



Constitution

Templestowe Baptist Church Inc.

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Table of Contents

PART 1 – THE CHURCH	5
1. Name.....	5
2. Constituent Church.....	5
3. Basis of Fellowship.....	5
4. Terminology.....	5
PART 2 – NOT FOR PROFIT.....	6
5. Not for Profit.....	6
PART 3 – MEMBERSHIP	7
6. Who is eligible to be a Member.....	7
7. Baptism	7
8. Application for Membership.....	8
9. Consideration of Application	8
10. New Membership	8
11. General rights of Members.....	8
12. Ceasing Membership	9
13. Register of Members.....	9
14. Disciplinary Action	10
PART 4 – PROCEEDINGS OF MEMBERS	12
15. Annual General Meetings	12
16. Extraordinary General Meetings.....	12
17. Special Meeting	12
18. Extraordinary General Meeting held at Request of Members.....	13
19. Notice of General Meetings.....	13
20. Changes to General Meeting Arrangements	14
21. Role of the Chairperson	15
22. Use of Technology.....	15
23. Quorum at General Meetings	15
24. Adjournment of General Meeting	16
25. How Many votes a Member has	16

26.	How voting is Carried Out.....	16
27.	When and how a Vote in Writing must be held.....	17
28.	Delegates	17
29.	Minutes of General Meeting.....	17
	PART 5 – LEADERSHIP	18
30.	Powers.....	18
31.	Specific Powers	18
32.	General Duties	18
33.	Delegation.....	19
34.	Defects in Appointment.....	19
35.	Indemnity.....	19
	PART 6 – COMPOSITION OF THE LEADERSHIP.....	20
36.	The Pastor/s	20
37.	Composition of Leadership Team	20
38.	Who is eligible to be a Leadership Team Member.....	20
39.	Appointment.....	21
40.	Ballot	21
41.	Term of Office	21
42.	Tenure	22
43.	Removal by Members	22
44.	Vacation of Office.....	22
45.	Filling Casual Vacancies.....	23
46.	Chairperson.....	23
47.	Secretary	24
	PART 7 – PROCEEDINGS OF LEADERSHIP TEAM	25
48.	Circular Resolutions	25
49.	Meetings of Leadership Team	25
50.	Use of Technology.....	26
51.	Quorum.....	26
52.	Voting at Leadership Team Meetings.....	26
53.	Disclosure of Conflicts of Interest	26

54.	Voting where there is a Material Personal Interest	27
55.	Contracting with the Church and holding other Offices	27
56.	Minutes.....	28
57.	Leave of Absence	28
	PART 8 – FINANCIAL MATTERS	29
58.	Management of Funds.....	29
59.	Financial Records	29
60.	Financial Statements.....	29
	PART 9 – GENERAL MATTERS	30
61.	Notice Requirements	30
62.	Calculation of Notice.....	30
63.	Non-receipt of Notice	31
64.	Member access to Documents	31
65.	Cessation of Worship or reduced to less than 13 Members.....	32
66.	Reduced to less than 29 Members	32
67.	Dissolution	32
68.	Cessation of Constituent Status	33
69.	Alteration of Constitution	33
70.	Associated Entities	33
71.	Financial year	33
72.	Definitions.....	33
73.	Interpretation.....	35
	Schedule 1: The Doctrinal Basis of the Union	35
	Schedule 2: Principles and Ideals of the Baptist Faith	36

PART 1 – THE CHURCH

1. Name

The name of the church is “Templestowe Baptist Church Inc.”

2. Constituent Church

- 2.1 Templestowe Baptist Church is a constituent church of the Baptist Union of Victoria.
- 2.2 The Baptist Union of Victoria is comprised of people who hold as their general tenets the Doctrines set forth in Schedule B of The Baptist Union Incorporation Act 1930 (Vic) (which are also set out in the Doctrinal Basis), as amended from time to time.
- 2.3 The Church must comply with the Constitution of the Baptist Union of Victoria.

3. Basis of Fellowship

- 3.1 The Church is a body of Christian people who have responded to the Word of God and the call of the Holy Spirit and have been united to Jesus Christ and to his people in their own confession of faith and in their baptism.
- 3.2 The Church baptises professing believers, in the name of the Father, The Son and The Holy Spirit, as a sign of their salvation and their initiation into the membership of the body of Christ. Wherever practicable, baptism is practised by immersion into water as the form of baptism normative in the New Testament because it portrays “going down” into death with Christ and “coming up” into resurrection with Christ.
- 3.3 Recognising Christ’s ministry to bring unity to all things in himself, and recognising that believers are baptised by one Spirit so as to form one body in Christ, the Church is a member church of the Baptist Union of Victoria. It affirms Baptist Understanding of the Gospel and accepts as expressions of the Christian faith the Doctrinal Basis and the Principals and Ideals of the Baptist Faith contained in the Constitution of the Baptist Union of Victoria.
- 3.4 This Church accepts its commission to participate in Christ’s ministry to all creation, to proclaim and live out the gospel message of reconciliation to God and to one another. All members have been gifted by the Holy Spirit for their part in this ministry in nurturing the growth of Christian faith, peace and love.

4. Terminology

In this Constitution, words and phrases have the meaning set out in the clauses of this Constitution headed “**Definitions**” and “**Interpretation.**”

PART 2 – NOT FOR PROFIT

5. Not for Profit

- 5.1 The Church's income and assets must be applied solely towards the Principal Purpose.
- 5.2 No part of the income or assets may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member.
- 5.3 Clause 5.2 does not prohibit the Church from doing the following things, provided they are done in good faith:
 - 5.3.1 Paying a Member for goods or services the Member has provided or premises the Member has let or expenses the Member has properly incurred at fair and reasonable rates or rates more favourable to the Church.
 - 5.3.2 Making a payment to a Member in carrying out the Principal Purpose.
 - 5.3.3 Paying premiums for insurance indemnifying Office Holders, as allowed for by law.
- 5.4 The Church may only issue directions to the Baptist Union of Victoria regarding Trust property held by it as trustees if such directions further the Principal Purpose of the Church.

PART 3 – MEMBERSHIP

6. Who is Eligible to be a Member

- 6.1 A natural person is eligible to apply to be a Member if the person:
 - 6.1.1 is personally committed to Jesus Christ as Lord and Saviour and to the Mission of the Church; and
 - 6.1.2 holds as their general tenets the doctrines set out in the Doctrinal Basis of the Union;
 - 6.1.3 has been baptised as a testimony of their own faith in and commitment to Jesus Christ as Lord and Saviour within the meaning of the clause of this Constitution headed “**Baptism**”, or is otherwise accepted as eligible for Membership in accordance with that clause;
 - 6.1.4 has undertaken any form of membership preparation required by the Leadership Team (who may or may not require such preparation, in their sole discretion); and
 - 6.1.5 has been regularly participating in worship at the Church for at least 6 Months or is transferring membership from another Baptist Church.

7. Baptism

- 7.1 A person is recognised as having been baptised if the person has been immersed upon the profession of their faith in the Lord Jesus Christ, as a symbol of the fellowship of the regenerate in His Death, burial and resurrection.
- 7.2 A person is also accepted as eligible for Membership if the person:
 - 7.2.1 has been baptised according to the rites of another Christian church and is about to make public profession of their faith in and commitment to Jesus Christ as Lord and Savior, as an affirmation of their baptism, and is able to affirm the normative nature of believer’s baptism; or
 - 7.2.2 is from a Christian tradition that does not practice Baptism in any shape or form, but is a person whom the Leadership has determined ought to be admitted as a Member on the basis that:
 - 7.2.2.1 the person has made a public profession of their faith in and commitment to Jesus Christ as Lord and Saviour; and
 - 7.2.2.2 the person’s beliefs are in alignment with the Basis of fellowship.

