

Constitution of

Moonee Ponds Baptist Church in Victoria

As Adopted at a Special Meeting on 28th July 2024

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PART 1— THE CHURCH:

1. Name

The name of the Church is “Moonee Ponds Baptist Church” (“**the Church**”).

2. Constituent Church

- 2.1 Moonee Ponds Baptist Church is a constituent church of the Baptist Union of Victoria.
 - 2.2 The Baptist Union of Victoria is comprised of people who hold as their general tenets the doctrines set forth in Schedule B of *The Baptist Union Incorporation Act 1930* (Vic), as amended from time to time.
 - 2.3 The Church upholds the Constitution of the Baptist Union of Victoria.
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3. Basis of Fellowship

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

- 3.5.1 To proclaim God's truths as disclosed in His Word through which a person experiences salvation and to lead those who accept Jesus Christ as Lord and Saviour into baptism and the Church membership.
- 3.5.2 To encourage regular public worship of God and observance of the ordinances of Baptism and the Lord's Supper.
- 3.5.3 To promote Christian unity, fellowship, love and mutual concern.
- 3.5.4 To inspire growth in the Christian life through prayer, teaching and the study of God's Word.
- 3.5.5 To foster individual Christian development through submission to the Holy Spirit so that lives might be enriched by the 'fruit of the Spirit'.
- 3.5.6 To seek to fulfil Christ's purpose in the life of the community, the nation and the wider world through evangelism, missionary enterprise and social concern.

4. Definitions

In this Constitution, words and phrases have the meaning set out in the clauses of this Constitution headed “**Definitions**” at clause 71 and “**Interpretation**” at clause 72.

PART 2—NOT FOR PROFIT:

5. Not for profit

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

PART 3— MEMBERSHIP:

6. Who is eligible to be a Member

- 6.1 A natural person is eligible to apply to be a Member if the person:
 - 6.1.1 is personally committed to Jesus Christ as Lord and Saviour and to the mission of the Church; and
 - 6.1.2 holds as their general tenets the doctrines set out in the Doctrinal Basis of the Union;
 - 6.1.3 has been baptised as a testimony of their own faith in and commitment to Jesus Christ as Lord and Saviour within the meaning of clause 7 of this Constitution headed “**Baptism**” at clause 7, or is otherwise accepted as eligible for membership in accordance with that clause;
 - 6.1.4 has undertaken any form of membership preparation required by the Leadership Team (who may or may not require such preparation, in their sole discretion); and
 - 6.1.5 has been regularly participating in worship at the Church for at least 6 months unless transferring from another Baptist church and has been in good standing in the previous Baptist church as stated in a letter of recommendation from that church.

7. Baptism

- 7.1 A person is recognised as having been baptised if the person has been immersed upon the profession of their faith in the Lord Jesus Christ, as a symbol of the fellowship of the regenerate in His Death, burial and resurrection.
- 7.2 A person is also accepted as eligible for membership,
 - 7.2.1 if the person has been baptised according to the rites of another Christian church; and
 - 7.2.2 has made a commitment to Jesus Christ as their Lord and Saviour; and
 - 7.2.3 makes a public profession of their faith, affirming that their baptism is a sign of their commitment and faith to Jesus Christ; and
 - 7.2.4 is able to affirm the normative nature of believer's baptism.

8. Application for Membership

- 8.1 To apply to become a Member, a person must submit a written application stating that the person:
 - 8.1.1 wishes to become a Member of the Church; and
 - 8.1.2 supports the Principal Purpose; and
 - 8.1.3 agrees to comply with this Constitution.

- 8.2 If a person applies to become a Member, having been a member of another church, a letter of commendation signed by a Pastor or the leadership team of that other church must be obtained before the membership application is considered by the Leadership Team. Should this letter of recommendation not be possible to obtain, the Leadership Team will take the necessary steps to ensure that the person applying for membership has been in good standing in the previous church. If this proves not to be possible, then the application for membership will follow the same procedure as if the person has never been a member of another church.
- 8.3 The application:
- 8.3.1 must include the name of the applicant, and be accompanied by a contact address; and
 - 8.3.2 must be signed by the applicant.
- 8.4 In addition, the Leadership Team may require an applicant to provide any information or material that it considers necessary to determine the person's eligibility and decide to accept or deny the application.

9. Consideration of application

- 9.1 As soon as practicable after an application for membership is received, the Leadership Team must decide by resolution whether to accept or deny the application.
- 9.2 If the application is accepted by the Leadership Team, 2 (two) current Members chosen by the Leadership Team, are appointed to talk to the applicant about their faith journey and commitment to Jesus Christ. A recommendation is then made to the Leadership Team by the interviewers.
- 9.3 Based on a positive recommendation, the Leadership Team submits the recommendation to the following General Meeting.

10. New Membership

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

- 10.3 The Secretary must notify the applicant in writing of the decision as soon as practicable after the decision is made.

11. General rights of Members

- 11.1 A Member is entitled:
- 11.1.1 to receive notice of General Meetings and proposed resolutions in the manner and time prescribed by this Constitution;
 - 11.1.2 to submit items of business for consideration at a General Meeting;
 - 11.1.3 to attend and be heard at General Meetings;
 - 11.1.4 to vote at a General Meeting, except as otherwise provided in this Constitution; and
 - 11.1.5 to have access to the minutes of General Meetings and other documents of the Church to the extent provided under the clause of this Constitution headed “**Member access to documents**” at clause 65.

