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**CONSTITUTION**  
**BAPTIST CHURCHES OF SOUTH AUSTRALIA INC**

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## CONSTITUTION

### 1 NAME

The name of the incorporated association is BAPTIST CHURCHES OF SOUTH AUSTRALIA INC (“the Association”).

### 2 DEFINITIONS AND INTERPRETATIONS

#### 2.1 Definitions

“**Act**” means the Associations Incorporations Act 1985 (SA) as amended from time to time;

“**ACNC**” means the *Australian Charities and Not-for-profits Commission*;

“**Affiliated Ministry Organisation**” means the organisations defined under clause 17;

“**Affiliate Member**” means a constituted or un-constituted ministry entity established to further the cause of Christ, as revealed in the Scriptures, and fulfilling the criteria specified in clause 7.1.2. Affiliate Members are not entitled to appoint delegates to Assembly.

“**Annual General Meeting**” means the annual meeting of the Association described in clause 15.1;

“**Assembly**” means the representatives of the Members of the Association as defined in clause 12;

“**Assembly Board**” means the Board appointed as prescribed by this Constitution to implement Assembly decisions and otherwise conduct the Association’s operations between Assemblies as designated in clause 13;

“**Assembly Board members**” means those persons appointed pursuant to clause 13.2;

“**Assembly Meeting**” means a meeting of the Assembly of the Association;

“**Church**” for the purpose of this constitution, means a Member;

“**Delegates**” means those persons designated in clause 12;

“**Financial Year**” means the year ending on 30 June;

**“Governance Manual”** means the Governance Manual prescribed by the Assembly Board from time to time for the good governance of bodies affiliated with or under the overall governance of the Association;

**“Member”** means a Baptist church that is a Member of this Association as at the date of this Constitution and a Baptist church that is admitted after the date of this Constitution as a Member pursuant to clause 7;

**“Membership Covenant”** means the Membership Covenant included herein as Appendix A

**“Month”** means a calendar month;

**“Objects”** means those objects of the Association set out in clause 5;

**“Officer”** means each of those persons described in clause 14;

**“Registered Charity”** means an organisation that is formally registered as a charity with the ACNC;

**“State Executive Minister”** means that person described in clause 14.4;

**“Special Resolution”** means a resolution passed at a duly convened Assembly Meeting in accordance with clause 15.2;

**“Values”** means those values set out in clause 4;

## 2.2 Interpretation

In this Constitution unless the context otherwise requires:

- 2.2.1 a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation issued under, that legislation or legislative provision;
- 2.2.2 the singular includes the plural and vice versa;
- 2.2.3 a reference to an individual or person includes a corporation, partnership, joint venture, association, authority, trust, state or government and vice versa;
- 2.2.4 a reference to any agreement or document is to that agreement or document (and where applicable, any of its provisions) as amended, novated, supplemented or replaced from time to time; and

2.2.5 headings are for convenient reference only and do not affect the interpretation of this Constitution.

### **3 THE ASSOCIATION AND THE CHURCHES**

- 3.1 The Association is a voluntary association of Baptist churches in South Australia that agree to work together in God's mission in accordance with the Objects and Values set out in this constitution.
- 3.2 The Association is a separate entity from its Members and Affiliate Members but may, through Assembly and/or the Assembly Board, exercise the powers provided by this Constitution over all Members of the Association and persons accredited by the Association in all matters affecting the Association's interests.

### **4 FOUNDATIONAL VALUES**

The foundational values of the Association are:

- 4.1 We believe that Jesus Christ is Lord. And we confess our faith in him as our Lord. We affirm the need for personal, experiential faith in Jesus Christ and formative discipleship into his likeness.
- 4.2 We believe that Jesus of Nazareth reveals God to us through his birth, life, ministry, death, bodily resurrection, ascension and the promise of his return. Because of this revelation we confess faith in one God as Father, Son, and Holy Spirit. In affirming this we acknowledge ourselves to be a part of the whole, world-wide, Christian Church.
- 4.3 Our final authority in faith and practice is Jesus Christ, as revealed in Scripture and present among his people through the Holy Spirit. We recognise the Scriptures of the Old and New Testaments, interpreted under the leadership of the Holy Spirit and in the community of God's people, as the primary authority for knowing God's revelation in Christ.
- 4.4 We understand the church to be the People of God, the Body of Christ, and the Temple of the Holy Spirit. We believe that God calls a local fellowship of believers into a shared life as a means of grounding his presence among his people within particular communities in the service of his mission to the world. These called, local communities of faith nourish themselves by worshipping, meeting around God's Word (the Scriptures) and sharing together in the Lord's Supper.
- 4.5 We practise baptism for believers only, in the triune name of God, into the Body of Christ. Where possible this is by immersion in water as a symbol of our becoming partakers in the death and resurrection of Jesus.
- 4.6 We believe that every believer in Jesus Christ is called to witness, with love and compassion, to the Lordship of Jesus. We believe that the church is to share in the whole mission of God in the world.
- 4.7 We affirm the freedom and responsibility of each local congregation to discover the purpose of Christ for its own life and work in the context of Christ's call to his whole church. The discernment of this purpose will involve the whole congregation in seeking the mind of Christ under the appropriate exercise of the gift of leadership.

- 4.8 We affirm the responsibility of each local congregation to engage, as part of the Body of Christ and with all seriousness, with its obligation to other congregations as partners in God's mission. This expressed through the joining together of local congregations in association and interdependence.
- 4.9 We affirm the 'priesthood of all believers' in which the only mediator between God and humanity is Jesus Christ. We affirm the gift of the Holy Spirit to all God's people, male and female, young and old, significant and seemingly insignificant, and so we recognise that all members of the church have a role to play using their God-given gifts, skills and talents for the good of the church and the community in the service of God's mission.
- 4.10 We affirm the need to preserve freedom of conscience and so stand for the separation of church and state, and for religious liberty of all – including those who do not affirm the foundational values of our Association. We recognise the responsibility of the church to be a prophetic community of God's grace in his world.
- 4.11 We are a people of hope, believing that ultimately God will bring all things to 'perfection'.