8. Application for Membership

- 8.1 To apply to become a member, a person must submit a written application stating that the person:
 - 8.1.1 wishes to become a Member of the Church; and
 - 8.1.2 supports the Principals Purpose; and
 - 8.1.3 agrees to comply with this Constitution.
- 8.2 The application:
 - 8.2.1 must include the name of the applicant, and be accompanied by a contact address; and
 - 8.2.2 must be signed by the applicant.
- 8.3 In addition, the Leadership Team may require an applicant to provide any information or material that it considers necessary to determine the person's eligibility and decide to accept or deny the application.

9. Consideration of Application

- 9.1 As soon as practicable after an application for Membership is received, the Leadership Team must decide by resolution whether to accept or deny the application.
- 9.2 The Leadership Team must notify the application in writing of the decision as soon as practicable after the decision is made.
- 9.3 No reason need be given for the denial of an application.

10. New Membership

- 10.1 If an application for Membership is accepted by the Leadership Team:
 - 10.1.1 the resolution to accept the Members must be recorded in the minutes of the Leadership Team meeting; and
 - 10.1.2 the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the Register of Members.
- 10.2 A person becomes a Member of the Church and is entitled to exercise his or her rights of Membership from the date the Leadership Team accepts the person's Membership.

11. General Rights of Members

- 11.1 A Member is entitled:

- 11.1.1 to receive notice of General Meetings and proposed resolutions in the Manner and time prescribed by this constitution;
- 11.1.2 to submit items of business for consideration at a General Meeting;
- 11.1.3 to attend and be heard at General Meetings;
- 11.1.4 to vote at a General Meeting, except as otherwise provided in the Constitution; and
- 11.1.5 to have access to the minutes of General Meetings and other documents of the church to the extent provided under clause of this Constitution headed **"Member Access to Documents"**.

12. Ceasing Membership

- 12.1 A person ceases to be a Member if the person:
 - 12.1.1 resigns by notice in writing to the Secretary;
 - 12.1.2 is expelled under the Constitution; or
 - 12.1.3 dies.
- 12.2 A Member is taken to have resigned if:
 - 12.2.1 the Member has not responded within three months to a written request from the Secretary to confirm in writing that the person wants to remain a Member; or
 - 12.2.2 the Member has become a member of another church; or
 - 12.2.3 the Member has ceased to be involved in the life or ministry of the Church for a period exceeding 12 months, in the opinion of the Leadership Team.
- 12.3 If a person ceased to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the Register of Members.

13. Register of Members

- 13.1 The Secretary must keep and maintain a Register of Members that includes:
 - 13.1.1 for each current Member:
 - 13.1.1.1 the Member's name;
 - 13.1.1.2 the address for notice last given by the Member;
 - 13.1.1.3 any alternative address nominated by the Member for the service of notices; and
 - 13.1.1.4 the date of becoming a Member; and
 - 13.1.2 for each former Member, the date of ceasing to be a Member.

- 13.2 Information about a person who is no longer a Member, other than the name of the person and the date on which the person ceased to be a Member, must be removed from the Register of Members after the person ceases to be a Member.

14. Disciplinary Action

- 14.1 The Leadership Team may by resolution passed at a meeting expel a Member from the Church if the Leadership Team, in its sole discretion, decides that the Member ought to be expelled.
- 14.2 At least one week before the Leadership Team Meeting at which a resolution under the previous paragraph will be considered, the Leadership Team must notify the Member in writing:
- 14.2.1 that the Leadership Team is considering a resolution to expel the Member;
 - 14.2.2 that this resolution will be considered at a Leadership Team Meeting and the date, time and place of that meeting;
 - 14.2.3 the grounds for the proposed disciplinary action;
 - 14.2.4 the nature of the resolution that has been proposed; and
 - 14.2.5 that the Member may attend the meeting and may give an oral and/or written explanation or submission before the resolution is put to the vote.
- 14.3 The outcome of the disciplinary procedure under this clause must be determined by an un-biased decision maker. The Leadership Team may delegate its functions under this clause to a subcommittee. The subcommittee:
- 14.3.1 may be comprised of Leadership team Members, Members of the Church or anyone else; but
 - 14.3.2 must not be comprised of any persons biased against, or in favour of, the Member concerned.
- 14.4 A person who has been expelled may give notice to the effect that he or she wishes to appeal against the expulsion. The notice must be given in writing and given within 48 hours after the vote to expel the person is taken.
- 14.5 If a person has given notice, a disciplinary appeal meeting must be convened by the Leadership as soon as practicable, but in any event not later than one month, after the notice is received.
- 14.6 The Leadership Team must appoint an appeal committee, including an appeal Committee chairperson, who:
- 14.6.1 may be comprised of Leadership Team Members, Members of the Church or anyone else; but
 - 14.6.2 must be comprised of any persons biased against, or in favour of, the Member concerned: and
 - 14.6.3 must not have been part of the decision-making body that passed the resolution to expel the person.

- 14.7 Notice of the disciplinary appeal meeting must be given to the person who has been expelled, and each member of the appeal committee, and must:
 - 14.7.1 specify the date, time and place of the meeting; and
 - 14.7.2 the name of the person who has been expelled; and
 - 14.7.3 the grounds for expulsion; and
 - 14.7.4 that at the disciplinary appeal meeting the appeal committee must vote on whether the decision to expel the person should be upheld or revoked.
- 14.8 At a disciplinary appeal meeting:
 - 14.8.1 The Leadership must state the grounds for expelling the person and the reasons for taking that action, and the person whose membership has been expelled must be given an opportunity to be heard.
 - 14.8.2 After the person has been given an opportunity to be heard, the appeal committee members must vote on the question of whether the decision to expel the person should be upheld or revoked.
 - 14.8.3 The decision to expel the person will be upheld if the majority of votes cast by the appeal committee are cast in favour of upholding the expulsion.
- 14.9 To the extent that doing so is compatible with the other requirements of this clause:
 - 14.9.1 The disciplinary procedure must be completed as soon as is reasonably practicable; and
 - 14.9.2 The appeal committee chairperson may determine the procedures to be followed at an appeal committee meeting.

PART 4 – PROCEEDINGS OF MEETINGS

15. Annual General Meetings

- 15.1 The Leadership Team must convene an Annual General Meeting of the Church to be held within five months after the end of each financial year.
- 15.2 The Leadership Team may determine the date, time and place of the Annual General Meeting.
- 15.3 The ordinary business of the Annual General Meeting includes the following matters; even if they are not included in the notice of meeting:
 - 15.3.1 confirmation of the minutes of the previous Annual General Meeting and of any other General Meeting held since then;
 - 15.3.2 the receipt and consideration of:
 - 15.3.2.1 The annual report of the Leadership Team on the activities of the Church during the preceding financial year; and
 - 15.3.2.2 the financial statements of the Church for the preceding financial year; and
 - 15.3.3 the election of Leadership Team Members (where applicable).
- 15.4 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

16. Extraordinary General Meetings

- 16.1 Any General Meeting of the Church other than an Annual General Meeting is an Extraordinary General Meeting.
- 16.2 The Leadership Team may convene at least one Extraordinary General Meeting whenever it thinks fit.
- 16.3 The Leadership Team must convene at least one Extraordinary General Meeting each financial year for the Members to consider and approve or reject the budget for the following financial year.