12. Ceasing Membership

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

13. Register of Members

- 13.1 The Secretary must keep and maintain a Register of Members that includes:
- 13.1.1 for each current Member:
 - 13.1.1.1 the Member's name;
 - 13.1.1.2 the address for notice last given by the Member;
 - 13.1.1.3 any alternative address nominated by the Member for the service of notices; and

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

14. Disciplinary action

- 14.1 The Leadership Team may by resolution passed at a meeting recommend the expulsion of a Member from the Church if the Leadership Team has reasonable grounds that the Member ought to be expelled.
- 14.2 The Leadership Team must call an Extraordinary General Meeting to vote on a resolution to expel the member from the Church by issuing a Notice of the Extraordinary General Meeting.
- 14.3 At least one week before the Notice of the Extraordinary General Meeting at which a resolution under the previous paragraph will be considered, the Leadership Team must notify the Member in writing:
 - 14.3.1 that the Leadership Team is considering a resolution to expel the Member;
 - 14.3.2 that this resolution will be considered at an Extraordinary General Meeting and the date, time and place of that meeting;
 - 14.3.3 the grounds for the proposed disciplinary action;
 - 14.3.4 the nature of the resolution that has been proposed; and
 - 14.3.5 that the Member may attend the meeting and may give an oral and/or written explanation or submission before the resolution is put to the vote.
- 14.4 A person who has been expelled (“**Expelled Person**”) may give notice to the effect that he or she wishes to appeal against the expulsion. The notice must be in writing to the Secretary and given within 48 hours after the Extraordinary General Meeting at which the vote to expel the person is taken.
- 14.5 If an Expelled Person has given notice pursuant to clause 14.4, a disciplinary appeal meeting must be convened by the Leadership Team as soon as practicable, but in any event not later than one month, after the notice pursuant to clause 14.4 is received.
- 14.6 The Leadership Team must appoint an appeal committee, including an appeal committee chairperson, who:
 - 14.6.1 may be comprised of Leadership Team Members, Members of the Church or anyone else; but

- 14.6.2 must not include any persons biased against, or in favour of, the Expelled Person in the committee chairperson's reasonable opinion.
- 14.7 Notice of the disciplinary appeal meeting must be given to the Expelled Person, and each member of the appeal committee, and must:
 - 14.7.1 specify the date, time and place of the meeting; and
 - 14.7.2 the name of the Expelled Person; and
 - 14.7.3 the grounds for expulsion; and
 - 14.7.4 that at the disciplinary appeal meeting the appeal committee must vote on whether the decision to expel the person should be upheld or revoked.
- 14.8 At a disciplinary appeal meeting:
 - 14.8.1 The Leadership Team must state the grounds for expelling the Expelled Person and the reasons for taking that action, and the Expelled Person must be given an opportunity to be heard.
 - 14.8.2 After the Expelled Person has been given an opportunity to be heard, the appeal committee members must vote on the question of whether the decision to expel the person should be upheld or revoked.
 - 14.8.3 The decision to expel the Expelled Person will be upheld if the majority of votes cast by the appeal committee are cast in favour of upholding the expulsion.
- 14.9 To the extent that doing so is compatible with the other requirements of this clause:
 - 14.9.1 The disciplinary procedure must be completed as soon as is reasonably practicable; and
 - 14.9.2 The appeal committee chairperson may determine the procedures to be followed at an appeal committee meeting.

PART 4 —PROCEEDINGS OF MEMBERS:

15. Annual General Meetings

- 15.1 The Leadership Team must convene an Annual General Meeting of the Church to be held within five months after the end of each financial year.
- 15.2 The Leadership Team may determine the date, time and place of the Annual General Meeting.
- 15.3 The ordinary business of the Annual General Meeting includes the following matters, even if they are not included in the notice of meeting:
 - 15.3.1 confirmation of the minutes of the previous Annual General Meeting and of any Extraordinary General Meeting held since then;
 - 15.3.2 the receipt and consideration of:

- 15.3.2.1 the annual report of the Leadership Team on the activities of the Church during the preceding financial year; and
 - 15.3.2.2 the financial statements of the Church for the preceding financial year; and
 - 15.3.3 the election of Leadership Team Members (where applicable).
- 15.4 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

16. Extraordinary General (Quarterly) Meetings

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

17. Special Meeting

- 17.1 A Special Meeting may be convened by:
 - 17.1.1 The Leadership Team.
 - 17.1.2 A Pastor as specified in clause 36.1, if there is no Leadership Team.
 - 17.1.3 At least one sixth of the members, if the Leadership Team or Pastor/s do not convene the meeting after receiving a written request to do so by one sixth of the Members in accordance with the clause of this Constitution headed “**Extraordinary General Meeting held at request of members**” at clause 18.
 - 17.1.4 The Baptist Union of Victoria, if the Leadership Team or Pastor/s do not convene the meeting after receiving a written request to do so from the Baptist Union of Victoria.
- 17.2 The following must be approved by Members at a Special Meeting held in accordance with preceding provisions of this clause:
 - 17.2.1 Any directions to the Baptist Union of Victoria as regarding trust property held by it as trustee for the purposes of the Church.
 - 17.2.2 The appointment, extension or renewal of appointment, dismissal or suspension of a Pastor.
 - 17.2.3 Any amendment to this Constitution.
 - 17.2.4 Any major decisions regarding the land, buildings or other significant asset of the Church that have the capacity to significantly affect the Church’s financial standing.

- 17.2.5 The removal of any person from the Leadership Team under the clause of this Constitution headed “**Removal by members**” at clause 43.
- 17.2.6 The winding-up or dissolution of the Church.

18. Extraordinary General Meeting held at request of members

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

19. Notice of General Meetings

- 19.1 Notice of a General Meeting must be given to each Member and each Leadership Team Member.
- 19.2 Notice of a General Meeting must be provided in writing at least 14 days before the meeting, unless:
 - 19.2.1 for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand to the provision of shorter notice; or

- 19.2.2 for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand to the provision of shorter notice –

subject to the following: notice of a meeting cannot be provided less than 14 days before the meeting in the case of a Special Meeting.

19.3 Notice of a General Meeting must:

- 19.3.1 specify the date, time and place of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
- 19.3.2 set out general nature of each item of business to be considered at the meeting; and
- 19.3.3 if a resolution will be proposed to amend this Constitution, then state in full the proposed resolution and changes.

