

BAPTIST CONVENTION OF SOUTH AFRICA

CONSTITUTION

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CONSTITUTION OF THE BAPTIST CONVENTION OF SOUTH AFRICA

PREAMBLE

Whereas, we , the officials of the Baptist Convention of South Africa, representatives of its various ministries, relevant departments and delegates from bona fide member churches, gathered at the 1995 Annual Assembly of the Baptist Convention of South Africa appreciating the need to create a body of normative rules that govern the affairs of the Baptist Convention of South Africa, and duly authorized to do so, HEREBY unanimously agree to adopt this constitution, which forthwith repeals and nullifies any previously adopted constitution and supercedes any other body of rules governing or purporting to govern the affairs or business of the Baptist Convention of South Africa. This constitution shall forthwith have the force of law.

1. Definitions.

In this document, unless the context indicates otherwise:

“advertisement” means any direct or indirect communication transmitted by any medium, or any representation or reference written, inscribed, recorded, encoded ` upon or embedded within any medium, by means of which a person seeks to bring any information to the attention of all or part of the member churches;

“agreement” includes a contract, or an arrangement or understanding between or among two or more parties that purports to create rights and obligations between or among those parties;

“audit” has the meaning set out in the Auditing Profession Act;

“Auditing Profession Act” means the Auditing Profession Act, 2005 (Act No. 26 of 2005);

“auditor” has the meaning set out in the Auditing Professions Act;

“Banks Act” means the Banks Act, 1993 (Act No.124 of 1993);

“NEC” means the National Executive Committee of BCSA

“Directors” in this case refers to the NEC members

“electronic communication” has the meaning set out in section 1 of the Electronic Communications and Transactions Act;

“financial reporting standards”, with respect to any particular company’s financial statements, means the standards applicable to that company, as prescribed in terms of section 29(4) and (5) of Companies Act of 2008;

“financial statement” includes—

- (a) Annual financial statements and provisional annual financial statements;
- (b) Interim or preliminary reports;
- (c) Group and consolidated financial statements in the case of a group of companies; and
- (d) Financial information in a circular, prospectus or provisional announcement of results, that an actual or prospective creditor or holder of the company’s securities, or the Commission, Panel or other regulatory authority, may reasonably be expected to rely on;

“general voting rights” means voting rights that can be exercised generally at a Assembly;

“individual” means a natural person;

in relation to a particular matter, means that the person either—

- (a) Had actual knowledge of that matter;
- (b) Was in a position in which the person reasonably ought to have—
 - (i) Had actual knowledge;
 - (ii) Investigated the matter to an extent that would have provided the person with actual knowledge; or
 - (iii) Taken other measures which, if taken, would reasonably be expected to have provided the person with actual knowledge of the matter;

“member church”, when used in reference to a Convention, means a church that holds membership in, and specified rights in respect of, that Convention, as contemplated in Section 6 of the Constitution;

“non-profit company” means a company—

- (a) incorporated for a public benefit or other object as required by item 1(1) of Schedule 1 of the Companies Act of 2008; and
- (b) the income and property of which are not distributable to its incorporators, members, directors, officers or persons related to any of them except to the extent permitted by item 1(3) of Schedule 1;

“Notice of Incorporation” means the notice to be filed in terms of section 13(1), by which the incorporators of a company inform the Commission of the incorporation of that company, for the purpose of having it registered;

Officer/s refers to: The National President, National Deputy President, First Deputy President, National Treasurer and the Minute Secretary elected to an administrative position by the National Assembly

“premises” includes land, or any building, structure, vehicle, ship, boat, vessel, aircraft or container;

“present at a meeting” means to be present in person, or able to participate in the meeting by electronic communication, or to be represented by a proxy who is

present in person or able to participate in the meeting by electronic communication;

“records”, when used with respect to any information pertaining to a company, means any information contemplated in section 24(1) of Companies Act 2008;

“registered auditor” has the meaning set out in the Auditing Profession Act;

“voting power”, with respect to any matter to be decided by a Convention, means the voting rights that may be exercised in connection with that matter by a particular person, as a percentage of all such voting rights;

“voting rights”, with respect to any matter to be decided by a Convention, means—
The rights of a member to vote in connection with the matter, in the case of a non-profit company;

“Organs” refers to the BCC, Thusong. HIV/AIDS Desk, Children Department and any other project initiated by the NEC

“BCSA” refers to the Baptist Convention of South Africa

“BMD” refers to the Baptist Man Department

“BWD” refers to the Baptist Woman Department

“BYD” refers to the Baptist Young Department

“RC” refers to the Regional Conference

“REC” refers to the Regional Executive Committee

“AGM” refers to the Annual General Meeting which is the National assembly

“MINSPO” refers to the Ministers and spouses

“BCC” refers to the Baptist Convention College

“COO” refers to the Chief Operating Officer.