17. Special Meeting

- 17.1 A special meeting may be convened by:
 - 17.1.1 The Leadership Team.
 - 17.1.2 A Pastor, if there is no Leadership Team.
 - 17.1.3 At least one sixth of the Members, if the Leadership Team or Pastor/s do not convene the meeting after receiving a written request to do so by one sixth of

the Members in accordance with the clause of this Constitution headed
“Extraordinary General Meeting held at request of Members”

- 17.1.4 The Baptist Union of Victoria, if the Leadership Team or Pastor/s do not convene the meeting after receiving a written request to do so from the Baptist Union of Victoria.
- 17.2 The following must be approved by Members at a Special Meeting to be effective:
 - 17.2.1 Any directions to the Baptist Union of Victoria as regarding trust property held by it as trustee for the purposes of the Church under Schedule B.
 - 17.2.2 The appointment of a Senior/Lead/sole Pastor.

18. Extraordinary General Meeting held at Request of Members

- 18.1 The Leadership Team must convene an Extraordinary General Meeting (including a special Meeting) if a request to do so is made by at least one sixth of the total number of Members in accordance with the requirements of this clause headed **“Extraordinary General Meeting held at request of Members”**.
- 18.2 To request Special Meeting, a member must be over 18, have been a Member for at least 6 months, must be over 18, must not have ceased to be an active Member, and must have been present for Communion at least twice in the previous 6 months.
- 18.3 A request for an Extraordinary General Meeting must:
 - 18.3.1 be in writing; and
 - 18.3.2 indicate the general nature of each item of business to be considered at the meeting; and
 - 18.3.3 if a resolution will be proposed to amend this Constitution, state in full the proposed resolution and changes; and
 - 18.3.4 include the names and signatures of the Members requesting the meeting; and
 - 18.3.5 be given to the Leadership Team.
- 18.4 If the Leadership Team does not convene an Extraordinary General Meeting forthwith after the date on which the request is made, the members making the request (or any of them) may convene the Extraordinary General Meeting.
- 18.5 If there is no Leadership Team, the Pastor/s must perform the duties of the Leadership Team in this clause.

19. Notice of General Meetings

- 19.1 Notice of a General Meeting must be given to each Member and each Leadership Team Member.
- 19.2 Notice of a General Meeting must be provided in writing at least 14 days before the meeting, unless:

- 19.2.1 for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand to the provision of shorter notice; or
- 19.2.2 for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand to the provision of shorter notice - subject to the following:
- 19.2.3 Notice of a meeting cannot be provided less than 14 days before the meeting in the case of a Special Meeting.
- 19.3 Notice of a General Meeting must:
 - 19.3.1 specify the date, time and place of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - 19.3.2 set out general nature of each item of business to be considered at the meeting; and
 - 19.3.3 if a resolution will be proposed to amend this Constitution, then state in full the proposed resolution and changes; and
- 19.4 In addition to the above-listed requirements, notice of a Special Meeting must be given by:
 - 19.4.1 Informing the members during the usual time of giving notices in each church service on the two Sundays that precede the meeting; or
 - 19.4.2 Posting an obvious written notice on or inside the Church building (or other principal building or on the land if no building).

20. Changes to General Meeting Arrangements

- 20.1 The Leadership team may change the venue for, postpone or cancel a General Meeting, subject to the provisions of this clause headed **"Changes to General Meeting Arrangements"**.
- 20.2 If a General Meeting was not called by a resolution of the Leadership Team, then it may not be postponed or cancelled without the prior written consent of the persons who called or requested the meeting.
- 20.3 If the venue of a General Meeting is changed, or if the General Meeting is cancelled or postponed under this clause:
 - 20.3.1 Notice of the change, cancellation or postponement must be given to everyone entitled to receive notices of a General Meeting under this Constitution.
 - 20.3.2 A notice of postponement must specify the date, time and place to which the General Meeting has been postponed.
 - 20.3.3 A notice of postponement must be given in the same manner required for the original notice. However, the requirement to give at least 14 days' notice in the clause of this Constitution headed **"Notice of General Meetings"** does not

apply to notice given under the clause headed “**Changes to General Meetings Arrangements**” (except in the case of Special Meetings).

- 20.4 The only business that may be transacted at a General Meeting which is postponed is the business specified in the notice convening the meeting at first instance.

21. Role of the Chairperson

- 21.1 The Chairperson is responsible for the conduct of a General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 21.2 The Chairperson does not have a casting vote.

22. Use of Technology

The Church may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard and to vote. Anyone using this technology is taken to be present in person at the meeting.

23. Quorum at General Meetings

- 23.1 No business may be conducted at a General Meeting, other than the election of a Chairperson or adjournment of a meeting, unless a quorum is present at the time the meeting proceeds to business.
- 23.2 The quorum for a General Meeting is:
- 23.2.1 in the case of a Special meeting- the presence¹ of the nearest whole number that is above forty percent of the total number of Members or 90 Members, whichever is lesser; and
- 23.2.2 in other cases – the presence of the nearest whole number that is above 20 percent of the total number of Members.
- 23.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting-
- 23.3.1 in the case of Special Meeting, a resolution or resolutions may be passed but will not take effect unless and until approved by Union Council; and
- 23.3.2 in any other cases:
- 23.3.2.1 in the case of a meeting convened by, or at the request of, Members- the meeting must be dissolved.

1. Note: a person present via technology is present in person.

- 23.3.2.2 in any other case- the General Meeting is adjourned to the date, time and place that the Chairperson specifies. If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned, the Members present at the meeting (if not fewer than 12) may proceed with the business of the meeting as if a quorum were present.

24. Adjournment of General Meeting

- 24.1 The Chairperson of a General Meeting may adjourn a meeting to another time at the same place or another place with the consent of a majority of Members present at the meeting.
- 24.2 Only unfinished business may be dealt with at a General Meeting resumed after an adjournment.
- 24.3 Notice of the adjournment of a meeting under this clause or the clause of this Constitution headed **“Quorum at General Meetings”** is not required unless the meeting is adjourned for 30 days or more, in which case notice of the meeting must be given in accordance with the clause of the Constitution headed **of General Meetings”**.

25. How Many Votes a Member has

- 25.1 Each member is entitled to one vote, except as follows:
 - 25.1.1 At a Special Meeting, a Member under the age of 18 years does not have a vote.
 - 25.1.2 At a Special Meeting, a Member cannot vote unless:
 - 25.1.2.1 the Member has been a Member for at least 6 months; and
 - 25.1.2.2 the Member has been present for communion at least twice in the previous 6 months.

26. How Voting is carried out

- 26.1 Voting may be conducted and decided by:
 - 26.1.1 a show of hands;
 - 26.1.2 a vote in writing; or
 - 26.1.3 another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 26.2 Questions arising at a General Meeting will be decided by a majority of votes cast, except in the following cases:
 - 26.2.1 A two-thirds majority of the votes cast at a Special Meeting is required to pass a resolution at a Special Meeting.

26.2.2 Any other case provided in this Constitution.

- 26.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 26.4 The Chairperson must declare the result of a vote, and the declaration must be recorded in the minutes of the meeting. The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

27. When and how a Vote in writing must be held

- 27.1 A vote in writing may be demanded on any resolution instead of or after a vote conducted by other means by any Member or the Chairperson.
- 27.2 A vote in writing must be taken when and how the Chairperson directs, except as follows: a vote in writing must be held immediately if it is demanded for the election of a Chairperson, or to decide whether to adjourn the meeting.
- 27.3 A demand for a vote in writing may be withdrawn.

