

**Constitution of
The Baptist Union of Victoria**

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CONSTITUTION OF THE BAPTIST UNION OF VICTORIA

A body corporate established by *The Baptist Union Incorporation Act 1930 (Vic)*

PREAMBLE:

This is the Constitution of the body corporate known as the Baptist Union of Victoria, established by *The Baptist Union Incorporation Act 1930 (Vic)*.

Under that Act, the Baptist Union of Victoria is comprised of the individuals who hold as their general tenets the doctrines set forth in Schedule B of that Act.

In practice, The Baptist Union of Victoria acts through its Assembly, Council, Leadership Team, Agencies, and Constituents. This Constitution sets out the governance framework in which these entities operate.

PRELIMINARY:

1. Name

- 1.1 This is the Constitution of the body corporate known as the Baptist Union of Victoria, established by *The Baptist Union Incorporation Act 1930 (Vic)*.
- 1.2 The BUV has all powers rights and privileges incidental to a body corporate, subject to the Act.

2. Definitions

In this Constitution, words and phrases have the meaning set out in clauses 74 and 75.

DOCTRINAL BASIS:

3. Doctrinal Basis of the Union

For guidance of Constituents of the BUV it is recorded that the BUV approves and adopts those doctrines which constitute the Doctrinal Basis of the Union and which are as follows:

- 3.1 The Divine inspiration and supreme authority of the Scriptures of the Old and New Testaments.
- 3.2 The existence of One God in Three Persons – The Father, the Son, and the Holy Ghost.

- 3.3 The Deity and Incarnation of the Lord Jesus Christ, who is the son of God, the second Person in the Holy Trinity.
- 3.4 The fallen, sinful, and lost estate of all mankind.
- 3.5 The salvation of men from the penal consequences and the power of sin through the perfect obedience of the Lord Jesus Christ, His atoning death, His resurrection from the Dead, His ascension to the right hand of the Father and His unchanging Priesthood.
- 3.6 The immediate work of the Holy Spirit in the regeneration of men, in their sanctification, and in their preservation to the Heavenly Kingdom of the Lord Jesus Christ.
- 3.7 The necessity, in order to salvation, of repentance towards God, and of faith in the Lord Jesus Christ.
- 3.8 The resurrection of the Dead, the final judgment of all men by the Lord Jesus Christ.
- 3.9 The two ordinances of the Lord Jesus Christ, namely, Baptism and the Lord's Supper, which are of perpetual obligation:
 - 3.9.1 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;
 - 3.9.2 the Lord's Supper being a memorial until He come, of the sacrifice of the body and blood of the Lord Jesus Christ.

PRINCIPLES AND IDEALS OF THE FAITH:

4. 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.

OBJECTS OF THE BUV:

5. Objects of the BUV

- 5.1 To promote the unity of the Churches in faith, fellowship and worship.
- 5.2 To promote church extension -
 - 5.2.1 By establishing, taking over, assisting and/or maintaining Churches in suitable localities in Victoria and in adjoining States, with the consent of the Unions of those States.
 - 5.2.2 By assisting in the erection of buildings for Church, school and other denominational purposes.
 - 5.2.3 By assisting, when necessary, the churches in the maintenance of their ministers.
- 5.3 To carry on home mission work.
- 5.4 To establish and conduct denominational schools of colleges and hostels.
- 5.5 To carry on any work for the physical, mental and spiritual welfare of children, whether by way of free kindergarten or otherwise.
- 5.6 To give assistance to necessitous Churches.
- 5.7 To carry on foreign mission work.
- 5.8 To educate students for the ministry.
- 5.9 To assist aged and infirm ministers and home missionaries, their widows and/or dependents.
- 5.10 To establish and administer any fund or funds for the benefit of ministers and home missionaries, their widows and/or children whether by way of a pension or annuity scheme or otherwise.
- 5.11 To provide for properties being held in trust for the Churches of the Union in accordance with the Act.

- 5.12 To become a constituent of or associated with any federated body or bodies of or created by the Baptist Union of the States of Australia or any of them, and to delegate to such body or bodies any of the activities of this Union, and to transfer to such body or bodies any of the funds of this Union.
- 5.13 To give advice and guidance to Churches which are, or are about to become pastor less and to ministers and Churches in circumstances of difficulty.
- 5.14 To aid in the promotion of public morality and social reform.
- 5.15 To collect and disseminate information relative to the history, condition and activities of Baptists throughout the world and to promote fraternal intercourse between Baptists in Victoria and elsewhere.
- 5.16 To afford opportunity for conference and for public declarations of principles and opinion; and to confer and co-operate with other Christian communities as occasion may require.
- 5.17 To do anything not hereinbefore specified which may be found to be of benefit to the Baptist denomination.
- 5.18 To provide for properties being held in trust for the Churches of the Union in accordance with the Act.

CONSTITUENTS OF THE BUV:

6. Constituents

- 6.1 The BUV is comprised of the following Constituents:
 - 6.1.1 Churches and
 - 6.1.2 such other bodieswho are approved as Constituents by Council.
- 6.2 For the avoidance of doubt, a body that is a Constituent at the time of adoption of this Constitution is deemed to be a body that has been approved as a Constituent by Council.

7. Eligibility for admission as a Constituent

A body (whether incorporated or unincorporated) whose members hold as their general tenets the doctrines set forth in Schedule B of the Act is eligible to apply to be a Constituent of the BUV under clause 8.

8. How to apply to become a Constituent

A body that is eligible may apply to become a Constituent of the BUV by writing to the Union Secretary stating that the body is eligible for admission as a Constituent, that it wants to become a Constituent, and that the body agrees to comply with the BUV's Constitution.

9. Council decides whether to approve application to become Constituent

- 9.1 The Council must consider an application to become a Constituent within a reasonable time after the Union Secretary receives the application.
- 9.2 Council may request the applicant to provide any additional information Council considers necessary or desirable to enable Council to consider the application, including whether the applicant is eligible to be admitted as a Constituent.
- 9.3 If the Council approves an application, the Union Secretary must as soon as possible:
 - 9.3.1 enter the new Constituent on the Register of Constituents; and
 - 9.3.2 advise the applicant that the application was approved, and the date that the applicant became a Constituent.
- 9.4 If the Council rejects an application, the Union Secretary must write to the applicant as soon as possible to tell the applicant that its application has been rejected, but does not have to give reasons.
- 9.5 For the avoidance of doubt, the Council may approve an application even if the application does not state the matters listed in clause 8. In that case, by applying to be a Constituent, the applicant agrees to those matters.
- 9.6 An applicant will become a Constituent when the applicant is entered on the Register of Constituents.

