

Constitution of Dural Baptist Church

**THE CONSTITUTION
OF
DURAL BAPTIST CHURCH**

*“Being people of God’s Kingdom boldly reflecting
Jesus in our community and world.”*

Constitution of Dural Baptist Church

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1. INTRODUCTION

- 1.1. This is the Constitution of Dural Baptist Church. It describes the basis for membership, leadership and governance of the Church and serves to facilitate the process by which the Members together seek to understand the mind of Christ for the Church.
- 1.2. The Constitution and accompanying Operating Principles are each to be read in the context of the other.

2. DEFINITIONS

In this Constitution unless inconsistent with the context:

“Active Register” means the register as described under Section 4.2.1

“Church” means Dural Baptist Church, a church affiliated with the Baptist Union of New South Wales

“Council” means the Council of Church Members

“Council Nomination Committee” means a committee of four comprising: two Members on the Active Register appointed by a Members’ Meeting who serve for a term of two year’s each subject to early cessation under this Constitution; one Member appointed by the Council from amongst its number who will act as Chair of the Committee and who will serve for a term of one year; and, the Senior Pastor. The Council Nomination Committee has responsibilities described and delegated to it in this Constitution and particularly Section 7.1 – Nomination Process

“Council of Church Members” means the persons appointed under Section 7.1

“Financial Year” will end on 30 June

“Forum” means a meeting open to Members, Regular Attenders and others at which matters are discussed and feedback sought without any binding affect on the Members or the Church

“Giving Notice” means a direct communication to individual Members, the exact manner of which is determined by the Council

“Member” means a Member of Dural Baptist Church

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“Members’ Meeting” means a meeting of Members as described under Section 6.1

“Membership Committee” means a committee comprising four Members on the Active Register appointed by a Members’ Meeting to serve for a term of one year subject to early cessation under this Constitution. The Members’ Meeting may appoint to the Membership Committee a Member who has previously served on the Committee. The Membership Committee has the responsibilities related to membership of the Church as described and delegated to it in this Constitution and particularly Section 4

“Operating Principles” means the framework by which vision, mission and values are achieved; leadership and oversight administered; people equipped, encouraged and empowered; and goals are set and evaluated. The Operating Principles includes the vision, mission and values of the Church. The Operating Principles are developed and maintained by the Council and approved by the Members as described in Section 5

“Publishing” means placing a notice in the Church's weekly newsletter or any medium used as a primary means of advertising to Members and Regular Attenders news and activities occurring in the life of the Church

“Pastoral Team” means the persons described in Section 7.3

“Regular Attenders” means persons actively involved in the life of the Church who are not Members

“Senior Pastor” means the person appointed to the position as described in Section 7.2

“Support Staff” means voluntary workers and paid Church employees other than members of the Council or the Pastoral Team. The term includes clerical, cleaning, office, grounds, sports centre, and other qualified and unqualified persons involved in the day to day running of the Church.

3. BELIEFS OF THE CHURCH

3.1. The beliefs of the Church accord with the evangelical doctrines set out in the Baptist Union of NSW Incorporation Act, 1919 (NSW) and subsequent amendments approved by the Baptist Union of NSW Assembly:

i) The nature and unity of the Godhead;

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- ii) The deity and humanity of Christ;
- iii) The Holy Spirit;
- iv) The divine inspiration of the scriptures;
- v) The sinfulness of people;
- vi) Christ's atonement for human sin;
- vii) The work of the Holy Spirit in salvation;
- viii) The church;
- ix) The baptism of believers only by immersion;
- x) The communion;
- xi) The return of the Lord Jesus Christ;
- xii) The resurrection of the dead; and
- xiii) Rewards and punishments in a future state

A document entitled "Baptist Union of NSW – Statement of Beliefs", available from the Church, provides an expansion of each of these doctrines.

3.2. The Church recognises the two special ceremonies commanded by Jesus for believers to follow always:

- (i) Baptism by which believers express their faith in Jesus and obedience to His word. They do this by being totally immersed in water as an act of union with Jesus' death, burial and resurrection (Matthew 28:18-20; Acts 8:35-38; Romans 6:3-4; 1 John 5:3);
- (ii) The Lord's Supper (also known as communion) which is celebrated to remind believers of Jesus dying for us all and that He is coming again (1 Corinthians 11:23-32).