19.4 In addition to the above-listed requirements, notice of a Special Meeting must be given by:

- 19.4.1 Informing the Members during the usual time of giving notices in each church service on the two Sundays that precede the meeting; or
- 19.4.2 Posting an obvious written notice on or inside the Church building (or other principal building or on the land if no building).

20. Changes to General Meeting arrangements

- 20.1 The Leadership Team may change the venue for, postpone or cancel a General Meeting, subject to the provisions of this clause 20.
- 20.2 If a General Meeting was not called by a resolution of the Leadership Team, then it may not be postponed or cancelled without the prior written consent of the persons who called or requested the meeting.
- 20.3 If the venue of a General Meeting is changed, or if the General Meeting is cancelled or postponed under this clause 20:
 - 20.3.1 Notice of the change, cancellation or postponement must be given to everyone entitled to receive notices of a General Meeting under this Constitution.
 - 20.3.2 A notice of postponement must specify the date, time and place to which the General Meeting has been postponed.
 - 20.3.3 A notice of postponement must be given in the same manner required for the original notice. However, the requirement to give at least 14 days' notice in the clause of this Constitution headed "**Notice of General Meetings**" at clause 19 does not apply to notice given under this clause 20.
- 20.4 The only business that may be transacted at a General Meeting which is postponed is the business specified in the notice convening the meeting at first instance.

21. Role of the Chairperson

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

22. Use of technology

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

23. Quorum at General Meetings

- 23.1 No business may be conducted at a General Meeting, other than the election of a Chairperson or adjournment of a meeting, unless a quorum of Members is present at the time the meeting proceeds to business.
- 23.2 The quorum for a General Meeting is the presence in person (either physically or through technology as decided by the Leadership Team) of one quarter of the Members entitled to vote – except in the case of a Special Meeting where the presence of the nearest whole number that is above two-fifths of the total number of Members or 90 Members, whichever is lesser.
- 23.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—
 - 23.3.1 In the case of a Special Meeting, a resolution or resolutions may be passed but will not take effect unless and until approved by Union Council; and
 - 23.3.2 In any other cases:
 - 23.3.2.1 in the case of a meeting convened by, or at the request of, Members—the meeting must be dissolved;
 - 23.3.2.2 in any other case— the General Meeting is adjourned to the date, time and place that the Chairperson specifies. If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under the preceding paragraph, the Members present at the meeting (if not fewer than 12) may proceed with the business of the meeting as if a quorum were present.

24. Adjournment of General Meeting

- 24.1 The Chairperson of a General Meeting may adjourn a meeting to another time at the same place or another place with the consent of a majority of members present at the meeting.
- 24.2 Only unfinished business may be dealt with at a General Meeting resumed after an adjournment.
- 24.3 Notice of the adjournment of a meeting under this clause or the clause of this Constitution headed “Quorum at General Meetings” is not required unless the meeting is adjourned for 30 days or more, in which case notice of the meeting must be given in accordance with the clause of this Constitution headed “**Notice of General Meetings**” at clause 19.

25. How many votes a Member has

- 25.1 Each Member entitled to vote has one vote, except as follows
 - 25.1.1 At a Special Meeting, a Member under the age of 18 years does not have a vote.
 - 25.1.2 At a Special Meeting, a Member cannot vote unless:
 - 25.1.2.1 the Member has been a Member for at least 6 months; and
 - 25.1.2.2 the Member has been a regular attendee to the Church Sunday service, must not have ceased to be an active Member, and must have been present for Communion at least twice in the previous 6 months.

26. How voting is carried out

- 26.1 Voting is only by those present and eligible to vote. No voting by proxy is permitted.
- 26.2 Voting may be conducted and decided by:
 - 26.2.1 a show of hands;
 - 26.2.2 a vote in writing; or
 - 26.2.3 another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 26.3 Resolutions at a General Meeting will be decided by a majority of votes cast, except in the following cases:
 - 26.3.1 A two-thirds majority of the votes cast at a Special Meeting is required to pass a resolution at a Special Meeting.
 - 26.3.2 Any other case provided in this Constitution.
- 26.4 On a show of hands, the Chairperson’s decision is conclusive evidence of the result of the vote.

- 26.5 The Chairperson must declare the result of a vote, and the declaration must be recorded in the minutes of the meeting. The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

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

- 27.1 A vote in writing is required for the appointment of leaders and pastors.
- 27.2 A vote in writing may be demanded on any resolution instead of or after a vote conducted by other means by any member or the Chairperson. This must then be seconded by another member and decided by a majority present and voting at the General Meeting.
- 27.3 A vote in writing must be taken when and how the Chairperson directs, except as follows: a vote in writing must be held immediately if it is demanded for the election of a Chairperson, or to decide whether to adjourn the meeting.
- 27.4 A demand for a vote in writing may be withdrawn.

28. Delegates for Assembly Gathering

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

29. Minutes of General Meeting

- 29.1 The Leadership Team must ensure that minutes are taken and kept of each General Meeting, including a record of the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 29.2 The minutes are to be taken and kept by the Secretary. In the absence of the Secretary, the Chairperson can nominate another member of the Leadership Team to fill in the role of Secretary.
- 29.3 In addition, the minutes of each Annual General Meeting must include:
- 29.3.1 the names of the Members attending the meeting; and
 - 29.3.2 the financial statements submitted to the Members; and
 - 29.3.3 any audited accounts and auditor's report or report of a review accompanying the financial statements.

- 29.4 The minutes of a Special Meeting must be signed by the Chairperson of that meeting, or by the Chairperson of the next meeting. In the case of any Special Meeting where there was no quorum present at the time the meeting proceeded to business, the minutes must not be signed by the Chairperson until they record that fact.

PART 5 —LEADERSHIP

30. Powers

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

31. Specific powers

- 31.1 The Leadership Team may, without limitation, borrow money, charge any property or business of the Church, issue debentures or give security for a debt, liability or obligation of the Church or any other person, subject to the Principal Purpose of the Church as specified in this Constitution.

