

**CONSTITUTION AND BY-LAWS**  
**OF THE**  
**BAPTIST UNION OF SOUTHERN AFRICA**

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**CONSTITUTION**

As revised and adopted at the Annual Assembly in 2018 and amended at subsequent Assemblies.

**1. NAME**

The Baptist Union of Southern Africa.

**2. INCORPORATION**

The Baptist Union of Southern Africa shall be a legal persona with perpetual succession and an identity separate from its individual membership, capable in its own right of suing and being sued.

**3. DEFINITIONS**

In the Constitution and By-Laws of the Baptist Union of Southern Africa the following terms will have the meaning herein assigned to them.

**3.1 BOARD OF GOVERNORS** shall mean the committee constituted in Section 10.

**3.2 BOARD OF TRUSTEES** shall mean the committee constituted in Section 11.

**3.3 BOARD OF ADVISORS** shall mean the committee constituted in Section 12.

**3.4 CHURCH** shall mean a gathered community of Protestant Believers which accepts the supreme and final authority of Holy Scripture in all matters of faith and practice, observes the two ordinances of Believer's Baptism by immersion and the Lord's Supper, and affirms its adherence to the Declaration of Principles as set forth in Clause 4.

**3.5 DELEGATE** shall mean a person appointed as an accredited representative by a Member Church, and the members of the National Leadership Council, who have been registered as such.

**3.6 FELLOWSHIP** shall mean a congregation accepted into Fellowship status on the basis of an acceptable Constitution and a desire to work towards full membership.

**3.7 GENERAL ASSOCIATION** shall mean an association with historic links with the BU which is not a Network but comprises individuals, churches or groups united in a common interest for specific purposes in keeping with the objects of the Union by means of a constitution acceptable to the Union; which association is recognized and accepted as such by the Union, although not a member thereof.

**3.8 MEMBER CHURCH** shall mean a church in membership with the Union.

**3.9 MINISTER** shall mean a person whose name appears on one of the accredited ministerial lists of the Union.

**3.10 NATIONAL LEADERSHIP COUNCIL** shall mean the committee constituted as provided for in Section 9.1.

**3.11 NETWORKS** shall mean groups of Member Churches which meet for the purpose of ministry, training or relationship development; which adhere to the Baptist Union Statement of Faith, Purpose Statement and Baptist Principles; and which align with the policy and ethos of the Baptist Union.

- 3.12 OPERATIONAL LEADERS** shall mean the National Ministry Leader, National Pastoral Support Developer, National Network Developer, National Outreach Developer, National Administrator.
- 3.13 TRUSTEES OF THE UNION** shall mean such persons as the Assembly shall from time to time appoint as such.
- 3.14 UNION** shall mean the Baptist Union of Southern Africa.

#### **4. MEMBERSHIP**

##### **4.1 Admission of Members:**

The Union shall comprise all member churches at the date of adoption of the Amended Constitution and such churches as shall be admitted to membership by vote of the Assembly.

##### **4.2 Dismission of Members:**

Notwithstanding anything contained in 3.1 above the Assembly shall have power to remove from membership any Member Church, by a 75 per cent majority vote of the Assembly. If, however a motion from the National Leadership Council is introduced for removal or dismission pursuant to By-Law 2 (b), a majority vote by the Assembly shall be sufficient authorization for the removal of the member church from membership of the Union.

##### **4.3 Privileges and Obligation of Membership**

- 4.3.1 Under the divine Headship of the Lord Jesus Christ the final authority and responsibility in all matters touching the life and service of the Union rests with the Member Churches. Each Member Church has the responsibility and right to participate fully in the Union's life and government, including the appointment of its leadership.
- 4.3.2 Every Member Church shall be entitled and expected to attend Annual Assemblies and to exercise their vote for the welfare of the Union, in a spirit of prayer and love.
- 4.3.3 Member Churches shall be expected to support the ministry and maintain the fellowship of the Union by prayer, participation and conscientious giving towards its core services, its theological seminaries and its ministry networks, as God's provision enables.

#### **5. DECLARATION OF PRINCIPLE**

The basis of the Union is:

- 5.1 That the Lord Jesus Christ, our God and Saviour, is the sole and absolute authority in all matters pertaining to faith and practice, as revealed in the Holy Scriptures, and that each Church has liberty to interpret and administer His Laws.
- 5.2 That Christian Baptism is the immersion in water into the Name of the Father, the Son and the Holy Ghost, of those who have professed repentance towards God and faith in our Lord Jesus Christ who "died for our sins according to the Scriptures; was buried and rose again the third day."
- 5.3 That it is the duty of every disciple to bear personal witness to the Gospel of Jesus Christ, and to take part in the evangelization of the world.

#### **6. OBJECTIVES**

The objectives of the Union are:

- 6.1 To advance the cause of the Kingdom of God through Member Churches primarily in Southern Africa.
- 6.2 To promote unity and brotherly love among its Member Churches and churches moving towards membership.
- 6.3 To disseminate Baptist Principles and to maintain religious liberty.

6.4 To establish and assist churches wherein Baptist Principles are practiced.

## **7. FUNCTIONS AND POWERS**

The Union has the power and authority that it needs to be able to achieve the objectives that are stated in clause 6 of this constitution. Its activities must abide by the laws of South Africa.