4. MEMBERSHIP

4.1. Becoming a Member

People can be Members if they:

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- i) have a personal commitment to faith in Jesus Christ for salvation;
- ii) have been baptised by immersion as a testimony of their salvation;
- iii) participate in the life of the Church;
- iv) attend such membership classes as the Operating Principles may require;
- v) have been interviewed by two Members nominated by the Membership Committee, whose report to the Membership Committee supports their application for membership; and
- vi) have their application for membership circulated to Members in a manner directed by the Council. If the Membership Committee receives notice from any Member on the Active Register objecting to the application for membership, the matter shall be referred to a joint meeting of the Council and the Membership Committee who shall resolve the matter within 30 days. Members will have three weeks from the date of the advertisement being first placed to lodge an objection with the Membership Committee.

On successfully completing the membership admission process the Membership Committee will add the name of the new Member to the Membership Register. The Membership Committee will report to each Members' Meeting the names and brief details of new Members admitted since the prior meeting.

4.2 Membership Register

4.2.1 The Membership Register will have two sections:

- i) the Active Register; and
- ii) the Non-Active Register.

A Member's name will be placed on the Active Register unless and until, under this Clause 4.2, their name is transferred to the Non-Active Register.

4.2.2 The Membership Committee will review the Membership Register whenever they consider it necessary, but at least once a

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year. The Membership Committee may, after due process, transfer from the Active Register to the Non-Active Register the name of a Member who has ceased active participation in the life of the Church. Due process will include a meeting between the Member and the Membership Committee or its nominee or if good faith attempts at a meeting have not succeeded, writing to the Member notifying them of the proposed action and consequences of being transferred to the Non-Active Register.

4.2.3 A Member whose name has been transferred to the Non-Active Register will be notified as soon as possible after being transferred to the Non-Active Register that if their name remains on the Non-Active Register for 12 months, their name will be removed from the Membership Register;

4.2.4 A Member whose name is on the Non-Active Register will not be:

- i) entitled to vote at Members' Meetings; or
- ii) counted for the purpose of calculating quorums.

4.2.5 The Membership Committee will transfer a Member from the Non-Active Register to the Active Register upon being satisfied they have resumed active participation in the activities of the Church and completed other requirements as requested by the Membership Committee.

4.2.6 A Member who wishes to dispute the transfer of their name to the Non-Active Register may, if they and the Membership Committee cannot resolve the matter between themselves, ask the Council to review the decision to transfer their name onto, or keep it on, the Non-Active Register. The Council will review this decision within 30 days.

4.2.7 A copy of the Membership Register will be made available to individual Members upon request.

4.3. Ceasing to be a Member

4.3.1 A Member's name will be removed from the Membership Register on:

- i) death;

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- ii) application by the Member to transfer their membership to another church;
- iii) written request signed by or with the authority of the Member;
- iv) the expiration of 12 months from their name being transferred to the Non-Active Register; or
- v) direction of the Membership Committee (see Section 4.3.2 below).

4.3.2 The Membership Committee will only direct the removal of a name from the Membership Register under Section 4.3.1 (v):

- i) if they are satisfied the procedures set out in the Conflict Resolution Policy of the Church (as set out in the Operating Principles) have first been applied, where they consider it appropriate to do so; and
- ii) the removal is due to the conduct of a Member, and:
 - a) the Membership Committee or their nominees have first investigated the complaint about the conduct. In the investigation the rules of natural justice will be observed; and,
 - b) the Membership Committee or their nominees find that complaint proved and the conduct of the Member in question, in the opinion of the Membership Committee, constitutes a serious hindrance to the work of the Church.

4.3.3 The Membership Committee may direct that a name be removed from the Membership Register for a limited time.

4.3.4 A Member may ask the Council to review the decision to remove their name from the Membership Register under Section 4.3.1 (v). The Council will review the decision and communicate their decision to the Member within 30 days.