32. General Duties

- 32.1 Leadership Team Members, and other Office Holders, must comply with any duties imposed on them by law, which may include duties under the ACNC Act.
- 32.2 The duties on Leadership Team Members and Office Holders include, but are not limited to, the following:
- 32.2.1 As soon as practicable after being elected or appointed, each Leadership Team Member must become familiar with this Constitution.
 - 32.2.2 Leadership Team Members and Office Holders must exercise their powers and discharge their duties with reasonable care and diligence.
 - 32.2.3 Leadership Team Members and Office Holders must exercise their powers and discharge their duties:
 - 32.2.3.1 in good faith in the best interests of the Church; and
 - 32.2.3.2 for a proper purpose.
 - 32.2.4 Leadership Team Members, Office Holders and former Leadership Team Members and former Office Holders must not make improper use of:
 - 32.2.4.1 their position; or

32.2.4.2 information acquired by virtue of holding their position – so as to gain an advantage for themselves or any other person or to cause detriment to the Church.

- 32.3 Leadership Team Members and Office Holders may rely on any protections available at law or under the ACNC Act in respect of these duties.

33. Delegation

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

34. Defects in appointment

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

35. Indemnity

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

PART 6 — COMPOSITION OF THE LEADERSHIP

36. The Pastor/s

- 36.1 To hold a position of Pastor, a person must:
- 36.1.1 Be a person that the Church believes has been called and gifted by the Lord to fulfil a ministry of pastoral leadership within the Church;

- 36.1.2 Hold, preach, teach and maintain the doctrines and practices set out in the Doctrinal Basis;
 - 36.1.3 Be personally committed to Jesus Christ as Lord and Saviour and to the mission of the Church;
 - 36.1.4 Be baptised as a testimony of their own faith in and commitment to Jesus Christ as Lord and Saviour within the meaning of the clause of this Constitution headed “**Baptism**” at clause 7, or is otherwise accepted as eligible for Membership in accordance with that clause;
 - 36.1.5 Not be known to be guilty of perpetuating immoral conduct without repentance; and
 - 36.1.6 Be appointed at a Special Meeting and
 - 36.1.7 Agrees to be a Member once appointed – clause 6.1.5 does not apply to a person appointed to the position of Pastor.
- 36.2 A resolution may not be passed to remove or dismiss a person as Pastor until consultation by the Leadership Team has been had with the Director of Ministries of the Baptist Union of Victoria.

37. Composition of Leadership Team

- 37.1 The Leadership Team consists of:
 - 37.1.1 Three Office Bearers, comprised of:
 - 37.1.1.1 a Chair; and
 - 37.1.1.2 a Secretary; and
 - 37.1.1.3 a Treasurer; and
 - 37.1.2 at least 3 (three) Members – numbers determined by resolution at an Annual General Meeting if more than 3 (three); and
 - 37.1.3 the Lead Pastor.

38. Who is eligible to be a Leadership Team Member

- 38.1 A person is eligible to be elected or appointed as a Leadership Team Member if he or she:
 - 38.1.1 is personally committed to Jesus Christ as Lord and Saviour and to the mission of the Church; and
 - 38.1.2 holds as their general tenets the doctrines set out in the Doctrinal Basis of the Union; and
 - 38.1.3 has been baptised as a testimony of their own faith in and commitment to Jesus Christ as Lord and Saviour within the meaning of the clause of this Constitution headed “**Baptism**” at clause 7, or is otherwise eligible for membership in accordance with that clause; and
 - 38.1.4 is a Member entitled to vote at a Special Meeting;
 - 38.1.5 is not disqualified from being a Leadership Team Member by the ACNC Act; and

- 38.1.6 has been active in the ministry and mission of the Church for 12 months or more and which is affirmed by the current Leadership team; and
- 38.1.7 has been nominated by 2 other members.
- 38.2 For the avoidance of doubt, this clause does not apply to Pastors.

39. Appointment

- 39.1 Prior to the Annual General Meeting, the Chair must call for nominations to fill the vacant positions of the Leadership Team.
- 39.2 An eligible Member may, with the Member's consent, be nominated by 2 other Members.
- 39.3 Nominations are then considered by existing Leadership Team Members as to whether the person nominated is eligible according to Clause of this Constitution headed “**Who is eligible to be a Leadership Team Member**” at clause 38.
- 39.4 Only nominations found to be eligible will be submitted to Members for elections at the Annual General Meeting.
- 39.5 A single election may then be held to fill all of the vacant positions.
- 39.6 A ballot must be held to determine whether a person is elected, even if the number of persons nominated for a position is less than or equal to the number to be elected.

40. Ballot

- 40.1 The election shall be by written ballot, only resident Members of age 18 or older, and present, voting. Yes/no voting shall be carried out for each candidate. Only candidates obtaining at least a two-thirds majority of the votes cast shall be elected.
- 40.2 Where the number of candidates receiving at least a two-thirds majority is greater than the number of vacancies, those obtaining the most votes shall be elected. In the event of a tie for the last position, a ballot shall be held to choose the final Leadership Team Member from those in the tie. The candidate obtaining the greatest number of votes shall be elected. In the event of a further tie, the final position shall be determined by drawing lots.
- 40.3 The Leadership Team shall annually elect from their number the following Office Bearers at the first Leadership Team Meeting after the Annual General Meeting:
 - 40.3.1 Chair.
 - 40.3.2 Secretary.
 - 40.3.3 Treasurer.

41. Term of office

- 41.1 The term of office of a Leadership Team Member appointed by the Members is two years (excluding the Lead Pastor) the election being so arranged that one half of the Leadership Team (or one half of the Leadership Team plus or minus one, as appropriate) shall retire each year.
- 41.2 The term of office of a Leadership Team Member (other than the Lead Pastor) appointed by the Members:
 - 41.2.1 commences at the conclusion of the Annual General Meeting in which the Leadership Team Member is appointed; and
 - 41.2.2 expires at the conclusion of the second Annual General Meeting following the appointment of the Leadership Team Member, subject to the clauses of this Constitution headed “Tenure” and “Removal by Members”.
- 41.3 The term of office of a Leadership Team Member appointed by the Leadership Team expires at the conclusion of the Annual General Meeting following his or her appointment.