28. Delegates

- 28.1 The Church may by resolution passed at a General Meeting appoint Delegates to act on its behalf at Baptist Union of Victoria Assembly Gatherings.
- 28.2 If the Church does not by resolution passed at a General Meeting appoint Delegates to any Baptist Union of Victoria Assembly Gathering, the Leadership Team may determine the Delegates for that meeting.

29. Minutes of General Meeting

- 29.1 The Leadership Team must ensure that minutes are taken and kept of each General Meeting, including a record of the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 29.2 In addition, the minutes of each Annual General Meeting must include:
 - 29.2.1 the names of the Members attending the meeting; and
 - 29.2.2 the financial statements submitted to the Members; and
 - 29.2.3 any audited accounts and auditor's report or report of a review accompanying the financial statements.
- 29.3 The minutes of a Special Meeting must be signed by the Chairperson of that meeting, or by the Chairperson of the next meeting. In the case of any Special Meeting where there was no quorum present at the time the meeting proceeded to business; the minutes must not be signed by the Chairperson until they record that fact.

PART 5 – LEADERSHIP

30. Powers

- 30.1 The Leadership Team is responsible for the management of the business of the Church and may exercise all the powers of the Church, subject to this Constitution.
- 30.2 The Church is governed according to the Congregational principals. That is, under the guidance of God and Scripture, the Members of the Church for the time being have final authority in all matters.

31. Specific Powers

- 31.1 The Leadership Team may, without limitation, borrow money, charge any property or business of the Church, issue debentures or give security for a debt, liability or obligation of the Church or any other person, subject to this Constitution.
- 31.2 The Church delegates to the Leadership Team the following powers subject to any express direction or limitation to the contrary:
 - 31.2.1 appoint a person (by name or by reference to position or office held) to be an attorney for the Church on the terms of Leadership Team decides;
 - 31.2.2 confer on such attorney any powers and discretions vested in or exercisable by the Leadership Team on the terms of the Leadership Team decides;
 - 31.2.3 includes in such an appointment any provisions for the protection and convenience of persons dealing with the attorney that the Leadership Team decides;
 - 31.2.4 remove an attorney, subject to any contract between the Church and the attorney.

32. General Duties

- 32.1 Leadership Team Members, and other Office Holders, must comply with any duties imposed on them by law, which may include duties under the ACNC Act.²
- 32.2 The duties of Leadership Team Members and Office Holders include, but are not limited to the following:
 - 32.2.1 As soon as practicable after being elected or appointed, each Leadership Team Member must become familiar with this Constitution.
 - 32.2.2 Leadership Team Members and Office Holders must exercise their powers and discharge their duties with reasonable care and diligence.
 - 32.2.3 Leadership Team Members and Office Holders must exercise their powers and discharge their duties:

2. For an explanation of duties under the ACNC Act, go to www.acnc.gov.au or contact the ACNC.

- 32.2.3.1 in good faith in the best interests of the Church; and
 - 32.2.3.2 for a proper purpose.
 - 32.2.4 Leadership team Members, Office Holders and former Leadership Team Members and former Office Holders must not make improper use of:
 - 32.2.4.1 their position; or
 - 32.2.4.2 information acquired by virtue of holding their position- so as to gain an advantage for themselves or any other person or to cause detriment to the Church.
- 32.3 Leadership Team Members and Office Holders may rely on any protections available at law or under the ACNC Act in respect of these duties.

33. Delegation

- 33.1 The leadership Team may delegate any of its powers and functions to a subcommittee, a Leadership Team Member, an employee of the Church or any other person/s, as it considers appropriate.³
- 33.2 The delegation must be in writing and may be subject to the conditions and limitations the Leadership Team considers appropriate.
- 33.3 The Leadership Team may, in writing, revoke a delegation wholly or in part.
- 33.4 The Leadership Team may establish subcommittees consisting of such persons with such terms of reference it considers appropriate.

34. Defects in appointment

- 34.1 Each resolution passed, or thing done by, or with the participation of, a person acting as a Leadership Team Member of a subcommittee is valid even if it is later discovered that:
 - 34.1.1 there was a defect in the appointment of the person; or
 - 34.1.2 the person was disqualified from continuing in office, voting on the resolution or doing the thing.

35. Indemnity

The Church indemnifies each of its Office Holders against any liability incurred in good faith by the Office Holder in the course of performing his or her duties as an Office Holder.

3. Leadership Team Members should be aware that they are likely to remain legally responsible for any delegated powers. The law imposes duties on Leadership Team Members that they cannot avoid by delegation.

PART 6 – COMPOSITION OF THE LEADERSHIP

36. The Pastor/s

- 36.1 To hold a position of Pastor, a person must:
 - 36.1.1 be a person that the church believes has been called and gifted by the Lord to fulfil a ministry of pastoral leadership within the Church; and
 - 36.1.2 hold, preach, teach and maintain the doctrines and practices set out in the Doctrinal Basis; and
 - 36.1.3 be personally committed to Jesus Christ as Lord and Saviour and to the mission of the Church; and
 - 36.1.4 be baptised as a testimony of their own faith in and commitment to Jesus Christ as Lord and Saviour within the meaning of the clause of this Constitution headed “**Baptism**”, or as otherwise accepted as eligible for Membership in accordance with that clause; and
 - 36.1.5 not be known to be guilty of perpetuating immoral conduct without repentance; and
 - 36.1.6 in the case of Senior/Lead/Sole Pastor, be appointed at a Special Meeting.

37. Composition of Leadership Team

- 37.1 The Leadership Team consists of:
 - 37.1.1 Two Office Bearers, comprised of:
 - 37.1.1.1 a Chair; and
 - 37.1.1.2 a Secretary; and
 - 37.1.2 at least 3 Ordinary Members;
 - 37.1.3 the Senior/ Lead/ Sole Pastor.

38. Who is Eligible to be a Leadership Team Member

- 38.1 A person is eligible to be elected or appointed as a Leadership Team Member if he or she:
 - 38.1.1 is personally committed to Jesus Christ as Lord and Saviour and to the mission of the Church; and
 - 38.1.2 holds as their general tenets the doctrines set out in the Doctrinal Basis of the Union; and
 - 38.1.3 has been baptised as a testimony of their own faith in and commitment to Jesus Christ as Lord and Saviour within the meaning of the clause of this Constitution headed “**Baptism**”, or is otherwise eligible for Membership in accordance with that clause; and

- 38.1.4 is a Member entitled to vote at a Special Meeting;
 - 38.1.5 is not disqualified from being a Leadership Team Member by the ACNC Act;
and
 - 38.1.6 has been nominated.
- 38.2 For the avoidance of doubt, this clause headed **“Who is eligible to be a Leadership Team Member”**, does not apply to Pastors.

39. Appointment

- 39.1 At the Annual General Meeting, separate elections must be held for each of the following positions, in order as follows:
 - 39.1.1 Chair.
 - 39.1.2 Secretary.
- 39.2 A single election may then be held to fill all of the vacant Ordinary Member positions.
- 39.3 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 39.4 A Member may nominate themselves, or may be nominated by another Member.
- 39.5 A Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- 39.6 A ballot must be held to determine whether a person is elected, even if the number of persons nominated for a position is less than or equal to the number to be elected.

40. Ballot

A ballot may be held in such manner as determined by the Leadership Team.