The Union has the power and authority:

- 7.1 To collect information in respect of the history, organization and work of Member Churches, and Networks.
- 7.2 To co-ordinate and combine the efforts of Member Churches in all matters affecting the general welfare of the Union and its Member Churches.
- 7.3 To facilitate the engagement of its Member Churches in medical, educational, relief and other benevolent work and to confer and to co-operate as occasion may require with Member Churches and other communities and philanthropic societies.
- 7.4 To provide pension and related employee benefit arrangements for its staff, Ministers, Missionaries and their wives or widows.
- 7.5 To provide for theological education and for training for service in the churches.
- 7.6 To control admission to and deletion from the Union's list of accredited ministers.
- 7.7 To facilitate the resourcing of Member Churches.
- 7.8 To give services of advice or arbitration in cases of difference or dispute, with the consent of the parties concerned.
- 7.9 To receive, purchase, hold, hypothecate, sell, donate, lease, exchange and partition movable and immovable property.
- 7.10 To act as Trustees for any Member Church or Network whether established or to be established.
- 7.11 To invest funds of the Union in such manner as may be prescribed by By-Law.
- 7.12 To confer and cooperate as occasion may require with Member Churches and Ministers in connection with ministerial settlement and the like.
- 7.13 To tender advice to Member Churches and ministers on all matters appertaining to ministerial settlements and the like.
- 7.14 To borrow money with or without security for the purposes of the Union in such manner at such times and on such conditions as the National Leadership Council may determine.
- 7.15 To appoint and dismiss staff.
- 7.16 To make or amend such By-Laws as it may deem necessary for the proper administration of its business, including procedure for application, approval and termination of membership.
- 7.17 The Union will decide on the powers and functions of its office bearers.

## **8. THE ASSEMBLY**

- 8.1 The Union shall function through its Assembly.
- 8.2 The Assembly shall consist of registered delegates, each having a right to vote.
- 8.3 The following persons shall have the right to attend the Assembly and, with the consent of the National Ministry Leader, to participate without the right to vote:
  - 8.3.1 Past Presidents in membership of a Member Church
  - 8.3.2 Ministers
  - 8.3.3 Guests invited by the National Leadership Council.
  - 8.3.4 Two representatives of each General Association.
- 8.4 The Assembly shall meet annually when possible, and the National Leadership Council shall have power to summon a special Assembly.
- 8.5 The resolutions of the Assembly shall be executed by the National Leadership Council unless the Assembly otherwise direct.
- 8.6 Ten percent of the total Member Churches of the Union present shall constitute a quorum.

## **9. THE NATIONAL LEADERSHIP COUNCIL**

- 9.1 The National Leadership Council shall consist of:
- 9.1.1 The Operational Leaders of the Union
  - 9.1.2 Regional Network representatives.
  - 9.1.3 Such other members but not exceeding four in number as may be co-opted by vote of three-fourths of the National Leadership Council members present at the meeting dealing therewith.
- 9.2 All members of the National Leadership Council shall be appointed by the Assembly.
- 9.3 Each member of the National Leadership Council shall be a baptized believer in membership with a Member Church.
- 9.4 The National Leadership Council shall meet at such times and places as may be considered necessary for the dispatch of business, holding at least two ordinary meetings each year. The National Ministry Leader, or two members of the National Leadership Council, can call a special meeting if necessary, giving not less than 21 day's notice and the reason for the meeting.
- 9.5 The National Leadership Council shall be constituted provided there is the necessary quorum as defined in the By-Laws.
- 9.6 The National Ministry Leader shall act as the chairperson of the National Leadership Council, or in his absence, any other member of the National Leadership Council as elected by that body.
- 9.7 When necessary, the National Leadership Council will vote on issues, with the National Ministry Leader having a deciding vote on deadlocked outcomes.
- 9.8 Minutes of all meetings must be kept safely and accessible to the National Leadership Council.
- 9.9 The National Leadership Council may establish sub-committees to assist the National Leadership Council in its work, consisting of a minimum of three persons. Sub-committees must regularly report back to the National Leadership Council on their activities.

## **10. BOARD OF GOVERNORS**

- 10.1 The Board of Governors shall consist of a minimum of five members, but never an even number, is appointed by the Baptist Union Assembly for a period of three years, which period could be renewed upon satisfactory review of service.
- 10.2 Each member of the Board shall be a baptized believer in membership with a Member Church.
- 10.3 The Board shall meet at such times and places as may be considered necessary for the dispatch of business, a chairperson being elected from amongst their number.
- 10.4 The function of the Board of Governors is to provide oversight and control of the National Leadership Council and the Board of Trustees. They are responsible for **all aspects of corporate governance including** internal compliance and control, legal compliance, **risk compliance, audit and strategic risk,** capital management and financial reporting approval. They have a duty to file statutory returns.
- 10.5 The Board of Governors shall have the power to form whatever committees it deems necessary to fulfil any delegated tasks for any specified period.
- 10.6 The Board of Governors is in turn accountable to the Baptist Union Assembly.

## **11. BOARD OF TRUSTEES**

- 11.1 The Board of Trustees shall consist of a minimum of five members, but never an even number, appointed by the Baptist Union Assembly for a period of three years, which period could be renewed upon satisfactory review of service.
- 11.2 Preferably at least two Trustees shall be appointed from the members of the Board of Governors.

- 11.3 Each member of the Board of Trustees shall be a baptized believer in membership with a Member Church.
- 11.4 The Board of Trustees shall meet at such times and places as may be considered necessary for the dispatch of business, a chairperson being elected from amongst their number.
- 11.5 The function of the Board of Trustees is to safeguard the assets of the Baptist Union that are registered in the name of the Trustees of the Baptist Union. Their responsibility is activated by any request or notification of intention to change the ownership status of properties registered in the name of the Trustees of the Baptist Union. They are required to exercise such care, diligence and skill as can reasonably be expected of a person who manages the affairs of another.
- 11.6 The Board of Trustees shall have the power to form whatever committees it deems necessary to fulfil any delegated tasks for any specified period.
- 11.7 The Board of Trustees is accountable to the Board of Governors and the Baptist Union Assembly.