42. Tenure

- 42.1 A person may be re-elected or re-appointed as a Leadership Team Member at the expiry of his or her term of office (or any time after), subject to clause 42.2.
- 42.2 A Leadership Team Member (other than the Lead Pastor) who has held office for a continuous period of six years or more must wait at least another 2 (two) years before being nominated again to the Leadership Team.

43. Removal by Members

- 43.1 A Special Meeting of the Church may:
 - 43.1.1 remove a Leadership Team Member or Pastor from office; and
 - 43.1.2 appoint a person to fill the vacant position in accordance with this Constitution.
- 43.2 A Leadership Team Member or Pastor who is the subject of a proposed resolution to be removed may make representations in writing (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- 43.3 The Leadership Team may give a copy of the representations to each Member or, if they are not so given, the Leadership Team Member or Pastor may request that they be read out at the Special Meeting at which the resolution to remove the Leadership Team Member or Pastor is to be proposed.

- 43.4 The Leadership Team may, in its sole discretion, refuse the request to read out or distribute the representations if the Leadership Team considers that it is inappropriate having regard to the sensitivity of any of the issues being considered at the Special Meeting.
- 43.5 Voting at the Special Meeting is as specified in clause 26 and as required at a Special Meeting, at least a two-thirds majority vote is required for the resolution to pass.

44. Vacation of office

- 44.1 A person ceases to be a Leadership Team Member if he or she—
- 44.1.1 resigns by written notice addressed to the Leadership Team;
 - 44.1.2 dies;
 - 44.1.3 is bankrupt or under personal insolvency;
 - 44.1.4 is or becomes ineligible to be a responsible person of a charity under the ACNC Act;
 - 44.1.5 becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*;
 - 44.1.6 ceases to be a Member; or
 - 44.1.7 is removed at a Special Meeting under the clause of this Constitution headed ‘**Removal by Members**’ at clause 43;
 - 44.1.8 becomes ineligible to be a Leadership Team Member under the ACNC Act;
 - 44.1.9 fails to attend three consecutive Leadership Team Meetings (other than special or urgent Leadership Team Meetings) without leave of absence under the clause of this Constitution headed “**Leave of absence**” at clause 58.

45. Filling casual vacancies

- 45.1 A Vacancy occurring after the annual election may be filled at a Special Meeting, of which two Sundays' notice has been given. A Leadership Team Member so elected shall hold office only for the unexpired portion of the term of the Leadership Team Member whose place has been taken.
- 45.2 The Leadership Team may continue to act despite any vacancy in its membership.

46. Chairperson

- 46.1 The Chair is entitled to be the Chairperson for any General Meetings and for any Leadership Team Meetings - subject to the remaining provisions of this clause headed “**Chairperson**” at clause 46.

- 46.2 If the Chair is absent, or is unwilling to preside, the Chairperson of the meeting must be:
- 46.2.1 a Leadership Team Member elected by the other Leadership Team Members present; or
 - 46.2.2 in the case of a General Meeting where there is no Leadership Team Member present, willing and able to preside - a Member elected by the other Members present.
- 46.3 In the case of a Special Meeting, the first order of business of the meeting at every Special Meeting must be to elect a Chairperson for that meeting.
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47. Secretary

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

- 48.1 The Treasurer must—
- 48.1.1 direct the receipt of all moneys paid to or received by the Church, except for offerings and donations, and issue receipts for those moneys in the name of the Church; and
 - 48.1.2 ensure that all moneys received are paid into the account of the Church within 5 working days after receipt; and
 - 48.1.3 ensure payments authorised by the Leadership Team or by a general meeting of the Church are made from the Church's funds; and
 - 48.1.4 ensure that all ministries and committees are accountable for funds made available to them through the Church's budget or additional funds as approved by the Leadership Team; and
 - 48.1.5 ensure payments are signed by at least 2 signatories authorised by the Leadership Team. This clause excludes payments by Credit or Debit cards issued to individuals authorised by the Leadership Team to use them up to a designated limit.
- 48.2 The Treasurer must—
- 48.2.1 ensure that the financial records of the Church are kept in accordance with the Act; and

- 48.2.2 coordinate the preparation of the financial statements of the Church and their certification by the Leadership Team prior to their submission to the Annual General Meeting of the Church.
- 48.3 The Treasurer must ensure that at least one other member of the Leadership Team has access to the accounts and financial records of the Church.

PART 7 - PROCEEDINGS OF LEADERSHIP TEAM:

49. Circular resolutions

- 49.1 The Leadership Team may pass a resolution without a Leadership Team Meeting being held in accordance with this clause 49 headed “**Circular resolutions**”.
- 49.2 A resolution is passed by the Leadership Team without a meeting if all the Leadership Team Members entitled to vote on the resolution (excluding any Leadership Team Member that abstains) cast a vote in favour of it by agreeing to it in the manner set out in the following provisions of this clause 49 headed “**Circular resolutions**”.
- 49.3 Each Leadership Team Member may sign:
 - 49.3.1 a single document setting out the resolution and containing a statement that he or she agrees to the resolution; or
 - 49.3.2 separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 49.4 The Church may send a resolution by email to the Leadership Team Members and the Leadership Team Members may agree to the resolution by sending a reply email to that effect.
- 49.5 A resolution without a meeting is passed when the last Leadership Team Member entitled to vote on the resolution votes in favour of it by signing or otherwise agreeing to the resolution in the manner set out in this clause 49 headed “**Circular resolutions**”.
- 49.6 It is not necessary to obtain the vote of a Leadership Team Member on a leave of absence approved by the Leadership Team Members to a resolution in order to pass the resolution under this clause 49 headed “**Circular resolutions**”.

50. Meetings of Leadership Team

- 50.1 The Leadership Team may regulate its meetings and other procedures as it thinks fit, subject to this Constitution.
- 50.2 The Leadership Team must meet at least four times in each financial year.
- 50.3 A Leadership Team meeting may be convened by any Leadership Team Member.

