

Constitution of Box Hill Baptist Church in Victoria

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A copy of Schedule B of the Baptist Union of Victoria Incorporation Act can be accessed on the BUV website
https://www.buv.com.au/wp-content/uploads/2024/07/A_The-Plain-English-Summary-of-the-Act-and-Schedule-B-as-at-21-October-2022.pdf

PART 1— THE CHURCH:

1. Name

The name of the Church is **BOX HILL BAPTIST CHURCH**

2. Constituent Church

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

3. Basis of Fellowship (Principal Purpose)

- 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 baptized 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 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 This Church accepts its commission to participate in Christ's ministry to all creation, to proclaim and live out the gospel message of reconciliation to God and to one another. All Members have been gifted by the Holy Spirit for their part in this ministry 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 Box Hill Baptist Church is a welcoming, affirming community dedicated to expressing God's love to all, locally and globally.
- 3.6 We acknowledge the Wurundjeri people of the Kulin Nation as the Traditional Owners of the lands in which we meet. We commit ourselves in prayer and practice to seek reconciliation, unity and equity.

- 3.7 We recognise and celebrate the diversity of genders and sexualities that are expressed in God's creation.
- 3.8 Our Covenant is our promise to one another to live together in community as followers of Jesus. (**Schedule 3**)

4. Terminology

In this Constitution, words and phrases have the meaning set out in the clauses of this Constitution headed “**Definitions**” (Clause 69) and “**Interpretation**” (Clause 70).

PART 2—NOT FOR PROFIT:

5. Not for profit

- 5.1 The Church's income and assets must be applied solely towards the Principal Purpose.
- 5.2 No part of the income or assets may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member.
- 5.3 Clause 5.2 does not prohibit the Church from doing the following things, provided they are done in good faith:
 - 5.3.1 Paying a Member for goods or services the Member has provided or premises the Member has let or expenses the Member has properly incurred at fair and reasonable rates or rates more favourable to the Church.
 - 5.3.2 Making a payment to a Member in carrying out the Principal Purpose.
 - 5.3.3 Paying premiums for insurance indemnifying Office Holders, as allowed for by law.
- 5.4 The Church may only issue directions to the Baptist Union of Victoria regarding trust property held by it as 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 person is eligible to apply to be a Member if the person:
 - 6.1.1 is personally committed to Jesus Christ as Lord and Saviour and to the mission of the Church; and
 - 6.1.2 holds as their general tenets the doctrines set out in the Doctrinal Basis of the Union;
 - 6.1.3 has been baptised as a testimony of their own faith in and commitment to Jesus Christ as Lord and Saviour within the meaning of the clause of this Constitution headed “**Baptism**.” (Clause 7)

6.1.4 A person is also accepted as eligible for Membership if the person:

- 6.1.4.1 has been baptised according to the rites of another Christian church and has expressed a public profession of their faith in and commitment to Jesus Christ as Lord and Saviour, as confirmation of their baptism,
- 6.1.4.2 is from a Christian tradition that does not practice baptism in any shape or form, but is a person whom the Diaconate has determined ought to be admitted as a Member on the basis that:
 - 6.1.4.2.1 The person has made a public profession of their faith in and commitment to Jesus Christ as Lord and Saviour; and
 - 6.1.4.2.2 the person's beliefs are in alignment with the Basis of Fellowship

6.1.5 has undertaken any form of Membership preparation required by the Diaconate (who may or may not require such preparation, in their sole discretion); and

6.1.6 has been regularly participating in worship at the Church for at least 6 months or is transferring Membership from another Baptist church.

6.1.7 Is able to affirm the Church Covenant

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.

- 7.1.1 If full immersion is not possible due to infirmity or disability then the pouring of water is an acceptable substitute

7.2 Baptism is considered a rite of initiation into the community of believers, and therefore any person seeking baptism will ordinarily also be an applicant for Church Membership

8. Application for Membership

8.1 To apply to become a Member, a person must speak to a pastor or the Chair indicating that

- 8.1.1 the applicant wants to become a Member of the Church; and
- 8.1.2 the applicant supports the Principal Purpose (Basis of Fellowship); and
- 8.1.3 the applicant agrees to comply with this Constitution.

8.2 A person who is an applicant for both baptism and Church Membership is required to undertake instruction which will normally be conducted by a pastor. The pastor

should advise the Diaconate of the person's readiness to proceed with the application process.

- 8.3 A person who is an applicant for Church Membership by transfer is required to provide the name of the Baptist Church where they are a member. The Membership Secretary or Administrator will request a transfer in writing from that Church.
- 8.4 The Diaconate will appoint two long-standing Members to meet with the applicant and prepare a recommendation for the Diaconate. If the applicant is undertaking baptism and Church Membership instruction, the meeting will take place at the conclusion of the instruction.

9. Consideration of application

- 9.1 As soon as practicable after an application for Membership is received, and other requirements of this constitution have been satisfied, the Diaconate must decide whether to recommend Membership to the next General Meeting.
- 9.2 The Diaconate must notify the applicant of their decision as soon as practicable after the decision is made.
- 9.3 No reason need be given to the applicant for not recommending the person for Membership.

10. New Membership

- 10.1 If an application for Membership is accepted by the Diaconate:
 - 10.1.1 the resolution to accept the Member must be recorded in the minutes of the Diaconate;
 - 10.1.2 At the earliest opportunity, the recommendation shall be put to a General Meeting of Members for decision.
 - 10.1.3 A person becomes a Member on being accepted by the two-thirds of a General Meeting.
 - 10.1.3.1 A person applying for baptism and Church Membership is accepted subject to their baptism taking place
 - 10.1.4 the Membership Secretary or Administrator must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the Register of Members.
- 10.2 A person becomes a Member of the Church and is entitled to exercise their rights of Membership
 - 10.2.1 from the date the General Meeting accepts the person's Membership or
 - 10.2.2 On the date of the person's baptism if their acceptance into Membership was subject to baptism.
- 10.3 A person who is accepted for Membership subject to baptism shall be welcomed into Membership at their baptismal service.

