



Baptist Churches of NSW & ACT

Constitution

As Adopted by Assembly at the Annual Assembly Meeting
held on 14th & 15th June 2024

PURPOSE STATEMENT

The Baptist Association of NSW & ACT exists to advance the Gospel of Jesus Christ in word, deed and sign, through interdependent partnerships.

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1. BACKGROUND

- 1.1 The NSW & ACT Baptist Association is established under an Act of the New South Wales Parliament known as the 'Baptist Union Incorporation Act 1919'.
- 1.2 The Incorporation Act provides for its members from time to time to:
- (a) adopt by-laws for the future conduct of the activities of the Association, and
 - (b) amend those by-laws in accordance with the procedures agreed to in the Incorporation Act and the by-laws.
- 1.3 The provisions of this constitution are deemed to be the by-laws for the purposes of the Incorporation Act.
- 1.4 The Association is a local expression of a global Baptist movement.

2. NAME

- 2.1 The Incorporation Act provides that the Association's legal name is 'The Baptist Union of New South Wales'.
- 2.2 The Association draws its members from affiliated autonomous local churches and affiliates with other groups situated within New South Wales (NSW) and the Australian Capital Territory (ACT) and is commonly known as 'Baptist Churches of NSW & ACT'.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this constitution unless the context otherwise requires, each of the terms noted in the left hand column has the meaning outlined in the right hand column:

Term	Meaning
'affiliated church'	a church that is affiliated in accordance with Clause 17
'affiliated group'	a group fulfilling the criteria specified in Section 18
'Annual Assembly'	the annual Assembly of the Association convened under paragraphs 8.4 (b) and (c)
'Assembly'	the gatherings of the Association as outlined in Section 8
'Assembly Council'	the council appointed under Section 10 as the Executive Committee under the Incorporation Act.
'Associate Directors'	the persons appointed and reappointed under Section 12
'Association'	a not-for-profit organisation being The Baptist Union of New South Wales as established by the Incorporation Act and commonly known as 'Baptist Churches of NSW & ACT'
'Australian Baptist Ministries'	the name by which The Baptist Union of Australia Inc. is known
'autonomous'	capacity to act in accordance with decisions made by local membership and having freedom to do so, aware of criteria for being affiliated
'Baptist Churches of NSW Property Trust'	the incorporated body created by the Baptist Churches of New South Wales Property Trust Act 1984
'basic doctrines'	the doctrines set out in the Incorporation Act and reproduced in paragraph 4.1

‘by-laws’	the provisions of this constitution
‘church member’	a member whose name appears in the membership roll of an affiliated church
‘constitution’	this constitution as amended from time to time by Assembly
‘council’	either Assembly Council or Morling College Council as the case may be
‘council member’	a member, as the case may be, of either Assembly Council or Morling College Council including any co-opted member or designated member
‘delegate’	a person appointed as a member of an Assembly under paragraph 8.3
‘Director of Ministries’	the person appointed and/or reappointed under Section 11
‘Executive Committee’	the Executive Committee established under the Incorporation Act and known as such under the by-laws immediately in force before the commencement of this constitution
‘foundational beliefs’	the ‘basic doctrines’ and the ‘statement of beliefs’ as set out in Clause 4
‘guidelines’	the matters relating to proceedings at Assembly meetings and Council meetings as set out in Schedule ‘A’ & ‘B’
‘Incorporation Act’	the ‘Baptist Union Incorporation Act 1919’ as amended
‘member’	those persons who together constitute an Assembly of the Association as set out in paragraph 8.2(c)
‘month’	a calendar month
‘Morling College’	the Association’s theological college
‘Morling College Council’	the council appointed under Section 13 to conduct the Association’s theological college known as ‘Morling College’
‘Morling College Ltd’	the company established to operate Morling College
‘normally’	as a rule, ordinarily
‘objects’	the objects set out in the constitution in Section 5
‘ordained minister’	the meaning given in Section 20
‘President’	the Chair of Assembly Council
‘Principal of Morling College’	the person appointed and/or reappointed under Section 14
‘Position Statements’	the position statements set out in Clause 6A
‘Public Officer’	the Public Officer as appointed by Assembly Council under paragraph 10.4
‘Secretary of Assembly Council’	as appointed by Assembly Council from time to time under paragraph 10.4
‘Special Assembly’	A special Assembly of the Association convened under paragraph 8.5
‘statement of beliefs’	the Association’s statement of faith as adopted by the 1979 Assembly and amended to gender inclusive language by the 2003 Assembly and reproduced in paragraph 4.2
‘unethical conduct’	a person is engaged in unethical conduct when they have been involved in: <ul style="list-style-type: none"> (i) committing a serious criminal offence under State or Federal law (ii) dishonesty or fraud (iii) violence (iv) vilification and other injustices (v) heterosexual relations outside of marriage (vi) sexual relations with a same-sex partner, or (vii) other serious misconduct
‘Union’	the Association called ‘The Baptist Union of New South Wales’ as established by the Incorporation Act
‘values’	the core and operational values set out in Section 6

3.2 Interpretation

In this constitution, unless the context otherwise requires:

- (a) words referring to a gender include the other gender
- (b) the singular includes the plural and vice versa
- (c) a 'section' refers to one of the headings listed in the Contents page and then in the document and a 'paragraph' refers to a clause within that section
- (d) a reference to any legislation includes any modification or re-enactment of or legislative provision substituted for that legislation
- (e) a reference to any agreement or document is a reference to that agreement or document as amended, supplemented or replaced from time to time
- (f) where a word or phrase is given a defined meaning, any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning
- (g) headings are for convenient reference only and do not affect the interpretation of this constitution
- (h) a decision of the members of Assembly Council as to the construction or interpretation of this constitution or any regulation or guideline created in accordance with this constitution will be conclusive and binding on all members unless Assembly decides otherwise
- (i) any register, roll record or notice may be held or delivered electronically, and
- (j) the affiliated church register, the affiliated group register, the list of accredited ministers and the list of recognised ministers will be kept at the principal place of administration of the Association and will be open for inspection upon reasonable notice being given, free of charge, by any affiliated group or church member at any reasonable hour.

4. FOUNDATIONAL BELIEFS

4.1 Basic doctrines

The Incorporation Act sets out the following doctrines as the basis upon which the Association is founded:

- (a) The sinfulness of man
- (b) The Deity of Jesus Christ
- (c) His atonement for the sin of man
- (d) The need of the Holy Spirit for conversion
- (e) The divine inspiration of the Scripture
- (f) The resurrection of the dead
- (g) Rewards and punishment in a future state
- (h) The baptism of believers only by immersion.

4.2 Statement of beliefs

The Association has adopted the following as a statement of beliefs:

(a) THE NATURE AND UNITY OF THE GODHEAD

There is one God Who is eternal personal Spirit. He is infinite in power, wisdom, holiness and love. God is Triune in essential being and revealed to us as Father, Son and Holy Spirit.

(b) THE DEITY AND HUMANITY OF CHRIST

Jesus Christ as the second Person of the Godhead is eternally one with God the Father of whose person and glory Jesus is the accurate expression. To become human He was conceived of the Holy Spirit and born of the virgin Mary, so that two whole and perfect natures, the nature of God and human nature, were united in one Person; truly God and truly human.

(c) THE HOLY SPIRIT

The Holy Spirit as the third Person of the Trinity is eternally one with the Father and the Son yet He is sent by Them to achieve the divine purpose in the world and in the Church.

(d) THE DIVINE INSPIRATION OF THE SCRIPTURES

The Scriptures, consisting of the sixty-six books of the Old and New Testaments, are the infallible Word of God. They were written by holy people of God inspired by the Holy Spirit and have supreme authority in all matters of faith and conduct.

(e) THE SINFULNESS OF PEOPLE

People were made in the image of God and for fellowship with God. By transgression of God's command humankind fell from fellowship with God and their nature was corrupted. As a consequence all people are spiritually dead under Satan's dominion and control and subject to God's wrath and condemnation. Therefore, apart from God's grace, people are helpless and hopeless.

(f) CHRIST'S ATONEMENT FOR HUMAN SIN

In order to redeem people from the guilt, penalty and power of sin, Jesus Christ became human and died a sacrificial death as our representative substitute. By His resurrection, God's acceptance of His atoning death was demonstrated. This atonement is sufficient for the whole world, but effective only in those who receive it. The sinner is justified and reconciled to God, not through any personal merit, but solely on the basis of God's gracious gift of salvation in Jesus Christ received through faith.