10. Ongoing commitment

- 10.1 A Constituent must submit its constitution to Council for approval from time to time as requested, in accordance with the Constitution Policy determined by Assembly from time to time.
- 10.2 A Constituent must submit any amendment of its constitution to Council for approval in accordance with the Constitution Policy determined by Assembly from time to time.

11. Cessation of Constituent status

- 11.1 An entity immediately ceases to be a Constituent if the entity:
 - 11.1.1 is wound up or otherwise dissolved or deregistered or ceases to exist;
 - 11.1.2 resigns by notice in writing to the Union Secretary; or
 - 11.1.3 ceases to be a Constituent under this clause 11.
- 11.2 The Assembly may by resolution suspend or expel a Constituent from the BUV if the Assembly, in its sole discretion, determines that:
 - 11.2.1 the Constituent has departed from the general tenets and doctrines set out in Schedule B of the Act to such an extent that it is no longer in good standing and ought not continue as a Constituent of the BUV; or
 - 11.2.2 the Constituent ought not continue as a Constituent of the BUV for such other reason as Assembly believes appropriate.
- 11.3 The Assembly must abide by the principles of natural justice in exercising its powers under clause 11.2.
- 11.4 Council may by resolution suspend a Constituent from the BUV if Council, in its sole discretion, determines that the Constituent has departed from the general tenets and doctrines set out in Schedule B of the Act to such an extent that it is no longer in good standing and ought not to continue as a Constituent of the BUV. Council must abide by the principles of natural justice in exercising its powers under this clause.
- 11.5 The following rules apply to any period of suspension imposed by Council under clause 11.4:
 - 11.5.1 The maximum period for which Council may suspend a Constituent is as follows:
 - 11.5.1.1 Council may suspend a Constituent until the next Assembly Gathering.
 - 11.5.1.2 However, if the next Assembly Gathering is scheduled to be held within one month of the date on which Council passed the resolution to impose the suspension, then the period of suspension may extend until the following Assembly Gathering.
 - 11.5.2 Council may determine to suspend a Constituent for a lesser period than that set out in clause 11.5.1.
- 11.6 Without limiting any other provision of this clause 11, Council may recommend to Assembly that Assembly suspend or expel a Constituent under clause 11.2.
- 11.7 There will be no liability for any loss or injury suffered by the Constituent as a result of any decision made in good faith under this clause.

ASSEMBLY:

12. Composition of Assembly

- 12.1 Members of Assembly shall be such of the following as shall be members of a Church:
 - 12.1.1 Past-Presidents and former chairs of the BUV.
 - 12.1.2 Delegates, appointed by the Churches in accordance with clause 13.
 - 12.1.3 Ministers whose names are on the Official List.
 - 12.1.4 Up to two persons nominated by each Agency or Constituent other than a Church, chosen in accordance with clause 15.5.
 - 12.1.5 Leadership Team members.
 - 12.1.6 The Principal for the time being of Whitley College.
 - 12.1.7 The Principals for the time being of any BUV School.
 - 12.1.8 Honorary Members of the BUV.
 - 12.1.9 Council Members.
 - 12.1.10 The Chief Executive Officer, however named, of each Agency.
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13. Delegates

- 13.1 Each Church may appoint two Official Delegates. In addition, one Official Delegate for each complete 50 members above the first 100 (based on the annual statistical return provided by the Church to the BUV) may be appointed.
- 13.2 The Church must notify the Union Secretary of the name and address of any person appointed as a Delegate by it.
- 13.3 The Union Secretary will seek confirmation of each Church's Official Delegates each year. Where no confirmation or notification to the contrary is received, the last appointed Delegates advised to the BUV will be assumed to continue.
- 13.4 A Church may send an Alternate Delegate to any Assembly Gathering for any Official Delegate who is not present.
- 13.5 An Alternate Delegate shall only be an Assembly Member for the purposes of this Constitution while the Alternate Delegate is acting as an alternate for an Official Delegate at an Assembly Gathering.

14. Honorary Members

- 14.1 Honorary Members of the BUV shall be persons who have rendered important services to the denomination, provided always that the number of Honorary Members shall not at any time exceed ten (10).
- 14.2 Council may appoint a person as an Honorary Member.

15. Agencies

- 15.1 The Agencies of the BUV at the time of adoption of this Constitution are:
 - 15.1.1 Whitley College: the Baptist College of Victoria.
 - 15.1.2 Baptcare.
 - 15.1.3 Kilvington Grammar School.
 - 15.1.4 Strathcona Baptist Girls' Grammar School.
 - 15.1.5 Carey Baptist Grammar School.
 - 15.1.6 Baptist Camping Victoria Inc.
- 15.2 Each of the Agencies is governed by its own Constitution.
- 15.3 An entity shall be admitted as an Agency by resolution of Assembly.
- 15.4 An entity shall cease to be an Agency upon resolution of the Assembly. There will be no liability for any loss or injury suffered by the Agency as a result of any decision made in good faith under this clause.
- 15.5 An Agency may appoint up to two Assembly Members, provided that the persons appointed are:
 - 15.5.1 Members of the governing body of the Agency, whether it is known as the board or council or by another name; and
 - 15.5.2 The persons were appointed to the governing body of the Agency by, or on the recommendation or approval of, either Council or Assembly.

16. Rights not transferable

The following, and each of their associated rights, are not transferable:

- 16.1 Constituent status.
- 16.2 Assembly Membership, Honorary Membership or Delegate status.
- 16.3 Agency status.

ASSEMBLY GATHERINGS:

17. Calling of Assembly Gatherings

- 17.1 Council may convene an Assembly Gathering and may determine its location and program, subject to this clause.
- 17.2 Council must convene at least one Annual Session each year, and at least one other Assembly Gathering.

18. Annual Session

- 18.1 An Assembly Gathering, called the Annual Session, must be held at least once in every calendar year.
- 18.2 Even if these items are not set out in the notice of meeting, the business of an Assembly Gathering may include:
 - 18.2.1 a review of the BUV's activities;
 - 18.2.2 a review of the BUV's finances;
 - 18.2.3 any auditor's report;
 - 18.2.4 the election of Council Members; and
 - 18.2.5 the appointment and payment of auditors, if any.
- 18.3 Council must prepare and make available to an Assembly Gathering at least once each calendar year the following annual reports:
 - 18.3.1 Receipts, expenditure, financial position and proceedings of each Agency and of Constituents other than Churches;
 - 18.3.2 Information respecting matters requiring the attention of each Constituent.
- 18.4 Annual accounts certified by auditors appointed by Council shall be prepared for and made available to an Assembly Gathering at least once each calendar year.