- 10.4 All other persons shall be extended a welcome into Membership at a communion service at the earliest opportunity following the General Meeting.
- 10.5 In order to receive notification of Meetings and other Membership matters, new members are required to submit to the Membership Secretary or Administrator their contact details for the Register of Members as outlined in 13.1.1

11. General rights of Members

- 11.1 A Member is entitled:
 - 11.1.1 to receive notice of Meetings of Members and proposed resolutions in the manner and time prescribed by this Constitution;
 - 11.1.2 to submit items of business for consideration at a Meeting;
 - 11.1.3 to attend and be heard at Meetings;
 - 11.1.4 to vote at a Meeting, except as otherwise provided in this Constitution;
 - 11.1.5 to have access to the minutes of Meetings of Members, and
 - 11.1.6 to have access to other documents of the Church to the extent provided under the clause of this Constitution headed **“Member access to documents”** (Clause 61)

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 Diaconate
 - 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 Diaconate 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 Diaconate.
- 12.3 If a person ceases to be a Member, the Membership Secretary, or Secretary or Administrator 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 Membership Secretary or Secretary and/or Administrator 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 postal address for notices last given by the Member;
- 13.1.1.3 any alternative postal address nominated by the Member for the service of notices;
- 13.1.1.4 where provided, the email address for notice last given by the Member;
- 13.1.1.5 where provided, any alternative email address nominated by the Member for the service of notices; and
- 13.1.1.6 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.

13.3 The Diaconate will review the Register of Members annually to ensure that it is an accurate record of current Membership of the church.

PART 4 —PROCEEDINGS OF MEETINGS OF MEMBERS:

14. Use of technology and proxies

- 14.1 The Church may hold a Meeting of Members 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 such technology is taken to be present in person at the meeting.
- 14.2 Absentee voting is allowed for the election of Deacons which is ordinarily conducted at the Annual General Meeting but may occur at a General Meeting should a casual vacancy arise. Proxy voting is not permitted.
- 14.3 A Member wishing to cast an absentee vote must advise the Church Office and request a voting paper. The completed paper must be in the hands of the Chair of the meeting before or at the commencement of the meeting.
- 14.4 A form sent by post or electronically is of no effect unless it is received by the Church no later than 24 hours before the commencement of the meeting.

15. Annual General Meetings

- 15.1 The Diaconate 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 Diaconate 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 General Meeting held since then for which the minutes have not yet been confirmed
- 15.3.2 the receipt and consideration of:
 - 15.3.2.1 the annual report on the activities of the Church during the preceding financial year; and
 - 15.3.2.2 the reviewed financial statements of the Church for the preceding financial year.
- 15.3.3 the election of Deacons (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. General Meetings

- 16.1 A meeting of the Members of the Church is considered a General Meeting other than an '**Annual General Meeting**', (Clause 15), a '**Special Meeting**', (Clause 17) and an '**Extraordinary Meeting called by Members**.' (Clause 18)
- 16.2 The Diaconate may convene a General Meeting whenever it thinks fit.
- 16.3 The Diaconate must convene at least one General Meeting each financial year for the Members to consider and approve or reject the budget for the new financial year.
- 16.4 General Meetings will ordinarily be held at three-month intervals after the Annual General Meeting.

17. Special Meeting

- 17.1 A Special Meeting may be convened by:
 - 17.1.1 The Diaconate.
 - 17.1.2 A Pastor, if there is no Diaconate.
 - 17.1.3 The Baptist Union of Victoria, if the Diaconate or Pastor/s do not convene the meeting after receiving a written request to do so from the Baptist Union of Victoria.
- 17.2 The following must be approved by Members at a Special Meeting to be effective:
 - 17.2.1 Any directions to the Baptist Union of Victoria as regarding trust property held by it as trustee for the purposes of the Church under Schedule B.
 - 17.2.2 The appointment of a Senior/Lead/Sole Pastor.

18. Extraordinary Meeting held at request of Members

- 18.1 The Diaconate must convene an Extraordinary Meeting if a request to do so is made by at least one sixth of the total number of Members.
- 18.2 A request for an Extraordinary Meeting must:
 - 18.2.1 be in writing; and
 - 18.2.2 indicate the general nature of each item of business to be considered at the meeting; and
 - 18.2.3 if a resolution will be proposed to amend this Constitution, state in full the proposed resolution and changes; and
 - 18.2.4 include the names and signatures of the Members requesting the meeting; and
 - 18.2.5 be given to the Chair
- 18.3 If the Diaconate does not convene an Extraordinary Meeting within a month of the request being made, the Members making the request (or any of them) may convene the Extraordinary Meeting.
- 18.4 If there is no Diaconate, then the Pastor/s must perform the duties of the Diaconate in this clause.

19. Notice of Meetings

- 19.1 Notice of Annual General Meetings, General Meetings, Special Meetings and Extraordinary Meetings held at the request of Members must be given to each Member, and must be provided in writing at least 14 days before the meeting. Notice of a Meeting is considered to have been given to a Member if sent by email or post to the last provided address. Email communication includes notification placed in 'The Record.'
- 19.2 Notice of a Meeting must:
 - 19.2.1 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
 - 19.2.2 set out the general nature of each item of business to be considered at the meeting; and
 - 19.2.3 if a resolution will be proposed to amend this Constitution, state in full the proposed resolution and changes; and
 - 19.2.4 if the election of Deacons is to be conducted state that Members may cast an absentee vote and
 - 19.2.4.1 advise the Member how to cast an absentee vote under the clause of this Constitution headed "**Use of technology and proxies.**" (Clause 14)
- 19.3 In addition to the above-listed requirements, notice of a Special Meeting must be given by:

- 19.3.1 Informing the Members during the usual time of giving notices in each church service on the two Sundays that precede the meeting; and
- 19.3.2 Posting a notice in the Church newsletter.