(g) THE WORK OF THE HOLY SPIRIT IN SALVATION

The ministry of the Holy Spirit is necessary for the acceptance of God's provision of salvation. The Holy Spirit convinces sinners of their sinfulness, leads them to personal faith in Jesus Christ as Lord and Saviour and so brings them to spiritual birth as God's children and to fellowship in Christ. Working within the life of believers the Holy Spirit makes real the presence of Christ, witnesses to their relationship with God, leads into all truth, bestows gifts for effective service and produces graces for holy living.

(h) THE CHURCH

The Church is the body of people whom God has separated from the world through faith in Jesus Christ as their Lord and Saviour. All regenerate persons are members of the universal Church of God which takes local form wherever groups of believers unite for worship, fellowship and service in accordance with scriptural principles. All believers are called to a priestly ministry in the offering of spiritual sacrifices and sent into the world to be witnesses. God calls individuals to positions of oversight and leadership or to special ministries. The Church recognises such by ordaining pastors, commissioning missionaries, appointing deacons and other leaders, following New Testament practice.

(i) THE BAPTISM OF BELIEVERS ONLY BY IMMERSION

Baptism is an ordinance of the Lord Jesus Christ. It is a public declaration of a person's faith in Jesus Christ as Lord and Saviour. In accordance with New Testament Scripture it should be administered only by total immersion which symbolises the believer's identification with Christ in death, burial and resurrection, the remission of sins and the believer's dedication to God to live and walk in newness of life.

(j) THE COMMUNION

The Lord's Supper is an ordinance of the Lord Jesus Christ instituted by Him to be celebrated with the elements of bread and wine by believers in Christ until the end of the age. It commemorates and declares our thanks for the Lord's substitutionary death. The celebration of the ordinance expresses our fellowship with, and in, the Lord Jesus Christ as members of the Body of which He is the Head.

(k) THE RETURN OF THE LORD JESUS CHRIST

At the end of this age, according to His promise, Jesus Christ will return personally and visibly in His glory to the earth. The full consummation of the Kingdom of God awaits His return.

(1) THE RESURRECTION OF THE DEAD

At the end of the age, there is to be a resurrection both of the righteous and the unrighteous. After death people's bodies return to dust, but their spirits return immediately to God - the righteous to be with Him and the unrighteous to be reserved for the judgment.

(m) REWARDS AND PUNISHMENTS IN A FUTURE STATE

God has appointed a day of final judgment for the world. At that time Jesus Christ will judge every person and each will receive reward or punishment according to their deeds. Those judged righteous, in their resurrected and glorified bodies, will receive their reward and will dwell forever in Heaven with the Lord. The unrighteous will be consigned to Hell, the place of everlasting punishment.

5. OBJECTS

The Association exists to advance the gospel of Jesus Christ in word, deed and sign, through interdependent partnerships by:

- 5.1 promoting fellowship and cooperation among its members, affiliated churches and affiliated groups
- 5.2 facilitating the provision of resources for healthy churches, pastors and other church leaders
- 5.3 establishing and maintaining places of worship for effective ministry and mission
- 5.4 educating, training and accrediting Baptist ministers
- 5.5 fostering collaborative ministries, projects and missional activities in NSW, the ACT and globally
- 5.6 articulating a public voice on behalf of the Baptist movement in NSW, the ACT and globally, and
- 5.7 encouraging the public worship of God in accordance with the foundational beliefs.

6. VALUES**6.1 Core values**

The core values of the Association include a common life that is:

(a) Christ centred

- (i) enjoying a dynamic relationship with Jesus
- (ii) relying on the Bible as foundational to shaping our understanding of Christ, our faith and the world
- (iii) being led and empowered by the Spirit of Christ to live a life of worship
- (iv) believing God is able to do more than we ask or imagine.

(b) Mission shaped

- (i) committed to the announcement and demonstration of the universal reign of God through Christ
- (ii) motivated by love for God and others
- (iii) seeing people, communities and societies transformed
- (iv) biasing our resources toward mission, both locally and globally.

(c) Relationally committed

- (i) serving each other and working together, honouring the varied expressions of our faith and practice and our cultural diversity
- (ii) actively promoting healthy unity through mutual collaboration, transparency and accountability

- (iii) prioritising authentic relationships over programs and structures
- (iv) actively working to establish and maintain just relationships and systems in our churches, communities and world.

(d) People empowering

- (i) nurturing a disciple making culture that encourages, shapes and releases every person to glorify God in all of their life
- (ii) investing strategically in the identification, development and empowerment of leaders
- (iii) respecting our heritage whilst championing further innovation.

(e) Partnership oriented

- (i) recognising and celebrating God at work both within and beyond our movement
- (ii) partnering with like-minded bodies in the mission of God both locally and globally
- (iii) evidenced by mutual respect, healthy dialogue, and where appropriate resource sharing and the development of common goals.

6.2 Operational values

The operational values of the Association include:

(a) Good governance which -

- (i) reflects our core values
- (ii) encourages empowerment and accountability of decision makers at appropriate levels
- (iii) fosters a culture of transparency in its processes and reporting, and
- (iv) minimises bureaucracy and permits decisions to be made in a timely manner.

(b) Godly conduct in meetings, including a preference for:

- (i) decision making by consensus
- (ii) personal conduct when speaking or delivering a report or statement characterised by respect and dignity, and
- (iii) avoiding unnecessary repetition, unbecoming language and any breach of agreed procedures.

(c) Effective conflict resolution, noting that:

- (i) ministering together in community may occasionally give rise to conflict; the Bible commands Christians to make every effort to live at peace and to resolve disputes in private or within the Christian community
- (ii) conflict impacts upon the Association and its witness for Christ
- (iii) biblically based dispute resolution procedures aim to bring glory to God, allow us to grow to be more like Christ, and assist us to resolve the dispute and achieve reconciliation.

6A. ASSOCIATION POSITION STATEMENTS

The following position statements of the Association on:

(a) Congregational Governance (as adopted by Assembly on 12 November 2022):

Each local Baptist church is made up of all those who by the grace of God through faith in Jesus Christ have been born again and publicly acknowledged their allegiance to Jesus as Lord. Under the Lordship of Jesus Christ, the local church has received Christ's authority to govern its worship, fellowship and service in accordance with scriptural principles, the whole church being finally responsible for its governance. Nevertheless, within each local church Christ has provided servant

leaders, gifted through the Holy Spirit to build up the local church to maturity in Christ and engage in the ongoing mission of Christ. The local church identifies and appoints these servant leaders to positions of honour and responsibility, with delegated authority to act for the local church within parameters defined by the congregation,

(b) Local Church Autonomy/Healthy Association (as adopted by Assembly on 12 November 2022):

Each local Baptist church is autonomous and subject to no external authority to determine its doctrine, worship, objects, and values as it has understood the scriptures to determine these matters. Nevertheless, Baptist churches usually choose to associate together to mutually discern the mind of Christ so that in a partnership of support and care based on shared convictions, objects and values, together we might more effectively engage in mission and represent Christ to the world in which we live and serve, and

(c) Marriage (as adopted by Assembly on 12 November 2022):

Marriage is a covenant relationship ordained by God as a lifelong faithful union of one man and one woman. Sexual intimacy outside such a marriage relationship is incompatible with God's intention for us as his people,

shall be known collectively as the Association Position Statements.

7. THE ASSOCIATION

- 7.1 The Association is the state (NSW) and territory (ACT) wide body through which affiliated local Baptist churches and affiliated groups work together to fulfil the Objects.

Membership

- 7.2 The members of the Association shall be the persons who constitute an Assembly of the Association as provided in this constitution.

Management

- 7.3 The management and control of the ministries of the Association shall, subject to this constitution, be vested in Assembly which shall appoint two committees, Assembly Council and Morling College Council.
- 7.4 These committees shall exercise all or any of the authorities, powers and discretions vested in or exercisable by the Association in respect of the matters with which these committees are expressly authorised by this constitution.

Non-profit

- 7.5 The assets and income of the Association shall be applied solely in furtherance of the Objects outlined in section 5 and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

Dissolution

- 7.6 If the Association is dissolved, the amount that remains after dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar objects which is not carried on for the profit or gain of its individual members.

8. ASSEMBLY

8.1 Overall purpose

Assembly is where the Association gathers to worship, celebrate and discern the Lord's leading in its overall direction and in particular:

- (a) acts as the final decision making authority in the Association's life
- (b) elects suitable persons to particular roles of responsibility within the Association

- (c) affiliates churches and groups and accredits ministers
- (d) receives reports and addresses other procedural matters including the appointment of committees upon such terms and conditions as it shall determine
- (e) delegates its authority as provided in this constitution or takes such direct action as it deems appropriate, and
- (f) functions to exhort, to encourage and to envision.