4.3.5 A person who has ceased to be a Member under Section 4.3.1 may at any time reapply for Membership as set out in Section 4.1.

4.4 Disputes Between Members

Matters of dispute between Members or grievances within the Church shall be dealt with in accordance with the Conflict Resolutions Policy as

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set out in the Operating Principles, this Constitution and other relevant policies and procedures contained in the Operating Principles.

5. BASIS OF GOVERNANCE

5.1. Under the guidance of God and Scripture, the Church will be governed on congregational principles, with the Members' Meeting being the final authority on all matters, having the power to manage its affairs according to the ultimate discretion of the Members in every respect.

5.2. The Church authorizes the Council to govern the affairs of the Church on behalf of the Members, subject to this Constitution, the Operating Principles adopted by the Members' meeting and decisions of the Members' Meetings, in pursuit of the Vision and Mission of the Church and in accordance with the stated Values of the Church.

5.3. The Council will maintain open communication with Members on the affairs of the Church.

5.4. While the governance of the Church is delegated to the Council and Pastoral Team, the Members meeting must approve:

- i) Pastoral Team appointments and dismissals;
- ii) Election and dismissal of the members of the Council;
- iii) Election and dismissal of the members of the Membership Committee and Council Nomination Committee;
- iv) Annual budgets and annual financial statements;
- v) The strategic plan;
- vi) Annual objectives and reported performance against objectives;
- vii) Major Capital Expenditures or Disposals – all land or buildings and other items of capital greater than the threshold set in the Operating Principles;
- viii) Other Capital Expenditure – all items of capital greater than the threshold set in the Operating Principles;

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- ix) Loans and debt – all borrowing, loans or debt facilities regardless of whether any mortgage over assets is required in relation to the facility; and
- x) Changes to the Operating Principles.

6. MEMBERS' MEETINGS

6.1. Members' Meetings and Forums

- i) The number and timing of Members' Meetings and Forums are to be determined by the Council so as to promote communication and accountability of the Council to the Members and to facilitate the central role of the Members' Meeting in the discovering of the mind of Christ for the Church.
- ii) Members' Meetings or Forums may be called by the Council to discuss any matter.
- iii) If at least ten percent of the Members on the Active Register give written notice to the Council that they want a matter brought to the notice of the Members, then:
 - a) the Council will call a Forum to discuss the matter raised in the written notice and if possible to resolve it without having to call a Members' Meeting; and
 - b) if the matter cannot be resolved at the Forum to the satisfaction of the ten percent who gave notice to the Council then the Council will call a Members' Meeting within 60 days to discuss the matter. Only that business will be dealt with at the meeting. If a quorum is not attained, the matter will lapse.

6.2. Annual Members' Meeting

- i) An Annual Members' Meeting will be held on a date nominated by the Council and must be held once in every calendar year.
- ii) At the Annual Members' Meeting the following business will be dealt with:
 - (a) presentation and receipt of reports from the Council;

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- (b) presentation and receipt of the annual Church Financial Statement and the report of the auditor thereon;
- (c) appointment of the auditor for the next financial year
- (d) election to fill open positions in the Council;
- (e) election of the Membership Committee and the Council Nomination Committee; and
- (f) other business properly brought before the meeting in accordance with the Operating Principles.

6.3. Notice of Meetings

- i) The Council will give the Members at least two (2) Sundays' prior notice, excluding the meeting day, of any Members' Meeting or Forum by Publishing the date, place, time and agenda for the meeting for the two (2) Sundays before the Meeting; or Giving Notice directly to the Members at least two (2) weeks before the Meeting.
- ii) The Council will determine the agenda for Members' Meetings, except for meetings called under clause 6.1 (iii). Not less than one month's notice in writing shall be given to the Council of any items for consideration for inclusion on the agenda of a Members' Meeting.

6.4. Quorum

- i) The quorum required for Members' Meetings is 25 percent of the number on the Active Register.
- ii) A Forum does not require a quorum.
- iii) If a quorum is not achieved at a meeting, the Members at that meeting may resolve to:
 - (a) adjourn the meeting for at least 7 days; and
 - (b) give notice of the adjourned meeting by Publishing the date, place and time for the meeting in the Church's weekly newsletter for at least one (1) Sunday before the adjourned meeting; or Giving Notice directly to the Members at least one (1) Sunday before the adjourned Meeting in a manner determined by the Council.