- 50.4 Notice of a Leadership Team Meeting:
- 50.4.1 Must be given to each Leadership Team Member.
 - 50.4.2 Must specify the time and place of the meeting.
 - 50.4.3 Need not state the nature of the business to be transacted at the meeting.
 - 50.4.4 Must be given to each Leadership Team Member a reasonable period before the meeting, having regard to all the relevant circumstances.
 - 50.4.5 May be given in writing or by any other means of communication that has previously been agreed to by all of the Leadership Team Members.
- 50.5 A Leadership Team Member may waive notice of a Leadership Team Meeting by notifying the Church to that effect.

51. Use of technology

- 51.1 The Leadership Team Members may hold their meetings by using any technology that is agreed to by all of the Leadership Team Members. It must enable Leadership Team Members to clearly communicate with each other during their meetings.
- 51.2 This agreement may be a standing resolution until it is amended or revoked.
- 51.3 A Leadership Team Member may only withdraw his or her consent within a reasonable period before the meeting.
- 51.4 A Leadership Team Member may be present at a meeting either in person or through the use of technology if meetings are agreed to be held by use of technology.

52. Quorum

- 52.1 No business may be conducted at a Leadership Team Meeting unless a quorum is present.
- 52.2 The quorum for a Leadership Team Meeting is the presence of two-thirds of the Leadership Team Members holding office.

53. Voting at Leadership Team Meetings

- 53.1 A Leadership Team Meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Leadership Team under this Constitution.
- 53.2 On any motion arising for determination by the Leadership Team, each Leadership Team Member has one vote.

- 53.3 A motion is carried if a majority of Leadership Team Members present and entitled to vote cast a vote in favour of the motion. Such a decision is for all purposes a decision of the Leadership Team.
- 53.4 If votes are divided equally on a question, the Chairperson of the meeting does not have a second or casting vote and the motion is taken as lost.

54. Disclosure of conflicts of interest

- 54.1 A Leadership Team Member that has a perceived or actual material conflict of interest in a matter that is being considered by the Leadership Team must be disclosed:
- 54.1.1 to the other Leadership Team Members; or
 - 54.1.2 if all of the Leadership Team Members have a similar conflict, to the Members at the next General Meeting.
- 54.2 The disclosure of a conflict of interest by a Leadership Team Member must be recorded in the minutes of the meeting.

55. Voting where there is a material personal interest

- 55.1 Each Leadership Team Member who has a perceived or actual material conflict of interest in a matter that is being considered by the Leadership Team must not be present at a Leadership Team Meeting while the matter is being discussed or vote on the matter at a Leadership Team Meeting – except as provided in the following paragraph.
- 55.2 A Leadership Team Member may still be present and vote if the material personal interest:
- 55.2.1 exists only because the Leadership Team Member belongs to a class of persons for whose benefit the Church is established; or
 - 55.2.2 that the Leadership Team Member has in common with all, or a substantial proportion of, the Members.
- 55.3 If there are not enough Leadership Team Members to form a quorum to consider a matter because of this clause 55 headed “**Voting where there is a material personal interest**”, one or more Leadership Team Members (including those who have a material personal interest in the matter) may call a General Meeting, and the General Meeting may pass a resolution to deal with the matter.

56. Contracting with the Church and holding other offices

Subject to this Constitution, a Leadership Team Member may:

- 56.1 Hold any paid office or position in the Church (except auditor) and may be appointed to that office or position on terms (including remuneration and tenure) that the Leadership Team decides.
- 56.2 Hold any office or position, or become interested in, any entity assisted by the Church or in which the Church has an interest of any kind, with the consent of the Leadership Team.
- 56.3 Enter into a contract or arrangement with the Church or related body corporate as vendor, purchaser or in any other capacity.
- 56.4 Participate in any association, institution, fund, trust or scheme for past or present employees or Leadership Team Members of the Church or persons dependent on or connected with them.
- 56.5 Act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Church, except as auditor.
- 56.6 Sign or participate in the execution of a document by or on behalf of the Church in which he or she is interested.
- 56.7 Do any of the above despite the fiduciary relationship of the Leadership Team Member's office:
 - 56.7.1 without liability to account to the Church for any direct or indirect benefit accruing to the Leadership Team Member; and
 - 56.7.2 without affecting the validity of any contract or arrangement.

57. Minutes

- 57.1 The Leadership Team must ensure that minutes are taken and kept of each Leadership Team Meeting, and any resolution passed without a meeting.
- 57.2 The minutes must record the following:
 - 57.2.1 the names of the Leadership Team Members in attendance at the meeting;
 - 57.2.2 the business considered at the meeting;
 - 57.2.3 any resolution on which a vote is taken and the result of the vote; and
 - 57.2.4 any interest disclosed under the clause 54 of this Constitution headed **“Disclosure of conflicts of interest”**.

58. Leave of absence

- 58.1 The Leadership Team may grant a Leadership Team Member leave of absence for a period of no more than four consecutive months.

- 58.2 The Leadership Team must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Leadership Team Member to seek the leave in advance.

PART 8—FINANCIAL MATTERS

59. Management of funds

- 59.1 The Leadership Team may approve expenditure on behalf of the Church.
- 59.2 The Leadership Team may approve authorised persons the expenditure of funds (up to an agreed limit) on behalf of the Church without requiring approval from the Leadership Team for each item on which the funds are expended.

60. Financial records

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

61. Financial statements

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

PART 9—GENERAL MATTERS

62. Notice requirements

- 62.1 Any notice required to be given to a Member or a Leadership Team Member under this Constitution may be given:

- 62.1.1 in person;
 - 62.1.2 by posting it to, or leaving it at the address listed for that person in the Register of Members or an alternative address (if any) nominated by that person for service of notices;
 - 62.1.3 sending it to the email or other electronic address nominated by that person as an alternative address for service of notices (if any); or
 - 62.1.4 if agreed to by the Member or Leadership Team Member concerned, by notifying that person at an email or other electronic address nominated by that person, that the notice is available at a specified place or address (including an electronic address).
- 62.2 Any notice required to be given to the Church or the Leadership Team may be given:
- 62.2.1 by handing the notice to a Leadership Team Member;
 - 62.2.2 by sending the notice by post to the registered address;
 - 62.2.3 by leaving the notice at the registered address; or
 - 62.2.4 sending it to an email address or other electronic address notified by the Church to the Members as the Church's email address or other electronic address.