8.2 Membership of Assembly

- (a) Only a person who is a church member and holds to the basic doctrines shall be eligible to be a member of Assembly
- (b) If any member of Assembly ceases to be a church member, the person immediately ceases to be a member of Assembly
- (c) An Assembly consists of the following members:
 - (i) delegates appointed under paragraph 8.3
 - (ii) the principal or lead minister from each affiliated church or other minister appointed by the church (whether or not that person is an accredited minister)
 - (iii) accredited ministers of the Association
 - (iv) the Director of Ministries
 - (v) the Principal of Morling College
 - (vi) the Associate Director, Global Interaction (trading as Baptist Mission Australia)
 - (vii) cross-cultural ministry workers attached to Global Interaction (trading as Baptist Mission Australia), and
 - (viii) the members of Assembly Council and Morling College Council.
- (d) Membership of Assembly does not confer on that person an interest in or rights to any:
 - (i) property of the Association
 - (ii) property held in trust for the Association
 - (iii) property held by the Baptist Churches of NSW Property Trust, or
 - (iv) property of any affiliated church.
- (e) A member of Assembly (be they a delegate, alternate delegate, accredited minister or otherwise) shall only participate in Assembly if the person has registered by signing the roll available at the venue or venues where the particular Assembly is being held.

8.3 Delegates to Assembly

- (a) Each affiliated church is entitled to appoint:
 - (i) 2 persons to be that church's delegates to Assembly, together with
 - (ii) an additional delegate for each 50 members or portion of 50 church members after the first 50.
- (b) Alternate delegates may be appointed who are members of the church, or alternatively members of another church affiliated with the Association; however, any person appointed as an alternate delegate cannot:
 - (i) represent more than one church
 - (ii) exercise more than one vote, or
 - (iii) be a person who occupies a position under paragraphs 8.2 (c)(iv-vi) inclusive.
- (c) For a delegate to be eligible to register as a delegate at Assembly, the affiliated church must, not less than 7 days prior to the date of that Assembly, advise the Secretary to Assembly Council, in writing or by electronic means, of the name, address and other relevant contact details of each delegate and any alternate delegate(s).
- (d) Once nominated, delegates retain membership of the Assembly for which they

have been appointed until the beginning of the next Assembly.

- (e) Observers may be permitted to be present at Assembly meetings; however, Assembly may also request that Assembly be closed and withdraw this permission at its discretion.

8.4 Assembly meetings

Types of Assembly meetings

- (a) There will be:
- (i) ordinary meetings of Assembly
 - (ii) an Annual Assembly, and
 - (iii) when convened, Special Assemblies.

Assemblies when held

- (b) Apart from the Annual Assembly, there will be at least one ordinary Assembly meeting in any calendar year which is not a Special Assembly. Normally, the Annual Assembly will be held not more than 5 months after the close of the annual accounting period adopted by the Association for the preparation of its accounts.
- (c) In extraordinary circumstances that render it infeasible to hold a scheduled Assembly in person, the Assembly Council may:
- (i) postpone that Assembly, for up to but not exceeding six (6) months if it is an Annual Assembly, or
 - (ii) cancel that Assembly (unless it is an Annual Assembly), or
 - (iii) hold that Assembly virtually, in accordance with Clause 8.4(i) of this Constitution.

Notice of any postponement or cancellation of an Assembly or change from an in-person to a virtual Assembly is to be provided as soon as practical, taking into account the nature of the extraordinary circumstances.

Notice of an Assembly

- (d) At least 2 month's notice shall be given to the members of Assembly for the convening of both an ordinary meeting of Assembly and an Annual Assembly.
- (e) At least 1 month's notice shall be given to the members of Assembly for the calling of a Special Assembly.
- (f) The notice of the convening of an Assembly, or of any adjourned meeting, shall be given to the affiliated churches and the accredited ministers by mail or by electronic means (where available), and shall be published on the Association's web site.
- (g) The failure to forward the notice to each and every affiliated church and each and every accredited minister shall not invalidate the holding, or reconvening, of that Assembly meeting.

Additional Venues

- (h) The Assembly Council may arrange for gatherings of delegates at specifically designated venues in addition to the main meeting to participate in the Assembly meetings. Such gatherings will be convened on such conditions as Assembly Council shall decide and as a minimum such gatherings shall:
- (i) be electronically connected to the main meeting venue so as to visually and audibly interact two-way with the Chair and other delegates
 - (ii) be able to vote in a manner that is consistent with those at the main meeting venue.

Virtual Assembly

- (i) In extraordinary circumstances which mean that it is infeasible to hold an Assembly meeting in-person the Assembly Council can determine that an Assembly shall be conducted as a fully virtual meeting, using electronic technology (including, if required, the method of voting), provided that:

- (i) the purpose of the meeting is to conduct urgent or unavoidable business which Assembly Council considers cannot be deferred, or in accordance with clause 8.4(c)(i) an Assembly will have been deferred for over six (6) months, and
- (ii) matters requiring considerable discussion and discernment are not brought to a final resolution.

Quorum and adjournment

- (j) The quorum for any type of Assembly meeting shall be 100 members.
- (k) If within 30 minutes of the time appointed for the commencement of the Assembly a quorum is not present, the meeting shall be adjourned to a time and place determined by the members present or if the members fail to make such a determination, by the members of Assembly Council.
- (l) Not less than 2 weeks' notice of the recommencement of the adjourned meeting shall be given to the members.
- (m) If at such adjourned meeting a quorum is not present, the Assembly shall be adjourned without assigning a day for a further meeting.
- (n) No matters shall be transacted at any adjourned meeting other than the matters detailed for consideration in the notice of meeting.

The Chair

- (o) Normally, the Chair of Assembly Council will be the Chair of Assembly meetings.
- (p) In the absence of this Chair, Assembly Council shall decide the Chairing arrangements.
- (q) If no Chair is appointed by Assembly Council, or if within 15 minutes after the time appointed for the holding of the meeting there is no Chair, the Secretary to Assembly Council shall take the Chair in order for the members present to elect one of their number to be the Chair of the meeting.

Voting

- (r) Every member shall be entitled to one vote; no proxy votes will be taken.
- (s) Where this constitution requires a particular majority to be achieved for the resolution to be passed, the vote shall be taken to be the stipulated majority of those members present and voting.
- (t) In the case of a tied vote, the Chair of the meeting is not entitled to a second or casting vote.
- (u) Unless otherwise stated in this constitution, a simple majority of those present and voting is required for a matter to be decided in the positive where consensus cannot be reached.
- (v) A majority of not less than two-thirds (2/3) shall be required for each appointment and reappointment of the Director of Ministries and Principal of Morling College.
- (w) Where there is more than one nomination to fill a position referred to in the last paragraph and a candidate does not receive the two-thirds (2/3) majority on the first vote, the candidate with the lowest number of votes will be eliminated and there will be a successive vote or votes until the required majority is reached.
- (x) Members of Assembly Council and Morling College Council shall be appointed by:
 - (i) a two-thirds (2/3) majority, where the number of nominees is not greater than the number of positions to be appointed, and
 - (ii) and a simple majority, where the number of nominees is greater than the number of positions to be appointed.
- (y) Where the number of nominees is greater than the number of positions to be appointed:
 - (i) members can vote for up to two more candidates than the number of vacant positions, should they choose to do so,

- (ii) the candidates receiving the highest number of votes will be appointed, provided that they achieve a greater than 50% majority, and
- (iii) in the event that not enough candidates achieve 50% of the vote to fill the number of vacant positions the unfilled positions will remain vacant.

Conduct of meetings

- (z) Assembly may make guidelines regarding the conduct of its meetings (see Schedule A).
- (aa) Assembly may only depart from those guidelines by resolution.
- (bb) Whenever there is doubt, dispute or difficulty arising from matters of procedure, including in relation to the guidelines at an Assembly meeting, the decision of the Chair will be final and conclusive.

8.5 Special Assemblies

- (a) A Special Assembly may be convened by Assembly Council at any time subject to the notice of Assembly requirements.
- (b) A Special Assembly may be requisitioned by not less than 50 members of Assembly by written request signed by each such member stating the purpose(s) of the proposed meeting and the resolutions proposed to be considered with the notice being forwarded to the Secretary to Assembly Council.
- (c) The Secretary to Assembly Council shall convene the Special Assembly; however, if the Secretary to Assembly Council fails to call the meeting within 1 month of receipt of the requisition, those requiring the meeting shall be entitled to convene the meeting themselves.
- (d) Notwithstanding paragraph 8.4(i), if a quorum is not present within 30 minutes of the time appointed for the commencement of a Special Assembly the meeting shall be dissolved.
- (e) The proceedings at a Special Assembly shall be the same as for any other Assembly unless additional guidelines relating to Special Assemblies have been passed by Assembly pursuant to Schedule 'A'.