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- iv) If the notice is given, the Members present at the adjourned meeting will be a quorum for that meeting.

6.5. Chair of Members' Meetings

The Chair of the Council will chair all Members' Meetings unless:

- i) they delegate this role to another member of the Council; or
- ii) the Council resolves that another person should chair the meeting.

6.6. Procedure for Members' Meetings

- i) The Council will prepare an agenda for each meeting and make it available to Members together with the notice of the meeting in accordance with Section 6.3.
- ii) Matters raised for which the required notice has not been given shall be referred to the Council for consideration as an item to be replaced on the agenda of a subsequent Members' Meeting.
- iii) The Chair will have full authority and responsibility to ensure the good conduct of all meetings including the removal from meetings of persons who are not Members and are disrupting the good conduct of the meeting.
- iv) Only a Member on the Active Register may vote at Annual and Members' Meetings.
- v) Voting at Meetings shall be by voice or show of hands with Absentee Votes taken into account by the Chair, except voting is to be by Secret Ballot in relation to changes to this Constitution (Section 11), approvals required under Section 5.4 (i), (ii), (iii) and (x), and other matters where the meeting resolves a secret ballot to be appropriate.
- vi) Minutes will be kept as the record of each Members' Meeting.

6.7. Required Majorities in Votes at Members' Meetings

- i) A 75 percent majority of votes cast is required for Approvals under Section 5.4 (i), (ii), (vii) and (ix). The vote cannot take place unless a minimum of 75 percent of the Members on the Active Register participate.

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In the event that votes from 75% of the members on the Active Register are not available then the motion shall not be put to the meeting. A second meeting shall be called to consider the motion two weeks from the date of the first meeting. In the intervening period every effort shall be made to ensure that sufficient participation is achieved for the second (or subsequent) meeting. The process shall be repeated until the required participation is achieved

- ii) On all other business, excepting changes to the Constitution (see Section 11), a simple majority of votes cast by Members in attendance and entitled to vote will be sufficient.
- iii) In relation to the sale, purchase or holding of real property or the assumption of any debt, loans or other financial obligations requiring the mortgaging of real property, only votes cast by Members on the Active Register who are 18 years of age or older may be counted.
- iv) If discussion on any subject indicates that agreement of a substantial majority is not probable, the Chair shall defer the matter to the Council for further consideration

6.8. Absentee Voting

- i) Members on the Active Register may vote at Members' Meetings by absentee vote.
- ii) The Council will provide explanatory information to assist Members making absentee votes.
- iii) A valid absentee vote must be:
 - (a) in a form approved by the Council;
 - (b) completed and signed by the Member making the absentee vote; and
 - (c) delivered to the Chair of the Council or their nominee prior to the commencement of the Members' meeting to which the absentee vote relates.

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- iv) An absentee vote does not count towards a quorum or for any amendments or motions not included in prior notice to Members.

7. CHURCH LEADERSHIP

7.1. The Council of Church Members (Council)

- i) The purpose of the Council:
 - (a) Promoting, advancing and protecting the vision, mission and values of the Church;
 - (b) Facilitating an understanding of the mind of Christ for the Church in conjunction with the Pastoral Team and the Members' Meeting;
 - (c) Together with the Pastoral Team, orienting the Church's structure and resources towards achievement of the vision and mission of the Church;
 - (d) Providing leadership and oversight through the development of key objectives and monitoring outcomes and progress towards key objectives;
 - (e) Developing and maintaining the Operating Principles; and
 - (f) Providing nurture, encouragement and support to the Senior Pastor and Pastoral Team.
- ii) The members of the Council are accountable to God, to each other and to the Members.
- iii) The authority of the Council does not reside in individual Council members but only in the Council as a whole.
- iv) There will be a minimum of four and a maximum of seven members of the Council.
- v) All members of the Council must be Members on the Active Register.
- vi) The members of the Council will be:
 - (a) the Senior Pastor;

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- (b) A minimum of three and a maximum of six Members from the Church who are not members of the Pastoral Team (other than the Senior Pastor), spouses of members of the Pastoral Team, employed Support Staff of the Church, or the spouse of an existing member of the Council unless that Council member is retiring at the next Annual Meeting and not seeking a further term of appointment.