20. Changes to Meeting arrangements

- 20.1 The Diaconate may change the venue for, postpone or cancel a Meeting, subject to the provisions of this clause headed "**Changes to Meeting arrangements**". (Clause 20)
- 20.2 If a Meeting was called by persons other than the Diaconate, 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 Meeting is changed, or if the Meeting is cancelled or postponed under this clause:
 - 20.3.1 Notice of the change, cancellation or postponement must be given to everyone entitled to receive notices of a Meeting under this Constitution.
 - 20.3.2 A notice of postponement must specify the date, time and place to which the Meeting has been postponed.
 - 20.3.3 A notice of postponement must be communicated 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 Meetings**" (Clause 19) does not apply to notice given under this clause headed "**Changes to Meeting arrangements**" (Clause 20) except in the case of Special Meetings.
- 20.4 The only business that may be transacted at a Meeting which is postponed is the business specified in the notice convening the meeting at the first instance.

21. Role of the Chairperson

- 21.1 The Chairperson is responsible for the conduct of a Meeting of Members, 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. Quorum at Meetings

- 22.1 Unless a quorum of Members is present at the time the Meeting proceeds to business, no business may be conducted at the Meeting other than the election of a Chairperson or adjournment of a Meeting.
- 22.2 The quorum for a Meeting is:
 - 22.2.1 in the case of a Special Meeting - the presence of the nearest whole number that is above forty percent of the total number of Members or 90 Members, whichever is lesser; and

- 22.2.2 in other cases – the presence of the nearest whole number that is above thirty percent of the total number of Members.
- 22.3 If a quorum is not present at any time after the notified commencement time of a Meeting—
 - 22.3.1 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
 - 22.3.2 in other case:
 - 22.3.2.1 if a meeting is convened by, or at the request of, Members—the meeting must be dissolved;
 - 22.3.2.2 if the meeting is convened for the purpose of changing the Constitution or the appointment of a Pastor other than a Senior/Lead/Solo Pastor, it must be adjourned. If a quorum is not present within 30 minutes after the time to which the Meeting has been adjourned, the meeting must be dissolved.
 - 22.3.2.3 the 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 the Meeting has been adjourned, the Members present at the meeting (if not fewer than 12) may proceed with the business of the meeting as if a quorum were present.

23. Adjournment of Meeting

- 23.1 The Chairperson of a 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.
- 23.2 Only unfinished business may be dealt with at a Meeting resumed after an adjournment.
- 23.3 Notice of the adjournment of a meeting under this clause or the clause of this Constitution headed “**Quorum at Meetings**” (Clause 22) 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 Meetings**”. (Clause 19)

24. How many votes a Member has

- 24.1 Each Member entitled to vote has one vote, except as follows:
 - 24.1.1 At a Special Meeting, a Member under the age of 18 years does not have a vote.
 - 24.1.2 At a Special Meeting, a Member cannot vote unless:
 - 24.1.2.1 the Member has been a Member for at least 6 months; and
 - 24.1.2.2 the Member has been present for communion at least twice in the previous 6 months. Communion may also be attended online or served in the home by a Pastor or a Member of the

Church nominated by the Diaconate if a Pastor is not available.

25. How voting is carried out

- 25.1 Voting may be conducted and decided by:
 - 25.1.1 a show of hands;
 - 25.1.2 a vote in writing; or
 - 25.1.3 another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 25.2 Motions being put at a Meeting will be decided by a majority of votes cast, except in the following cases:
 - 25.2.1 A two-thirds majority of the votes cast at a Special Meeting is required to pass a motion at Special Meeting.
 - 25.2.2 Any other case provided in this Constitution.
- 25.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 25.4 The Chairperson must declare the result of a vote, and the declaration must be recorded in the minutes of the meeting. The Chairperson and the meeting minutes do not need to state the number or proportion of the votes cast in favour or against on a show of hands.

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

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

27. Delegates

- 27.1 The Church may by resolution passed at a Meeting appoint Delegates and reserve Delegates to act on its behalf at Baptist Union of Victoria Assembly Gatherings.
- 27.2 If the Church does not by resolution passed at a Meeting appoint Delegates to any Baptist Union of Victoria Assembly Gathering, the Diaconate may determine the Delegates for that meeting.

28. Minutes of Meetings

- 28.1 The Diaconate must ensure that minutes are taken and kept of each 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.
- 28.2 In addition, the minutes of each Annual General Meeting must include:
 - 28.2.1 the names of the Members attending the meeting; and
 - 28.2.2 the financial statements submitted to the Members; and
 - 28.2.3 any audited accounts and auditor's report or report of a review accompanying the financial statements.
- 28.3 The minutes of a Special Meeting must be signed by the Chairperson of that meeting, or by the Chairperson of the next meeting. In the case of any Special Meeting where there was no quorum present at the time the meeting proceeded to business, the minutes must not be signed by the Chairperson unless the minutes record that fact.

PART 5 —LEADERSHIP

29. Powers

- 29.1 The Diaconate is responsible for the management of the business of the Church and may exercise all the powers of the Church, subject to this Constitution.
- 29.2 The Church is governed according to congregational principles. That is, under the guidance of God and Scripture, the Members of the Church for the time being have final authority in all matters.

30. Specific powers

- 30.1 The Church delegates to the Diaconate the following powers subject to any express direction or limitation to the contrary:
 - 30.1.1 appoint a person (by name or by reference to position or office held) to be an attorney for the Church on the terms the Diaconate decides;
 - 30.1.2 confer on such attorney any powers and discretions vested in or exercisable by the Diaconate on the terms the Diaconate decides;
 - 30.1.3 include in such an appointment any provisions for the protection and convenience of persons dealing with the attorney that the Diaconate decides;
 - 30.1.4 remove an attorney, subject to any contract between the Church and the attorney.