19. Notice of Assembly Gatherings

- 19.1 At least 28 days' notice of each Assembly Gathering must be given to each:
 - 19.1.1 Constituent.
 - 19.1.2 Agency.
 - 19.1.3 Official Delegate listed on the Register of Delegates.
 - 19.1.4 Minister on the Official List.

- 19.1.5 Past-President.
 - 19.1.6 Leadership Team member.
 - 19.1.7 Honorary Member.
 - 19.1.8 Council Member.
- 19.2 Notice of an Assembly Gathering must also be given to the auditor (if any).
- 19.3 Notice of an Assembly Gathering must include:
- 19.3.1 the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - 19.3.2 the general nature of the meeting's business; and
 - 19.3.3 if applicable, that a Special Resolution is to be proposed and the wording of the proposed resolution.
- 19.4 If an Assembly Gathering is adjourned for one month or more, new notice of the resumed meeting must be given to each person entitled to receive notice of an Assembly Gathering under this clause.

20. Changes to Assembly Gathering arrangements

- 20.1 Council may change the venue for, postpone or cancel an Assembly Gathering, subject to this clause 20.
- 20.2 If the venue of an Assembly Gathering is changed, or if the Assembly Gathering is cancelled or postponed under this clause 20:
- 20.2.1 Notice of the change, cancellation or postponement must be given to everyone entitled to receive notices of an Assembly Gathering under this Constitution.
 - 20.2.2 A notice of postponement must specify the date, time and place to which the Assembly Gathering has been postponed.
 - 20.2.3 The requirement to give 28 days' notice in clause 19 does not apply to notice given under this clause 20.2.
- 20.3 The only business that may be transacted at an Assembly Gathering which is postponed is the business specified in the notice convening the meeting at first instance.

21. Quorum at Assembly Gatherings

- 21.1 No business may be conducted at an Assembly Gathering, other than the election of a chairperson or adjournment of a meeting, unless a quorum is present at the time the meeting proceeds to business.
- 21.2 The quorum for any Assembly Gathering is 50 Assembly Members.
- 21.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of Assembly Gathering, the Assembly Gathering is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - 21.3.1 if the date is not specified – the same day in the next week;
 - 21.3.2 if the time is not specified – the same time; and
 - 21.3.3 if the place is not specified – the same place.

22. Auditor's right to attend Assembly Gatherings

- 22.1 The auditor (if any) is entitled to attend any Assembly Gathering and to be heard by the Assembly Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 22.2 The BUV must give the auditor (if any) any communications relating to the Assembly Gathering that an Assembly Member is entitled to receive.

23. Using technology to hold meetings

- 23.1 The BUV may hold an Assembly Gathering at two or more venues using any technology that gives the Assembly Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 23.2 Anyone using this technology is taken to be present in person at the meeting.

24. Chairperson for Assembly Gatherings

- 24.1 The Chair shall be the chairperson at an Assembly Gathering, subject to this clause.
- 24.2 Council may by resolution appoint a person other than the Chair as chairperson of an Assembly Gathering.
- 24.3 If the Chair or other person appointed by Council is absent, or is unwilling or unable to preside, the chairperson of the meeting must be:

- 24.3.1 a Council Member elected by the other Council Members present; or
- 24.3.2 where there is no Council Member present, willing and able to preside – an Assembly Member elected by the other Assembly Members present and entitled to vote.

24.4 The chairperson does not have a casting vote.

25. Adjournment

- 25.1 An Assembly Gathering must be adjourned if a majority of Assembly Members present direct the chairperson to adjourn it.
- 25.2 Only unfinished business may be dealt with at an Assembly Gathering resumed after an adjournment.

VOTING AT ASSEMBLY GATHERINGS:

26. How many votes an Assembly Member has

Each Assembly Member entitled to vote has one vote.

27. Challenge to Member's right to vote

- 27.1 A person may only challenge another person's right to vote at an Assembly Gathering at that meeting.
- 27.2 If a challenge is made under clause 27.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

28. How voting is carried out

- 28.1 Voting may be conducted and decided by:
 - 28.1.1 a show of hands;
 - 28.1.2 a vote in writing; or
 - 28.1.3 another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 28.2 Questions arising at an Assembly Gathering will be decided by a majority of votes cast, unless this Constitution or the Act requires a special majority.
- 28.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

- 28.4 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.

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

- 29.1 A vote in writing may be demanded on any resolution instead of a vote conducted by other means, or on the declaration of the result of a vote conducted by other means by:
- 29.1.1 Assembly Members present with at least 5% of the votes that may be cast on the resolution; or
 - 29.1.2 the chairperson.
- 29.2 A vote in writing must be taken when and how the chairperson directs, unless clause 29.3 applies.
- 29.3 A vote in writing must be held immediately if it is demanded under clause 29.1 for the election of a chairperson under clause 24.3, or to decide whether to adjourn the meeting.
- 29.4 A demand for a vote in writing may be withdrawn.

COUNCIL:

30. Composition of Council

The Council shall consist of:

- 30.1 The Director of Ministries.
- 30.2 The Union Secretary.
- 30.3 The Honorary Legal Advisor.
- 30.4 Six Elected Council Members.
- 30.5 Up to two Co-opted Council Members.

31. Eligibility

- 31.1 A person will be eligible for election or appointment as an Elected Council Member or Co-opted Council Member if:
- 31.1.1 the person is a member of a Church, in good standing with the Church and involved in the mission of the Church, in the opinion of the relevant nominating entity or entities; and

- 31.1.2 the person has affirmed the Doctrinal Basis of the Union and Principles and Ideals of the Baptist Faith; and
- 31.1.3 the person is personally living a life fulfilling the qualifications of a faithful Church leader as described in 1 Timothy 3:1-7, Titus 1:6-9, and 1 Peter 5:1-4, in the opinion of the relevant nominating entity or entities; and
- 31.1.4 the person believes that he or she has adequate time to devote attention to the affairs of the BUV; and
- 31.1.5 the person believes that he or she is free from significant conflicts of interests that cannot be mitigated; and
- 31.1.6 the person is not disqualified from being a Council Member under the Corporations Act or the ACNC Act; and
- 31.1.7 the person has given their signed consent to be a Council Member; and
- 31.1.8 in the case of an Elected Council Member, the person has been nominated in accordance with clause 32.1; and
- 31.1.9 in the case of a Co-opted Council Member the person has skills, experience, or personal characteristics that Council considers are desirable; and
- 31.1.10 in any case, the person has the desired skills advised by Council from time to time.