## **12. BOARD OF ADVISORS**

- 12.1 The Board of Advisors shall consist of not less than five individuals, but never an even number, appointed by the Assembly for a period of three years, which period could be renewed upon satisfactory review of service.
- 12.2 Candidates shall be nominated by a Search Committee and called to those roles by the vote of the Assembly.
- 12.3 Each member of the Board shall be a baptized believer in membership with a Member Church.
- 12.4 The Board shall meet at such times and places as may be considered necessary for the dispatch of business, a chairperson being elected from amongst their number.
- 12.5 The functions of the Board of Advisors shall be to oversee the ministry and spiritual health of the National Leadership Council.
- 12.6 The Board of Advisors shall act as advisors and mentors to the National Ministry Leader.
- 12.7 The Board of Advisors shall have the power to form whatever committees it deems necessary to fulfil any delegated tasks for any specified period.
- 12.8 The Board of Advisors is in turn accountable to the Baptist Union Assembly.

## **13. NETWORKS**

- 13.1 Formal Networks shall mean Networks of any number of Member Churches located anywhere in South Africa, united by way of a written constitution, including a statement of objectives, a structure for a frame of reference, which are registered by the Assembly and which have not been de-registered, and with provision for an affiliation fee levied on its members and payable to the Network.
- 13.2 Informal networks shall mean Networks of three or more churches who come together for a specific time, task or purpose and who complete a standard summary document outlining the nature and purpose of the Network.
- 13.3 Regional Networks shall mean one compulsory overarching formal network per distinct and separate geographic area which has as its purpose the nurturing and development of networks and ministries of the Baptist Union in that area.
- 13.4 It is compulsory for each member church to be a member of a regional network.
- 13.5 All Networks are accountable to the National Leadership Council.

## **14. FINANCE**

- 14.1 The Baptist Union is constituted as a separate legal entity in terms of this Constitution and separate from its Member Churches, capable of perpetual succession.
- 14.2 The Union shall continue to exist even when its membership changes and there are different office bearers.

- 14.3 The Union shall be able to own property and other possessions in its own name.
- 14.4 No members or office bearers shall have any right or title in their personal capacities to any property or other assets held by the Union.
- 14.5 The Union's income and property may not be distributed to its members or office-bearers, except as reasonable compensation for services rendered. No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- 14.6 The treasurer shall control the day to day finances of the Union. Proper books of account shall be maintained by the treasurer. The Union's financial transactions must be conducted by means of a banking account in the name of the Union.
- 14.7 Whenever funds are taken out of the bank account, the National Ministry Leader and at least two other members of the National Leadership Council must authorise the withdrawal.
- 14.8 The Assembly shall appoint annually a competent person or persons who shall examine the Union securities, audit the Accounts and Financial Records of the Union and furnish a report thereon to the Assembly in writing. Such report shall refer to the existence of the securities and the adequacy of the records maintained and shall express an opinion on the accuracy of the Accounts presented.
- 14.9 The financial year of the Union ends on 30 June.
- 14.10 The Union's accounting records and reports must be ready and submitted to the Director of Non-Profit Organisations within six months after the financial year end.
- 14.11 If the Union has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or the Union can get securities that are listed on a licensed stock exchange as set out in the Stock Exchanges Control Act, 1985.
- 14.12 The Union may appoint specialist advisors to guide its financial decisions.

## **15. FINANCIAL TRANSACTIONS**

- 15.1 The Union shall have power to buy, sell, donate, let or hire, exchange, transfer, receive by way of donation or otherwise, movable and immovable property and to invest its funds in Government or Municipal stock, mortgage bonds, or on fixed deposit or otherwise, in Banks, Post Offices, or approved organisations and shall further have power to borrow money with or without security in such manner as the Union shall think fit, negotiate loans from Bankers or others by overdraft or otherwise and by passing mortgage and notarial bonds for registration with the proper authorities, and to open and operate banking accounts, and to make, draw, accept, discount, execute and issue promissory notes, bills of exchange and other negotiable and transferable instruments to guarantee the performance of contracts by any person or duly constituted organization having objectives wholly or partly similar to the objectives of the Union.
- 15.2 The funds of the Union will be used solely for the objects for which it was established or shall be invested with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990) or in any financial instrument of a company contemplated in paragraph (a) of the definition of a 'listed company'.

## **16. SUBMISSION OF DIFFERENCES**

It is desired and expected that every member of the Union shall submit all grave differences, which tend to create divisions, to the National Leadership Council for arbitration and shall abide by the award therein subject to a right of appeal to the next meeting of the Assembly.

## **17. UNION ASSETS**

All immovable property of the Union shall be registered in the name of the Trustees of the Union.

**18. AUTHENTICATION OF DOCUMENTS**

The National Ministry Leader or his deputy is authorized to issue under his signature any certified copies of, or extracts from, the Constitution and By-Laws of the Union, or of minutes of meetings of the Assembly or the National Leadership Council, to which full faith and credence shall be given.

**19. DISSOLUTION**

- 19.1 The dissolution of the Union may be effected by a 75% majority vote of the delegates present at the Assembly.
- 19.2 In the event of 19.1 such Assembly shall authorize the National Leadership Council to transfer any assets that remain, after all the liabilities of the Union have been met, to another non-profit organization having similar objectives.

**20. BY-LAWS**

Subject to the overriding authority of the Constitution, the Assembly may make By-laws enabling, supporting and formalising the details and practical administration of the imperatives, initiatives and values of the Constitution. These By-laws shall be binding on all churches in membership with the Union.