31. General Duties

- 31.1 Deacons and other Office Holders, must comply with any duties imposed on them by law, which may include duties under the ACNC Act.¹
- 31.2 The duties of Deacons and other Office Holders include, but are not limited to, the following:
 - 31.2.1 As soon as practicable after being elected or appointed, each Deacon and Office Holder should become familiar with this Constitution.
 - 31.2.2 Deacons and other Office Holders must exercise their powers and discharge their duties with reasonable care and diligence.
 - 31.2.3 Deacons and other Office Holders must exercise their powers and discharge their duties:
 - 31.2.3.1 in good faith in the best interests of the Church; and
 - 31.2.3.2 for a proper purpose.
 - 31.2.4 Deacons, other Office Holders and former Deacons and former other Office Holders must not make improper use of:
 - 31.2.4.1 their position; or
 - 31.2.4.2 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 or any other person.
- 31.3 Deacons and other Office Holders may rely on any protections available at law or under the ACNC Act in respect of their duties.

32. Delegation

- 32.1 The Diaconate may delegate any of its powers and functions to a subcommittee or working group, a Deacon, an employee of the Church or any other person/s, as it considers appropriate.²
- 32.2 The delegation must be recorded in the Diaconate minutes and provided in writing to the delegated body or person and will be subject to the conditions and limitations the Diaconate considers appropriate.
- 32.3 The Diaconate may, in writing, revoke a delegation wholly or in part.
- 32.4 The Diaconate may establish subcommittees or working groups consisting of such persons with such terms of reference it considers appropriate.

¹ For an explanation of duties under the ACNC Act, go to www.acnc.gov.au or contact the ACNC.

² Diaconate Members should be aware that they are likely to remain legally responsible for any delegated powers. The law imposes duties on Diaconate Members that they cannot avoid by delegation.

33. Defects in appointment or disqualification

- 33.1 Each resolution or thing done by, or with the participation of, a person acting as a Deacon or Member of a subcommittee or working group is valid even if it is later discovered that:
 - 33.1.1 there was a defect in the appointment of the person; or
 - 33.1.2 the person was disqualified from continuing in office, voting on the resolution or doing the thing.

34. Indemnity

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

PART 6 — COMPOSITION AND APPOINTMENT OF THE LEADERSHIP

35. The Pastor/s

To hold a position of Pastor, a person must:

- 35.1 be a person that the Church believes has been called and gifted by the Lord to fulfil a ministry of pastoral leadership within the Church; and
- 35.2 hold, preach, teach and maintain the doctrines and practices set out in the Doctrinal Basis; and
- 35.3 be personally committed to Jesus Christ as Lord and Saviour and to the mission of the Church; and
- 35.4 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 **“Membership”**, (Part 3) or is otherwise accepted as eligible for Membership in accordance with that clause; and
 - 35.4.1 in the case of Senior/Lead/Sole Pastor, be appointed at a Special Meeting with the approval of 75% of the Members present and eligible to vote.
 - 35.4.2 In the case of other Pastors, be appointed at a General Meeting with the approval of two thirds of the Members present and eligible to vote.

36. Composition of Diaconate

The administrative functions of the Church may be performed by a Member acting in a voluntary capacity or may be a person employed for the role(s). It is desirable that a person employed by the Church becomes a Member, but it is not mandatory.

36.1 The Diaconate consists of:

- 36.1.1 Office Holders, comprised of:
 - 36.1.1.1 a Chair;
 - 36.1.1.2 if to be appointed from the membership of the Diaconate, a Secretary and/or Administrator;
 - 36.1.1.3 if to be appointed from the membership of the Diaconate, a Treasurer and/or Financial Administrator.
- 36.1.2 at least four Ordinary Members. The Diaconate shall not exceed twelve members.
- 36.1.3 the Senior/Lead Pastor
- 36.1.4 At the discretion of the Diaconate and as stated in their position description, any other persons holding a pastoral appointment.
- 36.1.5 At the discretion of the Diaconate, any person holding a position such as Administrator or Treasurer who is not an elected Deacon or Member of the Church may attend by invitation. A person who is not an elected Deacon or Member of the Church may not cast a vote in any Diaconate decisions.
- 36.1.6 If there is no person employed to fulfil the functions of a Secretary or Treasurer, the Diaconate shall appoint a person from among their number to the role(s) at the first Diaconate meeting following the Annual General Meeting.

37. Who is eligible to be a Deacon

37.1 A person is eligible to be elected or appointed as a Deacon if he, she or they/them:

- 37.1.1 is personally committed to Jesus Christ as Lord and Saviour and to the mission of the Church; and
- 37.1.2 holds as their general tenets the doctrines set out in the Doctrinal Basis of the Union; and
- 37.1.3 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 “**Membership**” (Part 3), or is otherwise eligible for Membership in accordance with this constitution and
 - 37.1.4 is a Member entitled to vote at a Special Meeting;
 - 37.1.5 is not disqualified from being a Deacon by the ACNC Act; and
 - 37.1.6 has been nominated.

37.2 For the avoidance of doubt, this clause headed “**Who is eligible to be a Deacon**” (Clause 37) does not apply to Pastors.

