



CAMBRAY BAPTIST CHURCH CONSTITUTION

We hereby certify this to be the Constitution adopted by the Members of Cambray Baptist Church at a meeting of the Members held on the 20th of April 2009 at Cheltenham.

Chair: (Alan Pilbeam)

Secretary: (Andy Cook)

Cambray Baptist Church, Cheltenham is registered with the Charity Commission – date registered 12th June 2009 – Registered Charity Number 1130141.

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1. DEFINITIONS

- (1) “Basis of Faith” shall mean the Basis of Faith as set out in Schedule 1.
- “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. It is a charitable unincorporated organisation.
- “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.
- (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 include all regulations, determinations and directions made or given under it.

2. NAME

The Church shall be known as Cambray Baptist Church.

3. PURPOSES

- (1) The principal purpose of the Church shall be the advancement of the Christian faith in accordance with the Basis of Faith.
- (2) The Church may also advance education and carry out other charitable purposes in the United Kingdom and/or other parts of the world in connection with the principal purpose, as the Managing Trustees from time to time may think fit.

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. However, if it is the wish of the Members of the Church or if, for any reason, The Baptist Union Corporation Limited is unwilling or unable to act as Holding Trustee then the Managing Trustees may make arrangements for the appointment of such alternative Holding Trustee as they shall think fit.

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- (2) Subject to the approval of the Members of the Church (by a two-thirds majority at a properly convened Church Meeting) the Managing Trustees shall have power to terminate the appointment of any Holding Trustee and to appoint such alternative Holding Trustee as they shall think fit.
- (3)
 - (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.
- (4) The property listed in Schedule 2 to this Constitution is held by the Holding Trustee upon special trusts.
- (5) Subject to Clause 5(3), 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.
- (6) 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. MANAGING TRUSTEES

- (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 3) 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. There shall be not less than three Managing Trustees.
- (2) Whenever a new Managing Trustee is appointed he or she 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(4).

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, as appropriate;
- (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) 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;

Borrowing

- (6) to borrow and, subject to Section 38 of the 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;

Research

- (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, charitable companies, charitable industrial and charitable provident societies, charitable associations or charitable institutions whose purposes include any of 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) in consultation with and with the approval of the Members of the Church in a Church Meeting, to make rules and regulations consistent with this Constitution for the management of the Church and to agree the educational and 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 or she 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 or she has failed to discharge the duty of care.

9. CONFLICTS OF INTEREST

A Managing Trustee must absent himself or herself from any discussions of the Managing Trustees in which a conflict will or may arise between his or her 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) Any Minister, assistant Minister or church administrator 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”).
- (2) Any Minister, assistant Minister or church administrator receiving benefit pursuant to Clause 10(1) (or any Managing Trustee where the Minister, assistant Minister or church administrator receiving benefit pursuant to Clause 10(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 church administrator 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

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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 church administrator in question shall have the opportunity to address the meeting and respond to any points of concern which are raised.

- (3) At no time may a majority of Managing Trustees benefit directly or indirectly from payments made under Clause 10(1) or Clause 10(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 10(1) or Clause 10(4) to be a majority of the Managing Trustees then the prior written consent of the Charity Commission to the proposed payment must be obtained.
- (4) In addition to the provisions of Clause 10(1) any other Managing Trustee or Connected Person 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 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
 - (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 or Connected Person in question rather than someone who has no connection with the Church.
- (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.
- (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.
- (7) For the purposes of this Clause 10 “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 4.

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 Chair of the meeting shall be entitled to a second or casting vote.

12. MANAGING TRUSTEES' MEETING

- (1) The Managing Trustees must hold at least four meetings in each twelve month period.
- (2) Meetings shall require at least ten days' notice unless all of the Managing Trustees agree to a meeting being convened on shorter notice.
- (3) The Chair or any two of the Managing Trustees may call a meeting at any time.

13. CHAIR

- (1) The Managing Trustees must elect one of their number to chair their meetings and shall determine the period for which the person so elected is to continue in this role.
- (2) The Managing Trustees present at a meeting must elect one of their number to chair that meeting if the Chair is not present, or is present but does not wish to continue to act in this capacity, or the office of Chair 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 or she:

- (1) is disqualified from acting as a trustee by Section 72 (1) of the 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) of the Charities Act 1993; or

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- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (3) is absent without the permission of the Managing Trustees from all of their meetings held within a period of twelve months and the Managing Trustees resolve (with the approval of the Members of the Church) that his or her office be vacated; or
- (4) gives not less than one month's notice in writing of his or her intention to resign (but only if at least three 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 or her 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 April 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 financial year.
- (2) The election or appointment of Church Officers shall take place in accordance with the Church Rules.
- (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 Chair 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 on at least the two preceding Sundays before the meeting.

18. CLOSURE OF THE CHURCH

- (1) In the event that the number of Members of the Church shall fall below seven 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 twenty-one 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

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- (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 Trustees of the Particular Baptist Fund established in London in the year 1717.
- (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, 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.
 - (4) The property assets shall be dealt with by the Holding Trustee in accordance with the property trusts.

19. AMENDMENT OF CONSTITUTION

- (1) Subject to the provisions of this Clause, the Managing Trustees may amend the provisions of this Constitution.
- (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 twenty-one 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 two-thirds of the Members of the Church present and voting.
- (3) The Managing Trustees must not make any amendment which would:
 - (a) enable them to spend permanent endowment of the Church;
 - (b) 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 any specified or restricted purposes for which any property of the Church is required to be used); or
 - (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

The Church follows the Reformed/Calvinistic tradition adhering to the following Statement of Faith:

1. The divine inspiration of the Holy Scriptures as originally given, not only containing but being in themselves the Word of God. Their final authority for the believer in all matters of faith and practice.
2. In the one Godhead there are three Persons: God the Father, God the Son, and God the Holy Spirit. The Sovereignty, Holiness, Love and Grace of God in Creation, Providence and Redemption.
3. The Person of our Lord Jesus Christ:
 - (a) His true deity as the Son of God.
 - (b) His virgin birth.
 - (c) His real and perfect humanity.
 - (d) The absolute authority of His teaching and the infallibility of all His utterances.
 - (e) His finished work of Atonement for sinners by His suffering and dying as their substitute.
 - (f) His bodily Resurrection and His Ascension into Heaven.
 - (g) His present High Priestly intercession for His people.
 - (h) His personal return.
4. The work of the Holy Spirit in the new birth, conversion and holy living.
5. The corruption of every part of human nature as a result of sin and necessity of the New Birth.
6. The sinner is put right with God through the atoning work of our Lord Jesus Christ and this blessing is to be received by faith alone.
7. The resurrection of the body and the judgement of the world by our Lord Jesus Christ.
8. Two ordinances of divine institution are observed:
 - (a) Believers' baptism by immersion as a confession of faith and an act of obedience.
 - (b) The Lord's Supper as an act of remembrance and fellowship.
9. The Church of Jesus Christ is composed of all those who, confessing their repentance towards God and faith in our Lord Jesus Christ, have been born again by the Holy Spirit.

SCHEDULE 2

PROPERTY HELD ON SPECIAL TRUSTS - NONE

SCHEDULE 3

Disqualification – 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 4

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.