9. THE COUNCILS

The provisions of this section 9 apply, respectively, where the context permits, to both Assembly Council and Morling College Council.

9.1 Qualification of council members

To be eligible to hold the role of a council member a person must:

- (a) be a member of an affiliated church of the NSW & ACT Association, except as provided in Clause 13.1(a),
- (b) not be an employee of the Association or of Morling College,
- (c) have signed a declaration that they support the basic doctrines, position statements, objects and values of the Association, and have provided a statement as to their response to the statement of beliefs, such declaration and response being made available to Assembly,
- (d) have signed a declaration stating that they are of the opinion they are a fit and proper person to occupy the role, and
- (e) consent in writing to act as a council member.

9.2 Term of office of council members

- (a) The term of office for a council member shall ordinarily be 3 years.
- (b) At each Annual Assembly, any council member who has held office for 3 years or more since last being elected (or such shorter period as determined under subclause (d) below) must retire from office but subject to paragraph 9.2(c) is eligible for reappointment.

- (c) Council members are entitled to seek appointment as council members on 3 occasions consecutively so that a council member's period of continuous service to the Association is not to exceed a period of 9 years; however, the member may seek re-election 1 year after the expiry of the 3 consecutive terms of service.
- (d) Where more than three positions are to be filled by persons to be elected at an Assembly, the three persons obtaining the most votes will each be elected for three years, the next three persons, if any, to be elected will be elected for two years, and any other position to be filled will be elected for one year.
- (e) In the event of a tied vote between 2 persons, one of whom would otherwise have been elected to a council for one year less than the other under subclause (d) above, the relevant council will determine the terms of both persons, in conformity with this clause.

9.3 Leave of absence

A council member may apply to the council on which they serve for leave of absence and may be granted leave by that council.

9.4 Vacancy on council

- (a) The term of office for a council member becomes vacant if the council member:
 - (i) dies
 - (ii) ceases to be a member of an affiliated church
 - (iii) resigns from the council by notice in writing to the secretary to that council
 - (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
 - (v) becomes insolvent or bankrupt or assigns their estate for the benefit of their creditors
 - (vi) absents themselves from 3 successive meetings of the council without leave of absence from the council members
 - (vii) is convicted of an offence involving dishonesty or fraud, or
 - (viii) becomes prohibited from being a council member by reason of any order of a court or tribunal.
- (b) If a vacancy on a council arises, the council may elect a suitably qualified person who shall hold office until the next Annual Assembly at which time the position is vacated and up for re-election at that Assembly by the usual process, with that person able to stand under the normal provisions.

9.5 Removal of a council member

- (a) A council member may be removed from their position if Assembly or the council determines that the person:
 - (i) no longer supports the basic doctrines, position statements, objects and values, no longer holds to their response to the statement of beliefs, or makes comments or acts in a way which indicates that they no longer support the basic doctrines, position statements, objects and values or no longer hold to their response to the statement of beliefs,
 - (ii) is engaged in unethical conduct, or
 - (iii) is incapable of acting as a council member provided the person shall only be removed if:
 - (iv) an Assembly, or between Assembly meetings the council concerned, resolves at a meeting to remove the council member from the council before the expiration of that council member's term of office, and
 - (v) prior to the meeting, the person has been given not less than 1 month's notice in writing of the time and place of the meeting and the nature of the business to be considered, and

- (vi) at the meeting, the person concerned has been given the opportunity of being present and heard, or making written representations to the meeting.
- (b) The resulting vacancy may be filled as specified in paragraph 9.4.

9.6 Proceedings at council meetings

- (a) The council may make guidelines regarding the conduct of its meetings.
- (b) The council may only depart from their guidelines by resolution.
- (c) Whenever there is doubt, dispute or difficulty arising from matters of proceedings, the decision of the Chair will be final and conclusive.

10. ASSEMBLY COUNCIL

10.1 Overall role

The general ministry of the Association shall, subject to this constitution, be under the immediate management and superintendence of Assembly Council. This Council shall be deemed to be the 'Executive Committee' for the purpose of the Incorporation Act and the Baptist Churches of NSW Property Trust Act.

10.2 Membership

- (a) Assembly Council shall comprise 12 persons (being the minimum number of positions required by the Incorporation Act) as follows:
 - (i) 9 persons elected by Assembly,
 - (ii) the Chair of Morling College Council, and
 - (iii) 2 persons co-opted by Assembly Council at its discretion.
- (b) At least 30% of the membership of Assembly Council at any time shall be female, and at least 30% male.
 - (i) if at any time less than 30% of the membership is female, any position becoming vacant will remain vacant until it is filled by a female under the normal appointment processes in this constitution,
 - (ii) if at any time less than 30% of the membership is male, any position becoming vacant will remain vacant until it is filled by a male under the normal appointment processes in this constitution.

10.3 Attendance at meetings

The following persons shall attend meetings of Assembly Council but shall not be entitled to vote:

- (a) the Director of Ministries, who plays a vital part in the meetings of the council and will participate fully in all council deliberations
- (b) the Principal of Morling College
- (c) such other persons as the Council shall decide.

10.4 Powers and duties

Assembly Council shall be empowered to exercise all the objects, powers, duties and obligations of the Incorporation Act including:

- (a) to develop an overall strategic direction for the ministries of the Association established to achieve its objects and, when approved by Assembly, for communication, implementation, promotion and review
- (b) to develop and communicate an overall financial plan for the Association and, when approved by Assembly, implement, promote and review that plan
- (c) to convene and hold Assemblies of the Association and implement policy decisions arising therefrom
- (d) to act as the Assembly between Assemblies
- (e) to appoint its own Chair, whom shall be deemed to be the President for purposes of the Incorporation Act

- (f) to appoint its own officers as necessary, including a Secretary, Public Officer and legal advisors
- (g) to establish and define the role of any standing committees, and their sub-committees, as and when required such standing committees to ordinarily include the Affirmation Oversight Team; Finance and Risk Committee; and Nominations Committee
- (h) to establish from time to time committees at its discretion and appoint members to those committees
- (i) to appoint suitable persons or to assist the entities in this paragraph to ensure suitable persons are appointed to Boards or governing bodies of Baptist Business College Ltd (Bedford), Baptist Financial Services Australia Ltd (BFS), Baptist Foundation of NSW Ltd, Morling Foundation Ltd and Australian Baptist Insurance Services Ltd and such other separately incorporated entities as the Assembly Council or Assembly may establish from time to time
- (j) to appoint, upon the recommendation of the Director of Ministries, all senior staff who report directly to the Director - all other staff to be appointed by the Director
- (k) to define the powers and duties of the Director of Ministries
- (l) to review the performance of the Director of Ministries and advise Assembly when the review has been carried out.

11. DIRECTOR OF MINISTRIES

- 11.1** Assembly shall upon the recommendation of Assembly Council appoint or re-appoint, as the case may be, a full time Director of Ministries who shall be accountable to Assembly Council.
- 11.2** Normally, the Director of Ministries shall be appointed for 5 years and shall be eligible for re-appointment.
- 11.3** Assembly Council shall:
 - (a) have the right to determine the terms of appointment of the Director of Ministries
 - (b) in that process, have the person sign a declaration that they support the basic doctrines, position statements, objects and values and provide a statement as to their response to the statement of beliefs, such declaration and response being made available to Assembly
 - (c) regularly review the Director's performance, and
 - (d) hold the right of suspension and dismissal of the Director.
- 11.4** The Director of Ministries shall be empowered, as directed by Assembly Council
 - (a) to give spiritual leadership and vision to the ministry of the Association
 - (b) to provide leadership and oversight of senior Association staff, their operations and resources
 - (c) to implement the Association's objects and its overall strategic vision
 - (d) to encourage and facilitate dialogue, co-operation and partnership between the churches of the Association and the Association's Affiliated Groups
 - (e) to be the Association's spokesperson and, as required, from time to time to delegate that role to such other person or persons as Assembly Council shall approve
 - (f) to recommend to Assembly Council the appointment of Associate Directors and appoint all other staff as required
 - (g) to carry out such other tasks as are required by Assembly Council
 - (h) to engage such advisers and form such advisory groups as the Director of Ministries may require in order to achieve the outcomes required by the role assigned to the Director including determining the accountability of such persons or groups.