38. Appointment of Deacons and Chair

- 38.1 The election of Deacons will ordinarily occur at the Annual General Meeting, however vacancies may be filled at any General Meeting.
- 38.2 At least two weeks prior to the Meeting, the Secretary or Administrator shall call for nominations.
- 38.3 Nominations must be submitted in writing to the Secretary or Administrator
- 38.4 Each nominee must agree to their name being submitted, and the nomination must be seconded.
- 38.5 The Secretary or Administrator must communicate the names of the nominees to Church Members at least five business days prior to the Meeting at which the election is to be held, and advise Members of the procedure for absentee voting, in accordance with the clauses **Use of technology, absentee voting, and proxies**. (Clause 14)
- 38.6 At the Meeting, an alternative Chairperson must be appointed to conduct the election if the Chair is also nominated as a Deacon.
- 38.7 An election may then be held to fill any vacancies.
- 38.8 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.
- 38.9 The ballot must be a secret ballot.
- 38.10 To be elected, a nominee must receive a two-thirds majority vote.
- 38.11 At the first Diaconate meeting after the Annual General Meeting the Diaconate must appoint a Chair. In the event of a Chair resigning before the next Annual General Meeting, the Diaconate must appoint a new Chair from within its number.

39. Term of office

- 39.1 The term of office of a Deacon appointed by the Members is three years.
- 39.2 A Deacon elected to fill a vacancy created by the resignation of another Deacon will ordinarily serve the remainder of that Deacon's term.
- 39.3 The term of office of a Deacon appointed by the Members:
 - 39.3.1 commences at the conclusion of the Meeting in which the Deacon is appointed; and
 - 39.3.2 expires at the conclusion of the third Annual General Meeting following the appointment of the Deacon, subject to the clause of this Constitution

headed “**Removal of a Pastor or Deacon by Members**” (Clause 40) except when elected under 39.2

39.4 A person may be re-elected or re-appointed as a Deacon at the expiry of their term of office (or any time after), subject to the following: a Deacon who has held office for a continuous period of nine years or more may only be re-elected or re-appointed by a resolution of Members that the person can stand again, passed with a three-quarters majority of the votes cast.

40. Removal of a Pastor or Deacon by Members

‘Pastor’ in this clause includes Senior/Lead/Sole Pastor and any other person appointed to the position of Pastor

40.1 A Special Meeting of the Church may:

- 40.1.1 remove a Deacon or Pastor from office; and
- 40.1.2 appoint a person to fill the vacant position in accordance with this Constitution.

40.2 A Deacon 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 of the Church.

40.3 The Deacon or Pastor may give a copy of the representations to each Member of the Church or, if they are not so given, the Deacon or Pastor may request that they be read out at the meeting at which the resolution to remove the Deacon or Pastor is to be proposed.

40.4 The Diaconate may, in its sole discretion, refuse the request to read out or distribute the representations if the Diaconate considers that it is inappropriate having regard to the sensitivity of any of the issues being considered at the meeting.

40.5 A resolution to remove or dismiss a person as Senior/Lead/Sole Pastor may not be acted on until consultation has been had with the Director of Ministries of the Baptist Union of Victoria.

41. Vacation of office

41.1 A person ceases to be a Deacon or Senior/Lead/Sole Pastor if he, she or they/them—

- 41.1.1 resigns by written notice addressed to the Diaconate;
- 41.1.2 dies;
- 41.1.3 becomes insolvent under administration;
- 41.1.4 becomes a represented person within the meaning of the *Guardianship and Administration Act 2019*;
- 41.1.5 ceases to be a Member of the Church, except in the case of a Senior/Lead/Sole Pastor;

- 41.1.6 is removed at a Special Meeting under the clause of this Constitution headed '**Removal of a Pastor or Deacon by Members**'; (Clause 40)
- 41.1.7 becomes ineligible to be a Deacon or Pastor under the ACNC Act; or
- 41.1.8 fails to attend three consecutive Diaconate Meetings (other than special or urgent Diaconate Meetings) without leave of absence under the clause of this Constitution headed "**Leave of absence**". (Clause 54)

41.2 In addition to the circumstances listed above, a person may be dismissed or removed as Senior/Lead/Sole Pastor by the Diaconate, without the approval of the Members at a Special Meeting, if the Diaconate is of the opinion that the Senior/Lead/Sole Pastor has committed Serious Misconduct, provided that both:

- 41.2.1 the Relevant Law is complied with; and
- 41.2.2 the Baptist Union of Victoria provides approval in its discretion, in lieu of approval by the Members at a Special Meeting. For the avoidance of doubt, the giving of approval by the Baptist Union of Victoria under this clause 41.2 does not prejudice the Baptist Union of Victoria in relation to the exercise of any powers or duties it has as trustee.

42. Filling casual vacancies

- 42.1 The Diaconate may appoint a person to fill a position on the Diaconate that:
 - 42.1.1 has become vacant; or
 - 42.1.2 was not filled by election at the last Annual General Meeting – subject to the following:
 - 42.1.3 the Diaconate may not appoint more than one-quarter of the total currently serving Diaconate Members under this clause; and
 - 42.1.4 the person will be nominated for election as a Deacon at the next available opportunity under the clause of this Constitution headed '**Appointment of Deacons and Chair**'. (Clause 38)
- 42.2 The Diaconate may continue to act despite any vacancy in its Membership.

43. Chairperson

- 43.1 The Chair is entitled to be the Chairperson for any General Meeting and for any Diaconate Meeting - subject to the remaining provisions of this clause headed '**Chairperson**'. (Clause 43)
- 43.2 If the Chair is absent, or is unwilling to preside, the Chairperson of the meeting must be:
 - 43.2.1 a Member elected by the Diaconate Members present; or
 - 43.2.2 in the case of a General Meeting where there is no Diaconate Member present who is willing and able to preside - a Member elected by the other Members present.

43.3 In the case of a Special Meeting or Extraordinary Meeting called at the request of Members, the first order of business of the meeting must be to elect a Chairperson for that meeting.

44. Secretary and/or Administrator

44.1 The Secretary and or Administrator must:

- 44.1.1 maintain the Register of Members if there is not a designated Membership Secretary; and
- 44.1.2 make arrangements for the safe keeping of the documents of the Church; and
- 44.1.3 make arrangements for the Members and Diaconate Members to have access to documents of the Church where required by this Constitution; and
- 44.1.4 perform any other duty or function imposed on the Secretary/Administrator by this Constitution.