**21. ALTERATIONS OF CONSTITUTION AND BY-LAWS**

Amendments to this Constitution shall be effective by resolution of the Annual Assembly in pursuance of a notice of motion in writing given at the previous Assembly and published as that Assembly shall direct. Such a resolution shall require the approval of a two-third majority of those present and entitled to vote at the Assembly except in the case of a proposed amendment of the Declaration of Principle which shall require approval by all members of the Union.

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Record of Changes to the Constitution

<b>Revision</b>	<b>Summary of Changes</b>	<b>Date of Change</b>
2018.1	Extensive revision to allow the implementation of the revised BU structure adopted at the 2018 Assembly and to bring the Constitution into line with SARS requirements.	October 2018 Assembly.

2019.1	<p><b>Amendments:</b> Amendments to Clauses 10.4, 12.5 and 12.6 and the addition of 12.8 to clarify that the scope of oversight of the Board of Governors and Advisors is limited to the National Leadership Council and the National Ministry Leader.</p> <p><b>Corrections:</b> Correction of typographical error in clause 19.1.</p> <p><b>New Clauses:</b> New Clause 2 dealing with Incorporation. New Clause 20 dealing with By-Laws.</p> <p><b>Clause Numbering:</b> Consequential adjustment of all clause numbers upon insertion of clause 2.</p>	2021 Assembly.
2019.2	<p><b>Expansion of the provisions of Clause 10.4 – the responsibility of the Board of Governors:</b></p> <p>“They are responsible for <b><u>all aspects of corporate governance including</u></b> internal compliance and control, legal compliance, <b><u>risk compliance, audit and strategic risk,</u></b> capital management and financial reporting approval.</p>	2021 Assembly
2021.1	<p><b>Clause 3.11:</b> Deletion of the last two lines of clause 3.11. And insertion of these deleted words in clause 13.1.</p>	2021 Assembly



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**BY-LAWS**

**1 Ministerial Recognition**

- 1(1) The regulations adopted by the Assembly from time to time shall be deemed to be incorporated herein.
- 1(2) It shall be a condition for ministry recognition that every Minister, Probationer Minister and Student Minister and Candidate for Recognized Ministry shall accept without resort to a Court of Law the decision of the National Leadership Council and of the Assembly as hereinafter provided for and the decision of the National Leadership Council and of the Assembly and of the court of appeal pursuant to the regulations mentioned in subparagraph (1) hereof.

**2 Admission to Membership of the Union**

- 2(1) The following procedure and criteria shall be used when receiving and considering applications from any church for membership of the Baptist Union, with a view to recommending their acceptance by the Assembly:
- 2(1)(a) The receipt by the National Administrator or his deputy of a completed written prescribed application from the Church together with a copy of the Constitution of the same by six months prior to the next Assembly.
- 2(1)(b) The receipt by the National Administrator or his deputy of an adequate report, based upon a questionnaire to be prepared by the National Leadership Council, from the applicable Regional Network, four months prior to the next Assembly.
- 2(1)(c) The documents referred to in paragraphs (a) and (b) shall be submitted to the National Administrator who shall make the necessary enquiries and make a recommendation to the National Leadership Council.
- 2(1)(d) Before reaching its decision, the National Leadership Council shall require clear evidence that:
- 2(1)(d)(i) The applying church is numerically and financially viable, that it has already taken firm root in the community it serves, shows promise of expanding its church membership, is meeting its current financial obligations satisfactorily and is likely to be able to meet – within what the National Leadership Council feels is a reasonable time – the normal financial challenges of an established church in the context in which it exists with particular reference to its responsibility for the support and retirement provision for its pastor – possibly on a bi-vocational basis.

Under exceptional circumstances, the National Leadership Council may decide to waive or modify the condition relating to financial viability.

2(1)(d)(ii) within the membership of the Church there is leadership capable of fostering spiritual growth based on Baptist Principles and providing sound administration.

2(1)(d)(iii) the applicant church has an essential element in its order and life, the recognition and practice of the principle that each member of the church has the responsibility and inalienable right to participate fully in its life and government, including the appointment of its leadership.

2(1)(e) The National Leadership Council may, at its discretion, appoint a sub-committee of its own members to meet with the body or the members of the applying church, to discuss matters relating to the Baptist understanding of the nature and administration of a local church. This sub-committee shall, after such meeting or meetings, submit a confidential report to the National Leadership Council.

2(2) It shall be understood that each church is autonomous and as such is free to manage its own affairs in terms of its own adopted constitutions approved by the National Leadership Council.

In order to maintain its membership, no amendment to its constitution, including any name change, shall be of any force or effect unless the amendment has been approved by the National Leadership Council.

In the event of a church adopting an amendment which is unacceptable to the National Leadership Council the National Leadership Council shall enter into meaningful negotiations with the church. In the event of this proving unsuccessful, the National Leadership Council shall be entitled by a 75 percent majority vote to introduce a motion to the Assembly for the removal of such member church from the membership of the Union.

2(3) Fellowships which have been formally recognised by a Regional Network will enjoy Fellowship status in the Union. They shall be listed in the handbook, receive all relevant correspondence, pay affiliation fees (as per 11(3)), and be entitled to representation at the annual Assembly but without the right to vote.

### **3 Appointment of Member Church Delegates to the Assembly**

3(1) Every church shall be entitled to appoint to each Assembly not more than three delegates on the basis of one delegate for each 100 church members or part thereof.

3(2) Notification of such appointments shall be given to the National Administrator of the Union or his deputy at least 21 days prior to the Assembly.

### **4 Business of the Assembly**

4(1) The National Ministry Leader shall preside at all sessions of the Assembly, failing whom a chairman shall be elected by the Assembly.