Nomination Process

- vii) The Council Nomination Committee will:
 - (a) receive candidates for nomination on the recommendation of four Members on the Active Register;
 - (b) identify other candidates for nomination to serve on the Council;
 - (c) meet with all candidates for nomination to explain and describe the duties and requirements of membership of the Council;
 - (d) assess all candidates for nomination against the Requirements and Qualifications for the Council set out in the Operating Principles in full consultation with each candidate for nomination; and
 - (e) after reaching full agreement, advise the candidates for nomination and the Council of those candidates for nomination who meet the Requirements and Qualifications.
- viii) A candidate for nomination may, if they so wish, be included on the ballot of nominees presented to the Members' Meeting notwithstanding the Council Nomination Committee not attesting to them meeting the Requirements and Qualifications.
- ix) To be elected as a member of the Council the nominee must receive a 75 percent majority of votes cast. The vote cannot take place unless a minimum of 75 percent of the Members on the Active Register participate.

In the event that votes from 75% of the members on the Active Register are not available then the motion shall not be put to the

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meeting. A second meeting shall be called to consider the motion two weeks from the date of the first meeting. In the intervening period every effort shall be made to ensure that sufficient participation is achieved for the second (or subsequent) meeting. The process shall be repeated until the required participation is achieved.

- x) For members of the Council other than the Senior Pastor:
 - (a) the term of appointment will be three years, subject to early cessation under this Constitution; and
 - (b) at the expiration of their first term, they will be eligible for appointment by the Members for one further term of three years; and
 - (c) following two full consecutive terms, a member will not be eligible for appointment to the Council until at least two years have elapsed since the end of their latest term, and
 - (d) each year, a number which is at least the nearest whole number equal to or less than one third of the maximum number of members, excluding the Senior Pastor, shall complete their term, including a member appointed to fill a casual vacancy or an unfilled vacancy.
- xi) In the event of a vacancy, the Council may request the Council Nomination Committee nominate a person to fill the vacancy until the next Annual Members' Meeting.
- xii) The Council will elect a Chair from amongst their members, other than the Senior Pastor, to chair their meetings, facilitate the efficient operation of the Council and act as a spokesperson for the Council.

7.2. Senior Pastor

- i) The Senior Pastor will be a person with the necessary character and gifts, called by God to lead the Church.
- ii) The Council will identify and recommend to the Members, a nominee for the position of Senior Pastor who, in addition to other gifts and abilities, meets the criteria for membership of the Church as set out in Section 4.1.

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- iii) The Senior Pastor will be appointed at a Members' Meeting.
- iv) The Senior Pastor is accountable to God, to the Council and to the Members.
- v) In the extended absence or incapacity of the Senior Pastor or if there is no Senior Pastor, the Council will appoint a suitable person to fulfill the role of Senior Pastor until the Senior Pastor's return or a new Senior Pastor is appointed.
- vi) The Senior Pastor shall be a person who holds the doctrines set forth by the Baptist Union of NSW.
- vii) The tenure of the Senior Pastor may be terminated by two months notice in writing by the Senior Pastor, or two months notice in writing by the Church subject to approval by the Members as set out in this Constitution and the requirements of this Constitution. However a termination notice will have immediate effect in the event a Members' Meeting determines to terminate the appointment of the Senior Pastor subject to a recommendation of the Council under clause 7.5.

7.3. Pastoral Team

- i) The Pastoral Team will be persons with the necessary character and gifts, called by God to hold key executive positions in the life of the Church.
- ii) The Pastoral Team will ensure the alignment of ministries and activities around the vision, mission, values and objectives of the Church.
- iii) The Pastoral Team will be led by the Senior Pastor and will consist of the Senior Pastor and other pastoral and executive functions as recommended by the Council to and approved by a meeting of Members
- iv) The Council will identify and recommend to the Members, nominees for the Pastoral Team, who, in addition to other gifts and abilities, meet the criteria for membership of the Church as set out in Section 4.1.
- v) Day to day ministry oversight and management responsibility rests with the Pastoral Team.