2. **NAME**

The name of body shall be the **BAPTIST CONVENTION OF SOUTH AFRICA**.
(Hereinafter referred to as “the Convention”.)

3. **STATEMENT OF FAITH**

3.1 We believe in the Scriptures of the Old and New Testaments in their original writings as fully inspired of God and accept them as the supreme and final authority for faith and life.

- 3.2 We believe in one God, eternally existing in three Persons – Father, Son and Holy Spirit.
- 3.3 We believe that Jesus Christ was begotten by the Holy Spirit, born of the Virgin Mary, and is true God and true man.
- 3.4 We believe that God created man in His own image; that man sinned and thereby incurred the penalty of death, physical and spiritual; that all human beings inherit a sinful nature which issues (in the case of those who reach moral responsibility) in actual transgression involving personal guilt.
- 3.5 We believe that the Lord Jesus Christ died for our sins, a substitutionary sacrifice, according to the Scriptures, and that all who believe in Him are justified on the ground of His shed blood.
- 3.6 We believe in the bodily resurrection of the Lord Jesus, His ascension into heaven, and His present life as our High Priest and Advocate.
- 3.7 We believe in the personal return of the Lord Jesus Christ.
- 3.8 We believe that all who receive the Lord Jesus Christ by faith are born again of the Holy Spirit and thereby become children of God.
- 3.9 We believe in the resurrection both of the just and the unjust, the eternal blessedness of the redeemed and the eternal banishment of those who have rejected the offer of salvation.
- 3.10 We believe that the one true church is the whole company of those who have been redeemed by Jesus Christ and regenerated by the Holy Spirit; that the local church on earth should take its character from this conception of the church spiritual and, therefore, that the new birth and personal confession of Christ is a prerequisite for church membership.
- 3.11 We believe that the Lord Jesus Christ is the Supreme and only Spiritual Head of the Church universal; that He appointed two ordinances – baptism and the Lord's supper – to be observed as acts of obedience and as perpetual witnesses to the cardinal facts of the Christian Faith; that baptism is the immersion of the believer in water as a confession of identification with Christ in burial and resurrection, and that the Lord's Supper is the partaking of bread and wine as symbolical of the Savior's broken body and shed blood, in remembrance of His sacrificial death until He comes.
- 3.12 We believe that all Christians are called to a life of holiness, devotion to the Lord and service for Him. It is the duty and privilege of every believer to witness for Christ and seek to bring others to Him.

- 3.13 We believe in the deity, personality, ministry and abiding presence of the Holy Spirit in the believer.
- 3.14 We believe that God has ordained marriage as a heterosexual relationship between a natural man and a natural woman.

4. LEGAL STATUS

- a) The Convention is and shall continue to be a distinct and separate legal entity and body corporate with the power to acquire, to hold and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.
- b) The Convention shall have full and unfettered locus standi in judicio. All actions or proceedings at law or any arbitration shall be brought by or against the Convention in its own name.

5 STRUCTURES

The BCSA shall be composed of the following structures:

- 5.1 National assembly
- 5.2 National Executive committee (NEC)
- 5.3 Regional conference (R.C)
- 5.4 Regional Executive Committee (REC)
- 5.6 Annual General Meeting (AGM)
- 5.7 Church Executive committee/Board.

5.8 Ministers and spouses

5.9 National Departments

6 NATURE OF BUSINESS

Notwithstanding anything to the contrary herein contained:

- a) The Convention is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain for the Convention or any of its individual members.
- b) The income and assets of the Convention shall be applied solely for investment and for the promotion of the objects for which it is established.
- c) No part of the income or assets of the Convention shall be paid directly or indirectly, by way of dividend, donation or otherwise, to any person; provided that the Convention shall be entitled to pay fees or honoraria to any service provider for services rendered to the Convention.

- d) The BCSA and its structures shall continue notwithstanding changes in the composition of its membership or its office Bearers.