## **5 OBJECTS**

### **The objects of the Association are:**

- 5.1 To encourage, support, influence and extend the life and mission of the Churches.
- 5.2 To encourage and support the Members to develop and enhance relationships with each other.
- 5.3 To encourage and support the Members in the light of the Gospel, as revealed in the Scriptures, to give prophetic voice into their communities.
- 5.4 To encourage the development of spiritual leadership.
- 5.5. To promote relationships:
- 5.5.1 With other Baptist associations in Australia; and
  - 5.5.2 With the Baptist World Alliance and other global Baptist associations; and
  - 5.5.3 With other expressions of the Christian Church.

## **6 POWERS OF THE ASSOCIATION**

For the purposes of carrying out its Objects the Association may, subject to the Act and this Constitution:

- 6.1 acquire, hold, administer, deal with and dispose of any real or personal property on such basis as approved by the Assembly or Assembly Board from time to time;
- 6.2 open and operate bank accounts;
- 6.3 invest its moneys:
- 6.3.1 in any security in which trust moneys may, by Act of Parliament, be invested; or
  - 6.3.2 in any other manner authorised by this Constitution;

- 6.4 borrow money or give such security for the discharge of any liabilities incurred by the Association upon such terms and conditions as approved by the Assembly or the Assembly Board from time to time;
- 6.5 appoint agents to transact any business of the Association on its behalf;
- 6.6 enter into any other contract it considers necessary or desirable;
- 6.7 apply the funds or assets of the Association;
- 6.8 make by-laws, rules, regulations and other proceedings for the due care, maintenance and control of persons in the employ of the Association or persons under the care and control of the Association, including the general public using the Association's facilities;
- 6.9 appoint and employ officers and employees of the Association, including powers to suspend or dismiss such persons as permitted under relevant State and Federal Government industrial legislation;
- 6.10 construct, maintain and alter buildings or undertake works necessary or convenient;
- 6.11 enter into such contracts agreements arrangements or other undertakings and do such other acts matters and things as may be deemed necessary or desirable; and
- 6.12 exercise any other powers permitted under the Act.

## **7 MEMBERSHIP**

### **7.1 Membership Qualifications**

7.1.1 A church is qualified to be a Member of the Association if it:

- 7.1.1.1 supports the objects of the Association; and
- 7.1.1.2 agrees to be bound by this Constitution; and
- 7.1.1.3 exists and functions in harmony with Baptist tradition and ethos; and
- 7.1.1.4 agrees to the Membership Covenant (refer Appendix A); and
- 7.1.1.5 has been approved for Membership of the Association by the Assembly Board.

7.1.2 A ministry is qualified to be an Affiliate Member if it:

- 7.1.2.1 supports the objects of the Association; and
- 7.1.2.2 agrees to be bound by this Constitution; and
- 7.1.2.3 exists and functions in harmony with Baptist tradition and ethos; and
- 7.1.2.4 has been approved for Affiliate Membership of the Association by the Assembly Board.

## 7.2 **Process for Membership**

- 7.2.1 Request for Membership or Affiliate Membership of the Association shall:
- 7.2.1.1 Be made in writing, by a prospective Member or Affiliate Member and addressed to the Assembly Board; and
  - 7.2.1.2 Be lodged with the State Executive Minister or his or her delegate.
- 7.2.2 As soon as practicable after receiving a request for Membership or Affiliate Membership, the State Executive Minister shall refer the request to the Assembly Board. The Assembly Board will then bring a recommendation concerning the request to the Assembly for decision.
- 7.2.3 As soon as practicable after the Assembly makes that decision, the State Executive Minister shall:
- 7.2.3.1 Notify the prospective Member or Affiliate Member in writing that the Assembly approved or rejected the request (whichever is applicable); and
  - 7.2.3.2 If the Assembly approved the request, ask the prospective Member or Affiliate Member to pay (within the period of one (1) month after receipt by the prospective Member or Affiliate Member of the notification) the sum payable under clause 7.7.1 (if any).
- 7.2.4 The State Executive Minister shall on payment by the prospective Member or Affiliate Member of the fee referred to in clause 7.7.1 within the period referred to in clause 7.2.3.1 enter the prospective Member or Affiliate Member's name in the Register of Members and Affiliate Members and on the name being so entered the prospective Member or Affiliate Member becomes a Member or Affiliate Member of the Association.

## 7.3 **Cessation of Membership**

A Member or Affiliate Member ceases to be a Member or Affiliate Member of the Association if:

- 7.3.1 the Member or Affiliate Member no longer exists; or
- 7.3.2 the Member or Affiliate Member resigns membership; or
- 7.3.3 the Member or Affiliate Member is expelled from the Association.

## 7.4 **Membership Entitlements Not Transferable**

A right, privilege or obligation which a Member or Affiliate Member has by reason of being a Member or Affiliate Member of the Association:

- 7.4.1 is not capable of being transferred or transmitted to another person or entity; and
- 7.4.2 terminates on cessation of membership.

## 7.5 **Resignation of Membership**

- 7.5.1 A Member or Affiliate Member of the Association who has paid all moneys due and payable by a Member or Affiliate Member to the Association may resign from the

Association by giving one (1) months' written notice to the State Executive Minister of its intention to resign, and on the expiration of the period of notice, the Member's or Affiliate Member's membership of the Association ceases.

- 7.5.2 If a Member's or Affiliate Member's membership of the Association ceases under clause 7.5.1 and in every other case where a Member or Affiliate Member ceases to hold membership, the State Executive Minister must make an appropriate entry in the membership register recording the date on which the Member or Affiliate Member ceased membership of the Association.