41. Term of Office

- 41.1 The term of office of a Leadership Team Member appointed by the Membership is two years (excluding the Senior/ Lead/ Sole Pastor).
- 41.2 The term of Office of a Leadership Team Member (other than the Senior/Lead/Sole Pastor) appointed by the Members:
 - 41.2.1 commences at the conclusion of the Annual General Meeting in which the Leadership team Member is appointed; and
 - 41.2.2 expires at the conclusion of the second Annual General Meeting following the appointment of the Leadership Team Member, subject to the clauses of the Constitution headed **“Tenure”** and **“Removal by Members”**.

- 41.3 The term of office of a Leadership Team Member appointed by the Leadership Team expires at the conclusion of the Annual General Meeting following his or her appointment.

42. Tenure

A person may be re-elected or re-appointed as a Leadership Team Member at the expiry of his or her term of office (or any time after), subject to the following: a Leadership Team Member (other than the Senior/Lead/Sole Pastor) who has held office for a continuous period of nine years or more may only be re-elected or reappointed by resolution of the Members passed with a three-quarters majority of the votes cast.

43. Removal by Members

- 43.1 A Special Meeting of the Church may:
- 43.1.1 remove a Leadership Team Member or Senior/ Lead/ Sole Pastor from office; and
 - 43.1.2 appoint a person to fill the vacant position in accordance with this Constitution.
- 43.2 A Leadership Team Member or Senior/ Lead/ Sole Pastor who is the subject of a proposed resolution to be removed may make representations in writing (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Church.
- 43.3 The Leadership Team may give a copy of the representations to each Member of the Church or, if they are not so given, the Leadership Team Members or Senior/Lead/Sole Pastor may request that they read out at the meeting at which the resolution to remove the Leadership Team Member or Senior/ Lead/Sole Pastor is to be proposed.
- 43.4 The Leadership Team may, in its sole discretion, refuse the request to read out or distribute the representations if the Leadership Team considers that it is inappropriate having regard to the sensitivity of any of the issues being considered at the meeting.
- 43.5 A resolution may not be passed to remove or dismiss a person as Senior/Lead/Sole Pastor until consultation has been had with the Director of Ministries of the Baptist Union of Victoria.

44. Vacation of Office

- 44.1 A person ceased to be a Leadership Team Member or Senior/ Lead/ Sole Pastor if he or she-
- 44.1.1 resigns by written notice addressed to the Leadership Team;
 - 44.1.2 dies;
 - 44.1.3 becomes insolvent under administration;

- 44.1.4 becomes a represented person within the meaning of the *Guardianship and Administration Act 2019*;
- 44.1.5 ceases to be a Member of the Church, except in the case of a Leadership Team Member that is Senior/ Lead/ Sole Pastor;
- 44.1.6 is removed at a Special Meeting under the clause of this Constitution headed **“Removal by Members”**;
- 44.1.7 becomes ineligible to be a Leadership Team Member under the ACNC Act; or
- 44.1.8 fails to attend three consecutive Leadership Team Meetings (other than special or urgent Leadership Team Meetings) without leave of absence under the clause of this Constitution headed **“Leave of Absence”**.
- 44.2 In addition to the circumstances listed above, a person may be dismissed or removed as Senior/Lead/Sole Pastor by the Leadership Team, without the approval of the Members at a Special Meeting. If the Leadership Team is of the opinion that the Senior/Lead/Sole Pastor has committed Serious Misconduct, provided that both:
 - 44.2.1 the Relevant Law is complied with, and
 - 44.2.2 the Baptist Union of Victoria provides approval in its discretion in lieu of approval by the Members at a Special Meeting. For the avoidance of doubt, the giving of approval by the Baptist Union of Victoria under this clause 44.2 does not prejudice the Baptist Union of Victoria in relation to the exercise of any powers or duties it has as trustee.

45. Filling Casual Vacancies

- 45.1 The Leadership team may appoint a person to fill a position on the Leadership Team that:
 - 45.1.1 has become vacant; or
 - 45.1.2 was not filled by election at the last Annual General Meeting- subject to the following:
 - 45.1.3 the Leadership team may not appoint more than one-quarter of the total Leadership Team Members under the clause.
- 45.2 The Leadership Team may continue to act despite any vacancy in its membership.

46. Chairperson

- 46.1 The chair is entitled to be the Chairperson for any General Meetings and for any Leadership Team Meetings – subject to the remaining provisions of this clause headed **“Chairperson”**.
- 46.2 If the chair is absent, or is unwilling to preside, the Chairperson of the meeting must be:
 - 46.2.1 A Leadership Team Member elected by the other Leadership Team Member present; or

- 46.2.2 in the case of a General Meeting where there is no Leadership Team Member present, willing and able to preside – a Member elected by the other Members present.
- 46.3 In the case of a Special Meeting, the first order of business of the meeting at every Special Meeting must be to elect a Chairperson for that meeting.

47. Secretary

- 47.1 The secretary must:
 - 47.1.1 maintain the Register of Members; and
 - 47.1.2 make arrangements for the safe keeping of the documents of the Church; and
 - 47.1.3 make arrangements for the Members and Leadership Team Members to have access to documents of the Church where required by this Constitution; and
 - 47.1.4 perform any other duty or function imposed on the Secretary by this Constitution.

PART 7 – PROCEEDINGS OF LEADERSHIP TEAM

48. Circular Resolutions

- 48.1 The Leadership Team may pass a resolution without a Leadership Team Meeting being held in accordance with this clause headed “**Circular Resolutions**”.
- 48.2 A resolution passed by the Leadership Team without a meeting if all the Leadership Team Members entitled to vote on the resolution (excluding any Leadership Team Member that abstains) cast a vote in favour of it by agreeing to it in the manner set out in the following provisions of this clause headed “**Circular Resolutions**”.
- 48.3 Each Leadership Team Member may sign:
 - 48.3.1 a single document setting out the resolution and containing a statement that he or she agrees to the resolution; or
 - 48.3.2 separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 48.4 The Church may send a resolution by email to the Leadership Team Members and the Leadership Team Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 48.5 A resolution without a meeting is passed when the last Leadership Team Member entitled to vote on the resolution votes in favour of it by signing or otherwise agreeing to the resolution in the manner set out in this clause headed “**Circular Resolutions**”.
- 48.6 It is not necessary to obtain the vote of a Leadership Team Member on a leave of absence approved by the Leadership Team Members to a resolution in order to pass the resolution under this clause headed “**Circular Resolutions**”.

49. Meetings of Leadership Team

- 49.1 The Leadership Team may regulate its meetings and other procedures as it thinks fit, subject to this Constitution.
- 49.2 The Leadership Team must meet at least four times in each financial year.
- 49.3 A Leadership Team meeting may be convened by any Leadership Team Member.
- 49.4 Notice of a Leadership Team Meeting:
 - 49.4.1 Must be given to each Leadership Team Member.
 - 49.4.2 Must specify time and place of meeting.
 - 49.4.3 Need not state the nature of the business to be transacted at the meeting.
 - 49.4.4 Must be given to each Leadership Team Member a reasonable period before the meeting, having regard to all the relevant circumstances.
 - 49.4.5 May be given writing or by any other means of communication that has previously been agreed to by all of the Leadership Team Members.

- 49.5 A Leadership Team Member may waive notice of a Leadership Team Meeting by notifying the Church to that effect.