PART 7 - PROCEEDINGS OF DIACONATE:

45. Circular resolutions

45.1 The Diaconate may pass a resolution without a Diaconate Meeting being held in accordance with this clause headed **“Circular resolutions”**. (Clause 45)

45.2 A resolution is passed by the Diaconate without a meeting if all the Diaconate Members entitled to vote on the resolution (excluding any Member that abstains) cast a vote in favour of it by agreeing to it in the manner set out in the following provisions of this clause headed **“Circular resolutions,”** (Clause 45) by the agreed deadline.

45.3 Each Diaconate Member may sign:

- 45.3.1 a single document setting out the resolution and containing a statement that the undersigned agree to the resolution; or
- 45.3.2 separate copies of that document, as long as the wording of the resolution is the same in each copy.

45.4 The Chair or Secretary/Administrator may send a resolution by email to Diaconate Members and each Diaconate Member may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

45.5 A circular resolution is not invalidated by the inability to obtain a vote to a resolution in order to pass the resolution under this clause headed **“Circular resolutions”** (Clause 45) if a Diaconate Member is on a leave of absence approved by the Diaconate.

46. Meetings of Diaconate

- 46.1 The Diaconate may regulate its meetings and other procedures as it thinks fit, subject to this Constitution.
- 46.2 The Diaconate must meet at least four times in each financial year.
- 46.3 A Diaconate meeting may be convened by any Diaconate Member in consultation with the Chair.
- 46.4 Notice of a Diaconate Meeting:
 - 46.4.1 Must be given to each Diaconate Member.
 - 46.4.2 Must specify the time and place of the meeting.
 - 46.4.3 Except in exceptional circumstances, must state the nature of the business to be transacted at the meeting.
 - 46.4.4 Must be given to each Diaconate Member a reasonable period before the meeting, having regard to all the relevant circumstances.
 - 46.4.5 May be given in writing or by any other means of communication that has previously been agreed to by all of the Diaconate.

47. Use of technology

- 47.1 The Diaconate may hold their meetings using any technology that is agreed to by all Diaconate Members. It must enable Diaconate Members to clearly and simultaneously communicate with each other participating Member.
- 47.2 The agreement to the technology which will be used may be a standing one.
- 47.3 A Diaconate Member may only withdraw their consent to the use of the technology within a reasonable period before the meeting.
- 47.4 A Diaconate Member present through the use of technology is deemed to be present in person at the meeting.

48. Quorum

- 48.1 No business may be conducted at a Diaconate Meeting unless a quorum is present.
- 48.2 The quorum for a Diaconate Meeting is the presence of a majority of the Diaconate Members holding office.

49. Voting at Diaconate Meetings

- 49.1 A Diaconate Meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Diaconate under this Constitution.

- 49.2 On any question arising for determination by the Diaconate, each Diaconate Member has one vote.
- 49.3 A motion is carried if a majority of Diaconate 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 Diaconate.
- 49.4 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.

50. Disclosure of conflicts of interest

- 50.1 A Diaconate Member that has a perceived or actual material conflict of interest in a matter that is being considered by the Diaconate must be disclosed:
 - 50.1.1 to the other Diaconate Members; or
 - 50.1.2 if all of the Diaconate Members have a similar conflict, to the Members at the next General Meeting.
- 50.2 The disclosure of a conflict of interest by a Diaconate Member must be recorded in the minutes of the meeting.

51. Voting where there is a material personal interest

- 51.1 Each Diaconate Member who has a material personal interest in a matter that is being considered by the Diaconate must not be present at a Diaconate Meeting while the matter is being discussed, or vote on the matter at a Diaconate Meeting – except as provided in the following paragraph.
- 51.2 A Diaconate Member may still be present and vote if the material personal interest:
 - 51.2.1 exists only because the Member belongs to a class of persons for whose benefit the Church is established; or
 - 51.2.2 that the Member has is in common with all, or a substantial proportion of, the Members.
- 51.3 If there are not enough Diaconate Members to form a quorum to consider a matter because of this clause headed **“Voting where there is a material personal interest”**, (Clause 51) one or more Diaconate 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.

52. Contracting with the Church and holding other offices

Subject to this Constitution, a Diaconate Member may:

- 52.1 Hold any paid office or place of profit in the Church (except auditor) and may be appointed to that office or position on terms (including remuneration and tenure) that the Diaconate decides.

- 52.2 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 Diaconate.
- 52.3 Enter into a contract or arrangement with the Church or related body corporate as vendor, purchaser or in any other capacity.
- 52.4 Participate in any association, institution, fund, trust or scheme for past or present employees or Diaconate Members of the Church or persons dependent on or connected with them.
- 52.5 Act in a professional capacity (or be a Member of a firm which acts in a professional capacity) for the Church, except as auditor.
- 52.6 Sign or participate in the execution of a document by or on behalf of the Church in which he, she or they/them is interested.
- 52.7 Do any of the above despite the fiduciary relationship of the Diaconate Member's office:
 - 52.7.1 without liability to account to the Church for any direct or indirect benefit accruing to the Diaconate Member; and
 - 52.7.2 without affecting the validity of any contract or arrangement.

53. Minutes

- 53.1 The Diaconate must ensure that minutes are taken and kept of each Diaconate Meeting, and any resolution passed without a meeting.
- 53.2 The minutes must record the following:
 - 53.2.1 the names of the Members in attendance at the meeting;
 - 53.2.2 the business considered at the meeting;
 - 53.2.3 any resolution on which a vote is taken and the result of the vote; and
 - 53.2.4 any interest disclosed under the clause of this Constitution headed "**Disclosure of conflicts of interest**". (Clause 50)

54. Leave of absence

- 54.1 The Diaconate may grant a Diaconate Member leave of absence for a period of no more than four months unless the Member is taking long service leave.
- 54.2 The Diaconate must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Diaconate Member to seek the leave in advance.