## 7.6 Membership Register

- 7.6.1 The Public Officer of the Association must establish and maintain a membership register of the Association specifying:
- 7.6.1.1 The name and address of each Member and Affiliate Member;
  - 7.6.1.2 The date on which each Member and Affiliate Member was admitted to the Association; and
  - 7.6.1.3 If applicable, the date of, and reason(s) for, termination of membership.
- 7.6.2 The membership register must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member or Affiliate Member of the Association at any reasonable hour.

## 7.7 Fees and Subscriptions

- 7.7.1 A Member or Affiliate Member of the Association must, on admission to membership, pay to the Association such fee as shall from time to time be determined by Assembly.
- 7.7.2 The subscription fee shall be payable annually on the 1<sup>st</sup> day of July or at such other time as the Assembly Board shall determine;
- 7.7.3 Any Member or Affiliate Member whose subscription is outstanding for more than two (2) months after the date due for payment shall cease to be a Member or Affiliate Member of the Association, provided always that the Assembly Board may reinstate such a membership on such terms as it thinks fit.

## 8 DISCIPLINING OF MEMBERS AND AFFILIATE MEMBERS

- 8.1 All matters of discipline shall be undertaken with a view to and desire for reconciliation, forgiveness and Christian fellowship. Notwithstanding the following, the principles of Mathew 18 and natural justice shall be applied to all matters of discipline and dispute.
- 8.2 The Assembly Board must handle any complaint involving allegations that a Member or Affiliate Member of the Association:
- 8.2.1 has persistently refused or neglected to comply with the rules of this Constitution; or
  - 8.2.2 has been guilty of conduct unbecoming a Member or Affiliate Member; or

- 8.2.3 has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 8.3 On receiving such a complaint, the Assembly Board:
- 8.3.1 must cause notice of the complaint to be served on the Member or Affiliate Member concerned; and
  - 8.3.2 must give the Member or Affiliate Member concerned at least fourteen (14) days from the time the notice is served within which to make submissions to the Assembly Board in connection with the complaint; and
  - 8.3.3 must take into consideration any submissions made by the Member or Affiliate Member in connection with the complaint.
  - 8.3.4 must provide opportunity for another Member church to offer mediative involvement.
- 8.4 The Assembly Board may, by resolution, bring a recommendation to Assembly to expel the Member or Affiliate Member concerned from the Association or suspend the Member or Affiliate Member concerned from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 8.5 If the Assembly Board resolves to bring a recommendation to Assembly to expel or suspend a Member or Affiliate Member, the State Executive Minister must within seven (7) days after the resolution is made, cause written notice to be given to the Member or Affiliate Member concerned of the resolution, of the reasons given by the Assembly Board for having made that resolution and of the details of the Assembly Meeting at which such a recommendation is to be brought.
- 8.6 If the Assembly resolves to expel or suspend a Member or Affiliate Member the State Executive Minister must within seven (7) days after the Assembly Meeting cause written notice to be given to the Member or Affiliate Member concerned of that Member's or Affiliate Member's right of appeal under clause 9 of this Constitution.
- 8.7 The expulsion or suspension does not take effect:
- 8.7.1 until the expiration of the period within which the Member or Affiliate Member is entitled to appeal against the resolution concerned; or
  - 8.7.2 if within that period the Member or Affiliate Member exercises the right of appeal, until the Association confirms the resolution under clause 9.5;
- whichever is the later.

## **9 RIGHT OF APPEAL OF DISCIPLINED MEMBER OR AFFILIATE MEMBER**

- 9.1 A Member or Affiliate Member may appeal to the Association in an Assembly Meeting against a resolution of the Assembly under clause 8.6 within seven (7) days after notice of the resolution is

served on the Member or Affiliate Member by lodging with the State Executive Minister a notice to that effect.

- 9.2 The notice shall be accompanied by a statement of the grounds on which the Member or Affiliate Member intends to rely for the purposes of the appeal.
- 9.3 On receipt of a notice from the Member or Affiliate Member under clause 9.1 the State Executive Minister must notify the Assembly Board and the Assembly Board will convene an Assembly Meeting of the Association to be held within twenty eight (28) days after the date on which the State Executive Minister received the notice. The Notice of Assembly Meetings requirement in clause 15.2.6 shall not apply to any meeting called as a result of implementing the requirements of this clause and no other business may be transacted at such a meeting for which the notice specified in clause 15.2.6 has not been provided.
- 9.4 At an Assembly Meeting of the Association convened under clause 9.3:
- 9.4.1 no business other than the question of appeal is to be transacted; and
- 9.4.2 the Assembly Board and the Member or Affiliate Member concerned must be given the opportunity to state their respective causes orally or in writing or both; and
- 9.4.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 9.5 If at the Assembly Meeting the Association passes a Special Resolution in favour of the confirmation of the resolution, the resolution is confirmed and if it does not the resolution is revoked.

## **10 LIABILITY OF THE MEMBERS AND AFFILIATE MEMBERS**

The Liability of a Member or Affiliate Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member or Affiliate Member in respect of membership of the Association.

## **11 OPERATION**

The Association shall operate through its Assembly Meetings, Assembly Board, officers, gatherings, operational units, working groups and affiliated bodies.