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- vi) Each member of the Pastoral Team will be appointed at a Members' Meeting.
- vii) The members of the Pastoral Team are directly accountable to God and to the Senior Pastor, and indirectly accountable to the Council, each other and to the Members.
- viii) The tenure of a member of the Pastoral Team may be terminated by two month's notice in writing by the Pastoral Team member or two months notice in writing by the Church subject to approval by the Members as set out in this Constitution and the requirements of this Constitution. However a termination notice will have immediate effect in the event a Members' Meeting determines to terminate the appointment of a member of the Pastoral Team subject to a recommendation of the Council under clause 7.5.

7.4. Meetings of the Council

- i) The Council will hold a minimum of six meetings per calendar year.
- ii) Meetings of the Council may be called for any purpose and at any time or place by resolution of three members of the Council after the giving of reasonable notice.
- iii) Consensus (ie total unity and agreement) will, as far as is possible, be the basis of decision making by the Council. Where a vote is necessary, each member has one vote. When voting on a matter to be recommended to Members for approval under Section 5.4 the recommendation may only go to Members if there is full agreement of the Council. The quorum for meetings of the Council for decisions in relation to Section 5.4 will be 100 percent of the number on the Council entitled to vote.
- iv) In the event that one member of the Council is unable to participate in a decision as contemplated under 7.4 (iii) above despite good faith efforts by the Council member and the Council to defer the meeting and/or the decision to a time when the Council member is able to participate, then the Council may reach a binding and effective decision despite the absence of one member.

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- v) For decisions and recommendations other than related to Section 5.4, the quorum for meetings of the Council will be four and the Council may only act by a supporting vote of at least four.
- vi) For the purposes of this Constitution, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of members of the Council not less than the quorum, constitutes a meeting of the Council. All the terms of this Constitution as to meetings of the Council apply to such a meeting and in addition:
 - (a) each of the members taking part in the meeting must be able to receive the input of each of the other members taking part in the meeting; and
 - (b) at the commencement of the meeting each member must acknowledge their presence for the purpose of the meeting, to all the other members taking part.

7.5. Complaints Concerning Members of the Council or Members of the Pastoral Team

- i) Complaints about the conduct of members of the Council or Pastoral Team will be made in writing to the Council.
- ii) Any member of the Council who is the subject of a complaint shall not sit on the Council for the purpose of investigating or determining the complaint.
- iii) In any investigation the principles of natural justice will apply.
- iv) If the Council decides that the complaint has substance, the Council may take the action it considers appropriate, subject to the requirements of this Constitution.

7.6. Absence of Member of the Council

If there are no members of the Council, or an insufficient number of members of the Council willing or able to act:

- i) a Committee with a composition as close as possible to that specified in clause 7.1 will be convened;
- ii) this Committee meeting may be called:

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- (a) by any member of the Council or Pastoral Team member;
- (b) on seven days' notice;
- iii) this Committee will select Members from the Active Register to be nominated for election to the Council until the next Annual Meeting;
- iv) the number of nominees will be equal to the number of vacancies;
- v) a Members' Meeting will be called to vote on those nominations.

7.7. Duties of the Council

Subject to the purposes of the Council as set out in Section 7.1 (i) and other provisions of this Constitution, the duties of the Council are to:

- i) Together with the Pastoral Team establish a strategic plan;
- ii) Together with the Pastoral Team establish specific Church goals;
- iii) Determine the nature and limits of authority of the Senior Pastor;
- iv) Make recommendations to the Members for the appointment, or dismissal of the Senior Pastor and other members of the Pastoral Team;
- v) Maintain and publish a policy within the Operating Principles that explains the principles adopted by the Council in setting the remuneration of the Senior Pastor and other members of the Pastoral Team;
- vi) Monitor performance of the Senior Pastor and Pastoral Team in their achievement of the strategic plan and objectives of the church;
- vii) Initiate and facilitate external evaluations (as outlined in the Operating Principles) of the each member of the Pastoral Team within each five year period of the respective Pastoral Team member's appointment, and report on such evaluations to the Members;
- viii) Support the Senior Pastor in the implementation of policies;