- 4(2) The Operational Leaders, Regional Network representatives, members of the Board of Advisors, members of the Board of Governors and members of the Board of Trustees shall be elected at a general meeting of the Assembly.
- 4(3) All the Operational Leaders, Regional Network representatives, members of the Board of Advisors, members of the Board of Governors and members of the Board of Trustees shall be appointed to hold office for a period of three years unless the Assembly shall otherwise resolve. At the expiration of this period of office each such office bearer shall be eligible for re-election for a further similar period, subject however to the right of the Assembly to resolve otherwise as to the period of appointment.
- 4(5) The procedure for the election of the office bearers recited in Sub-clause (2) above shall be as follows:
- 4(5)(a) Vacancies for the positions of National Ministry Leader, National Administrator, National Network Developer, National Pastoral Support Developer and National Outreach Developer shall be addressed by a Search Committee. The National Leadership Council shall appoint three members from its ranks to this Committee, member churches shall be invited to nominate two additional members and the relative Networks shall be entitled to nominate three members to this committee. The Search Committee shall only present one name to the Assembly for each vacancy.
- 4(5)(b) Nominations for positions on the National Leadership Council of the Baptist Union, including Regional Network representatives, the members of the Board of Advisors, the members of the Board of Governors and the members of the Board of Trustees shall only be invited from churches in membership with the Union whose affiliation fees are paid up except that nominations for Regional Network representatives shall be limited to churches located in the respective regions, participating through their Regional Network structures.
- 4(5)(c) Such nominations shall be on the form sent out by the National Administrator or his deputy to member churches at least three months prior to the Assembly.
- 4(5)(d) Nominations shall reach the National Administrator of the Union or his deputy at least eight weeks prior to the Assembly. Immediately thereafter, the National Administrator or his deputy shall inform each nominee of his nomination and shall seek consent to nomination in writing. If no such consent confirmed in writing is received by the National Administrator or his deputy five weeks before the Assembly, the nomination shall be invalid. Nominations received later than the prescribed date shall be invalid.
- 4(5)(e) All nominees for positions on the National Leadership Council shall carry the written recommendation of the Board of Advisors and the Board of Governors except for nominations made in terms of clause 4 (5) (g).
- 4(5)(f) The National Administrator or his deputy shall notify all members of the Baptist Union of the names of the consenting nominees including those nominated by the National Leadership Council at least four weeks before the Assembly.
- 4(5)(g) Failing sufficient valid nominations for the National Leadership Council from member churches and notwithstanding the provisions of Sections 4(5)(d), (e) and

(f), the chairman shall, at the first business session of the Assembly, invite further nominations from members of the Assembly there present.

4(5)(h) Nominations made by members of the Assembly pursuant to the provisions of paragraph (g) above shall be with the consent of the nominee. No speeches shall be permitted in connection therewith.

4(5)(i) Notwithstanding anything in paragraph (d) and (f) should a situation arise in relation to the filling of these posts which is declared by a 75 percent majority of the National Leadership Council to be an emergency situation, the National Leadership Council or any member of the Assembly shall have the right to bring a nomination or nominations directly to the Assembly. It is understood that in such a situation when a nominee has been unable to give his prior consent, his election at an Assembly shall constitute an invitation.

4(5)(j) All nominations shall be prominently displayed as from the commencement of the Assembly, except in the case of nominations permitted from the floor, carrying the recommendation of the Board of Advisors and the Board of Governors, and further, the time arranged for such elections shall be announced from the chair of the Assembly immediately after the induction of the National Ministry Leader, when applicable, and such elections shall take precedence as the first business after the tea interval during the first business session of the Assembly.

4(5)(k) Elections shall be by ballot. In the event of a tie, the chairman shall have a casting vote.

4(5)(l) In the election, the following principles shall apply:

1. The nominees receiving the highest number of the votes cast for each vacant position shall be declared elected, provided that they receive the support of the majority of the Assembly.
2. Voting shall begin from the highest office.
3. Nominees may stand for more than one vacant position.
4. Any sole nominee shall be declared elected, provided that they receive the support of the majority of the Assembly.

4(6) In addition to the foregoing appointments the Assembly may elect annually such other officials and Standing Committees as it may deem expedient.

4(7) Unless otherwise herein provided voting on all matters before the Assembly shall be by show of hands subject to the right of any ten members to demand a ballot.

4(8) Notices of motion shall be submitted to the National Administrator of the Union or his deputy in writing, signed by the proposer, at least 75 days prior to the Assembly. The proposal contained in these notices, together with any proposals then available from the National Leadership Council, shall be sent out to the churches at least 50 days prior to the Assembly, after scrutiny and possible amendment by the Resolutions Committee.

Notices of motion, other than those considered by the Assembly to be a major matter, may be considered upon permission of the Assembly granted without division.

Notwithstanding the above the National Leadership Council shall have full right at any time to bring any proposal, which it considers to be a genuine emergency, to the Assembly.

All notices of motion submitted to the Assembly shall be subject to the Rules of the Assembly.

4(9) The Assembly may, in order to facilitate specific business thereat appoint Committees to deal therewith. The conveners and quorum of committees shall be fixed by the Assembly, except that where committees are 5 or less members, the quorum shall be the full number of members less one (1). Each Committee shall elect its own chairman and minutes of business shall be recorded and upon a majority vote of the Assembly be available for use in the Assembly. Reports of each Committee shall be submitted in writing signed by the Chairman.

4(10) Meetings of the Assembly and all Boards and Committees shall include electronic communication and to meet shall have a similar meaning.

## **5 The National Leadership Council**

5(1) The Chairman of the National Leadership Council shall be the National Ministry Leader. The Chairman shall have both a deliberate and a casting vote.