## **12 ASSEMBLY**

The Assembly shall consist of the following persons, always provided that each is a member in good standing of a Baptist church that is a Member of this Association:

- 12.1 Delegates: Each Member shall appoint from its own membership two (2) representatives to act as Delegates. In addition, and on the basis of the statistics of the church for the previous year, a

Member may appoint one additional Delegate for every completed fifty members above the first fifty (50) members. Each Member may appoint proxies to act on behalf of official Delegates. The names of the Delegates and proxies of the Members shall be forwarded to the State Executive Minister, or his or her representative, prior to a meeting of the Assembly. Affiliate Members are not entitled to appoint delegates;

12.2 Those persons on the Register of Accredited and Ordained persons pursuant to clause 19.3.1.1;

12.3 The Officers of the Association as defined in clause 14;

12.4 Members of the Assembly Board;

12.5 The Chairperson and Chief Executive Officer of any Affiliated Ministry Organisation.

### **13 ASSEMBLY BOARD**

#### **13.1 Powers and Duties of the Assembly Board**

13.1.1 The Assembly Board is expected to provide governance leadership and ministry in a spiritual and inspirational manner.

13.1.2 The Assembly Board shall comply with the governance principles set out in the Governance Manual as amended from time to time.

13.1.3 Within the principles of the Governance Manual, the affairs of the Association shall be managed and controlled by the Assembly Board which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by this Constitution required to be done by the Association in Assembly Meeting.

13.1.4 Subject to decisions adopted from time to time by an Assembly Meeting the Assembly Board is responsible for the management and control of the funds and all other property of the Association.

13.1.5 The Assembly Board shall have the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which this Constitution is silent subject to the Act.

13.1.6 The Assembly Board shall appoint one of its number to be the Public Officer for the Association, with this ordinarily being the State Executive Minister.

13.1.7 The Assembly Board shall appoint an auditor and notify Assembly at the Annual General Meeting, as per clause 21.5.1.

#### **13.2 Appointment to the Assembly Board**

13.2.1 The Assembly Board shall usually consist of thirteen (13) persons, each of which shall be a member in good standing of a Baptist church which is a Member.

### 13.2.2 Assembly Board members

The Assembly Board members are to be:

13.2.2.1 The Officers of the Association; and

13.2.2.2 Nine (9) other members, possessing suitable skills, abilities and characteristics as contemplated by the Governance Manual, elected to the Assembly Board by the Assembly. The term of office shall be three (3) years and these members shall not be eligible for re-election to the Assembly Board for one (1) year after nine (9) years of service on the Assembly Board, including time served as an Officer of the Association. One third of the elected members shall retire each year, however, they shall, subject to this clause, be eligible for re-election by the Assembly. At any time, no more than five (5) of these members shall be persons holding Accreditation in accordance with Clause 19.

### 13.2.3 Vacancy on the Board

In the event of a casual vacancy on the Assembly Board, the Assembly Board may elect a suitably qualified person who shall hold office until the next Annual General Meeting of the Association at which time that person may be elected to the Assembly Board for the remainder of the term of the casual vacancy thus filled or a new term as is applicable.

### 13.2.4 Nomination of Assembly Board members

Where there is a vacancy on the Assembly Board (other than a casual vacancy as outlined in sub-clause 13.2.3), the following procedure shall be followed:

13.2.4.1 The Assembly Board shall not less than 8 weeks before the commencement of the Annual General Meeting call for nominations to fill the vacancy or vacancies. Each Member and the Assembly Board shall have the right to submit one nomination for each vacancy.

13.2.4.2 Such nominations shall be submitted to the State Executive Minister with the written consent of the nominee.

13.2.4.3 The final candidates for positions on the Assembly Board shall be determined with reference to any conditions or criteria determined from time to time by Assembly and/or set out in the Governance Manual.

13.2.4.4 Names of the final candidates shall be forwarded to the Members with the ballot papers not less than 4 weeks before the commencement of the Annual General Meeting.

13.2.4.5 Ballot papers shall be returned to the State Executive Minister no more than three weeks after the date of their distribution. Each Member shall be entitled to the number of votes equal to the number of Assembly Delegates for that Member. For each position the election shall be declared in favour of the candidate achieving the highest vote.

### 13.3 **Removal of Assembly Board member**

- 13.3.1 The Assembly at an Assembly Meeting or between Assembly Meetings the Assembly Board may by resolution remove any Assembly Board member from the Assembly Board before the expiration of that Assembly Board member's term of office. The resulting casual vacancy may be filled as specified in clause 13.2.3.
- 13.3.2 The decision to remove an Assembly Board member may be based on non-compliance by a member with one or more governance standards set out in the *Australian Charities and Not-for-profits Commission Amendment Regulation 2013* (as amended from time to time).
- 13.3.3 If an Assembly Board member, to whom a proposed resolution referred to in clause 13.3.1 relates, makes representations in writing to the President or the State Executive Minister and requests that the representations be notified to the Assembly, the President or the State Executive Minister shall ensure the representations are presented to an Assembly Meeting at which the resolution shall be considered. The principles outlined by Jesus Christ in Matthew 18: 15-17 and the rules of natural justice shall be applied in all such situations together with any law to be complied with by a Registered Charity.

### 13.4 **Intended Leave of Absence**

An Assembly Board member may apply to the Assembly Board for intended leave of absence from meetings and may be granted such leave by the Assembly Board.

## 14 **OFFICERS**

The Officers of the Association shall be:

### 14.1 **The President**

- 14.1.1 The President shall Chair the Assembly Meetings and the Assembly Board meetings, shall be responsible for the purposefulness and performance of the Assembly Board, shall work co-operatively with the State Executive Minister to enhance relationships with the Churches and shall represent the Association in other forums as may be determined from time to time.
- 14.1.2 The President shall ordinarily have been Vice-President and remain in office for two years and may be renominated for not more than two further terms. In the event of an extraordinary vacancy in the Presidency, the Vice-President shall ordinarily become acting President until the next Annual General Meeting.
- 14.1.3 By virtue of office, the President shall have the right of attendance at and participation in all boards, committees, operational units, and affiliated bodies of the Association.