32. Elected Council Members

- 32.1 A person may only be elected as an Elected Council Member if he or she is eligible to be elected under clause 31.
- 32.2 A person may only be elected as an Elected Council Member by Assembly if:
 - 32.2.1 he or she has been nominated by a resolution passed at a general meeting of a Church, or in accordance with the Constitution of the Church, or by the signature of 10 Assembly Members; and
 - 32.2.2 the nomination is received by the Union Secretary at least 28 days before the Assembly Gathering at which the nomination will be considered, unless the Assembly Gathering resolves to accept it as a late nomination.
- 32.3 Assembly Members may elect a person as an Elected Council Member at an Assembly Gathering. Council may determine the manner in which a ballot will be carried out and may appoint scrutineers.
- 32.4 Two Elected Council Members must be elected at each Annual Session.
- 32.5 Casual vacancies in Elected Council Member positions may be filled at any Assembly Gathering in accordance with this Constitution, but may not be

included in calculating the two positions that are required to be filled under the previous paragraph at each Annual Session.

- 32.6 Elected Council Members are elected for a three year term, which shall:
- 32.6.1 commence at the conclusion of the Annual Session at which the Elected Council Member is elected; and
 - 32.6.2 expire at the conclusion of the third Annual Session following the election of the Elected Council Member
- except in the case of a person elected to fill a casual vacancy.
- 32.7 A person elected by Assembly to fill a casual vacancy in an Elected Council Member position shall only hold office for the unexpired portion of the term, commencing at the conclusion of the Assembly Gathering at which the person is elected.

33. Co-opted Council Members

- 33.1 Council may co-opt up to two persons to Council at any one time.
- 33.2 Co-opted Council Members have all the rights and obligations of Elected Council Members.
- 33.3 Council may determine the period of time for which a Co-opted Council Member holds office, subject to a maximum of three successive years.
- 33.4 A person may only be appointed as a Co-opted Council Member if he or she is eligible to be appointed under clause 31.

34. Chair

- 34.1 The Assembly must elect a person to the position of Chair at an Assembly Gathering.
- 34.2 A person is not eligible to be appointed as Chair unless he or she is one of the six Elected Council Members.
- 34.3 The Chair is appointed for a three-year term, which shall commence at the conclusion of the Assembly Gathering at which the Chair is appointed and expire at the conclusion of the Assembly Gathering that occurs three years following his or her appointment.
- 34.4 If a casual vacancy arises during a term of office of a Chair, Council may appoint an Elected Council Member to fill the vacancy until the next Assembly Gathering where the unexpired portion of the term may be formally filled by Assembly.

- 34.5 A person may be re-appointed as Chair at the expiry of his or her term, or any time thereafter.

35. Casual vacancies

- 35.1 A casual vacancy arises if a Council Member:
- 35.1.1 gives notice of resignation as a Council Member to the Chair or the Union Secretary;
 - 35.1.2 dies;
 - 35.1.3 is removed as a Council Member by a resolution of Assembly;
 - 35.1.4 is absent for three consecutive Council meetings without approval from the Council;
 - 35.1.5 becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Council Member's joint or separate estate generally; or
 - 35.1.6 becomes disqualified from being a Council Member of the BUV under the ACNC Act.
- 35.2 If a casual vacancy arises during a term of office of an Elected Council Member, Council may appoint a person to fill the vacancy until the next Assembly Gathering where the unexpired portion of the term may be formally filled by Assembly.
- 35.3 For the avoidance of doubt, clause 35.1 applies to Elected Council Members, Co-opted Council Members, the Director of Ministries, the Union Secretary and the Honorary Legal Advisor.

36. Tenure

- 36.1 A person may be re-appointed as an Elected Council Member, or as the Honorary Legal Advisor, Director of Ministries or Union Secretary at the expiry of his or her term of office (or any time after), subject to clause 36.2.
- 36.2 An Elected Council Member or Honorary Legal Advisor may not hold office for a continuous period of ten years or more.

POWERS OF COUNCIL MEMBERS:

37. Powers of Council Members

- 37.1 The Council is responsible for managing and directing the activities of the BUV.

- 37.2 The Council may exercise all the powers of the BUV except for powers that, under the Act or this Constitution, may only be exercised by Constituents, Assembly Members or another person or body.
- 37.3 The Council may exercise its powers to the exclusion of the BUV in Assembly Gathering.
- 37.4 Without limiting the other provisions of this clause, but subject to the Act, Council has power to establish and administer any funds or trusts in furtherance of the purposes of the BUV, including receiving and administering any bequests or gifts made to the BUV whether such bequests or gifts are given for its general use or subject to specific trusts.
- 37.5 The Council cannot remove a Council Member or auditor. Council Members and auditors may only be removed by a resolution of Assembly passed in accordance with this Constitution.

38. Defects in appointment

Each resolution passed or thing done by, or with the participation of, a person acting as a Council Member or member of a committee is valid even if it is later discovered that:

- 38.1 there was a defect in the appointment of the person; or
- 38.2 the person was disqualified from continuing in office, voting on the resolution or doing the thing.

39. Delegation of Council powers

- 39.1 The Council may delegate any of its powers and functions to a committee, a Council Member, an employee of the BUV or any other person, as it considers appropriate, subject to this clause.
- 39.2 The delegation must be recorded in the BUV's minute book.
- 39.3 The Council may revoke a delegation.
- 39.4 The Council may specify terms, including the power to further delegate.
- 39.5 Council may not:
- 39.5.1 Delegate any duty to nominate people for the positions of Director of Ministries, Union Secretary, Honorary Legal Advisor or Special Positions under this Constitution.
 - 39.5.2 Delegate any non-delegable duties or functions that it is not permitted by the law of trusts to delegate.

40. Establishment of committees

- 40.1 The Council may establish one or more committees comprised of such people that the Council thinks fit.
- 40.2 Subject to the directions of the Council, the meetings and proceedings of committees established by the Council are, to the greatest extent practical, governed by the provisions of this Constitution which regulate the proceedings of the Council.

41. By-laws

- 41.1 By-laws for giving effect to this Constitution may be made, rescinded or altered by Council.

42. Execution of documents

- 42.1 This clause is subject to the Act.
- 42.2 The seal of the BUV may only be affixed to a document if its affixing has been approved by resolution of the Council passed at a meeting of Council.
- 42.3 The seal of the BUV may only be affixed in the presence of:
 - 42.3.1 the Secretary or Chair of Council; and
 - 42.3.2 two other Council Members.

COUNCIL MEETINGS:

43. Regulation of proceedings

- 43.1 The Council may regulate its meetings and other procedures as it thinks fit, subject to this Constitution.
- 43.2 Council must meet at least six times each calendar year.