5(2) Sixty percent of the Operational Leaders plus sixty percent of the Regional Network representatives shall form a quorum.

5(3) Any elected member or member nominated by a Regional Network who shall fail to attend any two consecutive meetings without leave shall forfeit his seat.

5(4) On the requisition of forty percent of the members of the National Leadership Council the National Administrator of the Union or his deputy shall summon a special meeting by notice setting forth the business to be transacted thereat.

## **6 Duties and Powers of the National Leadership Council**

6(1) Without derogation from the National Leadership Council powers by the Constitution conferred, the National Leadership Council shall ensure that the following functions are performed:

6(1)(a) Prepare the business and arrange the agenda of the Assembly.

6(1)(b) Prepare and present to the Assembly an overview of the work of all Baptist Union Networks.

6(1)(c) Prepare and present to the Assembly the audited financial statements and general and statistical reports of the year's work.

6(1)(d) Cause the proceedings of the Assembly to be minuted and stored and made available on written request to the National Administrator at a re-imbursive fee. If no queries are received from delegates within 30 days of the Assembly the minutes approved by the Assembly shall be taken as final.

6(1)(e) Send a digest of the proceedings of the Assembly to every member church.

6(1)(f) Appoint honorary examiners to audit the several accounts of the Union.

6(1)(g) Ensure the implementation of all resolutions taken by the Assembly and to report back to the subsequent Assembly.

6(1)(h) Keep a register of Ministers, Probationer Ministers, and Student Ministers, Churches, Networks, and Lay Preachers.

6(1)(i) Appoint arbitrators or advisors for the settlement of differences submitted.

6(1)(j) Control and administer the Trust Funds in terms of clause 12.

6(1)(k) Take such initial steps for the formation of Churches, Networks, and other bodies as it may deem necessary for the better fulfilment of the objects of the Union as in the constitution defined.

6(2) The National Leadership Council may in its discretion:

6(2)(a) In the event of any emergency arising between Assemblies do all such acts, matters and things and authorise the signing and execution of all such deeds and documents as it may deem necessary in the best interest of the Union, and any resolution passed pursuant to the powers hereby vested in the National Leadership Council shall be deemed to be a resolution of the Assembly. Any action taken hereunder shall be reported to the next Assembly.

6(2)(b) In order to facilitate and expedite the transaction of business, appoint committees to meet and deal with matters within terms of reference given, which may include specific delegation of power to act. In all instances where power to act is delegated at least 2 out of 3 Committee members shall be National Leadership Council members. When such power to act is exercised the National Leadership Council member ratio shall be maintained in voting on such an issue.

6(2)(c) Fill any vacancy occasioned between Assemblies by the death, retirement, incapacity or resignation of any officer of the Union or other Official or Committee member appointed by the Assembly. Any person so appointed shall hold office until the next Assembly.

6(2)(d) Any vacancy that may occur in the National Leadership Council between Assemblies, shall be addressed by co-option, until the following Assembly.

6(2)(e) Buy in for the protection of the Trust Funds any property mortgaged under the provisions of clause 12.

6(3) The National Leadership Council may initiate discussions with any recognised pastor and/or member church in the event of a conflict situation which could, in the opinion of the National Leadership Council, be prejudicial to the witness of a member church, the Union or the good name of the Christian Ministry.

6(4) The National Leadership Council may initiate discussions with any person on the Ministry List whose conduct is such that it may result in removal from the Ministry List should such behaviour be persisted in.

6(5) The National Leadership Council may, on its own motion or on complaint laid before it, remove from the list of accredited ministers after due enquiry any Minister, Probationer Minister or Student Minister, found by it to be guilty of misconduct, subject to the right of the Minister, Probationer Minister, or Student Minister concerned to appeal to the next Assembly.

6(6) The National Leadership Council may remove from the list of accredited ministers the name of any person whose acknowledged theological views are considered by the National Leadership Council to be a radical deviation from the Declaration of Principle or from accepted Baptist Principles as enunciated and accepted at the 1987 Assembly; subject to the right of the person concerned to appeal to the next Assembly to appoint a Court of Appeal.

6(7) The National Leadership Council may suspend any person on the Ministry List immediately upon commencement of divorce litigation in terms of 5.4 of the Ministry Regulations.

6(8) In the event of a conflict situation in a member church where timeous intervention is required between National Leadership Council meetings, the Operational Leaders shall be empowered to act on behalf of the National Leadership Council. A unanimous decision of the Operational Leaders shall be binding on the National Leadership Council.

6(10) The National Ministry Leader shall report to the National Leadership Council on any official meetings between the National Ministry Leader and the Board of Advisors and the Board of Governors.

## **7 The Board of Advisors**

7(1) The Board shall meet as required to achieve its mandate and shall meet regularly with the National Ministry Leader and the National Leadership Council.

7(2) Fifty percent of the elected members of the Board of Advisors shall form a quorum, except that where there are 5 or less members, the quorum shall be the full number of members less one (1).

7(3) On the requisition of any two members of the Board of Advisors a special meeting shall be called by notice setting forth the business to be transacted thereat.

7(4) Any elected member who shall fail to attend any two consecutive meetings without leave shall forfeit his seat.

## **8 The Board of Governors**

8(1) The Board shall meet as required to achieve its mandate and shall meet at agreed upon intervals with the National Leadership Council and/or the National Ministry Leader. The National Ministry Leader shall give account of every aspect of his responsibilities and that of the National Leadership Council to the Board of Governors.

8(2) Fifty percent of the elected members of the Board of Governors shall form a quorum, except that where there are 5 or less members, the quorum shall be the full number of members less one (1).