7 MEMBERSHIP

- a) Every local Baptist Church is entitled to apply for admission as a member of the Convention; provided that all admissions shall be effected by the National Assembly at an Annual Assembly, on the strength of the recommendation made by the National Executive Committee; provided further that the Church desirous to be admitted shall have lodged an application to that effect with the General Secretary at least four months prior to the sitting of the National Assembly. A copy of a similar application shall be served to the Executive of the region where the applicant church is domiciled, for comment.
- b) Should the Executive Committee of the region in question fail or neglect to comment, ratify or object to the application in writing, it shall be deemed that the Executive Committee of the relevant desires that the applicant church be admitted as a member.
- c) Notwithstanding anything to the contrary herein contained, all local Baptist Churches, which became member of the Convention at its inception, and all other local Baptist Churches subsequently admitted as such, prior to the commencement of this constitution, shall be deemed to be bona fide members of the Convention.
- d) Every local church, which has been admitted as a member of the Convention, shall continue to be a member until such membership is withdrawn by the Convention. The Convention shall withdraw such membership in the event a member conducts itself in a manner unbecoming of a member of the Convention, or prejudicial to the interests and reputation of the Convention.
- e) A member church may also withdraw its membership meromotu, by giving the General Secretary notice to that effect in writing, and providing proof that at least two-thirds of members of such local church have expressed their desire to cause their church to resign from the Convention by means of a special resolution.
- f) The President shall appoint a delegation/ Task team to visit the church for exit interview and to verify that all processes have been followed by the church concerned for wishing to withdraw from the Convention and to report back to him, and to present its report to the NEC.
- g) When the NEC is satisfied that all the processes have been followed to withdraw from the Convention, it shall release the church by means of a resolution and will report to the Assembly.
- h) For the church to be considered in good standing, it should have paid its affiliation fees for a period of not less than two consecutive years.

- i) For the church to participate in the deliberations and to vote at the Assembly, the church should have paid its tithe of tithes for at least 75% in that financial year.
- j) For the church to hold the right to vote and to participate in deliberations at the Assembly should have complied with section 7 (h) and (i) 7 above

8. DUTIES OF MEMBER CHURCH

A member of the convention will:

8.1 Belong to and take an active part in all activities of the Convention.

8.2 Take all necessary steps to understand and carry out the aims, policy and programs of the Convention.

8.3 Explain the aims, policy and program of the Convention to the church members.

8.4 Observe discipline, behave honestly and carry out loyally decisions of the majority and decisions of higher bodies.

8.5 Refrain from publishing and/or distributing any media without authorization which purports to be the view of any organized grouping, faction or tendency within the Convention.

9. AFFILIATION FEES

The BCSA shall have the right to levy affiliation from its member churches, regions and department. And such fees shall be determined from time to time by the National Assembly.

10. ACCOUNTING PERIOD

The financial year of the BCSA shall commence on the 1st July and end on the 30th June of the following **year**

11. OBJECTS

- a) To develop and proclaim a holistic, Afrocentric and participatory understanding of the Gospel of Jesus Christ.
- b) To equip, enable and empower member churches to practice and exercise the ministry of transformation of communities in which they witness.
- c) To promote and encourage the fellowship of member churches

- d) To develop and foster a distinct and contextual understanding of Baptist principles and polity.
- e) To provide formal theological training and accreditation of ministers.
- f) To provide ministerial recognition in accordance with the Baptist Principles and practice.
- g) To withdraw ministerial recognition of any member who died, or expelled, or voluntary resigns, or fails to comply with regulations and requirements that have been set by the National Ministers and Spouses (MINSPO)
- h) A minister who has been withdrawn from the "Ministerial List" shall within ninety days hand over the Marriage license if he or she was registered as a Marriage Officer under the Baptist Convention.
- i) To provide an enabling environment for local churches to carry out the great commission and plant new churches.
- j) To control admission to and deletion from the Convention's lists of accredited ministers.
- k) To establish projects and ministries aimed at meeting the physical and socio-economic needs of the people of God.
- l) To raise funds for its missions, and projects.

12. POWERS OF THE CONVENTION

Subject to the provisions of Clause 4, above, the Convention shall have all such powers as are necessary for the proper attainment of the objects set in clause 6, above, and shall, in particular, have the following powers:

- a) To acquire any movable or immovable property for the Convention calculated to benefit the Convention and to advance its objects and to maintain, improve and alter any of the Convention's property.
- b) To institute, conduct, defend or abandon any legal proceedings by or against the Convention or its officers, or otherwise concerning the affairs of the Convention.
- c) To open bank and building society accounts in the name of the Convention and to draw, accept, endorse, make and execute cheques and other negotiable instruments connected with the business and affairs of the Convention.
- d) To invest and deal with any moneys of the Convention not immediately required for the purpose of the Convention.