- 14.1.4 In the event that the Vice-President is unable, for any reason, to fill the position of President at the close of the President's term or to fill the position of acting President in the event of an extraordinary vacancy, the position shall be filled as a casual vacancy in accordance with sub-clause 13.2.3

## 14.2 **Vice-President**

- 14.2.1 The Vice-President shall act as deputy to the President, chairing Assembly Meetings and meetings of the Assembly Board, and undertaking the other roles of the President in the absence of the President or at the President's request.
- 14.2.2 By virtue of office, the Vice-President shall have right of attendance at and participation in all boards, committees, operational units and affiliated bodies.
- 14.2.3 Where there is a vacancy for the position of the Vice-President (other than a casual vacancy as outlined in sub-clause 13.2.3), the following procedure shall be followed:
- 14.2.3.1 The Assembly Board shall not less than 8 weeks before the commencement of the Annual General Meeting, call for nominations to fill the vacancy. Each Member and the Assembly Board shall have the right to submit one nomination for the position. Nominees for Vice-President shall ordinarily be current Assembly Board members.
- 14.2.3.2 Such nominations shall be submitted to the State Executive Minister with the written consent of the nominee.
- 14.2.3.3 The final candidates for position of Vice-President shall be determined by the Assembly Board with reference to any conditions or criteria set out in the Governance Manual.
- 14.2.3.4 Names of the final candidates shall be forwarded to the Members with the ballot papers not less than 4 weeks before the commencement of the Annual General Meeting.
- 14.2.3.5 Ballot papers shall be returned to the State Executive Minister no more than three weeks after the date of their distribution. Each Member shall be entitled to the number of votes equal to the number of Assembly Delegates for that Member. The election shall be declared in favour of the candidate achieving the highest vote.

## 14.3 **The Immediate Past President**

- 14.3.1 The Immediate Past President may be called on by Assembly, the Assembly Board, the President or the State Executive Minister to act in the capacity of a second Vice-President.
- 14.3.2 In the event of the death or resignation of the Immediate Past President the Assembly Board shall have the power to appoint a previous President of the Association or other suitable person to complete the remainder of the term of office.

#### **14.4 The State Executive Minister**

- 14.4.1 The State Executive Minister shall be elected by an Assembly Meeting upon nomination submitted by the Assembly Board and on such terms and conditions as the Assembly shall determine.
- 14.4.2 The State Executive Minister shall be the chief executive of the Association and shall give leadership in direction, planning, co-ordinating and integrating the total work of the Association.
- 14.4.3 By virtue of office, the State Executive Minister shall have right of attendance at and participation in all boards, committees, operational units and affiliated bodies.
- 14.4.4 The State Executive Minister, working with the Assembly Board, shall determine the roles that are required to effectively and efficiently ensure the objectives of the Association are fulfilled and employ appropriate people to fill those roles. The people so employed from time to time will make up the Ministry Operations Team of the Association. The State Executive Minister shall be the leader of this Team.
- 14.4.5 The State Executive Minister shall ensure the provision of suitable secretarial services to the Assembly Board.

### **15 MEETINGS**

#### **15.1 Annual General Meetings**

- 15.1.1 The Annual General Meeting of the Association shall be an Assembly Meeting held within five (5) months after the end of its Financial Year.
- 15.1.2 In addition to any other business which may be transacted at an Annual General Meeting the business of an Annual General Meeting shall include the following:
  - 15.1.2.1 Consideration of the accounts and reports of the Assembly Board and the auditor's report;
  - 15.1.2.2 Declaration of the election results for appointment to the Assembly Board;  
and
  - 15.1.2.3 Notification of the appointment of an auditor by Assembly Board.
- 15.1.3 Notice of an Annual General Meeting shall be given in the same manner as that required for an Assembly Meeting.
- 15.1.4 The quorum for an Annual General Meeting shall be the same as the quorum for an Assembly Meeting.
- 15.1.5 The procedure of an Annual General Meeting shall be the same as the procedure of an Assembly Meeting.

## 15.2 Assembly Meeting

- 15.2.1 The Assembly Meeting is where the Assembly gathers to worship and discern our Lord's leading in the development of the Association's policy and governance framework.
- 15.2.2 The Assembly Board at its own discretion or upon receipt of a written request from not less than ten percent (10%) of Members shall call Assembly Meetings by giving such notice as may be required pursuant to the Constitution of the Association for convening an Assembly Meeting but any such notice shall also comply with the requirements of the Act as prescribed from time to time; however between the Assembly Meetings the Assembly Board shall be entitled in a meeting of the Assembly Board to exercise all of the powers of the Association.
- 15.2.3 Procedures at Assembly Meetings (including Annual General Meetings)
- 15.2.3.1 No item of business is to be decided unless a quorum of Assembly entitled to vote is present.
- 15.2.3.2. Confirmation by the Delegates with respect to the minutes of the last preceding Annual General Meeting or Assembly Meeting (as applicable) (which have been signed by the person who presided at the relevant meeting and accepted and adopted by the Assembly Board.)
- 15.2.3.3. A quorum for the transaction of the business of an Assembly Meeting shall be the number of persons equivalent to sixty percent (60%) of the number of Member Churches, who meet the requirements of clause 12.
- 15.2.3.4 If within half an hour after the appointed time for the commencement of an Assembly Meeting a quorum is not present, the meeting:
- 15.2.3.4.1 if convened on the requisition of Members is to be dissolved; and
- 15.2.3.4.2 in any other case is to stand adjourned to a date, time and place as determined by those present or by the Officers of the Association. Not less than one week's notice of recommencement of the adjourned meeting shall be given to the Members.
- 15.2.3.5 The President or, in the President's absence, the Vice President, is to preside as chair at each Assembly Meeting. If the President and the Vice President are absent or unwilling or where it is decided by the Assembly Meeting that it is inappropriate for them to act, the persons present forming Assembly (as specified in clauses 12.1 to 12.5 inclusive) must elect one of their number to preside as chair of the meeting.