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- ix) Promote and encourage membership amongst both the Members and Regular Attenders of the Church;
- x) Promote active participation by Members in the mission and ministry of the Church and in the responsibilities and duties of Members described in this Constitution;
- xi) Deal with the grievances unresolved through the appropriate processes;
- xii) Ensure financial solvency and integrity;
- xiii) Ensure compliance with statutory and legal requirements including those of incorporated entities associated with the Church;
- xiv) Evaluate and improve itself as the Council;
- xv) Ensure regular reporting to the Members in relation to the ministry and activities of the Church and communication between the Council and the Members;
- xvi) Make recommendations to the Members concerning the number of members of the Pastoral Team and the broad areas of their responsibilities;
- xvii) Exercise oversight of the Church's finances and of the maintenance and development of its property and facilities;
- xviii) Bring to each Annual Members' Meeting a nomination of a suitably qualified auditor for the next financial year;
- xix) Carry out the duties assigned to the Council by this Constitution; and
- xx) Carry out other duties necessary for or incidental to the fulfillment of the other responsibilities of the Council.

8. Property Ownership and Dissolution

- i) The sale, purchase and holding of freehold or leasehold land
 - (a) will be in the Name of the Baptist Churches of NSW Property Trust on behalf of the Church; and
 - (b) will be approved by the Members at an Annual General Meeting or a Periodic Members' Meeting.

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- ii) The assets and income of the Church shall be applied solely in the furtherance of its purposes and no portion shall be distributed directly or indirectly to the Members except as salaries paid to Members as bona fide employees of the Church or the reimbursement of expenses incurred on behalf of the Church.
- iii) In the event of the Church being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall:
 - (a) In the case of property held in trust pursuant to the Baptist Churches of NSW Property Trust Act 1984, be dealt with in accordance with that Act and in particular Section 29 which said trusts provide that no portion shall be distributed directly or indirectly to the Members of the Church.
 - (b) In all other cases be transferred to the Baptist Union of NSW or to any other organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members and which is exempt from income tax.

9. Indemnity

No person will be liable to the Members for any loss or damage suffered by them for action taken or omitted to be taken by him as:

- i) Member of Council
- ii) Pastoral Team member
- iii) Support Staff
- iv) Ministry Team member
- v) other person as the Council decides

if the action or omission was taken or made:

- i) within that person's scope of authority;
- ii) in good faith; and

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- (a) if that person exercised the same degree of care and skill as a wise person would have exercised or used under the circumstances in the conduct of his own affairs; or
- (b) that person took or omitted to take the action in reliance upon the written or oral advice of a legal adviser of the Church.

The Church will pay:

- i) any judgment (including costs) entered against a person; or
- ii) the amount (including costs) necessary to settle the proceedings; and
- iii) that person's reasonable legal fees, if that person and the act or omission the subject of the proceedings meet the description in this section. In this Section, "proceedings" includes a claim before proceedings are instituted.

10. Committees

10.1 The Council may establish ad-hoc and standing committees as it considers appropriate to assist in the discharge of its responsibilities. Such committees will act only through the Council.

10.2 The Council will determine an appropriate procedure to create and maintain a Council Nomination Committee as required and contemplated by this Constitution.

10.3 The Council will determine an appropriate procedure to create and maintain a Membership Committee as required and contemplated by this Constitution.

11. Changing the Constitution

11.1. This Constitution may only be changed or repealed by a 50 percent majority of votes cast by Members on the Active Register at a Members' Meeting called for that purpose.

11.2. Any proposed changes to the Constitution must be first submitted to a Forum called for that purpose.

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11.3. The Baptist Union of NSW is to be informed of any change to the Constitution and provided with a true copy of the (amended) Constitution within one month of any change or amendment to this Constitution.