12. ASSOCIATE DIRECTORS

- 12.1** Assembly Council, upon the recommendation of the Director of Ministries, may appoint such full-time or part-time Associate Directors as the Director shall recommend, such persons, upon appointment, being accountable to the Director of Ministries.
- 12.2** Assembly Council, upon the recommendation of the Director of Ministries, shall appoint the Associate Director for Global Interaction (trading as Baptist Mission Australia).
- 12.3** Assembly Council, upon recommendation of the Director of Ministries, may dismiss full-time or part-time Associate Directors.

13. MORLING COLLEGE COUNCIL

13.1 Membership

- (a) Morling College Council shall comprise 14 persons as follows:
- (i) 10 persons elected by Assembly
 - (ii) the Chair of Morling College Academic Board,
 - (iii) 1 member with academic expertise co-opted by the Morling College Council itself, and
 - (iv) 1 person selected by the Assembly Council of the Baptist Churches of Western Australia (BCWA), who is a member of an affiliated church of the BCWA.
 - (v) 1 person selected by the Board of Queensland Baptists (QB), who is a member of an affiliated church of QB.
- (b) At least 30% of the membership of Morling College Council at any time shall be female, and at least 30% male.
- (i) if at any time less than 30% of the membership is female, any position becoming vacant will remain vacant until it is filled by a female under the normal appointment processes in this constitution,
 - (ii) if at any time less than 30% of the membership is male, any position becoming vacant will remain vacant until it is filled by a male under the normal appointment processes in this constitution.
- 13.2** The following persons shall attend meetings of Morling College Council but shall not be entitled to vote:
- (a) the Principal of Morling College, who plays a vital part in the meetings of the council and will participate fully in all council deliberations
 - (b) the Director of Ministries
 - (c) such other persons as the Council shall decide.
- 13.3** Morling College Council shall have the following objects:
- (a) the conduct of a theological college known as 'Morling College'
 - (b) to offer such training in this college as is determined by the Association from time to time
 - (c) to train persons for the Baptist ministry who have been accepted by the Association for such training
 - (d) to provide training for cross-cultural ministry workers and in other spheres of Christian service
 - (e) to otherwise promote the Christian faith consistent with the basic doctrines, statement of belief, position statements and values of the Association
 - (f) to offer courses that are accredited by the relevant government authorities and therefore supportive of the national goals for higher education, and
 - (g) to provide residential accommodation for students and staff.
- 13.4** Within 14 days of the holding of meetings of the Morling College Council and the Board of Directors of Morling College Ltd a copy of the minutes of all such meetings will be

forwarded to the Assembly Council.

14. PRINCIPAL OF MORLING COLLEGE

- 14.1** The appointment and re-appointment of the full time Principal of Morling College will be by Assembly upon the recommendation of Morling College Council with the person being accountable to that council.
- 14.2** Normally, the Principal of Morling College will be appointed for 5 years and will be eligible for re-appointment.
- 14.3** Subject to any resolution of Morling College Council, the Principal of Morling College shall:
- (a) promote the interests and the further development of Morling College
 - (b) be responsible for the academic, administrative, financial and other business of the college
 - (c) exercise general supervision over all persons in the service of the college and over the welfare and advancement of its students.
- 14.4** Morling College Council shall:
- (a) have the right to determine the terms of appointment of the Principal of Morling College
 - (b) in that process, have the person sign a declaration that they support the basic doctrines, position statements, objects and values and provide a statement as to their response to the statement of beliefs, such declaration and response being made available to Assembly
 - (c) regularly review the Principal's performance, and
 - (d) hold the right of suspension and dismissal of the Principal.
- 14.5** The Principal of Morling College shall be a person who has academic qualifications in theological studies and recognised expertise relevant to the duties and responsibilities of the position.

15. MORLING COLLEGE ACADEMIC STAFF

- 15.1** Morling College Council may appoint and/or reappoint full-time and part-time persons to the academic staff of Morling College upon such terms and conditions as the council thinks fit.

16. CESSATION OF APPOINTMENTS

- 16.1** The appointment of the Director of Ministries or the Principal of Morling College may be terminated on 3 month's written notice, or suspended by written notice, from the council to which they are accountable.
- 16.2** The positions referred to in paragraph 16.1 shall become vacant if the person:
- (a) dies
 - (b) ceases to be a member of an affiliated church
 - (c) resigns by notice in writing to the secretary of the council to which they are accountable
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
 - (e) becomes insolvent or bankrupt or assigns their estate for the benefit of their creditor, or
 - (f) is convicted of an offence involving dishonesty or fraud.
- 16.3** A person holding either of the positions referred to in paragraph 16.1 may be removed from the position if the person:
- (a) refuses to act, or

- (b) in the determination of Assembly Council or Morling College Council (as the case may be) no longer supports the basic doctrines, position statements, objects and values, no longer holds to their response to the statement of beliefs, or makes comments or acts in a way which indicates that they no longer support the basic doctrines, position statements, objects and values or no longer hold to their response to the statement of beliefs, or
- (c) is engaged in unethical conduct, or
- (d) in the determination of Assembly Council or Morling College Council (as the case may be), becomes incapable of acting

provided the person shall only be removed if:

- (e) Assembly Council or Morling College Council (as the case may be), resolves at a meeting to remove the person from the position before the expiration of that person's term of appointment, and
- (f) prior to the council meeting, the person has been given not less than 1 month's notice in writing of the time and place of the meeting and the nature of the business to be addressed, and
- (g) at the council meeting, the person has been given the opportunity of being present and heard or making written representations.

17. AFFILIATION OF CHURCHES

17.1 Qualifications for Affiliation

A church located within NSW or the ACT is qualified to be an affiliated church of the Association by Assembly if it:

- (a) supports the foundational beliefs, the objects, the position statements and the values of the Association as set out in this constitution
- (b) agrees to be bound by this constitution
- (c) agrees not to affiliate with any other denomination without the approval of Assembly Council
- (d) has met the requirements Assembly shall put in place from time to time, and
- (e) has been recommended for affiliation by Assembly Council.

17.2 Process for affiliation

A request for affiliation shall:

- (a) be made in writing and addressed to the Director of Ministries who will oversee a process of mutual discernment and possible movement to affiliation
- (b) be supported by:
 - (i) a copy of the church's constitution
 - (ii) a copy of the resolution of the church meeting requesting affiliation, and
 - (iii) a copy of the resolution supporting and agreeing to the matters referred to in paragraphs 17.1(a-c)
- (c) if the Director of Ministries determines that the application should be considered for Affiliation:
 - (i) be considered by Assembly Council for recommendation to Assembly, and
 - (ii) if Assembly Council agrees to this recommendation, be referred to Assembly for decision.

17.3 Affiliated church register

The Association shall maintain an affiliation register specifying:

- (a) the name and address of each affiliated church
- (b) the date the church was affiliated with the Association, and

- (c) if applicable, the date and the reason(s) for termination or resignation of the previously affiliated church.

17.4 Cessation of affiliation

An affiliated church ceases to be affiliated with the Association if the church:

- (a) itself ceases to exist
- (b) has its affiliation withdrawn by the Association under paragraph 17.5, or
- (c) resigns its affiliation under paragraph 17.6.

17.5 Withdrawal of affiliation

(a) An Assembly may withdraw the affiliation of a church with the Association by:

- (i) Assembly Council passing a resolution to the effect that it proposes to move at an Assembly a resolution to disqualify the affiliated church from membership of the Association
 - (ii) prior to the meeting, the Secretary to Assembly Council has given the affiliated church not less than 1 month's notice in writing of the time and place of the Assembly meeting at which it is proposed to move a resolution of withdrawal of affiliation, and
 - (iii) at the Assembly meeting, the church is provided with an opportunity to be heard or make written representations at the Assembly when consideration of the motion to disqualify the church from affiliation with the Association is being considered
- (b) Where Assembly Council becomes aware that an affiliated church may have a person in pastoral or other leadership role in the church who is engaging in unethical conduct Assembly Council (or an appointed committee) shall investigate the matter.
- (c) If after the investigation Assembly Council is satisfied that the person in the pastoral or other leadership role is engaging in unethical conduct and that the intention of the affiliated church is to retain the person in a position of leadership in the church, Assembly Council shall notify the affiliated church that if the person is not removed from leadership within 3 months, Assembly Council will move at the next Assembly a resolution that the church be disaffiliated.
- (d) If the church within 3 months of having received this notification has not removed the person from his or her position of leadership in the affiliated church and if the person is continuing to engage in unethical conduct then Assembly Council shall bring a resolution to the next Assembly that the church be disaffiliated. An Assembly may pass such a resolution provided it conforms to the conditions of paragraph 17.5(a).