15.2.4 Voting at an Assembly Meeting

15.2.4.1 On any question arising at an Assembly Meeting, a person present forming Assembly has only one vote.

15.2.4.2 All votes must be given personally.

15.2.4.3 In the case of tied vote on a question at an Assembly Meeting, the Chairman of the meeting is entitled to a second or casting vote.

15.2.5 Program and venue

The Assembly Board shall determine venue of all Assembly Meetings. The program for each Assembly Meeting shall be prepared by the Assembly Board and shall include all motions other than the reception and adoption of reports, votes of thanks and such matters permitted by a majority of Assembly present and voting.

15.2.6 Notice of Assembly Meetings

15.2.6.1 Notice of Assembly Meetings containing recommendations to Assembly involving policy or programming, together with sufficient promotional material, annual reports from boards, committees and affiliated bodies, and such other reports as may be required by Assembly shall be completed, compiled and, except as provided in clause 9.3, be sent to the persons forming Assembly not less than one month before the Assembly Meeting.

15.2.6.2 Where a notice is to be sent by post:

15.2.6.2.1 the service is effected by properly addressing prepaying and posting a letter or packet containing the notice; and

15.2.6.2.2 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

15.3 **Meetings of the Assembly Board**

The Assembly Board shall meet face to face at least bi-monthly or at other times as the Assembly Board shall determine. In exceptional circumstances to ensure a quorum such meetings may utilise video conferencing. Other meetings to address special or urgent issues may take place by electronic means including but without limitation telephone, video conference, email or any method of communication where all Assembly Board members are able to participate in an open exchange of ideas and make decisions.

15.3.1 Procedures at Assembly Board Meetings

15.3.1.1 No item of business is to be transacted at an Assembly Board meeting unless a quorum of Assembly Board members is present during the time the matter is considered

15.3.1.2 Quorum

Seven (7) Assembly Board members present in person constitutes a quorum for the transaction of Assembly Board business.

15.3.1.3 Chair

The President or, in the President's absence, the Vice President, is to preside as chair at each meeting of the Assembly Board.

If the President and the Vice President are absent or unwilling or where it is decided by the Assembly Board that it is inappropriate for them to act, members of the Assembly Board present shall elect one of their number to preside as chair of the meeting.

15.3.2 Adjournment of an Assembly Board Meeting

15.3.2.1 The Chair of a meeting of the Assembly Board at which a quorum is present may with the consent of the majority of the Assembly Board members present at the meeting adjourn the meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

15.3.2.2 Notice of an adjournment of a meeting of the Assembly Board or of the business to be transacted at an adjourned meeting is not required to be given.

15.3.3 Voting at an Assembly Board Meeting

15.3.3.1 On any question arising at a meeting of the Assembly Board a Board member has only one vote.

15.3.3.2 All votes must be given personally and not by proxy.

15.3.3.3 A simple majority is required for a matter to be decided in the positive where consensus cannot be reached.

15.3.3.4 In the case of a tied vote on a question at a meeting of the Assembly Board the Chairman of the meeting is entitled to exercise a second or casting vote.

15.3.4 Notice of Assembly Board Meetings

Notice of Assembly Board meetings, other than adjourned meetings shall be given in accordance with the Governance Manual.

## 16.1 **Assembly Board Committees**

The Assembly Board shall establish such committees as it decides from time to time to provide detailed or specialist attention to matters for which it carries responsibility. The Assembly Board shall specify the matters that such committees must have regard to in carrying out their functions and any other matters concerning the committees or their functions that the Assembly Board might prescribe.

## 16.2 **Operational Units**

The Assembly Board shall be responsible for appointing such committees, boards, individual persons and working groups except as otherwise provided for herein (herein called “operational units”) as it deems appropriate for the implementation of Association policy and programmes.

## 17 **AFFILIATED MINISTRY ORGANISATIONS**

17.1 An Affiliated Ministry Organisation of the Association is a body set up by the Association to perform some special function on behalf of the Association.

17.2 The recognised Affiliate Ministry Organisations are:

17.2.1 Baptist Care (SA) Inc;

17.2.2 Such other organisations as the Association may establish from time to time.

## 18 **AUSTRALIAN BAPTIST MINISTRIES**

18.1 The Association shall be a member of the Baptist Union of Australia Inc., known as Australian Baptist Ministries.

18.2 The State Executive Minister shall ordinarily be the representative and the President may ordinarily be an observer on behalf of the Association to the National Council of Australian Baptist Ministries.

## 19 **ACCREDITATION AND ORDINATION**

### 19.1 **Definitions**

19.1.1 Accreditation is the recognition by the Assembly that a person’s spiritual gifts, training, demonstrated ability, life experience and personal and spiritual maturity appropriately equips them to serve Jesus Christ within the Baptist churches of South Australia in the following roles:

19.1.1.1 As a senior or sole Pastoral Leader of a local church;

19.1.1.2 As a Pastor with defined responsibility in a local church;

19.1.1.3 As a Chaplain representing the Association;

19.1.1.4 As a Church Planter;

19.1.1.5 In other roles to be determined from time to time by the Assembly.

19.1.2 Continuing Accreditation is the process designed to assist Accredited persons to continue

their personal development and spiritual and practical ability to carry out their ministry. Participation in this process shall be necessary to ensure the maintenance of Accreditation.

- 19.1.3 Ordination is the solemn public act conducted under God, by which the Assembly confirms a person's call to Accredited ministry within the Baptist Churches of South Australia (see 19.1.1) and that person makes a public commitment to represent the Baptist Churches of South Australia faithfully. A person is not eligible for Ordination unless he or she is Accredited. However, a person may be Accredited without being Ordained.