- e) To borrow or raise money and give security for the same by mortgage of all or any part of the property of the Convention.
- f) Subject to the provision of clause 4, leases and any other forms of contract whatsoever, including sales and purchase of property of any kind whatsoever.
- g) To enter into partnership with like-minded organizations and institutions.
- h) To appoint auditors for the BCSA and its organs.

13. GOVERNANCE

The National Assembly shall be the highest decision-making organ of the Convention.

14. NATIONAL ASSEMBLY.

14.1 Composition.

The National Assembly shall consist of the following persons or groups of persons

- 14.1.1 the National Executive Committee
- 14.1.2 delegates of respective member churches
- 14.1.3 a delegate from each national department
- 14.1.4 A delegate from each national ministry
- 14.1.5 Pastors and pastors' spouses who were not otherwise sent as delegates
- 14.1.6 delegates from accredited fellowships
- 14.1.7 All other interested persons or parties

14.2 Meetings of the National Assembly.

The National Assembly shall meet once a year at such time and place as the National Assembly shall determine; provided that notice of such conferences shall be given by the National Executive Committee at least six months prior to the proposed date of the Assembly.

Thirty percent of member churches present at the National Assembly shall constitute a quorum

14.3 Vote Entitlement

The following persons and groups of persons shall be entitled to vote at the National Assembly:

- 14.3.1 All members of the National Executive Committee provided that they were not otherwise elected as delegates by their respective churches.
- 14.3.2 Delegates of respective local churches
- 14.3.3 A delegate of each department

14.3.4 A delegate of each ministry

14.3.5 A pastor, a moderator, a bi-vocational minister and spouses such as persons, provided that such persons and their spouses are serving in their member churches in that capacity.

14.4 Notwithstanding anything to the contrary contained in clause 9 (Affiliation fee) of this constitution, member churches, and accredited fellowship, Regions, Department, and Ministries shall forfeit the right to vote if they are not in good standing with the BCSA i.e non-payment of affiliation fees, suspension by the BCSA or its structures and/or not adhering to the resolutions taken by the assembly.

14.5 The following transactions shall be conducted at the Annual National Assembly.

- i) The National Executive Committee shall present an audited financial statement and budget.
- ii) Confirmation of minutes of the previous year's National Assembly.
- iii) Consider the report of the General Secretary, and that of the National President.
- iv) Consider reports of Regions, departments and respective ministries
- v) Conduct elections of relevant office bearers
- vi) To consider and to pass, with or without modification, any resolutions concerning the affairs of the Convention of which due and proper notice to members has been given and any other business concerning the affairs of the Convention
- vii) To recommend to the assembly to add to the ministers list probationary ministers and new fully accredited ministers, .and
- viii) To remove those who are deceased, left the BCSA and those who have been found guilty of misconduct.
- ix) To ratify board of Directors for Ministries and projects as recommended by the NEC.

15 .THE NATIONAL EXECUTIVE COMMITTEE (NEC)

The National Executive Committee is the highest organ of the Convention and has authority to lead the Convention, subject to the provisions of the Constitution.

!5. 1 (a) Composition.

The National Executive Committee (NEC) shall consist of:

- i) The National President
- ii) The National Deputy President
- iii) The National First President
- iv) The National Treasurer
 - v) The General Secretary (ex officio)
- vi) The Minute and Recording Secretary
- vii) Two elected members from each region, preferably the president and secretary or their deputies
- viii) Departmental representatives
- ix) Ministries' representatives

15 (b) Notwithstanding anything in this constitution contained, ministers shall be eligible for election to the position of National President, National Deputy President and the National First Vice President.

- 15 (c) The General Secretary who shall be a Minister by qualification, shall however be appointed by the NEC, short term contract of not less than five (5) year.
At the end of the five year contract the NEC shall recommend to the assembly the extension of the contract for a new term or to advertise the post.

15 (d) Should one of the NEC positions become vacant, between Assemblies, the NEC shall be vested with power to fill such vacancy and to report to the next Assembly.

15 (e) Term of Office

Members of the NEC shall hold office for a period of five (5) successive years.

15 (f) Meetings of the NEC and Officers.