PART 8—FINANCIAL MATTERS

55. Management of funds

- 55.1 The Diaconate may approve expenditure on behalf of the Church provided that it is no greater than 10% of the amount budgeted, except it may approve expenditure when the total amount on unrelated items does not exceed \$1000 whether budgeted or not.
- 55.2 The Diaconate may authorise the expenditure of funds on behalf of the Church without requiring approval from the Diaconate for each item on which the funds are expended.

56. Financial records

- 56.1 The Church must keep financial records that:
 - 56.1.1 correctly record and explain its transactions, financial position and performance; and
 - 56.1.2 enable financial statements to be prepared as required by the ACNC Act.
- 56.2 The Church must retain the financial records for seven years after the transactions covered by the records are completed.
- 56.3 A Diaconate Member has a right of access to the financial records of the Church at all reasonable times.

57. Financial statements

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

PART 9—GENERAL MATTERS

58. Notice requirements

- 58.1 Any notice required to be given to a Member or the Diaconate under this Constitution may be given:
 - 58.1.1 in person;
 - 58.1.2 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;

- 58.1.3 sending it to the email or other electronic address nominated by that person as an alternative address for service of notices (if any); or
- 58.1.4 if agreed to by the Member or Diaconate 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 easily accessible place or address (including an electronic address).

58.2 Any notice required to be given to the Church or the Diaconate may be given:

- 58.2.1 by handing the notice to a Diaconate Member;
- 58.2.2 by sending the notice by post to the registered address of the Church;
- 58.2.3 by leaving the notice at the registered address of the Church; or
- 58.2.4 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.

59. Date of notice

59.1 A notice:

- 59.1.1 delivered in person, or left at a recipient's address after reasonable efforts have been made to determine if the person is absent, is taken to be given on the day it is delivered;
- 59.1.2 sent by post, is taken to be given on the fifth day after it is posted with the correct payment of postage costs;
- 59.1.3 sent by email or other electronic method, is taken to be given on the day it is sent provided it is sent by 5pm; and
- 59.1.4 given under clause 58.1.4 is taken to be given by 5pm on the day the notification that the notice is available is sent.

59.2 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 advised in the notice are to be disregarded.

60. Non-receipt of notice

- 60.1 The non-receipt of notice of a Meeting of Members or Diaconate Meeting does not invalidate anything done or any resolution passed at the meeting if the non-receipt of notice occurred by accident, an inadvertent error, or inattention to detail.
- 60.2 A person who attends a meeting waives any objection that person may have to non-receipt of notice of the meeting.

61. Member access to documents

61.1 Members must be provided with a copy of any of the following within one month of the Church Office receiving a request:

- 61.1.1 The minutes of General Meetings, Annual General Meetings, Special Meetings and Extraordinary Meetings called at the request of Members

- 61.1.2 The current Constitution and any previous Constitutions of the Church
- 61.1.3 The annual financial reports of the Church, and financial reports presented at General Meetings.
- 61.2 Members (other than Diaconate Members) may be permitted access to other documents of the Church unless otherwise prohibited by this Constitution, law, or the Diaconate. A request must be made in writing to the Diaconate specifying the documents required, and the purpose for which they are being requested.
- 61.3 Members (other than Diaconate Members) may not have access to minutes of Diaconate Meetings (or its predecessors - Church Council, Elders, or Ministry Reference Group), unless otherwise permitted by this Constitution, law, or the Diaconate.
- 61.4 Members must be able to inspect information in the Register of Members where necessary to enable the convening of a meeting under the clause of this Constitution headed "**Extraordinary Meeting held at request of Members**", (Clause 18) subject to the following:
 - 61.4.1 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.
 - 61.4.2 The Diaconate 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 Diaconate must ensure that person is given notice of the meeting.
 - 61.4.3 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 a phone number) that information may not be inspected.
 - 61.4.4 A Member must not retain information obtained from the Register once it has been used for giving notice.
- 61.5 If a Member requests information or documents regarding the finances of the Church (other than the annual financial reports of the Church, and financial reports presented at General Meetings), the Diaconate must provide this information to the Member to the greatest extent possible that it can without:
 - 61.5.1 Causing harm or unfair prejudice to another person.
 - 61.5.2 Breaching commercial-in-confidence provisions without consent or authorisation by law.
 - 61.5.3 Disclosing personal or sensitive information without consent or authorisation by law.
 - 61.5.4 Breaching the law or acting in a way that the Diaconate considers is unconscionable or unjust.

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

61.6 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**”. (Clause 17)

62. Cessation of worship or reduced to less than 13 Members

62.1 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 Church Members under this Constitution, to the exclusion of any decision of the Church in a Meeting of Members in the following circumstances:

- 62.1.1 The Church’s Membership has been reduced to 12 or less.
- 62.1.2 The Church has ceased to meet for the public worship of God for 6 months or more.
- 62.1.3 The Church Membership has been reduced to 13-29 Members, and after exploring all options that appear to Union Council to be reasonable to reinvigorate the Church, Union Council forms the view that the Church is no longer a viable Church.

63. Reduced to less than 29 Members

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

- 63.1.1 to issue directions to the Baptist Union of Victoria regarding trust property held by it as trustee for the purposes of the Church; or
- 63.1.2 regarding the land, buildings or other significant asset of the Church that has the capacity to affect significantly the Church’s financial standing;
- 63.1.3 to appoint or remove a person from the Diaconate – will not have any effect unless and until approved by the Union Council.

64. Dissolution

64.1 The Church may be voluntarily wound up or dissolved at a General Meeting with at least three quarters of the Members who vote at the meeting (whether in person or by proxy) voting in favour of the resolution, or as otherwise provided in this Constitution.