44. Calling Council meetings

- 44.1 A Council meeting may be convened by the Chair or by any one-third of Council Members.
- 44.2 A Council meeting may be convened by giving notice to all of the other Council Members.

45. Notice of Council meetings

- 45.1 Notice of a Council meeting:
 - 45.1.1 must specify the time and place of the meeting;
 - 45.1.2 must state the nature of the business to be transacted at the meeting;
 - 45.1.3 must be given to each Council Member a reasonable period before the meeting, having regard to all the relevant circumstances;
 - 45.1.4 may be given in writing or by any other means of communication that has previously been agreed to by all of the Council Members.
- 45.2 A Council Member may waive notice of a Council meeting by notifying the BUV to that effect.

46. Chairperson for Council meetings

- 46.1 The Chair is entitled to be the chairperson at Council meetings.
- 46.2 The Council Members at a Council meeting may choose another Council Member to be the chairperson for that meeting if the Chair is:
 - 46.2.1 not present within 15 minutes after the starting time set for the meeting; or
 - 46.2.2 present but does not want to act as chairperson of the meeting.

47. Quorum at Council meetings

- 47.1 The quorum for a Council meeting is a majority of Council Members present and entitled to vote, including at least three Elected Council Members present and entitled to vote.
- 47.2 No business may be transacted at any meeting unless a quorum is present.
- 47.3 Council may act notwithstanding any vacancy in its membership. However, if the number of Council Members is reduced to fewer than the number required for a quorum, the continuing Council Members may act for the purpose of convening an Assembly Gathering, but for no other purpose.

48. Using technology to hold Council meetings

- 48.1 The Council may hold its meetings by using any technology that is agreed to by all of the Council Members. This agreement may be a standing one.
- 48.2 A Council Member may only withdraw his or her agreement within a reasonable period before the meeting.

49. Passing Council resolutions

- 49.1 A meeting of the Council at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Council under this Constitution.
- 49.2 A Council resolution will be passed at a Council meeting if a majority of the votes cast by Council Members present and entitled to vote on the resolution are cast in favour of the resolution. A resolution passed in this manner is for all purposes a decision of the Council.
- 49.3 In a case where the votes cast on a motion are equal, the chairperson does not have a casting vote and the motion is taken as lost.

50. Circular resolutions of Council Members

- 50.1 The Council may pass a resolution without a Council meeting being held, subject to this clause.
- 50.2 A Council resolution is passed without a meeting when both of the following conditions are satisfied:
 - 50.2.1 At least three quarters of the Council Members entitled to vote on the resolution cast a vote.
 - 50.2.2 Every vote that is cast by a Council Member is cast in favour of the resolution.
- 50.3 The BUV may send a resolution by email to the Council Members and the Council Members may cast a vote for or against the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 50.4 The Union Secretary must keep a record of any resolutions passed under this clause, including a record in writing of the votes cast.
- 50.5 Council may not pass a resolution to authorise the use of the seal of the BUV without a meeting.

KEY POSITIONS:

51. Director of Ministries

- 51.1 The Director of Ministries shall be appointed by ballot carried by at least a two-thirds majority of those present who vote at an Assembly Gathering.
- 51.1 The appointment of the Director of Ministries shall be by election managed by scrutineers appointed by and responsible to Council.
- 51.2 The term of office of a Director of Ministries is five years, but he or she may be re-elected at the expiry of the term.
- 51.3 The term of office of a Director of Ministries commences at the Assembly Gathering at which he or she is elected, and expires at the conclusion of the fifth Annual Session held following his or her election, subject to clause 35.
- 51.4 A person may only be elected as Director of Ministries if:
- 51.4.1 the person is a member of a Church, in good standing with the Church and involved in the mission of the Church, in the opinion of Council; and
 - 51.4.2 the person has affirmed the Doctrinal Basis of the Union and Principles and Ideals of the Baptist Faith; and
 - 51.4.3 the person is personally living a life fulfilling the qualifications of a faithful Church leader as described in 1 Timothy 3:1-7, Titus 1:6-9, and 1 Peter 5:1-4, in the opinion of the Council; and
 - 51.4.4 the person is not disqualified from being a Council Member under the Corporations Act or the ACNC Act; and
 - 51.4.5 the person has been nominated by Council.
- 51.5 In the event that a person that is the Director of Ministries ceases to hold office as a Council Member under clause 35.1, he or she will also cease to hold office as Director of Ministries.

52. Union Secretary

- 52.1 The Union Secretary shall be appointed by ballot carried by at least a two-thirds majority of those present who vote at an Assembly Gathering.
- 52.2 The appointment of the Union Secretary shall be by election managed by scrutineers appointed by and responsible to Council.
- 52.3 The term of office of the Union Secretary is five years, but he or she may be re-elected at the expiry of the term.

- 52.4 The term of office of a Union Secretary commences at the Assembly Gathering at which he or she is elected, and expires at the conclusion of the fifth Annual Session held following his or her election, subject to clause 35.
- 52.5 The Union Secretary shall be the representative for the purposes of the Religious Successory and Charitable Trusts Act 1958.
- 52.6 A person may only be elected as Union Secretary if:
- 52.6.1 the person is a member of a Constituent Church, in good standing with the Church and involved in the mission of the Church, in the opinion of Council; and
 - 52.6.2 the person has affirmed the Doctrinal Basis of the Union and Principles and Ideals of the Baptist Faith; and
 - 52.6.3 the person is personally living a life fulfilling the qualifications of a faithful Church leader as described in 1 Timothy 3:1-7, Titus 1:6-9, and 1 Peter 5:1-4, in the opinion of the Council; and
 - 52.6.4 the person is not disqualified from being a Council Member under the Corporations Act or the ACNC Act; and
 - 52.6.5 the person has been nominated by Council.
- 52.7 In the event that a person that is the Union Secretary ceases to hold office as a Council Member under clause 35.1, he or she will also cease to hold office as Union Secretary.