- i) The NEC shall meet at least once per quarter.
- ii) A member of the NEC who fails to attend at least three (3) consecutive meetings without sending an apology shall ipso facto lose his / her position in the NEC.
- iii) Notwithstanding the above, the General Secretary shall inform the Region of the dismissal of its member and request that the Region sends an alternate to fill the vacancy.
- iv). A member who has lost his/her position in the NEC due to non-attendance shall also cease to hold leadership position in the REC.

v) A member who has lost position in the NEC due to non-attendance may not hold any position of leadership for a period of five consecutive years

vi).The Officers shall hold monthly meetings.

15.2(a) Powers of the NEC

Without derogation from the executive powers by the constitution conferred, the Executive shall have the following powers:

- i) To prepare the business and arrange the agenda of the Assembly.
- ii) To prepare and present to the Assembly audited financial statements.
- iii) To keep a register of pastors, moderators, bi-vocational ministers, probationer ministers, student ministers, churches, fellowships, regions and provinces.
- iv) To act on behalf of and in the interest of the Convention between Assemblies.
- v) To appoint sub-committees, ad-hoc committees and working committees to meet and deal with matters and falling within its terms of reference.
- vi) To listen to, mediate and arbitrate in interchurch, inter-fellowship, interregional and interprovincial disputes.
- vii) To fill any vacancy occasioned between Assemblies by death, retirement or in capacity of any officer of the Convention, provided that any person so appointed shall hold office until the next Assembly, provided further that the Assembly may ratify such person's appointment or remove him / her from office, as the case may be.
- viii) To call a special assembly when required to do so, or as demanded/requested by fifty 50% of total member churches, with the agenda and reasons for such meeting. The notice for such meeting shall be given in writing by the NEC at least thirty (30) days before the meeting.
- ix) *Should one of the NEC position become vacant, the NEC shall be vested with powers to fill such vacancy and report to the next Assembly.*

15(b) No member of the NEC shall, during his / her term of office serve as a committee member of any of the subordinate structures of the Convention unless otherwise sanctioned by the NEC.

15 (c) An elected member of the NEC shall not be permitted to hold office for more than two successive terms.

15 (d) Without derogation from the Executive power by the constitution conferred, NEC members who are regional representatives shall be responsible for reporting regional specific matters to the executive and for disseminating information from the Executive to the Province / Regions they represent.

15 (e) Notwithstanding anything contained, the officers, viz National President, National Deputy President, National First Vice President, General Secretary, National Treasurer and Minutes and Recording Secretary of the NEC shall constitute a sub-executive committee of the NEC to act on its behalf and in the interest of the NEC between the non-sittings of the NEC meetings.

The sub-executive committee shall review the work of the NEC collectively; work of individual BCSA staff matters provided that meeting in question shall also be used to assist officers in their spiritual and persona developments.

15.3 The NEC Quorum

(a) The quorum for meetings of the NEC shall be 50%+1 of its total membership Notwithstanding the above, at least three members of the Officers must be present when the meeting is quorated.

(b) In the event when there is no quorum the meeting shall be adjourned to the next day to form a quorum.

The members present on the second day shall be considered to form a quorum

16. OFFICE BEARERS, THEIR ROLES AND FUNCTIONS.

The National Assembly shall elect the following as office bearers:

- National President.
- National Deputy President.
- First Deputy President.
- National Treasurer.
- Minute Secretary

16.1 Duties and Functions of the Officers.

Without derogation from the Executive powers by the constitution conferred, the Officers shall be responsible for the following duties and functions.

- a) Execute duties given by the NEC.
- b) Deal with the staff matters on behalf of the NEC.
- c) Oversee the work of all sub committees.
- d) Be responsible for all Ministries of the BCSA, eg. College, Thusong, Missions Board.
- e) Manage all assets and liabilities of the BCSA THROUGH THE Office of the General Secretary.
- f) Draft agendas for the NEC meetings and the National Assembly.
- g) Guide deliberations at the NEC and other structures.
- h) Handle negotiations and consultation with partners on behalf of the NEC.
- i) Ensure that reports to partners are send regularly according to the partnership agreements.
- j) Monitor the functions of all National Departments.
- k) Make recommendation regarding the appointment of Conveners for subcommittees.
- l) Attend meetings and conferences of institutions that the BCSA is affiliated to: AABF, BWA, SABA, TEASA, SACC and SACTE

- m) To receive and ratify all reports compiled by the General Secretary for the NEC and Partners.
- n) Officers shall control, monitor and provide, endorsement of all major businesses and official transactions of the BCSA on behalf of the NEC.
- o) Protect the image and constitution and policies of the BCSA.
- p) To ensure that all structures of the BCSA comply with the principle, practice and constitution and policies of the BCSA.