63. Calculation of period of notice

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

64. Non-receipt of notice

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

65. Member access to documents

- 65.1 Members (other than Leadership Team Members) may not have access to documents of the Church, including minutes of Leadership Team Meetings, unless otherwise permitted by this Constitution, law, or the Leadership Team.
- 65.2 Members must be provided with a copy of any of the following within one month of the Church receiving a request:
 - 65.2.1 The minutes of General Meetings.
 - 65.2.2 The Constitution.
 - 65.2.3 The annual financial reports of the Church.
- 65.3 Members must be able to inspect information in the Register of Members where necessary to enable the convening of a meeting under the clauses of this Constitution headed “**Special Meeting**” at clause 17 and “**Extraordinary General Meeting held at request of Members**” at clause 18, subject to the following:
 - 65.3.1 The information may only be used for the purpose of giving notice of the meeting in accordance with this Constitution and may not be used for any other purpose.
 - 65.3.2 The Leadership Team must, acting in good faith, ensure that the details of any person are redacted where there are special circumstances, such as sensitivity of information or specific privacy concerns. If any person’s details are redacted, the Leadership Team must ensure that person is given notice of the meeting.
 - 65.3.3 Only information that is necessary to enable a meeting to be convened may be inspected; if the Register of Members contains additional information (such as phone numbers) that information may not be inspected.
 - 65.3.4 A Member must not retain information obtained from the Register once it has been used for giving notice.
- 65.4 If a Member requests information or documents regarding the finances of the Church (other than the financial statements), the Leadership must provide this information to the Member to the greatest extent possible that it can without:
 - 65.4.1 Causing harm or unfair prejudice to another person.
 - 65.4.2 Breaching commercial-in-confidence provisions without consent or authorisation by law.
 - 65.4.3 Disclosing personal or sensitive information without consent or authorisation by law.
 - 65.4.4 Breaching the law or acting in a way that the Leadership Team considers is unconscionable or unjust.
- 65.5 The Member must pay any reasonable costs associated with the provision of information to the Member under this clause by the Leadership.

- 65.6 The Baptist Union of Victoria must be provided with a copy of the Register of Members where necessary to enable the convening of a meeting under the clause of this Constitution headed “**Special Meeting**” at clause 17.

66. Cessation of worship or less than 30 members

- 66.1 Union Council may, by resolution passed by two-thirds of the members of the Union Council present and voting at a special meeting of Union Council called for the purpose, exercise any powers exercisable by the members under this Constitution, to the exclusion of any decision of the Church in General Meeting, if:
- 66.1.1 the Church membership have been reduced to 12 or less, or
 - 66.1.2 the Church has ceased to meet for the public worship of God for 6 months or more, or
 - 66.1.3 the Church membership has been reduced to 13 to 29 members, and after exploring all options to reinvigorate the Church that appear to Union Council to be reasonable, Union Council forms the view that the Church is no longer a viable Church.
- 66.2 If the number of members of the Church has reduced to 29 or less, and as a result the Union Council determines that it is necessary or advisable that decisions of the Church be subject to oversight by Union Council, then any resolution of the Church:
- 66.2.1 to issue directions to the Baptist Union of Victoria regarding trust property held by it as trustee for the purposes of the Church; or
 - 66.2.2 regarding the land, buildings or other significant asset of the Church that has the capacity to affect significantly the Church's financial standing; or
 - 66.2.3 to appoint or remove a person from the Leadership Team –
- will not have any effect unless and until approved by the Union Council.

67. Dissolution

- 67.1 The Church may be wound up or dissolved voluntarily by resolution passed at a Special Meeting, or as otherwise provided in this Constitution.
- 67.2 Any assets that remain after the satisfaction of the Church's debts and the satisfaction of any costs, charges or expenses of the Church's winding up or dissolution, must be distributed to the Baptist Union of Victoria, provided that at the time of the distribution the Baptist Union of Victoria is charitable at law, and is not carried on for the profit or gain of the individuals within the Baptist Union of Victoria.
- 67.3 If the Church ceases to be a constituent church of the Baptist Union of Victoria, the Members will be deemed to have resolved to dissolve the Church for the

purposes of any property held by the Baptist Union of Victoria as trustee under the provisions of Schedule B.

68. By-Laws

- 68.1 The Church may adopt new policies or alter existing policies on various matters for the purpose of governing aspects of the Church's life and mission, or for the purpose of expressing a collective opinion about something that is happening in the wider Church or society. The adoption of a policy requires the approval of a majority of the Members who are present and who vote at a General Meeting. Copies of the proposed policy must be made available to Members at least two weeks prior to the meeting.

69. Alteration of Constitution

- 69.1 The Church may only alter this Constitution at a Special Meeting, and subject to the following:
- 69.1.1 An amendment or alteration to this Constitution will not take effect unless and until it has been approved by the Union Council of the Baptist Union of Victoria.
- 69.1.2 The Church must not amend or alter this Constitution in any way that would result in the Church pursuing purposes other than Christian ministry purposes.

70. Financial year

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

71. Definitions

In this Constitution—

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

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

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

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

‘Church’ means the association named in clause 1.

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

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

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

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

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

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

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

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

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

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

‘Member’ means a Member of the Church.

‘Office Holder’ means any of the following:

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

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

‘Principles and Ideals of the Baptist Faith’ means the Principles and Ideals of the Baptist Faith as amended from time to time, as set out in the Constitution of the Baptist Union of Victoria. The Principles and Ideals of the Baptist Faith as at the time of adoption of this Constitution are set out in Schedule 2 to this Constitution.