53. Honorary Legal Advisor

- 53.1 The Honorary Legal Advisor shall be elected by Assembly.
- 53.2 The term of office of the Honorary Legal Advisor is one year, but he or she may be re-elected at the expiry of the term.
- 53.3 The term of office of the Honorary Legal Advisor commences at the Assembly Gathering at which he or she is elected, and expires at the conclusion of the first Annual Session following his or her election, subject to clause 35.
- 53.4 A person may only be elected as Honorary Legal Advisor if:
- 53.4.1 the person is a member of a Constituent Church, in good standing with the Church and involved in the mission of the Church, in the opinion of Council; and
 - 53.4.2 the person has affirmed the Doctrinal Basis of the Union and Principles and Ideals of the Baptist Faith; and
 - 53.4.3 the person is personally living a life fulfilling the qualifications of a faithful Church leader as described in 1 Timothy 3:1-7, Titus 1:6-9, and 1 Peter 5:1-4, in the opinion of the Council; and

- 53.4.4 the person believes that he or she has adequate time to devote attention to the affairs of the BUV; and
 - 53.4.5 the person believes that he or she is free from significant conflicts of interests that cannot be mitigated; and
 - 53.4.6 the person is not disqualified from being a Council Member under the Corporations Act or the ACNC Act; and
 - 53.4.7 the person has given their signed consent to be a Council Member; and
 - 53.4.8 the person is suitably skilled for the position; and
 - 53.4.9 the person has been nominated by Council.
- 53.5 In the event that a person that is the Honorary Legal Advisor ceases to hold office as a Council Member under clause 35.1, he or she will also cease to hold office as Honorary Legal Advisor.

54. Leadership Team

- 54.1 The Leadership Team shall be led by the Director of Ministries and shall comprise (up to a maximum of twelve people):
- 54.1.1 the Director of Ministries; and
 - 54.1.2 the Union Secretary; and
 - 54.1.3 such other persons who are accountable directly to the Director of Ministries and who are appointed to the Leadership Team by Council; and
 - 54.1.4 such other persons who are senior leaders of Agencies or senior leaders of Constituents and who are appointed to the Leadership Team by Council.
- 54.2 Council may decide the terms and conditions under which a person is appointed to the Leadership Team, and may remove a person from the Leadership Team.
- 54.3 The role of the Leadership Team may be determined by Council and set out in the By-laws.

55. Special Positions

- 55.1 The following positions are Special Positions that must be appointed by Assembly in accordance with this Constitution:
- 55.1.1 The CEO of Baptcare.
 - 55.1.2 The Principal and Professors of Whitley College.
 - 55.1.3 Any other positions in Agencies that are required by the Constitution of an Agency to be appointed by Assembly.

- 55.2 Special Positions must be appointed by ballot carried by at least a two-thirds majority of those present who vote.
- 55.3 The appointment of a person to a Special Position shall be by election managed by scrutineers appointed by and responsible to Council.
- 55.4 The term of office of a person appointed and/or reappointed to a Special Position is five years, commencing at the Assembly Gathering at which the person is appointed and expiring at the fifth Annual Session following his or her appointment, unless Assembly determines that the appointment is for a lesser period at the time of appointment.
- 55.5 A person may only be appointed:
- 55.5.1 As CEO of Baptcare if he or she has been nominated by the Board of Baptcare and Council.
 - 55.5.2 As a Principal or Professor of Whitley College if he or she has been nominated by the Board of Whitley College and Council.

56. Casual Vacancies in Special Positions

- 56.1 Where a vacancy arises in a Special Position, Council may appoint a person to that position in an acting capacity, and such person shall hold office until the next Assembly Gathering.
- 56.2 Council may only appoint a person as CEO of Baptcare under this clause if he or she has been nominated by the Board of Baptcare.

57. President

- 57.1 The Chair shall be deemed to be the President of the BUV as that office is described in the Act.
- 57.2 Without limiting the previous paragraph, the Chair is deemed to be the President for the purpose of witnessing the affixation of the seal of the BUV under section 2(2) of the Act.
- 57.3 Where any reference is made to the President of the BUV in the Constitution of any Agency, it shall be read as referring to the Chair, unless the Chair determines that in any particular instance it should be read as a reference to the Director of Ministries.

MINUTES AND RECORDS:

58. Minutes and records

- 58.1 The BUV must, within one month, make and keep the following records:
 - 58.1.1 minutes of proceedings and resolutions of Assembly Gatherings;
 - 58.1.2 minutes of proceedings and resolutions of Council meetings (including meetings of any committees); and
 - 58.1.3 minutes of resolutions of the Council passed without a meeting.
- 58.2 The Council must ensure that minutes of an Assembly Gathering or a Council meeting are signed within a reasonable time after the meeting by:
 - 58.2.1 the chairperson of the meeting; or
 - 58.2.2 the chairperson of the next meeting.
- 58.3 Council must ensure that minutes of the passing of a resolution without a meeting are signed by a Council Member within a reasonable time after the resolution is passed.

59. Financial and related records

- 59.1 The BUV must make and keep written financial records that:
 - 59.1.1 correctly record and explain its transactions and financial position and performance; and
 - 59.1.2 enable true and fair financial statements to be prepared and to be audited.
- 59.2 The BUV must retain its records for at least seven years.
- 59.3 The Council must take reasonable steps to ensure that the BUV's records are kept safe.

60. Registers

- 60.1 The Union Secretary must establish and maintain a Register of Constituents. It must contain the following information:
 - 60.1.1 The name of each Constituent.
 - 60.1.2 The address of each Constituent, and any alternative addresses nominated by the Constituent for the service of notices.
 - 60.1.3 For each Constituent, whether it is a Church or other body.
 - 60.1.4 For each Constituent, the date on which the entity became a Constituent.

- 60.1.5 In the case of any entity that has ceased to be a Constituent, the dates that the entity became and ceased to be a Constituent.
- 60.2 The Union Secretary must establish and maintain an Official List that contains the following information:
 - 60.2.1 The name of each Minister of or belonging to the BUV.
 - 60.2.2 The address of each Minister of or belonging to the BUV, and any alternative addresses nominated by the Minister for the service of notices.
 - 60.2.3 For each Minister, the date on which he or she became a Minister of or belonging to the BUV.
 - 60.2.4 In the case of any person that has ceased to be a Minister, the dates that the person was admitted and then ceased to be a Minister of or belonging to the BUV.
- 60.3 The Union Secretary must establish and maintain a Register of Delegates. It must contain the following information for each Delegate:
 - 60.3.1 The name of the Delegate.
 - 60.3.2 The name of the nominating Constituent body.
 - 60.3.3 Whether the Delegate is an Official Delegate or Alternate Delegate.
 - 60.3.4 Contact details for the Delegate.
- 60.4 The Union Secretary must establish and maintain a Register of Agencies. It must contain the following information:
 - 60.4.1 The name of each Agency.
 - 60.4.2 The address of each Agency, and any alternative addresses nominated by the Agency for the service of notices.
 - 60.4.3 For each Agency, the date on which the entity became an Agency.
 - 60.4.4 In the case of any entity that has ceased to be an Agency, the dates that the Agency status started and ended.
- 60.5 The Union Secretary must establish and maintain a Register of Honorary Members. It must contain the following information for each Honorary Member:
 - 60.5.1 The name of the Honorary Member.
 - 60.5.2 The address of the Honorary Member, and any alternative addresses nominated by the Honorary Member for the service of notices.
- 60.6 The registers described in this clause must be kept by the Union Secretary at the BUV's registered address or principal place of business in Victoria.