Without derogation from the Executive power by the Constitution, these shall be the duties of individual Officers of the NEC respectively

16.2 National President

16.2.1 The President is the head of the Convention and the leader of the house at a National Assembly.

16.2.2 The Presidency is the face of the Baptist Convention of S.A.

- The Presidency drives cohesion, values, vision, and mission, code of conduct and strategy of the Convention.

16.2.3 The President is the final accounting Officer.

- The President shall assume the position of Executive President, in the absence of the General Secretary

16.2.4 The President and the Presidency shall uphold the BCSA Constitution and bylaws as well as to promote the interest of the BCSA, defend and protect that which may harm the BCSA

16.2.5 Present to the Assembly a comprehensive statement of the state of affairs of Convention.

16.2.6 Make pronouncements for and on behalf of the NEC outlining and explaining the policy or attitude of the Convention on any question.

16.2.7 Preside over meetings of the NEC, the Assembly business meetings and the sub executive committee meetings. In conformity with the Constitution and rules of procedure adopted by the NEC.

16. 2.8 Exercise the Pastoral ministry over the denomination. This duty includes visitations to Regions and Churches.

16.2.9 The Presidency shall represent the BCSA in meetings and conferences where leaders of denominations are requested to attend.

16.2.10 Under the overall supervision of the NEC, orient and direct the activities of the Convention.

16.2.11 The President shall appoint any of Deputies as ex officio member of any of the Subcommittee of the BCSA.

16.2.12 Notwithstanding the above, the Presidency is the ex officio member of all structures of the BCSA.

16.3 National Deputy President and National First President.

16.3.1 Deputy President and National First President will assist the President, deputize for him or her when necessary and carry out whatever functions are entrusted to him or her by the National Assembly, the President or the NEC.

16.3.2 In the event of death or permanent incapacity of the President, the Deputy President shall assume Office of the President until the next Assembly.

16.3.3 Notwithstanding the above, if the Deputy President is not available the second in line to assume the Office of the President is the First Deputy President.

16.3.4 Should the First Deputy President not be available to assume the Office of the President, the NEC shall as soon as possible appoint an Acting President until such time as the National Assembly meets. Until such appointment is made, Section 16.6(e) shall apply.

16.4. The General Secretary

The General Secretary is the Chief Executive Officer of the denomination. The General Secretary is the only member of the Executive who is an employee.

The General Secretary is accountable to the Presidency.

Without derogating from the Executive powers by the constitution, the General Secretary shall.

16.4.1 The Duties of the General Secretary: He or she will:

- a) As the Chief staff person, the GS oversees and monitors the entire operation of the National Office.
- b) To oversee management of the National office.
- c) Implement and monitor the implementation of the Assembly decisions.
- d) drives mission and vision of the denomination.
- e) Develops and implement policies to ensure proper operation of all activities of the BCSA.
- f) Take cooperate responsibility to protect the assets of the BCSA.

- g) Drives the implementation of the BCSA Business plan.
- h) Prepare and present Executive report on the National Operation of the BCSA.
- i) To do public relations work of the BCSA, this includes national and international platforms.
- j) To present BCSA in all strategic meetings and conferences.
- k) To oversee all ministries of the BCSA
- l) Keep the minutes of the Assembly, the NEC as well as other records of the Convention.
- m) Conduct the correspondence of the NEC and send out notices of all Assemblies and Meetings at the National Level.
- n) Convey the decisions and instructions of the National Assembly and the NEC to the Regional Executive Committees, and see to it that all organs of the Convention carry out their duties properly.
- o) Prepare annual reports on the work of the NEC and such other documents which may, from time to time, be required by the NEC.
- p) All organs, save those falling directly under the President, shall report on their activities to the General Secretary.

16.5 MINUTE SECRETARY.

The Minute Secretary will assist the Secretary General, deputize for him or her when necessary and carry out the functions entrusted to him or her by the National Assembly or the NEC.