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

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

‘Serious Misconduct’ means behaviour that:

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

‘Special Meeting’ means a meeting convened and held in accordance with the clause of this Constitution headed “**Special Meeting**”.

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

72. Interpretation

In this Constitution:

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

Schedule 1: The Doctrinal Basis of the Union

1. The Divine inspiration and supreme authority of the Scriptures of the Old and New Testaments.
2. The existence of One God in Three Persons – The Father, the Son, and the Holy Ghost.
3. The Deity and Incarnation of the Lord Jesus Christ, who is the son of God, the second Person in the Holy Trinity.
4. The fallen, sinful, and lost estate of all people.
5. The salvation of people from the penal consequences and the power of sin through the perfect obedience of the Lord Jesus Christ, His atoning death, His resurrection from the Dead, His ascension to the right hand of the Father and His unchanging Priesthood.
6. The immediate work of the Holy Spirit in the regeneration of people, in their sanctification, and in their preservation to the Heavenly Kingdom of the Lord Jesus Christ.
7. The necessity, in order to salvation, of repentance towards God, and of faith in the Lord Jesus Christ.
8. The resurrection of the Dead, the final judgement of all people by the Lord Jesus Christ.
9. The two ordinances of the Lord Jesus Christ, namely, Baptism and the Lord's Supper, which are of perpetual obligation
 - a. Baptism being the immersion of Believers upon the profession of their faith in the Lord Jesus Christ, and a symbol of the fellowship of the regenerate in His Death, burial and resurrection;
 - b. the Lord's Supper being a memorial until He come, of the sacrifice of the body and blood of the Lord Jesus Christ.

Schedule 2: Principles and Ideals of the Baptist Faith

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

1. The Child in the Kingdom.

- 1.1 Baptists believe that infants are God's little ones, whether children of Christian or non-Christian parents, and accept without modification the word of the Lord, "Of such is the Kingdom of Heaven". This Christian view of the child makes the external act of "Infant Baptism" unnecessary.
- 1.2 Baptists approve of the presentation of children to God by parents, if they solemnly undertake to train them in the nurture and admonition of the Lord, in the home and in the church.

2. The Significance of Conversion.

- 2.1 To all who at the stage of personal responsibility, ignore God's law, and wander as prodigals from the Father's Home, Baptists preach the gospel of the Father's love, and the message of the cross, as the Way of Life. Conversion is acceptance of Jesus Christ as Saviour and Lord.
- 2.2 This acceptance of Christ is a personal and deliberate act, involving the assent of the mind, the decision of the will, and the love of the heart.
- 2.3 This avowal of allegiance to Christ implies a constant endeavour to live a life worthy of, and well pleasing to Him in all things.

3. The Church - a Spiritual Society.

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

4. The Lordship of Christ in the Church.

- 4.1 Baptists hold and teach that Jesus Christ alone is the Head of the Church, and that without any human intervention or ritualistic ceremony.
- 4.2 Therefore, He is the sole authority in all matters of faith and conduct, in the life both of the Church and of the individual.
- 4.3 This involves liberty of thought and conscience, and the rights of the Believer and the Church, freed from any ecclesiastical or other external authority, to interpret His mind.

5. The Standard of Belief.

- 5.1 Believing that the voice of the church is subordinate to the voice of Christ, and that the mind of the Master is the Standard of Christian belief, Baptists do not subscribe to any formal church Creed lest it hamper the development of Christian thought.
- 5.2 Further, in their interpretation of the Lord's farewell declaration, "When He, the Spirit of Truth, is come, He will guide you into all Truth", Baptists accept the principle that God has yet "more light and truth to break forth from His Word".
- 5.3 Therefore, Baptists claim the personal privilege, and accept the Christian responsibility of courageously thinking God's thoughts after Him, under the guidance and inspiration of the Spirit of Truth.

6. The Ministry of Leadership Team.

- 6.1 In adopting the Congregational Principles of church government, with no formal creed, with no external authority, and no defined ecclesiastical policy, and each member having equal rights of responsibilities the Baptist church is largely dependent on the reality and vigour of the spiritual life of its individual members.
- 6.2 This spiritual life is generated by the understanding and inspiration of Christ's ideals, and by the creation and maintenance of a spiritual atmosphere, in which all that is unworthy dies, and in which Christian life becomes healthy and aggressive.
- 6.3 The Baptist pastor accepts the office from the Lord of the church, and while they are a "servant of the church" the church is not their master. They are the spiritual leader in the life and ministry of the church.
- 6.4 Associated with the pastor in the spiritual oversight of the church are men and women chosen for their Christian gifts and graces, who are called to be examples to the members of the church, in conduct, zeal, self-denial and generosity.
- 6.5 Church officers are appointed as spiritual leaders to work in sympathetic co-operation with the minister and church members.
- 6.6 The periodic Church Business Meeting is the centre of the church's Christian activities and is the seat of authority in the management of church business.

7. The Christian significance of Baptism.

- 7.1 Christian Baptism, by which is meant the immersion of believers as instituted by our Lord, is a personal, public confession of the believer's identification with Christ, and also a means of grace to the Christian.
- 7.2 Baptism is an outward act, which symbolises, but does not effect regeneration, and salvation is not dependent on it.
- 7.3 Baptism is a glorious privilege and a personal responsibility and is a help to the believer in reminding him of his spiritual union with Christ in His death, burial and resurrection.

8. The Fellowship of the Lord's Supper.

- 8.1 To Baptists the church is not so much an organisation as a fellowship; effective only as there is spiritual association with the Head of the Church.
- 8.2 The Lord's Supper is a service of spiritual fellowship where, through remembrance of His Life and Death believers may experience in supreme degree the reality and influence of His Presence.
- 8.3 It is an opportunity of entering into close fellowship with the Lord in the Holy of Holies, where there is a re-kindling of love and a reconsecration of life to His service.

9. The Church and the Kingdom.

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