustee shall in its absolute discretion think fit.

17.3 In the event that the Managing Trustees are prevented from complying with the provisions of Clause 17.2 because there are, for any reason, less 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.

18 AMENDMENT OF CONSTITUTION

18.1 Subject to the provisions of this Clause, the Managing Trustees may amend the provisions of this Constitution.

18.2 Any amendment must be made under the authority of a resolution passed at a Special Church Meeting. 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 two-thirds of the members of the Church present and voting.

18.3 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

Basis of Faith

The Church shall uphold the fundamental doctrines of the Christian faith, in particular that:

- There is one God: Father, Son and Holy Spirit
- Holy Scripture is the divinely inspired truth from God, trustworthy in all its teachings; it is our sufficient and final authority in all matters of faith and practice
- God created the universe without sin for His own glory; since our rebellion and fall from God's grace, it has been subjected to corruption and death
- God created humanity in His own image and loves each one of us; since our rebellion and fall from His grace, we are nevertheless subject to His wrath and condemnation
- Our Lord Jesus Christ was born of the Virgin Mary, and is truly God and truly man. He was sinless in His character, and perfect in His obedience to His Father
- We are redeemed from our sins only through our Lord Jesus Christ's death in our place. Through his death, Christ showed us God's love, satisfied God's justice, and appeased God's wrath once and for all time, on behalf of sinners.
- Our Lord Jesus Christ was resurrected bodily from death, and ascended in heaven, where He now reigns
- The work of the Holy Spirit is necessary to grant us spiritual life, to sanctify us and to empower us to serve God
- True spiritual life begins with repentance from sin and saving faith in Jesus Christ, which are gifts of the Holy Spirit
- The Christian Church is the universal body of all who are in Christ from every generation, and is expressed in each local congregation of believers
- There are two sacraments or ordinances, which are believers' baptism by immersion and the Lord's Supper or Communion
- The future visible and personal return of Our Lord Jesus Christ is certain
- The redeemed will inherit eternal life and the unsaved will be eternally lost

Baptist Union Declaration of Principle

The Church also subscribes to the Baptist Union Declaration of Principle, namely:

‘That our Lord and Saviour Jesus Christ, God manifest in the flesh, is the sole and absolute authority in all matters pertaining to faith and practice, as revealed in the Holy Scriptures, and that each Church has liberty, under the guidance of the Holy Spirit, to interpret and administer His law.

That Christian baptism is the immersion in water into the name of the Father, the Son, and the Holy Spirit, of those who have professed repentance toward God and faith in our Lord Jesus Christ who died “for our sins according to the Scriptures; was buried, and rose again the third day”.

That it is the duty of every disciple to bear personal witness to the Gospel of Jesus Christ, and to take part in the evangelisation of the world.’

SCHEDULE 2 Disqualification as a Trustee

Section 72 Charities Act 1993

A person is disqualified from being a trustee under Section 72 of the Charities Act 1993 if:

- a) he or she has been convicted of any offence involving dishonesty or deception;
- b) he or she has been adjudged bankrupt or sequestration of his/her estate has been awarded and (in either case) he/she has not been discharged;
- c) he or she has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it;
- d) he or she has been removed from office of charity trustee by an order of the Charity Commissioners or of the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he/she was responsible or to which he/she was privy, or which he/she by his/her conduct contributed to or facilitated;
- e) he or she has been removed under Section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 from being concerned in the management or control of any body; or
- f) he or she is subject to a disqualification order made under the Company Director's Disqualification Act 1986 or the Insolvency Act 1986.

SCHEDULE 3 Connected Persons

Section 73B(5) Charities Act 1993

The following persons are “connected” with a charity trustee or trustee for a charity –

- a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- b) the spouse or civil partner of the trustee or of any person falling within paragraph (a);
- c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b);
- d) an institution which is controlled –
 - i. by the trustee or by any person falling within paragraph (a), (b) or (c), or
 - ii. by two or more persons falling within sub-paragraph (i), when taken together;
- e) a body corporate in which –
 - i. the trustee or any connected person falling within any of paragraphs (a) to (c) has a substantial interest, or
 - ii. two or more persons falling within sub-paragraph (i), when taken together, have a substantial interest.

Note: The above is the actual wording from the Charities Act 2006.

English law provides that a Managing Trustee cannot benefit from his/her position as a Managing Trustee. This means that they cannot receive payment from the Church for employment or other services unless payment is authorised in the Model Constitution, in statute (eg: Charities Act 2006) or by the Charity Commission or the Courts. This also means that people to whom they are connected (“Connected Persons”) cannot receive similar payments where these would result in a benefit to the Managing Trustee, unless the payments are authorised in one of the ways mentioned above. An example of this would be where the Church paid the Minister’s wife for work in connection with the Church. It would be said that the Minister (a Managing Trustee) was benefiting from the payment to his wife since it would increase their joint income. Therefore such a payment must be authorised in the Model Constitution, in statute (eg: Charities Act 2006) or by the Charity Commission or the Courts. The only payments to the Managing Trustees and Connected Persons authorised in this Constitution are those set out in Clauses 10(1) and 10(4) subject to the other provisions of Clause 10.

This note is by way of seeking to explain the situation of payments to the Managing Trustees and Connected Persons. If there is any doubt about such payments then the Managing Trustees should seek the advice/approval of the Charity Commission before making any payment.