61. Access to documents

- 61.1 A Constituent, Agency or Assembly Member does not have the right to inspect any books, records or documents of the BUV except as provided by law or this Constitution or authorised by the Council.
- 61.2 The Council may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the BUV or any of them will be open to the inspection of a Constituent, Agency or Assembly Member (or any of their representatives), subject to this Constitution.
- 61.3 Constituents and Assembly Members may inspect the minutes of Assembly Gatherings free of charge.
- 61.4 A Council Member has a right of access to the financial and other records of the BUV at all reasonable times.

62. Victorian Baptist Advancement Fund Charter

- 62.1 Assembly delegates to Council all of its powers under the Victorian Baptist Advancement Fund Charter, subject to the following paragraph.
- 62.2 Assembly does not delegate to Council the power to amend the Victorian Baptist Advancement Fund Charter; this power remains with Assembly.
- 62.3 To the extent that Assembly has delegated its powers under this clause, references in the Victorian Baptist Advancement Fund Charter to Assembly can be read as references to Council.

NOTICE:

63. What is notice

Anything written to or from the BUV under any clause in this Constitution is written notice and is subject to clauses 64 to 66, unless specified otherwise.

64. Notice to the BUV

Written notice or any communication under this Constitution may be given to the BUV, the Council or the Union Secretary by:

- 64.1.1 delivering it to the BUV's registered office;

- 64.1.2 posting it to the BUV's registered office or to another address chosen by the BUV for notice to be provided;
- 64.1.3 sending it to an email address or other electronic address notified by the BUV to Constituents as the BUV's email address or other electronic address for the purpose of receiving notices; or
- 64.1.4 sending it to the fax number notified by the BUV to Constituents as the BUV's fax number.

65. Notice to Assembly Members

Notice may be given under this Constitution to a person by providing it to the address listed for that person in the relevant register maintained by the Union Secretary under clause 60, or to any other address nominated by the person for the service of notices (including an electronic address), or may be given in person.

66. Calculation of notice period

- 66.1 A notice:
 - 66.1.1 delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
 - 66.1.2 sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs; and
 - 66.1.3 sent by email or other electronic method, is taken to be given on the day it is sent.
- 66.2 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.

67. Non-receipt of notice

- 67.1 The non-receipt of notice of an Assembly Gathering or Council 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.
- 67.2 A person who attends a meeting waives any objection that person may have to non-receipt of notice of the meeting.

FINANCIAL YEAR:

68. BUV's financial year

The BUV's financial year is from 1 January to 31 December, unless the Council passes a resolution to change the financial year.

INDEMNITY AND INSURANCE:

69. Indemnity and Insurance

69.1 The BUV indemnifies:

69.1.1 every person who is or has been an officer of the BUV; and

69.1.2 where Council considers it appropriate to do so, any person who is or has been an officer of an Agency of the BUV;

against any liability (including without limitation liability for legal costs) incurred as a result of the person's position as an officer to the full extent permitted by law.

69.2 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the BUV.

69.3 To the extent permitted by law, and if Council considers it appropriate, the BUV may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the BUV or Agency against any liability incurred by the person as an officer of the BUV or Agency.

69.4 In this clause 69 "officer" has the same meaning as it appears in the Corporations Act.

ALTERATION OF CONSTITUTION AND SCHEDULE B:

70. Alteration of Constitution

No change in this Constitution shall be made, except by the approval of two thirds of the Assembly Members present and voting at an Assembly Gathering, written notice of which shall have been given not less than three months prior to the holding of such Assembly Gathering.

71. Trusts

The Assembly may at any time and from time to time by resolution passed by a majority of the members present and voting at an Assembly Gathering alter modify or

amend the Statement of Trusts set out in Schedule B of the Act provided that written notice thereof shall have been given no less than three months prior to the holding of such Assembly Gathering.

CHARITABLE STATUS:

72. Not for Profit

- 72.1 For the avoidance of doubt, and subject to the provisions of the Act:
 - 72.1.1 The BUV is a not-for-profit entity.
 - 72.1.2 The BUV's income and assets must be applied solely for the charitable purposes for which it is established.
 - 72.1.3 No part of the income or assets of the BUV may be paid, transferred or distributed, directly or indirectly, by way of dividend or other profit distribution, to any Assembly Member.
 - 72.1.4 This clause 72.1 does not prohibit the BUV from doing the following things, provided they are done in good faith:
 - 72.1.4.1 paying an Assembly Member for goods or services the Assembly Member has provided or premises an Assembly Member has let or expenses an Assembly Member has properly incurred at fair and reasonable rates or rates more favourable to the BUV; or
 - 72.1.4.2 making a payment or transfer to an Assembly Member in carrying out the charitable purposes of the BUV; or
 - 72.1.4.3 paying premiums for insurance indemnifying office holders, as allowed for by law.
- 72.2 Subject to the Act and any other applicable law, and any court order, any Surplus Assets that remain after the BUV is dissolved or wound up must not be distributed to an Assembly Member or a former Assembly Member of the BUV in their capacity as an Assembly Member, and must be distributed to one or more charities:
 - 72.2.1 with charitable purpose(s) similar to, or inclusive of, the purposes for which the BUV is established; and
 - 72.2.2 which also prohibit the distribution of profits and surplus assets to its members to at least the same extent as the BUV.
- 72.3 The decision as to the charity or charities to be given the Surplus Assets may be made by Special Resolution. If Assembly does not make this decision, the BUV may apply to the Supreme Court of Victoria to make this decision.
- 72.4 For the avoidance of doubt, this clause 72 is subject to the express provisions of any trust of which the BUV is trustee, to the extent relevant and applicable.

73. Duties

73.1 Council Members must comply with any duties imposed on them by law.

73.2 Provided that:

73.2.1 the Council Member complies with applicable disclosure requirements under the Relevant Law; and

73.2.2 the Council Member concerned does not vote on the matter; and

73.2.3 disclosure is provided to Council, and Council provides informed consent or authorisation; and

73.2.4 the Relevant Law is complied with, to the extent it applies;

Then a Council Member may:

73.2.5 hold any paid office or place of profit in the BUV (except auditor), and may be appointed to that office or position on terms (including remuneration and tenure) that the Council decides;

73.2.6 hold any office or position, or become interested in, any entity assisted by the BUV or in which the BUV has an interest of any kind;

73.2.7 enter into a contract or arrangement with the BUV or related body corporate as vendor, purchaser or in any other capacity;

73.2.8 act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the BUV, except as auditor;

73.2.9 sign or participate in the execution of a document by or on behalf of the BUV in which he or she is interested;

73.2.10 do any of the above despite the fiduciary relationship of the Council Member's office:

73.2.10.1 without liability to account to the BUV for any direct or indirect benefit accruing to the Council Member; and

73.2.10.2 without affecting the validity of any contract or arrangement.