17.6 Resignation of affiliation

A church may resign from being affiliated with the Association by giving 1 month's notice in writing to the Secretary to Assembly Council of its intention, and on the expiration of this period, the church's affiliation with the Association ceases.

17.7 Affiliation entitlements not transferable

A right, privilege or obligation which a church has by reason of being a church affiliated with the Association is not capable of being transferred or transmitted to another person or entity and terminates on cessation of membership.

18. AFFILIATION OF GROUPS

- 18.1** Assembly may agree to a group, other than a church, which is governed by its own constitution being affiliated with the Association.
- 18.2** Normally, such a group would be formed to undertake Christian ministry and to support the objects of the Association.

- 18.3** Section 17 regarding the affiliation of churches shall apply to the affiliation of groups, with references to churches in that section being taken as references to affiliated groups, unless Assembly waives any such matter.
- 18.4** Unless Assembly Council determines otherwise, the following additional requirements shall apply to the affiliation of groups, namely that they must:
- (a) not alter the group's constitution without approval from Assembly Council
 - (b) align their strategic direction with the strategic direction of the Association
 - (c) support that strategic direction, and submit the group's books of account, its annual report and its auditor's certificate in regard to its accounts to Assembly Council not later than 4 months from the end of the group's financial year.
- 18.5** In this section 'group' may include a collection of persons, a committee, a company, a society, an association and any incorporated body (but not including a separately incorporated church).

19. ACCREDITATION OF MINISTERS

The Association may accredit ministers, oversee accredited ministers and remove accreditation in line with the Guidelines established by Assembly from time to time.

20. ORDINATION OF MINISTERS

An affiliated church or other body approved by Assembly may arrange a service of ordination at such times and places as it thinks fit for persons who have been accepted for accreditation by the Association.

21. RECOGNITION OF NON-ACCREDITED MINISTERS

The Association may recognise and oversee non-accredited ministers and remove recognition in line with the Guidelines established by Assembly from time to time.

22. AUSTRALIAN BAPTIST MINISTRIES

- 22.1** The Association will be a member of The Baptist Union of Australia Inc., known as Australian Baptist Ministries.
- 22.2** Normally, the Director of Ministries will be the representative of the Association on the National Council of Australian Baptist Ministries.

23. FINANCES

23.1 Source of funds

The funds required to maintain the ministry of the Association will normally be provided through partnership support from the affiliated churches, contributions received from the ministries of the Association, affiliated groups, private donations, fees, investments and bequests.

23.2 Church partnership support

Each church affiliated with the Association shall contribute to the funds of the Association at the rate as Assembly shall from time to time determine.

23.3 Accounts

Assembly Council may delegate authority for the opening of accounts with such financial institutions as may be necessary for the effective operation of the ministries of the Association to the Director of Ministries (or other responsible person as Assembly Council shall decide) who will determine the method of operation of those accounts in accordance with the policies determined by Assembly Council from time to time.

23.4 Keeping of Accounts

The Association shall keep and retain appropriate accounting records to correctly record and explain the financial transactions and financial position of the Association in accordance with contemporary accounting and financial standards.

23.5 Accounts and reports to be tabled at Assembly

The accounts together with an auditor's report relating to those accounts shall be tabled at the Annual Assembly of the Association. The financial accounts of the Association will be audited annually.

23.6 Appointment of auditor

Assembly Council shall appoint an Auditor upon terms and conditions determined by that council and notification of the appointment will be made to the Annual Assembly.

23.7 Conflict of interest

Any member of Assembly, Assembly Council, an affiliated group, or any person engaged by the Association who holds a direct or indirect pecuniary interest in any matter will declare the nature of their interest and will not take part in any deliberations or decision regarding the matter. A member of either council will be deemed not to have a conflict of interest where they vote in relation to an insurance policy which might insure or indemnify them in their capacity as a council member or officer of the Association.

24. COMMON SEAL

24.1 The common seal will be affixed in accordance with the Incorporation Act.

24.2 The common seal shall be kept in the custody of the Public Officer at the principal place of administration of the Association.

25. CONFLICT RESOLUTION**25.1 Operation of this Section**

(a) The conflict resolution procedure in this section may only be activated in regard to the matters referred to in paragraphs 9.5(a), 16.3 or 17.5 prior to the matter being addressed by a meeting of Assembly Council, Morling College Council or Assembly (as the case may be).

(b) The provisions of Section 25 may be replaced in their entirety with an alternative process in particular situations as approved by Assembly. Any such approval must specify the circumstances in which the alternative process is operable. The alternative process will continue to operate until such time as it is revoked by Assembly.

25.2 In this section a 'dispute' means a conflict, grievance or other disagreement between:

(a) a member of Assembly, a council, a ministry, an affiliated church, an affiliated group, an accredited minister, a recognised minister or an employee of the Association, on the one hand, and

(b) the Assembly on the other.

25.3 Consistent with its values, the Association desires to make every effort to resolve its disputes without recourse to legal proceedings. It desires that court proceedings only be initiated after the following procedure has been undertaken without a mutually satisfactory conclusion having been reached.

25.4 The procedure in this section 25 may only be activated subject to the terms of the constitution.

25.5 Where there is a dispute, whether arising out of the requirements in this constitution or otherwise, either party must first notify the other in writing of the nature of the dispute.

25.6 The parties will attempt to resolve the dispute with each other (either just between them or with the assistance of others as appropriate) by seeking to reach a resolution by

negotiation that addresses both the relational elements of the dispute and the substantive issues. This process may involve one or more meetings.

- 25.7** If the dispute cannot be resolved by negotiation:
- (a) the matter must be submitted to mediation to be conducted using biblical principles of conflict resolution
 - (b) either party may initiate the procedure by giving the other party written notice stating that the dispute still exists, that the mediation rules now apply and detailing what is still in dispute
 - (c) both parties must participate in the mediation process in good faith in that they genuinely seek to constructively address the relational and substantive aspects of the dispute in a biblical manner, and
 - (d) unless otherwise agreed, the costs of the mediation will be borne equally by the parties.
- 25.8** If the parties cannot agree on the selection of a mediator or mediators, the parties agree to accept the nomination of the person(s) identified in this paragraph to the appointment. The mediator or mediators so nominated must be fully familiar with and experienced in conducting mediations in accordance with biblical principles. The Secretary to Assembly Council shall make the nomination(s) unless the Secretary is involved in the dispute in which case the Chair of Assembly Council shall make the nomination(s). If both the Secretary to Assembly Council and the Chair of Assembly Council are involved in the dispute the nomination shall be made by the Director of Ministries.
- 25.9** Normally, the following time periods will apply:
- (a) the parties will use their best endeavours to reach the resolution referred to in paragraph 25.6 within 21 days from the date of the notification referred to in paragraph 25.5
 - (b) the notice referred to in paragraph 25.7(b) will be given by either party to the other within 7 days after the conclusion of the negotiations referred to in paragraph 25.6
 - (c) the mediator or mediators will be agreed to by the parties within 14 days of the date of the notice referred to in paragraph 25.7(b), and
 - (d) the mediation will be concluded within 6 weeks of the appointment of the mediator or mediators.
- 25.10** The procedure in this clause will not apply in respect of court proceedings for urgent, temporary or interim relief.

26. INDEMNITIES

- 26.1** The Association agrees to indemnify every council member, every standing committee member and every member of every committee or subcommittee of either council against any liability incurred by that person in the course of their acting as a member of the council, standing committee, committee or subcommittee.
- 26.2** The indemnity in paragraph 26.1 will include, but not necessarily be limited to, the costs of:
- (a) defending any civil or criminal proceedings including legal costs on a solicitor client/basis
 - (b) appearing before and being represented at any inquiry.
- 26.3** The indemnity in paragraph 26.2 does not apply in circumstances where:
- (a) the liability is one by the council member or committee member to the Association, or
 - (b) the claim is by the Association against the council member or committee member, or
 - (c) the member of council or committee is found to have acted dishonestly, or is found to have acted intentionally in breach of a policy of the Association or is found guilty of a criminal offence.
- 26.4** In the circumstances described in paragraph 26.3, any amount paid by the Association

in defending the claim or charge will be repayable by the member to the Association.