50. Use of Technology

- 50.1 The Leadership Team Members may hold their meetings by using any technology that is agreed to by all the Leadership Team Members. It must enable Leadership Team Members to clearly and simultaneously communicate with each other participating Leadership Team Member.
- 50.2 The agreement may be standing one.
- 50.3 A Leadership Team Member may only withdraw his or her consent within a reasonable period before the meeting.
- 50.4 A Leadership Team Member present through the use of technology is deemed to be present in person at the meeting.

51. Quorum

- 51.1 No business may be conducted at a Leadership Team Meeting unless a quorum is present.
- 51.2 The quorum for a Leadership Team Meeting is the presence of a majority of the Leadership Team Members holding office.

52. Voting at Leadership Team Meetings

- 52.1 A Leadership Team Meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Leadership Team under this Constitution.
- 52.2 On any question arising for determination by the Leadership Team, each Leadership Team Member has one vote.
- 52.3 A motion is carried if a majority of Leadership Team Members present and entitled to vote cast a vote in favour of the motion. Such decision is for all purposes a decision of the Leadership Team.
- 52.4 If votes are divided equally on a question, the Chairperson of the meeting does not have a second or casting vote and the motion is taken as lost.

53. Disclosure of Conflicts of Interest

- 53.1 A Leadership Team Member that has a perceived or actual material conflict of interest in a matter that is being considered by the Leadership Team must be disclosed:
- 53.1.1 to the other Leadership Team Members; or

- 53.1.2 if all of the Leadership Team Members have a similar conflict, to the Members at the next General Meeting.
- 53.2 The disclosure of a conflict of interest by a Leadership Team Member must be recorded in the minutes of the meeting.

54. Voting where there is a Material Personal Interest

- 54.1 Each Leadership Team Member who has a material personal interest in a matter that is being considered by the Leadership Team must not be present at a Leadership Team Meeting while the matter is being discussed, or vote on the matter at a Leadership Team Meeting – except as provided in the following paragraph.
- 54.2 A Leadership Team Member may still be present and vote if the material personal interest:
 - 54.2.1 exists only because the Leadership Team Member belongs to a class of persons for whose benefit the Church is established; or
 - 54.2.1 that the Leadership Team Member has in common with all, or a substantial proportion of, the Members.
- 54.3 If there are not enough Leadership Team Members to form a quorum to consider a matter because of this clause headed **“Voting where there is a Material Personal Interest”**, one or more Leadership Team Members (including those who have a material personal interest in the matter) may call a General Meeting, and the General Meeting may pass a resolution to deal with the matter.

55. Contracting with the Church and holding other Offices

Subject to this Constitution, a Leadership Team Member may:

- 55.1 Hold any paid office or place of profit in the Church (except auditor), and may be appointed to that office or position on terms (including remuneration and tenure) that the Leadership Team decides.
- 55.2 Hold any office or position, or become interested in, any entity assisted by the Church or in which the Church has an interest of any kind, with the consent of the Leadership Team.
- 55.3 Enter into a contract of arrangement with the Church or related body corporate as vendor, purchaser or in any other capacity.
- 55.4 Participate in any association, institution, fund, trust or scheme for past or present employees of Leadership Team Members of the Church or persons dependent on or connected with them.
- 55.5 Act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Church, except as auditor.
- 55.6 Sign or participate in the execution of a document by or on behalf of the Church in which he or she is interested.

- 55.7 Do any of the above despite the fiduciary relationship of the Leadership Team Member's office:
- 55.7.1 without liability to account to the Church for any direct or indirect benefit accruing to the Leadership Team Member, and
 - 55.7.2 without affecting the validity of any contract or arrangement.

56. Minutes

- 56.1 The Leadership Team must ensure that minutes are taken and kept of each Leadership Team Meeting, and any resolution passed without a meeting.
- 56.2 The minutes must record the following:
- 56.2.1 the names of the Members in attendance at the meeting;
 - 56.2.2 the business considered at the meeting;
 - 56.2.3 any resolution on which a vote is taken and the result of the vote; and
 - 56.2.4 any interest disclosed under the clause of this Constitution headed **"Disclosure of Conflicts of Interest"**.

57. Leave of Absence

- 57.1 The Leadership Team may grant a Leadership Team Member leave of absence for a period of no more than four months.
- 57.2 The Leadership Team must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Leadership Team Member to seek the leave in advance.

PART 8 – FINANCIAL MATTERS

58. Management of Funds

- 58.1 The Leadership Team may approve expenditure on behalf of the Church.
- 58.2 The Leadership Team may authorise the expenditure of funds on behalf of the Church without requiring approval from the Leadership Team for each item on which the funds are expended.

59. Financial Records

- 59.1 The Church must keep financial records that:
 - 59.1.1 correctly record and explain its transactions, financial position and performance; and
 - 59.1.2 enable financial statements to be prepared as required by the ACNC Act (if any).
- 59.2 The Church must retain the financial records for seven years after the transactions covered by the records are completed.
- 59.3 A Leadership Team Member has a right of access to the financial records of the Church at all reasonable times.

60. Financial Statements

- 60.1 For each financial year, the Leadership Team must ensure that the requirements under the ACNC Act (if any) relating to the financial statements of the Church are met. Without limiting this clause, those requirements may include:
 - 60.1.1 the preparation of the financial statements; and
 - 60.1.2 if required, the review or auditing of the financial statements.

PART 9 – GENERAL MATTERS

61. Notice Requirements

- 61.1 Any notice required to be given to a Member or a Leadership Team Member under this Constitution may be given:
 - 61.1.1 in person;
 - 61.1.2 by posting it to, or leaving it at the address listed for that person in the Register of Members or an alternative address (if any) nominated by that person for service of notices;
 - 61.1.3 sending it to the email or other electronic address nominated by that person as an alternative address for service of notices (if any); or
 - 61.1.4 if agreed to by the Member or Leadership Team Member concerned, by notifying that person at an email or other electronic address nominated by that person, that the notice is available at a specified place or address (including and electronic address).
- 61.2 Any notice required to be given to the Church or the Leadership Team may be given:
 - 61.2.1 by handing the notice to a Leadership Team Member;
 - 61.2.2 by sending the notice by post to the registered address;
 - 61.2.3 by leaving the notice at the registered address; or
 - 61.2.4 sending it to an email address or other electronic address notified by the Church to the Members as the Church's email address or other electronic address.

62. Calculation of Notice

- 62.1 A notice:
 - 62.1.1 delivered in person, or left at a recipient's address, is taken to be given on the day it is delivered;
 - 62.1.2 sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
 - 62.1.3 sent by email or other electronic method, is taken to be given on the day it is sent; and
 - 62.1.4 given under clause 61.1.4. is taken to be given on the day the notification that the notice is available is sent.
- 62.2 In calculating the period of notice to be given under this Constitution, both the days on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

63. Non-receipt of Notice

- 63.1 The non-receipt of notice of a General Meeting or Leadership Team Meeting does not invalidate anything done or any resolution passed at the meeting if the non-receipt of notice occurred by accident or inadvertent error.
- 63.2 A person who attends a meeting waives any objection that person may have to non-receipt of notice of the meeting.