73.3 For the avoidance of doubt, this clause 73 is subject to the express provisions of any trust of which the BUV is trustee, to the extent relevant and applicable.

DEFINITIONS AND INTERPRETATION:

74. Definitions

In this Constitution:

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

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

'Agency' means an entity that is an Agency of the BUV whose name appears in the Register of Agencies.

'Alternate Delegate' means a person appointed as an Alternate Delegate by a Church under clause 13 and whose name appears on the Register of Delegates as an Alternate Delegate.

'Annual Session' means the Assembly Gathering that is the annual general meeting of the BUV, also referred to as the Annual Assembly.

'Assembly' means the body of persons described in clause 12.

'Assembly Gathering' means a meeting of the Assembly and includes the Annual Session.

'Assembly Member' means a person who is a member of Assembly under clause 12, and Assembly Membership has a corresponding meaning.

'audit' may include a review if permitted by the ACNC Act.

'auditor' may include a reviewer if permitted by the ACNC Act.

'Baptcare' means the entity that is Baptcare Ltd ACN 069 130 463, formerly named and known as "Baptist Community Care Ltd".

'Baptist Union of Victoria' means the body corporate known as the Baptist Union of Victoria, established by *The Baptist Union Incorporation Act 1930 (Vic)*, also referred to as the "Union" and the "BUV".

'BUV' has the same meaning as Baptist Union of Victoria.

'BUV School' means Carey Baptist Grammar School, Strathcona Baptist Girls Grammar School, Kilvington Grammar School, and any other school or schools that may hereafter become Agencies of the BUV.

'Carey Baptist Grammar School' means the entity that is Carey Baptist Grammar School Limited ACN 051 576 062.

'Chair' means a person appointed or elected to the position of Chair of Council under clause 34.

'chairperson' means the chairperson of a meeting.

'Church' means a Church that is a Constituent.

'Constituent' means a body that is admitted as a Constituent body under this Constitution and whose name appears on the Register of Constituents.

'Constitution Policy' means a policy that:

- is adopted by Assembly by a two-thirds majority of the Assembly Members present and voting at an Assembly Gathering, written notice of

which shall have been given not less than three months prior to the holding of such Assembly Gathering; and

- that expressly sets out one or more requirements for Constituent constitutions.

‘Co-opted Council Member’ means a Council Member appointed by Council in accordance with clause 33.

‘Corporations Act’ means the *Corporations Act 2001* (Cth).

‘Council’ means the body of Council Members of the BUV for the time being, that is the body referred to in the Act as the Executive Council.

‘Council Member’ means a member of Council for the time being, and includes Elected Council Members, Co-opted Council Members, the Director of Ministries, the Union Secretary and the Honorary Legal Advisor.

‘Delegate’ means a delegate appointed under clause 13 whose name is entered onto the Register of Delegates maintained under clause 60.3 and includes Official Delegates and Alternate Delegates.

‘Director of Ministries’ means the person appointed to that position in accordance with this Constitution.

‘Doctrinal Basis of the Union’ means the doctrinal basis set out in clause 3 of this Constitution.

‘Elected Council Member’ means a Council Member appointed by Assembly in accordance with clause 32, or any person appointed by Council to fill a vacancy of such person under this Constitution.

‘Honorary Legal Advisor’ means the person appointed to that position in accordance with this Constitution.

‘Honorary Member’ means a person that is an Assembly Member appointed by Council under clause 14.

‘Kilvington Grammar School’ means the entity that is Kilvington Grammar School Ltd ACN 117 529 932.

‘Leadership Team’ means the persons appointed as members of the Leadership Team from time to time pursuant to clause 54 of this Constitution.

‘Minister’ means a person who is an ordained minister of the BUV, and who is accredited in accordance with the requirements for accreditation determined by the BUV from time to time, and whose name appears on the Official List.

‘Official Delegate’ means a person appointed as an Official Delegate by a Church under clause 13 and whose name appears on the Register of Delegates as an Official Delegate.

‘Official List’ means the list of ordained and accredited Ministers maintained by the Union Secretary under clause 60.2.

'Person' includes an individual and an incorporated body, as context requires.

'Principles and Ideals of the Baptist Faith' means the Principles and Ideals set out in clause 4 of this Constitution.

'Register of Agencies' means a register of Agencies of the BUV that is established and maintained by the Union Secretary pursuant to clause 60.4

'Register of Constituents' means a register of Constituents established and maintained by the Union Secretary pursuant to clause 60.1.

'Register of Honorary Members' that is established and maintained by the Union Secretary pursuant to clause 60.5

'Relevant Law' means the *Charities Act 2013* (Cth), the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), the *Corporations Act 2001* (Cth), the *Income Tax Assessment Act 1997* (Cth), any other statute applicable to charitable entities in Victoria.

'Special Position' means a position described in clause 55.1.

'Special Resolution' means a resolution:

- of which notice has been given under clause 19.3.3; and
- that has been passed by at least 75% of the votes cast by Assembly Members entitled to vote on the resolution.

'Strathcona Baptist Girls Grammar School' means the entity that is Strathcona Baptist Girls Grammar School Limited ACN 073 413 626.

'Surplus Assets' means any assets of the BUV that remain after paying all debts and other liabilities of the BUV, including the costs of winding up.

'Union' has the same meaning as the 'Baptist Union of Victoria'.

'Union Secretary' means person appointed as Union Secretary in accordance with clause 52, and who is deemed to be the Secretary for the purposes of the Act.

'Victorian Baptist Advancement Fund' means the fund established with this name and governed by the Victorian Baptist Advancement Fund Charter adopted by the Annual Assembly of the BUV in 1986, as amended from time to time.

'Whitley College' means the Agency of the BUV that is known as Whitley College: the Baptist College of Victoria.

75. Interpretation

In this Constitution:

- 75.1 Words importing the singular include the plural and vice-versa and words importing any gender include all genders, unless the contrary is expressly provided.
 - 75.2 Reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act.
 - 75.3 The Preamble does not form part of the operative provisions of this Constitution.
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