- 26.5** The council member or committee member must notify the Association of any claim or liability as soon as possible after they receive notice of that claim. Where the person does not do so, the Association will not be required to indemnify the council member or committee member against that claim or liability.
- 26.6** Any person seeking indemnity from the Association can be required by the Association to permit the Association to conduct their defence of any claim or charge brought against them - including any settlement of the claim. The council member or committee member will co-operate with the Association in defending the claim or liability and if they fail to do so then the Association will not be required to indemnify them.
- 26.7** Where the Association conducts the defence of the claim or charge then the Association will indemnify the council member or committee member in relation to any costs awarded against the person.
- 26.8** The indemnity in this clause will not apply to the extent that the council member or committee member is entitled to be indemnified or is indemnified by any other person.

27. SERVICE OF DOCUMENTS

- 27.1** In this section a reference to a document includes a notice.
- 27.2** The Association may serve a document on a member:
- (a) personally
 - (b) by sending it by post addressed to the member at their last known place of residence
 - (c) by sending it to an electronic address notified to the Association by the member in writing for the service of documents, or
 - (d) in relation to documents referred to in a notice convening an Assembly, by publishing them on the Association's website.
- 27.3** The Association may serve a document on an affiliated church:
- (a) by sending it by post addressed to the church at the last known place of meeting of the church
 - (b) if the church is incorporated, by post addressed to its registered office
 - (c) by sending it by post addressed to the Secretary of the church at the Secretary's last known place of residence
 - (d) if there is no Secretary of the church, by sending it by post addressed to the last known place of residence of the person nominated by the church to be the recipient of documents from the Association, or
 - (e) to any address, including an electronic address, notified to the Association by the church in writing for the service of documents.
- 27.4** The Association may serve a document on an affiliated group:
- (a) if the affiliated group is incorporated, by sending it by post addressed to the registered office of the affiliated group, or
 - (b) if the affiliated group is not incorporated, by sending it by post addressed to the last known address for the group.
- 27.5** A document sent by post:
- (a) if sent to an address in Australia, may be sent by ordinary post and is taken to have been received on the fifth day after the date of its posting;
 - (b) if sent to an address outside Australia, must be sent by airmail, and is taken to have been received on the eighth day after the date of its posting.
- 27.6** A document sent by electronic means is taken to have been received on the day

following its transmission.

- 27.7** A certificate signed by the Secretary of Assembly Council, the Director of Ministries or an Associate Director stating that a document was sent to a member, affiliated church or affiliated group by post or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

28. BAPTIST CHURCHES OF NEW SOUTH WALES PROPERTY TRUST

- 28.1** Nominations for members of the Baptist Churches of New South Wales Property Trust shall be made in writing by a member of Assembly or a church affiliated with the Association and shall be delivered to the Secretary of Assembly Council with the written consent of the person nominated.
- 28.2** Nominations shall close with the closing date for nominations to the councils of the Association as determined by this constitution or by resolution of Assembly.
- 28.3** If no nomination or insufficient nominations be received, then Assembly Council may through the Nominations Committee make nominations at any time prior to the ballot.
- 28.4** If the number of persons elected at an Annual Assembly is less than the number required under Section 6 (2) of the Baptist Churches of New South Wales Property Trust Act 1984 then the continuing members of the Trust shall be entitled to appoint such number of persons as is necessary as if the vacancies were casual vacancies under Section 10 of that Act.
- 28.5** Each election shall be by ballot, a majority of members present and voting being required for election.

29. ALTERATIONS TO THIS CONSTITUTION

- 29.1** The Incorporation Act provides for the Association to amend its by-laws on the following basis:
- (a) The proposed alteration shall be approved by a majority of the votes of the members present at a meeting of the Association convened for the purpose.
 - (b) The proposed alteration shall be finally passed by a majority of the votes of the members present at another meeting convened for the purpose.
 - (c) All alterations shall be registered in the office for the registration of deeds in Sydney.
 - (d) The Association may make additional provisions in relation to the procedures to be adopted for any alterations and as a consequence adopts the further provisions in paragraphs 29.2 - 29.4 inclusive.
- 29.2** Alterations to this constitution may only be made at an Annual Assembly.
- 29.3** The second meeting convened for the purpose of passing the proposed alterations may be held on the same day as the first meeting; however, this second meeting:
- (a) may not be scheduled to commence until at least 30 minutes has elapsed from the close of the first meeting, including a break in proceedings, at which the resolution for the alteration to this constitution has been considered, and
 - (b) where it is impractical to hold this second meeting on the same day, the members may decide on another day and time at their discretion.
- 29.4** In accordance with the Incorporation Act, an alteration to this constitution comes into force when registered in the office for the registration of deeds at Sydney.

SCHEDULE 'A': GUIDELINES FOR CONDUCT OF ASSEMBLY MEETINGS

In addition to the procedures referred to in this constitution, the following guidelines shall apply to the conduct of Assembly meetings:

Guidelines relating to all Assembly meetings

A. Failure to appoint delegates

- (i) An Assembly may proceed to address the matters before the meeting notwithstanding the failure of any affiliated church to appoint delegates to that Assembly.

B. Matters before Assembly

- (i) Subject to the next paragraph, any affiliated church, either council of the Association, or any affiliated group may bring a matter before an Assembly.
- (ii) For a matter to be considered by an Assembly the affiliated church or the affiliated group shall give not less than 3 month's notice in writing before the date of the next Assembly of the matter to be considered with the notice being forwarded to the Secretary of Assembly Council.
- (iii) Any motion arising from such notice may be moved at Assembly by a person nominated by the affiliated church, the council or the affiliated group (as the case may be) provided that person is a member of Assembly and must be seconded by a person who is also a member of Assembly.

C. Assembly Clerk

- (i) Assembly Council may appoint a person to advise the person acting as the Chair of Assembly on the smooth running of Assembly.

D. Information to be provided

The notice of an Assembly meeting will include:

- (i) the place, date and hour of gathering
- (ii) the details of the programme and matters to be considered by the members, and
- (iii) such supporting materials (reports, financial statements, details of persons being nominated for election, promotional materials etc) as are available at the time, the remainder of which will be made available not less than 14 days prior to the meeting.

It is sufficient if the supporting materials are not forwarded in hard copy but are available on the Association's website or distributed by other means.

E. Positions to be filled

Where it is proposed to elect persons to positions to be filled at an Assembly:

- (i) the notice convening the meeting will include details of the positions to be filled
- (ii) nominations, with the written consent of the nominee, must be received by the Secretary to Assembly Council within 1 month of the date of the notice advising of the positions to be filled
- (iii) the Secretary to Assembly Council must notify the members of the names of the persons so nominated 21 days prior to the date fixed for that Assembly and circulate to the members (by hard copy or by notice that the same has been posted on the Association's web site) information concerning the qualifications and credentials relating to any person being nominated for appointment at that Assembly together with a copy of the proposed job description for the position being filled.

This guideline relates to, but is not limited to, the appointment of:

- (i) Assembly Council members
- (ii) Morling College Council members
- (iii) Director of Ministries
- (iv) Principal of Morling College

F. Matters to be addressed

Assembly will only address matters which:

- (i) are included in the notice calling the meeting
- (ii) are added to the agenda by resolution of Assembly Council
- (iii) are added to the agenda by resolution of Assembly, or
- (iv) arise from a report to Assembly.

G. All proposed motions shall be reduced to writing.

H. Only members of Assembly may move a motion. The Chair is not able to bring motions or speak to them unless they step out of the Chair role while doing so.

I. Speaking to a motion

Normally,

- (i) the mover of a motion will not speak for more than 10 minutes
- (ii) any speaker for or against the motion, including the original mover speaking in reply, will not speak for more than 5 minutes
- (iii) apart from the original mover of a motion speaking in reply, no person shall speak more than once including the mover of an amendment, and
- (iv) Assembly may grant an extension of time to a speaker.

J. The order in which members of Assembly speak will be determined by the Chair. The Chair shall ensure, as far as possible, that a proportionate number of speakers are heard for and against the motion being considered. The Chair will be mindful that the agenda of Assembly should not be delayed unreasonably.

K. The Chair may utilise a system of sounding a warning for speakers prior to the expiration of the time allotted under these guidelines.

L. The Chair shall be entitled to make the call as to when sufficient discussion has taken place and to put the motion.

M. Amendments to motions

- (i) Proposed amendments to motions shall be reduced to writing.
- (ii) Proposed amendments will be dealt with one at a time.

N. Voting

Unless otherwise provided in the constitution or these guidelines, the method of voting will be either on the voices or by show of hands as the Chair shall decide.

O. Vote by poll

- (i) A poll may be demanded by at least 10 members and when required the poll shall be conducted in the manner the Chair directs; the result of the poll shall be deemed a resolution of Assembly.
- (ii) Where no poll is demanded a declaration by the Chair that a resolution has been carried shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour or against the particular resolution.