8(3) On the requisition of any two members of the Board of Governors a special meeting shall be called by notice setting forth the business to be transacted thereat.

8(4) Any elected member who shall fail to attend any two consecutive meetings without leave shall forfeit his seat.

## **9 The Appointment, Duties and Powers of the Trustees**

9(1) The Assembly shall appoint from time to time, ~~three~~ five persons as Trustees of the Union and may appoint alternates to all or any such Trustees. At least two of the Trustees shall be current elected members of the Board of Governors. Alternates shall be required to

attend all Trustee meetings, to ensure continuity of knowledge when they are required to act as substitutes in the absence of a Trustee.

9(2) Each Trustee so appointed shall hold office until such time:

9(2)(a) As he may resign.

9(2)(b) As he may miss three meetings without good cause.

9(2)(c) As he may die.

9(2)(d) As he may assign his estate or be declared insolvent.

9(2)(e) As he may be removed from office by vote of the Assembly.

9(3) In the event of any Trustee ceasing to hold office between Assemblies, the Board of Governors shall fill the vacancy so created which appointment shall only be valid until the next Assembly.

9(4) Any three Trustees or in their absence their alternates may do any act or execute any deed or other document required to carry out the directions of the Assembly or of the National Leadership Council or of the Board of Governors.

9(5) A certificate under the hand of the National Administrator of the Union or his deputy shall for all purposes be deemed sufficient evidence of the appointment of the Trustees or of their alternates, if any.

9(6) The Trustees of the Union shall hold, on behalf of and for the benefit of the Union, all property, estate, actions, credits and things of the Union.

9(7) All proceeds and income accruing to the Trustees shall be dealt with as directed by the National Leadership Council and the Board of Governors.

9(8) The Trustees shall be bound to make, conclude, and accept all such purchases, sales, investments, leases, contracts and agreements whatsoever as directed by the National Leadership Council and the Board of Governors subject always to the terms of the Constitution and By-Laws of the Union and also to sue for and recover all monies, debts, goods and effects whatsoever due or belonging to the Union, and to discharge any securities or investments as so directed by the National Leadership Council and the Board of Governors as aforesaid.

## **10 Networks**

10(1) Networks of churches collaborating together to accomplish the objectives of the Baptist Union are the primary means of operation of the Baptist Union.

10(2) All Networks, other than existing Territorial Associations transitioning into Regional Networks, shall likewise seek registration by the approval of the Assembly of the Baptist Union.

10(3) Networks seeking registration shall submit application on the prescribed form to the National Administrator six months prior to the Assembly.

10(4) The National Leadership Council shall receive all applications and confirm compliance with the provisions of the Constitution and By-Laws of the Baptist Union, notification of



which shall be sent to all member churches, together with a copy of the application, at least four weeks prior to the Assembly.

- 10(5) The vote of the Assembly shall be by ballot.
- 10(6) The name of each network coordinator from time to time shall be advised to the National Network Developer.
- 10(7) All networks shall submit reports to the National Leadership Council as requested.
- 10(8) Inactive networks may, after enquiry by the National Leadership Council, be deregistered by notification to the Assembly.
- 10(9) Networks not complying with these By-Laws shall be investigated by the National Leadership Council which, if necessary, will result in notification of deregistration to the next Assembly. In extreme circumstances the National Leadership Council shall have the power to deregister a Network immediately, subject to ratification by or appeal to the next Assembly.
- 10(10) New and deregistered Networks shall be communicated to the member churches via the Digest of Assembly Business.

## **11 Finances**

- 11(1) A membership fee, as determined from time to time by the National Leadership Council, shall be payable annually to the Union by each member church. In the event of non-payment of affiliation fees by any member church its attention shall be drawn to sub-clause 11(2). Accounts for affiliation fees shall be sent out to churches annually.
- 11(2) The financial year shall be from 1st January to the 31st December; all membership fees shall become payable before the 30th day of June in each year, and any member of the Union whose membership fees are in arrears shall forfeit the right to representation at the Assembly. The name of any member in arrears shall be reported to the National Leadership Council. Where a member church has been in arrears for two years, the church will automatically revert to Fellowship status until membership fees are paid, in which case reinstatement will take place immediately. In the event of ongoing non-payment, a church may be removed by the National Leadership Council from the register of members.
- 11(3) Affiliation fees for churches with Fellowship status will be half that of member churches. Fellowships that do not pay their fees will not be permitted to attend the Assembly.
- 11(4) It is desired and expected that, in addition to membership fees, every Church will contribute voluntarily an annual sum towards general revenue of the Union and will notify at each Assembly, either through its delegation or otherwise, the amount for which it is willing to accept assessment for the ensuing year.
- 11(5) All Assembly delegates will pay to the National Administrator a registration fee as determined by the National Leadership Council. Such payments shall accompany the required notification under By-Law 3.
- 11(6) The Treasurer is hereby authorised to make the undermentioned payments in respect of National Leadership Council meetings; to each National Leadership Council member

other than Regional Network representatives attending, by any method of transport, any National Leadership Council meeting other than the post-Assembly National Leadership Council meeting, the equivalent of a return air fare between his or her place of residence and the place of meeting, plus such out of pocket expenses as may be approved by the National Leadership Council. In the event of two or more members of the National Leadership Council travelling together by car, an amount of ½ times the air fare shall be paid.

- 11(7) The Financial Secretary shall be responsible for the control of the day to day finances of the Union. The Financial Secretary shall arrange for a bank account to be opened. Withdrawals will be made under those signatories as directed by the National Leadership Council. The Financial Secretary shall be accountable to the National Leadership Council.