64. Member access to Documents

- 64.1 Members (other than Leadership Team Members) may not have access to documents of the Church, including minutes of Leadership Team Meetings, unless otherwise permitted by this Constitution, law, or the Leadership Team.
- 64.2 Members must be provided with a copy of any of the following within one month of the Church receiving a request:
 - 64.2.1 The minutes of General Meetings.
 - 64.2.2 The Constitution.
 - 64.2.3 The annual financial reports of the Church.
- 64.3 Members must be able to inspect information in the Register of Members where necessary to enable the convening of a meeting under the clauses of this Constitution headed **“Special Meeting”** and **“Extraordinary General Meeting held at request of Members”**, subject to the following:
 - 64.3.1 The information may only be used for the purpose of giving notice of the meeting in accordance with this Constitution, and may not be used for any other purpose.
 - 64.3.2 The Leadership Team must, acting in good faith, ensure that the details of any person are redacted where there are special circumstances, such as sensitivity of information or specific privacy concerns. If any person’s details are redacted, the Leadership Team must ensure that that person is given notice of the meeting.
 - 64.3.3 Only information that is necessary to enable a meeting to be convened may be inspected; if the Register of Members contains additional information (such as phone numbers) that information may not be inspected.
 - 64.3.4 A Member must not retain information obtained from the Register once it has been used for giving notice.
- 64.4 If a Member requests information or documents regarding the finances of the Church (other than the financial statements), the Leadership must provide the information to the Member to the greatest extent possible that it can without:
 - 64.4.1 Causing harm or unfair prejudice to another person.
 - 64.4.2 Breaching commercial-in-confidence provisions without consent or authorisation by law.

64.4.3 Disclosing personal or sensitive information without consent or authorisation by law.

64.4.4 Breaching the law or acting in a way that the Leadership Team considers is unconscionable or unjust.

The Member must pay any reasonable costs associated with the provision of information to the Member by the Leadership.

64.5 The Baptist Union of Victoria must be provided with a copy of the Register of Members were necessary to enable the convening of a meeting under the clause of this Constitution headed “**Special Meeting**”.

65. Cessation of Worship or reduced to less than 13 Members

65.1 Union Council may, by resolution passed by two-thirds of the members of the Union Council present and voting at a special meeting of Union Council called for the purpose, exercise any powers exercisable by the Members under the Constitution, to the exclusion of any decision of the Church in General Meeting in the following circumstances:

65.1.1 The Church’s Members have been reduced to 12 or less.

65.1.2 The Church has ceased to meet for the public worship of God for 6 months or more.

65.1.3 The Church membership has been reduced to 13-29 Members, and after exploring all options that appear to Union Council to be reasonable to reinvigorate the Church, Union Council forms the view that the Church is no longer a viable Church.

66. Reduced to less than 29 Members

66.1 If the number of Members of the Church has reduced to 29 or less, and as a result Union Council determines that it is necessary or advisable that decisions of the Church be subject to oversight by Union Council, then any resolution of the Church:

66.1.1 to issue directions to the Baptist Union of Victoria regarding trust property held by it as trustee for the purposes of the Church; or

66.1.2 regarding the land, buildings or other significant asset of the Church that has the capacity to affect significantly the Church’s financial standing;

66.1.3 to appoint or remove a person from the Leadership Team-

will not have any effect unless and until approved by the Union Council.

67. Dissolution

67.1 The Church may be wound up or dissolved voluntarily at a General Meeting with at least three quarters of the Members who vote at the meeting (whether in person or

by proxy) voting in favour of the resolution, or as otherwise provided in this Constitution.

- 67.2 Any assets that remain after the satisfaction of the Church's debts and the satisfaction of any costs, charges or expenses of the Church's winding up or dissolution, must be distributed to the Baptist Union of Victoria, provided that at the time of the distribution to the Baptist Union of Victoria is charitable at law, and is not carried on for the profit or gain of the individuals within the Baptist Union of Victoria.

68. Cessation of Constituent Status

If the Church ceases to be a constituent church of the Baptist Union of Victoria, the Members will be deemed to have resolved to dissolve the Church for the purposes of any property held by the Baptist Union of Victoria as trustee under the provisions of Schedule B.

69. Alteration of Constitution

- 69.1 The Church may only alter this Constitution by resolution passed at a General Meeting with at least three quarters of the Members who vote at the meeting voting in favour of the resolution, and subject to the following:

69.1.1 An amendment or alteration to this Constitution will not take effect unless and until it has been approved by the Union Council of the Baptist Union of Victoria.

69.1.2 The Church must not amend or alter this Constitution in any way that would result in the Church ceasing to pursue Christian ministry purposes.

70. Associated Entities

The Church may not pass any resolution in respect of a separately incorporated ministry arm or trust fund unless the Church is satisfied that the resolution will have the effect of furthering the Church's Principal Purpose.

71. Financial Year

The financial year of the Church is each period of 12 months ending on 30 June.

72. Definitions

In this Constitution-

'ACNC Act' means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

'Act' means *The Baptist Union Incorporation Act 1930* (Vic).

'Baptist Union of Victoria' means the body corporate established by *The Baptist Union Incorporation Act 1930* (Vic).

‘Basis of Fellowship’ means the Basis of Fellowship set out in the clause of this Constitution headed **“Basis of Fellowship”**.

‘Church’ means the association named in clause 1.

‘Assembly Gathering’ means a meeting of the Assembly of the Baptist Union of Victoria in accordance with the Baptist Union of Victoria Constitution.

‘charity’ means an entity that is a charity at law.

‘Chairperson’ of a General Meeting or Leadership Team Meeting, means the person chairing the meeting as required under the clause of this Constitution headed **“Chairperson”**.

‘Leadership Team’ means the Leadership Team having management of the business of the Church, and shall be deemed to be the ‘Deacons’ for the purposes of Schedule B.

‘Leadership Team Meeting’ means a meeting of the Leadership Team held in accordance with this Constitution.

‘Leadership Team Member’ means a member of the Leadership Team.

‘Delegate’ means a person appointed by a Church as a Delegate for the purposes of an Assembly Gathering.

‘Doctrinal Basis’ means the Doctrinal Basis of the Union as amended from time to time, as set out in the Constitution of the Baptist Union of Victoria. The Doctrinal Basis as at the time of adoption of this Constitution is set out in Schedule 1 to this Constitution.

‘Financial year’ means the 12-month period specified in the clause of this Constitution headed **“Financial year”**.

‘General Meeting’ means a General Meeting of the Members of the Church and includes an Annual General Meeting and Extraordinary General Meetings and Special Meetings.

‘Member’ means a Member of the Church.

‘Office Holder’ means any of the following:

- Leadership Team Member.
- Pastor.
- A person, including an employee of the Church, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the Church or who has the capacity to significantly affect the Church's financial standing.
- A person in accordance with whose instructions or wishes the Leadership Team is accustomed to act (but excluding a person who gives advice to the Church in the proper performance of functions attaching to the person's professional capacity or to the person's business relationship with Leadership Team Members or with the Church).

‘Principal Purpose’ means principal purpose for which the Church is established, which is the Basis of Fellowship set out in the clause of this Constitution headed **“Basis of Fellowship”**.

‘Principles and Ideals of the Baptist Faith’ means the Principles and Ideals of the Baptist Faith as amended from time to time, as set out in the Constitution of the Baptist Union

of Victoria. The Principles and Ideals of the Baptist Faith as at the time of adoption of this Constitution are set out in Schedule 2 to this Constitution.

‘Register of Members’ means the Register of Members established and maintained under the clause of this Constitution headed **“Register of Members”**.

‘Relevant Law’ means employment law, and the requirements of any contract of employment or contract of service or statement of understanding, to the extent any applies.

‘Schedule B’ means Schedule B to the Act, as amended from time to time, that sets out the terms of trust upon which the Baptist Union of Victoria holds property as trustee for a number of Churches within the Baptist Union of Victoria.