The Minute Secretary shall:

- 16.5.1- Be responsible for minute taking at all meetings of the Officers, NEC and the National Assembly.
- 16.5.2 -Train minute secretaries of other structures on recording of minutes.
- 16.5.3 -Form and coordinate teams responsible for taking minutes at the Assembly.
- 16.5.4 -Work with the General Secretary and National Office staff to ensure that the minutes are filed and circulated in time and supervise the final product of minutes.
- 16.5.5 -Appoint minute secretaries for all meeting.
- 16.5.6 -Compile the reports.
- 16.5.7 -Scrutinize reports and edit it to ensure that reports, resolutions are not contradictory to any previous resolution.
- 16.5.8 -Receive reports and align them to the National Strategic plan.

16.6 National Treasurer

The National Treasurer is the Chief Financial Officer:

- a) Exercise overall management of the assets and liabilities of the BCSA.
- b) To advise the NEC and the BCSA on how the monetary resources can be best utilized to advance the mission of the Convention.
- c) To recommend names to the NEC of individuals to form Finance Committee.
- d) To head the Finance Committee.
- e) To provide advisory services to Treasurers of all structures of the BCSA.
- f) To make recommendation to the Assembly for the appointment of auditors.
- g) Work with finance Committee to set up systems for National Office and the entire BCSA structures.
- h) To work with the General Secretary on all fund raising programs.
- i) To work with the Finance Office to ensure proper reporting to all stakeholders.
- j) To advise the NEC on investments and utilization of fixed assets.
- k) Receive and bank all monies on behalf of the NEC and shall, together with any two members of the NEC, operate a banking account.
- l) Keep such books of account as may be necessary to record clearly the financial position of the Convention.
- m) Submit to the National Assembly a report showing the Income and Expenditure Account and Balance Sheet of the Convention for the period since the previous National Convention, and shall submit periodic reports to the NEC.

17. OFFICE BEARERS' MEETINGS

The Office Bearers shall hold monthly meetings.

18. SUCCESSION CLAUSE.

18.1 At the end of the term of office, there will be no automatic succession into any position.

18.2 At the end of the term of office, the Assembly shall elect all Office bearers; i.e. The National President, National Deputy President, First Deputy President, National Treasurer and Minute Secretary

19. SIGNATORIES

19.1 The National Treasurer, National President, National Deputy President, and the General Secretary shall be the Official signatories of the Convention. Any of the two official signatories should sign the authentic cheques and any financial communication or correspondence.

19.2 It is essential for the official signatories whose office is expiring to sign the necessary bank forms for change of signatories within two months before their termination of being in office.

19.3 Notwithstanding the above, in the event of death or incapacity of any of the Official Signatories, the NEC shall as soon as possible appoint a person to fill the vacancy for the balance of term

20. ELECTION PROCEDURE

The National Executive Committee

The NEC shall appoint the electoral officer to conduct election and his responsibility will include the following:

20.1 Send nomination forms to churches through the General Secretaries office six months before the elections.

20.2 Compile the nomination list and ballot paper and present to the NEC for submission to the assembly.

20.3 He/she will appoint a team that will assist him with the running of elections at the assembly.

20.4 All elections will be by secret ballot.

20.5 He will announce the final result to the assembly

21. REMOVAL OF OFFICERS

The National President, National Deputy President, National First Vice-President, National Treasurer, General Secretary, Minute and Recording Secretary shall vacate their seat during their term of office if:

21.1. They cease to be members of the BCSA.

21.2 A motion of no confidence is passed against them by the Assembly.

21.3 They are found guilty of misconduct/criminal offence.

21.4 The individual leaves the country and reside in another country.

22. REGIONS.

The Regional Conference (RC) is a subordinate body to the National Executive Committee (NEC)

22.1 The NEC may:

- 22.1.1 Designate powers to the RC
- 22.1.2 Confirm, amend or reverse its decisions
- 22.1.3 Limit its powers and duties by way of resolutions

22.2 The RC must:

- 22.2.1 Implement the decisions of the National Assembly and NEC
- 22.2.2 Carry out aims and objectives of the BCSA mission in the region
- 22.2.3 Facilitate and encourage co-operation among the churches
- 22.2.4 Resolve problems and co-ordinate activities to address problems
- 22.2.5 Consider church reports in the region
- 22.2.6 Elect Regional Office Bearers, such as President and Secretary
- 22.2.7 Interview and recommend churches, fellowships, probationary ministers and ordination candidates to the Assembly.
- 22.2.8 The RC shall meet at least once per year.
- 22.2.9 The REC shall hold quarterly meetings

22.3 Composition of RC

The R.C shall be composed of:

- 22.3.1 Regional President
- 22.3.2 Regional Deputy President
- 22.3.3 Treasurer
- 22.3.4 Regional Secretary
- 22.3.5 Regional Deputy Secretary
- 22.3.6 Departmental Representatives
- 22.3.7 Legal Advisor/Parliamentarian
- 22.3.7 MINSPO
- 22.3.8 Delegates from the churches.