## 19.2 **Accreditation and/or Ordination Process**

- 19.2.1 Recognition as an Accredited and/or Ordained person of the Association, other than by transfer of Accreditation, shall be by resolution of the Assembly on the recommendation of the Assembly Board and in accordance with regulations approved by the Assembly from time to time.
- 19.2.2 Preparation for Accreditation and/or Ordination shall include the satisfactory completion of Biblical, theological and practical training as prescribed or approved by the Assembly Board.
- 19.2.3 The Assembly Board shall appoint a sub-committee to be known as the Accreditation and Ordination Committee to:
- 19.2.3.1 Recommend to the Assembly Board for approval the criteria and process by which a person may obtain and retain Accreditation and Ordination;
  - 19.2.3.2 Consider applications made according to the application process from persons desiring Accreditation and/or Ordination and advise the Assembly Board of its recommendation with respect to each applicant. Applications for Accreditation and/or Ordination shall be in writing to the State Executive Minister;
  - 19.2.3.3 Receive regular progress reports on people accepted into the Accreditation and/or Ordination process and make suitable recommendations to the Assembly Board;
  - 19.2.3.4 Interview applicants for Accreditation and/or Ordination as part of the application and Continuing Accreditation processes.
- 19.2.4 The Accreditation and Ordination Committee shall comprise:

- 19.2.4.1 an Assembly Board member who shall act as chair;
  - 19.2.4.2 the State Executive Minister;
  - 19.2.4.3 the member of the Ministry Operations Team whose role is to facilitate the Continuing Accreditation process; and
  - 19.2.4.4 other appropriately qualified people approved by the Assembly Board who may themselves be members of the Assembly Board.
- 19.2.5 The Assembly Board shall arrange services of Ordination for candidates who have been approved by Assembly. Services of Ordination shall normally be held at and in association with the local church of which the candidate is a member.

### **19.3 Register of Accredited and Ordained persons**

- 19.3.1 The Association shall keep a register of Accredited and/or Ordained persons in the following categories:
- 19.3.1.1 Accredited and/or Ordained persons serving directly within the Baptist Churches of South Australia,
  - 19.3.1.2 Accredited and/or Ordained persons engaged in Baptist ministry in areas of activity outside the direct control of the Association,
  - 19.3.1.3 Accredited and/or Ordained persons who have retired from active ministry on account of age or certified medical unfitness, and
  - 19.3.1.4 Accredited and/or Ordained persons who are not included in the above categories.
- 19.3.2 Additions to, other than per clause 19.2, or removal from the register of Accredited and/or Ordained persons shall be made by Assembly Board and shall be reported at the next Assembly.
- 19.3.3 The register shall include the particular ministry in which the person is accredited.

### **19.4 Complaints against Accredited and/or Ordained persons**

If a complaint is made against an Accredited and/or Ordained person, the State Executive Minister shall refer the complaint to the Association's Director of Professional Standards who shall investigate the complaint in accordance with the applicable policies of the Association.

## **20 MODERATING COMMITTEE**

- 20.1 The Assembly Board shall appoint a Moderating Committee to assist in the orderly settlement of pastoral calls in all churches of the Association. The Moderating Committee, under the leadership of the State Executive Minister, shall consult with pastoral leaders and churches in matters pertaining to the settlement of pastoral calls. The Moderating Committee shall be open to approach

by any person Accredited and or Ordained by the Association or by a Member church desirous of seeking advice or assistance in matters relating to a pastoral call.

- 20.2 The Moderating Committee shall comprise the State Executive Minister, and up to seven (7) other appropriately qualified people approved by the Assembly Board who may themselves be members of the Assembly Board. The chair of the Moderating Committee shall be the State Executive Minister or his/her appointee.

## **21 FINANCIAL REPORTING**

### **21.1 Financial Year**

The financial year of the Association shall be the period commencing on 1 July and ending on 30 June of each year.

### **21.2 Keeping of Accounts**

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with all legislation applicable to its operations.

### **21.3 Accounts and Reports to be Laid Before Assembly**

The Accounts, together with the auditor's report on the accounts, the Assembly Board's statement and the Annual Reports of the Association shall be laid before the Assembly at the Annual General Meeting.

### **21.4 Annual Return**

The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six (6) months after the end of each Financial Year in accordance with all legislative requirements.

### **21.5 Appointment of Auditor**

21.5.1 Prior to each Annual General Meeting the Assembly Board shall appoint an auditor of the Association. Notification of the appointment shall be reported to the Annual General Meeting.

21.5.2 The Auditor shall be appointed for terms of one financial year at a time.

### **21.6 ACNC**

If the Association is a Registered Charity, the Association will provide annual information statements and financial reports to the ACNC as is required from time to time.

## **22 COMMON SEAL**

- 22.1 The Association shall have a common seal upon which its name shall appear in legible characters.

- 22.2 The common seal shall be kept in the custody of the Public Officer at the office of the Association.
- 22.3 The common seal shall not be used without the authorization of the Assembly Board and every use of the common seal shall be recorded in the minute book of the Association.
- 22.4 The affixing of the common seal must be attested by the signatures of any two (2) members of the Assembly Board.

## **23 FUNDS**

- 23.1 The funds of the Association are to be ordinarily derived from donations and investments (consistent with the Values and Objects of the Association), subject to any other resolution passed by an Assembly Meeting.
- 23.2 All monies received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 23.3 The Association must as soon as practicable after receiving any money, write an appropriate receipt. The receipt must contain the name of the Association and the Australian Business Number.
- 23.4 The funds of the Association are to be used in pursuance of the objects of the Association.
- 23.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Board or employees of the Association authorised to do so by the Assembly Board.