## **12 The Baptist Trust Funds**

**12(1) Committee:** The Committee shall be called the Baptist Trust and Special Purposes Funds Committee. The Committee shall consist of the Trust Funds Secretary, the National Administrator, the Financial Secretary and five members who shall be appointed annually by the Assembly of the Union, on the recommendation of the National Leadership Council. This Committee shall administer the Baptist Trust Funds, plus such special purpose funds as may from time to time be entrusted to it by resolution of the National Leadership Council. A clear distinction shall be maintained between Trust and Special Purpose Funds within the accounts of the Committee.

**12(2) Baptist Trust Funds:** These shall comprise trust funds of the Baptist Union, the South African Baptist Missionary Society, and the Missions Networks of the Union. In the application of such trust funds, priority shall be given to the granting of loans, with or without security, to Baptist Churches or Institutions in membership with the Union or under the direction of the Union with a preference for the purchase of sites and/or the erection of church/multipurpose buildings rather than the church manses and community facilities. The Committee shall endeavour at all times to secure the capital of the trust funds and honour the donor's intention in relation to the application of income on the capital of the trust.

**12(3) Baptist Special Purpose Funds:** These shall comprise:-

12(3)(a) Such special Purpose Funds of the Union as shall by National Leadership Council resolution be entrusted to the Committee from time to time to be applied as directed by the National Leadership Council.

12(3)(b) The Baptist Union Extension Funds, the Baptist Union Centenary Fund, and the South African Baptist Property Investment Corporation (SABCOR), which shall be administered in terms of their specified purposes as follows:-

12(3)(b)(i) The Baptist Union Extension Fund shall grant at its discretion loans to new churches for assistance in the acquisition of fixed property. As far as possible - such loans shall be guaranteed by a mother-church of the Union. Loans shall be free of interest for such period as the Committee may determine but thereafter be subject to interest as the Committee may decide. Interest received shall be capitalised. Preference will be given to the purchase of sites and/or the erection of

church/multipurpose buildings rather than manses and community facilities.

12(3)(b)(ii) The Baptist Union Centenary Fund shall be invested to provide Income for bursaries and study loans to theological, missions and ministry students, as provided in the Fund/s Trust Deed. Loans may also be made, at market related interest rates, for Baptist Union Network purposes.

12(3)(b)(iii) SABCOR shall give priority to granting loans to Baptist Churches and Baptist Institutions as specified in sub-clause 12(2) above. Income of SABCOR shall be capitalised. Preference will be given to the purchase of sites and/or the erection of church/multipurpose buildings rather than church manses and community facilities.

12(3)(b)(iv) Proper accounts of the Baptist Trust and Special Purposes Funds shall be maintained so as to retain identity of participating funds with regard to capital investment and to income earned. Disbursement shall be in accordance with the purpose for which the fund was originally established.

12(3)(b)(v) The Committee shall have power to operate banking accounts, and unless otherwise expressly directed by the creator of a trust of a donor of monies which form part of any fund, to invest funds not immediately needed for priority loans as provided above, in any bank, registered deposit-taking or investment company of good standing and in government of municipal stocks.

**12(4) Annual Accounts:** Annual accounts shall be prepared to coincide with the financial year of the Union as determined from time to time. Audited accounts shall be submitted to the National Leadership Council with an annual report of the Committee to the Union Assembly.

**12(5) Trust Funds Secretary:** The Trust Funds Secretary is an honorary position but the incumbent shall be entitled to reimbursement of expenses incurred on behalf of the Baptist Union.

### **13 The BUSA Pension and the BUSA Provident Fund**

The BUSA Pension Fund and the BUSA Provident Fund (successors to the Baptist Union Pension Fund established by the Union in October 1910) shall be managed in accordance with the provisions of their respective Rules and Regulations.

### **14 South African Baptist Missionary Society**

The South African Baptist Missionary Society established by the Union in the year 1892 shall be managed in accordance with the provision of the Constitution and By-Laws thereof adopted at the Annual Assembly held at East London in 1937 and amended at the Annual Assembly held at Port Elizabeth in 1938, with such further amendments as have been adopted or may be adopted hereafter.

## 15 Churches

15(1) All member churches shall report annually by the end of March to the National Administrator of the Union giving such statistical figures as may be called for by the Union and in the case of aided Churches a general report on the year's work.

15(2) Any application to the Union for a grant in aid by a member church shall be accompanied by an audited financial statement.

15(3) Notices for all meetings provided for in this constitution must be given to churches in writing, by post or electronic communication, to the address or other similar particulars provided by the churches. All notices sent to churches at the latest known contact details shall be deemed to have been duly served on churches.

## 16. Alterations of By-Laws

Amendments to these By-Laws saving clauses 13 and 14 hereof shall be effected by Resolution of the Assembly in pursuance of a notice of motion in writing given to the National Administrator of the Union at least one month prior to the Assembly.

## 17. Special Transition Provisions

17(1) For purposes of continuity of the function of Territorial Associations, as provided for under the previous Constitution, and Regional Networks, as provided for under this constitution, the concurrent existence of both shall be recognized for a transitional period, anticipating full operation as Regional Networks.

17(2) A written report by each Territorial Association reflecting its progress on implementing the transition guideline towards full operation as a Regional Network shall be submitted to each Assembly for consideration, as facilitated by the National Leadership Council.

17(3) The Assembly shall recommend appropriate support for each Territorial Association to facilitate progress towards the objective of becoming fully functional as a Regional Network.

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### Record of Changes to the By-Laws

Revision	Summary of Changes	Date of Change
2019.1	Extensive revision to allow the implementation of the revised BU structure adopted at the 2018 Assembly.	October 2021 Assembly.