‘Serious Misconduct’ means behaviour that:

- causes serious and imminent risk to the health and safety of another person or to the reputation of the Church or the Baptist Union of Victoria;
- seriously breaches the Baptist Union of Victoria’s code of ethics, the Church’s code of conduct or safe church policies, procedures and practices; or
- deliberately behaves in a way that is inconsistent with continuing their role as Senior/Lead/Sole Pastor.

‘Special Meeting’ means a meeting convened and held in accordance with the clause of this Constitution headed **“Special Meeting”** and that meets the other requirements set out in this Constitution for a Special Meeting.

‘Union Council’ means Council of the Baptist Union of Victoria.

73. Interpretation

In this Constitution:

- 73.1 Words importing the singular include the plural and vice-versa and words importing any gender include all genders, unless the contrary is expressly provided.
- 73.2 Reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act.
- 73.3 Footnotes do not form part of this Constitution.

Schedule 1: The Doctrinal Basis of the Union

1. The Divine inspiration and supreme authority of the Scriptures of the Old and New Testaments.
2. The existence of One God in Three Persons – The Father, the Son, and the Holy Ghost.
3. The Deity and Incarnation of the Lord Jesus Christ, who is the son of God, the second Person in the Holy Trinity.

4. The fallen, sinful, and lost estate of all mankind.
 5. The salvation of men from the penal consequences and the power of sin through the perfect obedience of the Lord Jesus Christ, His atoning death, His resurrection from the Dead, His ascension to the right hand of the Father and His unchanging Priesthood.
 6. The Deity and Incarnation of the Lord Jesus Christ, who is the son of God, the second Person in the Holy Trinity.
 7. The necessity, in order to salvation, of repentance towards God, and of faith in the Lord Jesus Christ.
 8. The resurrection of the Dead, the final judgment of all men by the Lord Jesus Christ.
 9. The two ordinances of the Lord Jesus Christ, namely, Baptism and the Lord's Supper, which are of perpetual obligation
 - A Baptism being the immersion of Believers upon the profession of their faith in the Lord Jesus Christ, and a symbol of the fellowship of the regenerate in His Death, burial and resurrection;
 - B the Lord's Supper being a memorial until He come, of the sacrifice of the body and blood of the Lord Jesus Christ.
-

Schedule 2: Principles and Ideals of the Baptist Faith

1. Principles and Ideals of the Baptist faith.

For guidance of Constituents of the BUV it is recorded that the BUV approves and adopts those principles and ideals of the Baptist faith, which are set out below.

Whilst holding many phrases of Christian Truth in common with other denominations, Baptists place a distinctive emphasis upon the following fundamental principles of the Christian Faith, as revealed in the New Testament:

 - 1.1 The Child in the Kingdom.
 - 1.1.1 Baptists believe that infants are God's little ones, whether children of Christian or non-Christian parents, and accept without modification the word of the Lord, "Of such is the Kingdom of Heaven". This Christian view of the child makes the external act of "Infant Baptism" unnecessary.
 - 1.1.2 Baptists approve of the presentation of children to God by parents, if they solemnly undertake to train them in the nurture and admonition of the Lord, in the home and in the Church.
 - 1.2 The Significance of Conversion.
 - 1.2.1 To all who at the stage of personal responsibility, ignore God's law, and wander as prodigals from the Father's Home, Baptists preach the gospel of the Father's love, and the message of the cross, as

the Way of Life. Conversion is acceptance of Jesus Christ as Saviour and Lord.

1.2.2 This acceptance of Christ is a personal and deliberate act, involving the assent of the mind, the decision of the will, and the love of the heart.

1.2.3 This avowal of allegiance to Christ implies a constant endeavour to live a life worthy of, and well pleasing to Him in all things.

1.3 The Church – a Spiritual Society.

Baptists hold that the Church, as established by the Lord Jesus Christ should consist of persons who have personally and intelligently accepted Him as Saviour and Lord, and pledged themselves to discipleship and service in the Kingdom of God.

1.4 The Lordship of Christ in the Church.

1.4.1 Baptists hold and teach that Jesus Christ alone is the Head of the Church, and that without any human intervention or ritualistic ceremony.

1.4.2 Therefore, He is the sole authority in all matters of faith and conduct, in the life both of the Church and of the individual.

1.4.3 This involves liberty of thought and conscience, and the rights of the Believer and the Church, freed from any ecclesiastical or other external authority, to interpret His mind.

1.5 The Standard of Belief.

1.5.1 Believing that the voice of the Church is subordinate to the voice of Christ, and that the mind of the Master is the Standard of Christian belief, Baptists do not subscribe to any formal Church Creed lest it hamper the development of Christian thought.

1.5.2 Further, in their interpretation of the Lord's farewell declaration, "When He, the Spirit of Truth, is come, He will guide you into all Truth", Baptists accept the principle that God has yet "more light and truth to break forth from His Word".

1.5.3 Therefore, Baptists claim the personal privilege, and accept the Christian responsibility of courageously thinking God's thoughts after Him, under the guidance and inspiration of the Spirit of Truth.

1.6 The Ministry of Leadership.

1.6.1 In adopting the Congregational Principles of Church government, with no formal creed, with no external authority, and no defined ecclesiastical policy, and each member having equal rights of responsibilities the Baptist Church is largely dependent on the reality and vigour of the spiritual life of its individual members.

1.6.2 This spiritual life is generated by the understanding and inspiration of Christ's ideals, and by the creation and maintenance of a spiritual atmosphere, in which all that is unworthy dies, and in

which Christian life becomes healthy and aggressive.

- 1.6.3 The Baptist minister accepts his office from the Lord of the Church, and while he is a “servant of the Church” the Church is not his master. He is the spiritual leader in the life and ministry of the Church.
- 1.6.4 Associated with the minister in the spiritual oversight of the Church are men and women chosen for their Christian gifts and graces, who are called to be examples to the members of the Church, in conduct, zeal, self-denial and generosity.
- 1.6.5 Church officers are appointed as spiritual leaders to work in sympathetic cooperation with the minister and Church members.
- 1.6.6 The periodic Church Business Meeting is the centre of the Church’s Christian activities, and is the seat of authority in the management of Christian business.
- 1.7 The Christian significance of Baptism.
 - 1.7.1 Christian Baptism, by which is meant the immersion of believers as instituted by our Lord, is a personal, public confession of the believer’s identification with Christ, and also a means of grace to the Christian.
 - 1.7.2 Baptism is an outward act, which symbolizes, but does not effect regeneration, and salvation is not dependent on it.
 - 1.7.3 Baptism is a glorious privilege and a personal responsibility and is a help to the believer in reminding him of his spiritual union with Christ in His death, burial and resurrection.
- 1.8 The Fellowship of the Lord’s Supper.
 - 1.8.1 To Baptists the Church is not so much an organisation as a fellowship; effective only as there is spiritual association with the Head of the Church.
 - 1.8.2 The Lord’s Supper is a service of spiritual fellowship where, through remembrance of His Life and Death believers may experience in supreme degree the reality and influence of His Presence.
 - 1.8.3 It is an opportunity of entering into close fellowship with the Lord in the Holy of Holies, where there is a re-kindling of love and a reconsecration of life to His service.
- 1.9 The Church and the Kingdom.

Baptists recognise their responsibility to strive for the establishment of the Kingdom of God in the world and teach that membership in the church implies service and sacrifice. This involves a stewardship of time, talents and money, which aims at being worthy of the Son of God who loved and served mankind, even unto death.