P. Election by ballot

The election of the following positions shall be by ballot:

- (i) Assembly Council members
- (ii) Morling College Council members
- (iii) Director of Ministries
- (iv) Principal of Morling College

Q. Rescission motions

a. Notice of a motion for the rescission of any Assembly resolution may be given by:

- (i) a council
- (ii) an affiliated church after a resolution to this effect passed at a duly constituted meeting of that church,
- (iii) an affiliated group after a resolution to this effect passed at a duly constituted meeting of that group

by forwarding the same to the Secretary to Assembly Council within 2 months of the close of the Assembly at which the resolution to be rescinded was passed.

Only members of Assembly may move a rescission motion of which notice has been given.

b. Any procedural matters not dealt with in these guidelines shall be governed by customary meeting procedure as determined by the Chair.

Annual Assemblies**R. Assembly Reports**

In addition to any other matters which may be addressed at the Annual Assembly, the business of an Annual Assembly will include:

- (i) a report from Assembly Council and Director of Ministries
- (ii) a report from each of the standing committees of Assembly Council
- (iii) a report from Morling College Council and Principal of Morling College
- (iv) a report from the Associate Director, Global Interaction (trading as Baptist Mission Australia)
- (v) a report from Global Interaction (trading as Baptist Mission Australia)
- (vi) a report from such other ministries of the Association and affiliated groups as Assembly Council shall decide
- (vii) consideration of the accounts of the Association and the auditor's report in relation to those accounts, and
- (viii) consideration of the accounts of the affiliated groups and the auditor's report in relation to those accounts unless Assembly Council dispenses with this requirement.

S. Presentation of reports

Every report submitted to an Annual Assembly shall:

- (i) in the case of a report from a council or affiliated group, first have been submitted to the council or the board of the affiliated group for adoption,
- (ii) in the case of a report from an individual, first have been submitted to the council or group to which that person is accountable for endorsement,
- (iii) adequately report on the activities of the Council, person or affiliated group, and where applicable, their meetings, those in attendance at their meetings and the alignment of the Council, affiliated group or individual with the strategic direction of the Association,
- (iv) adequately report on the implementation of any policies developed and adopted by Assembly Council under paragraph 10.4 including the results of annual performance reviews, and

- (v) include such information as Assembly or Assembly Council may from time to time determine.

T. Special Assemblies

No matter will be addressed at a Special Assembly other than what was advised in the notice convening the meeting.

U. Alterations to these guidelines

These guidelines or any of them including the additional guidelines for an Annual Assembly and a Special Assembly may only be amended by a resolution of an Assembly by a two-thirds (2/3) majority of members at an Assembly present and voting after the appropriate notice has been given in accordance with the constitution.

SCHEDULE 'B': GUIDELINES FOR CONDUCT OF COUNCIL MEETINGS

Proceedings at council meetings

A. Quorum

The quorum necessary for the transaction of the business of a council meeting will be at least 50% of the council members or such greater number as may be fixed by the members themselves.

B. The Chair

- (i) The members of the council shall elect their own Chair from amongst their members.
- (ii) The council members will determine the term of appointment of the Chair.
- (iii) The person so elected will be known as 'the Chair'.
- (iv) The person elected as Chair will normally preside as Chair at every meeting of the council, or if no such person, or if at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, the council members may choose one of their number to be Chair of the meeting.
- (v) In the case of the Chair of Assembly Council, the Chair shall be deemed to be the 'President' for the purposes of the Incorporation Act.

C. Conduct of meetings

- (i) The council members may meet for their purposes, adjourn and otherwise regulate their meetings as they think fit but must meet at least 6 times each year.
- (ii) A meeting of council members means:
 - a. a meeting of council members assembled in person on the same day at the same time and place; or
 - b. a meeting of council members assembled in person on the same day at the same time and place including a council member or members participating in the meeting by electronic means; or
 - c. the council members communicating with each other by electronic means provided they adhere to the provisions set out in Schedule 'B'.

D. Minutes

- (i) The council members must ensure minutes of meetings are maintained:
 - a. of all appointments which the council makes
 - b. of the names of the council members present at each meeting of Assembly and of the council, and
 - c. of all decisions and agenda items at all meetings of the council and in the case of Assembly Council, the proceedings of all Assemblies.
- (ii) The minutes must be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

E. Expenses of council members

The council is not permitted to pay fees to its members; however, a council member is entitled to be reimbursed for any expenses incurred in carrying out their duties in accordance with council policy.

F. Special meeting of the council

Not less than one-third of the council members may at any time call a meeting of the council which must be requisitioned promptly by the secretary of that council.

G. Voting

Subject to this constitution, questions arising at any meeting of the council will be decided by

a majority of votes and a determination by a majority of the council members will for all purposes be deemed a determination of the council; however, in the case of an equality of votes, the Chair of the meeting will not have a second or casting vote - as a result the motion is lost.

H. Council committees

- (i) The council members may delegate on an exclusive or non-exclusive basis any of their powers to standing committees and sub-committees consisting, unless prescribed otherwise, of a number of council members (or no council members) and other persons as they think fit.
- (ii) All standing committees or sub-committees will operate within appropriate terms of reference or role descriptions as determined by the council to which they are accountable.
- (iii) The committee may elect a Chair, meet and adjourn its meetings as it thinks fit.
- (iv) Questions arising for determination at a meeting of the committee will be decided by a majority present, and in the case of an equality of votes the Chair will not have a second or casting vote – as a result the motion is lost. The committee may increase the voting majority required if they think fit.
- (v) A meeting of the members of the standing committee or sub-committee means:
 - (i) a meeting of the members assembled in person on the same day at the same time and place; or
 - (ii) the committee members communicating with each other by electronic means provided they adhere to the provisions set out in Schedule 'C'.

I. Alterations to these guidelines

These guidelines may only be amended by a resolution of an Assembly by a two-thirds (2/3) majority of members at an Assembly present and voting after the appropriate notice has been given in accordance with the constitution.

SCHEDULE 'C': ARRANGEMENTS FOR MAKING DECISIONS BY ELECTRONIC MEANS

Any council, standing committee or sub-committee within the Association may decide that a meeting is to be held by electronic means, or a circular resolution by email, without the need to convene a face-to-face meeting.

The following provisions shall apply to all such electronic arrangements. Resolutions agreed to which follow these provisions shall be as valid and effectual as if they had been passed at a face-to-face meeting. All persons who are entitled to be present at a face-to-face meeting but not entitled to vote will be included in these arrangements.

Meeting by videoconferencing or teleconferencing

- A. Videoconferencing and teleconferencing are acceptable forms for a meeting.
- B. At the outset of the meeting, members may be required to verify their identity and, in order to ensure confidentiality, to affirm that they are in a situation where others are unable to hear the discussion. It is also recognised that the Chair of the meeting may need to exercise additional vigilance to ensure all participants are able to contribute appropriately.
- C. The usual requirements for a quorum, the Chair, the conduct of normal meetings and the taking of minutes shall apply to a meeting by videoconferencing or teleconferencing.

Circular resolutions by email

- D. The Chair, or the secretary under the instruction of the Chair, should initiate the circular resolution(s) process. The Chair may end the process at anytime.
- E. Motions to be determined should be provided in the initial email together with all relevant information and documentation relating to the proposed motion.
- F. All emails will show the addresses of all participants and are to be emailed regardless of availability; all participants must select 'reply to all' when forwarding their response or comments.
- G. The Chair should determine the time period for voting responses and advise the members accordingly. A circular resolution shall be considered passed when all available members in excess of the normal meeting quorum respond in favour of the resolution.
- H. It is presumed that all members of the committee are present at an email meeting unless they have advised the Chair of their absence.
- I. If any member votes against the motion, the email arrangement will, subject to the decision of the Chair, ordinarily, be suspended and a meeting by videoconferencing or teleconferencing convened or the matter adjourned to the next normal meeting at the discretion of the Chair.
- J. All matters determined by means of a circular resolution by email must be tabled at the following normal meeting to ensure that the resolutions are recorded in the minutes.

Alterations to this Schedule

- K. The arrangements in this Schedule or any of them may only be amended by a resolution of an Assembly by a two-thirds (2/3) majority of members at an Assembly present and voting after the appropriate notice has been given in accordance with the constitution.



Baptist
of NSW & ACT

LOCATION Level4, 5 Saunders Close, Macquarie Park NSW 2113
POSTAL Same as Location
PHONE 02 9868 9200
Email hello@nswactbaptists.org.au
WEB www.nswactbaptists.org.au