## **24 ALTERATIONS TO THE CONSTITUTION**

- 24.1 This Constitution may only be altered (including an alteration to the Association's name) at an Assembly Meeting on a vote of two thirds (2/3) majority of those present and voting on the recommendation. The Assembly shall be provided with not less than two calendar months written notice of the proposed amendment(s) and date of the Assembly meeting at which the amendment(s) are to be considered.
- 24.2 Any adopted alterations shall be registered with the office of Consumer and Business Services and the ACNC if the Association is a Registered Charity, and in any event in accordance with the then current legislative requirements.
- 24.3 The Constitution as registered shall bind the Association and the Members to the same extent as if they have respectively signed and sealed it, and agreed to be bound by all of the provisions thereof.

- 24.4 An alteration of the Constitution comes into force at the time that the alteration is passed, unless the Association resolves otherwise. This does not apply to an alteration to the name of the Association that does not come into effect until registered with the office of Consumer and Business Services and/or the ACNC if the Association is a Registered Charity.

## **25 INDEMNITY**

- 25.1 Every member of Assembly Board shall be indemnified by the Association against (and it shall be the duty of the Assembly Board out of the funds of the Association to pay for) all authorized costs, losses and authorized expenses which any of such persons may incur or become liable to by any reason of any act or thing done by him or her as a member of Assembly Board, officer or servant of the Association in any way in discharge of his or her duties.
- 25.2 No member of Assembly Board or other officer or servant of the Association shall be under any liability in respect of:
- 25.2.1 the acts, receipts, neglects or defaults of any other member of Assembly Board, officer or servant of the Association; or
  - 25.2.2 any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association; or
  - 25.2.3 the insufficiency of any security in or upon which any of the monies of the Association shall be vested; or
  - 25.2.4 any loss or damage arising from bankruptcy, insolvency or the unlawful act of any person with whom any monies, securities or assets shall be deposited; or
  - 25.2.5 any other loss, damage or misfortune whatsoever which shall happen in the execution of his or her duties or in relation thereto unless the same happened through his or her dishonesty, wilful negligence, default, breach of duty or breach of trust.

## **26 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

- 26.1 The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to a Member or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.
- 26.2 The prohibition in clause 26.1 does not prevent the Association from providing grants or loans to its Members where such grants are in furtherance of the objects of the Association and the Association has obtained approval to do so by the Commissioner pursuant to clause 55 of the Act to provide such benefits to Members and that such approval does not affect the Association's eligibility to continue as a income tax exempt entity.

## **27 WINDING UP**

- 27.1 The Association shall be wound up in the manner contemplated in the Act at the relevant time.
- 27.2 In the event of the winding up or the cancellation of the incorporation of the Association any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another organisation in Australia having similar objectives to this Association.
- 27.3 In the event of the Association being wound up an Assembly Meeting or on its instruction the Assembly Board shall determine the organisation (with similar objectives) to which clause 27.2 refers.

## **28 GOVERNANCE STANDARDS**

If the Association is a Registered Charity, it will comply with the governance standards and external conduct standards under the *Australian Charities and Not-for-profits Commission Amendment Regulation 2013* (as amended from time to time).



# Membership Covenant

**“Therefore if you have any encouragement from being united with Christ, if any comfort from his love, if any common sharing in the Spirit, if any tenderness and compassion, then make my joy complete by being like-minded, having the same love, being one in spirit and of one mind.”**  
(Philippians 2)

**“...that there would be a unity of faith in the great doctrines of the gospel, of holy affection towards each other, and steady exertion in duty”** (John Hinton, British Baptist leader, 1812)

## **Whereas:**

1. We are a movement of autonomous local churches united in Jesus Christ and committed to the work of the gospel.
2. We are committed to discipleship: believers growing to be authentic followers of Jesus Christ.
3. We recognise the central importance of local churches in God’s redemptive plan and the missional purposes of church planting and working for justice in our world.
4. We are an evangelical movement who hold to an understanding of the Scriptures as the supreme authority in matters of faith and practice.
5. Together, and with the support of the Baptist Centre team, we accept joint responsibility for the outworking of a vision to be a movement of local churches thriving in Jesus and transforming the world.

**We covenant together to participate in the mutually beneficial relationship that exists between our churches to the glory of God, and agree to:**

## **A. Value the benefits to the work of the Kingdom of God, and to Member churches, from being in association together, including:**

- Mutual encouragement and support
- Mutual accountability to the gospel
- A collective voice, and opportunity for vision and ministry beyond our local contexts
- Increased effectiveness in mission and church planting
- Leadership support (e.g. pastoral care, professional development, marriage licensing, accreditation, code of ethics, professional standards)
- Ministry support (e.g. church consultancies, conferences and training, youth ministry, leadership development)
- Administrative support (e.g. insurance, pastoral stipends, long-service leave, policies, copyright licensing, finance, legal)

**B. Accept the responsibilities that come with joining together in association:**

- Committing to uphold the Foundational Values of the Association
- Contributing to and upholding the unity of the Association by speaking well of one another, desiring the best for each other, and actively promoting healthy relationships
- Implementing Child Protection and Code of Ethics policies and procedures adopted by the Association
- Both the church and the pastoral leadership participating in the shared life and decision-making of the Association (e.g. Assemblies, conferences, resources, regional networks)
- Contributing to the financial needs of the Association to enable it to fulfil its vision

**C. Affirm the ministries that are an expression of our association, which may include:**

- Church consultancies (e.g. moderating, reviews, conflict resolution, church development, youth ministries)
- Consultancy services on professional standards and child safe environment matters
- Baptist Care (SA)
- Company of Grace (Vietnam)
- Crossover
- Global Interaction
- Baptist World Aid Australia
- Baptist Financial Services (BFS)
- Australian Baptist insurance Scheme (ABIS)

**D. Encourage co-operative relationships between Member churches and between those churches and the Association, wherever it is mutually agreed that it will enrich the ministry life and fruitfulness of all involved.**

**We strongly encourage each Member Church to formally review and affirm this Membership Covenant every five (5) years.**