64.2 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.

65. Cessation of constituent status

65.1 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.

66. Alteration of Constitution

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

- 66.1.1 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 unless the alterations are of a simple editorial nature and have no impact on the meaning of the amended part.
- 66.1.2 The Church must not amend or alter this Constitution in any way that would result in the Church ceasing to pursue Christian ministry purposes.

67. Associated entities

67.1 The Church may not pass any resolution in respect of a separately incorporated ministry arm or trust fund unless the Church is satisfied that the resolution will have the effect of furthering the Church's "**Basis of Fellowship (Principal Purpose)**."
(Clause 3)

68. Financial year

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

69. Definitions

In this Constitution—

'ACNC Act' means the *Australian Charities and Not-for-profits Commission Act*.

'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.

'Chair' means the person elected by the Diaconate to be the Chairperson of Diaconate, Annual General Meetings and General Meetings of the Church except when the election of a Chairperson is required by this Constitution.

'Chairperson' of a General Meeting or Diaconate Meeting, means the person chairing the meeting as required under the clause of this Constitution headed **"Chairperson"**.

'Diaconate' means the Members of the ministry team (Pastors) whose contract requires them to serve on the Diaconate, elected Deacons, and any other persons appointed under the clause **"Composition of Diaconate"**

'Deacon' means a Member of the Church who has been elected a Deacon in accordance with the clause **"Appointments of Deacon and Chair"**.

'Delegate' means a person appointed by the Church as a Delegate or Reserve Delegate to 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"**.

'Meeting' means Meeting(s) of the Members of the Church, Members' Meeting, Meeting of Members or Church Meeting.

'Member' means a Member of the Church.

'Office Holder' means any of the following:

- Deacon.
- 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 Diaconate 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 the Diaconate or with the Church).

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

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

'Register of Members' means the Register of Members established and maintained under the clause of this Constitution headed "**Register of Members**".

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

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

'Serious Misconduct' means behaviour that:

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

'Union Council' means Council of the Baptist Union of Victoria.

70. Interpretation

In this Constitution:

- 70.1 Words importing the singular include the plural and vice-versa and words importing any gender include all genders, unless the contrary is expressly provided.
- 70.2 Reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act.
- 70.3 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 Spirit.³
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 humankind.⁴
5. The Salvation of humankind ⁵ 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 all people,⁶ 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 judgment of all people⁷ 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.

³ BHBC amended reference to the Holy Spirit instead of the BUV version which refers to Holy Ghost

⁴ BHBC amended reference to humankind instead of the BUV version which refers to mankind

⁵ BHBC amended reference to humankind instead of the BUV version which refers to men

⁶ BHBC amended reference to all people instead of the BUV version which refers to men

⁷ BHBC amended reference to people instead of the BUV version which refers to men

Schedule 2: Principles and Ideals of the Baptist Faith

Principles and Ideals of the Baptist faith

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

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

4.1 The Child in the Kingdom.

- 4.1.1 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.
- 4.1.2 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.

4.2 The Significance of Conversion.

- 4.2.1 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.
- 4.2.2 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.
- 4.2.3 This avowal of allegiance to Christ implies a constant endeavour to live a life worthy of, and well pleasing to Him in all things.

4.3 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.

4.4 The Lordship of Christ in the Church.

- 4.4.1 Baptists hold and teach that Jesus Christ alone is the Head of the Church, and that without any human intervention or ritualistic ceremony.
- 4.4.2 Therefore, He is the sole authority in all matters of faith and conduct, in the life both of the Church and of the individual.
- 4.4.3 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.

4.5 The Standard of Belief.

- 4.5.1 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.

4.5.2 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".

4.5.3 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.

4.6 The Ministry of Leadership.

4.6.1 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.

4.6.2 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.

4.6.3 The Baptist minister accepts his office from the Lord of the Church, and while he is a "servant of the Church" the Church is not his master. He is the spiritual leader in the life and ministry of the Church.

4.6.4 Associated with the minister in the spiritual oversight of the Church are men and women chosen for their Christian gifts and graces, who are called to be examples to the Members of the Church, in conduct, zeal, self-denial and generosity.

4.6.5 Church officers are appointed as spiritual leaders to work in sympathetic cooperation with the minister and Church Members.

4.6.6 The periodic Church Business Meeting is the centre of the Church's Christian activities, and is the seat of authority in the management of Christian business.

4.7 The Christian significance of Baptism.

4.7.1 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.

4.7.2 Baptism is an outward act, which symbolizes, but does not effect regeneration, and salvation is not dependent on it.

4.7.3 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.

4.8 The Fellowship of the Lord's Supper.

4.8.1 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.

4.8.2 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.

4.8.3 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.

4.9 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.

Schedule 3: Box Hill Baptist Covenant

As part of the Creation, formed in the image of God, we foster a sense of awe at the world we inhabit, care for it as we are able, and participate in its renewal. With God's grace we celebrate our diversity, our journeys to and in faith, and our ways of sharing our experiences of God's love.

God is also revealed to us in the life and teachings of Jesus. We are called to follow him together by living his life-affirming values of love, mercy, forgiveness, grace, justice, peace, and respect for all Creation. We minister unconditionally, being hospitable and compassionate in all our activities and relationships.

As we are given the Spirit to guide our way, we seek her wisdom to discern God's call upon our lives, and we encourage in each other the fruit and the gifts of the Spirit. We commit ourselves to prayer, sensitivity to the Spirit's promptings, and discipline in our spiritual journey, acting upon our discoveries as we deepen our faith.

We are called as a congregation to love and serve each other and the wider community, committing to meet regularly in worship and honest fellowship with one another, creating safe places for all. We understand our place amongst all those who seek to worship God, and respect the different ways this is expressed.