22.4 Regional Executive Committee (REC)

The REC shall be composed of:

- Persons from 22.3.1 to 22.3.7 in para.22.3 above.
- The Office bearers shall form a working committee.

22.5 Duties and Powers of Regional Executive Committee

- 22.5.1 The REC shall convene conferences
- 22.5.2 Shall carry out the resolutions of the NEC
- 22.5.3 Resolve conflicts and be bound by resolutions by RC and NEC

- 22.5.4 Resolve churches' and pastors' disputes
- 22.5.5 Approve financial statements
- 22.5.6 Open and operate bank account
- 22.5.7 Delegate some of the responsibilities to the MINSPO
- 22.5.8 Shall run the Regional elections

23. MEETINGS of the REC

- 23.1 The RC must meet at least once per years.
- 23.2 Regional Executive Committee shall convene the conference.
- 23.3 Must send written notice at least three months (3) to all churches and department in the Region.
- 23.4 The REC may convene a special Regional Conference on fourteen (14) days written notice.
- 23.5 The notice must contain the agenda for the meeting as well as the date time and venue.
- 23.5 The quorum of the Regional conference shall be 30% of member churches in the Region
- 23. 6 The quorum of the Regional Executive Committee shall be 50% plus 1
- 23. 7 Notwithstanding the above, at least three members of the Office bearers must be present when the Regional Conference is quorated
- 23. 8 The REC shall hold quarterly meetings.

24. TERM OF OFFICE

Members of the NEC shall hold office for a period of five (5) successive years.

25. SUCCESSION CLAUSE.

25.1 At the end of the term of office, there will be no automatic succession into any position.

25.2 At the end of the term of office, the Regional Conference shall elect all Office bearers; i.e. The President, Deputy President, Treasure, Secretary and Deputy Secretary

26 INDEMNIFICATION OF OFFICIALS, OFFICERS AND COMMITTEE MEMBERS.

The officials, officers and committee members of the BCSA, provided that they have not acted in manner which would constitute misconduct, shall:

- 26.1 Be indemnified by the BCSA against all proceedings, costs and expenses incurred by reason of any omission, negligence or other act done whilst performing their duties on behalf of the BCSA or churches, and
- 26.2 Shall not be personally liable for any of the liabilities of the BCSA or any of its churches and structures.

27. STATUS OF CHURCH STRUCTURES

The Convention shall confer the following forms of status to organs hereunder described, subject to terms and conditions in this clause contained.

27.1 Fellowship

- a) Any group of believers who meet regularly to worship under the banner of the Baptist tradition shall constitute a fellowship, provided that the total membership does not exceed 25.
- b) A fellowship shall enjoy its status for a period of five (5) years, provided that the Convention shall be entitled to review the status of the Fellowship that has existed for five (5) years. Depending on the merits of each case under review, the Convention may, if deemed proper and fitting to do so, confer to a given fellowship, the status of a fully-fledged church even if such church has not satisfied the numerical requirement.

27.2 Church

- a) Any group of believers who meet regularly to worship under the banner of the Baptist tradition shall qualify to apply for conferment of a status of a fully-fledged Baptist church provided that their total membership exceeds twenty five (25). Should a fellowship acquire the status of a fully-fledged church, such status shall not be revoked by virtue of the fact that its total number of congregation has dropped to less than twenty five (25).
- b) Notwithstanding anything in the constitution contained, a group of believers desirous of being recognized as a church shall be so recognized and be admitted as a member of the Convention if they comply with the requirements of section 5.

28. *BCSA PROPERTIES.*

28.1 The BCSA shall appoint a board of trustees to hold all such properties for safe-keeping in accordance with a legally approved **deed of trust**
The BCSA shall appoint a Board of Trustees to hold all properties in trust.

28. 2 Movable and immovable properties, either registered in the name of the BCSA or in the name of a member church, such properties shall be owned by the Convention unless proven otherwise

28. 3 notwithstanding the above, in the absence of the Board of Trustees, the Officers shall form the Board

29. TRUSTEES AND THEIR FUNCTIONS

- a) Whether individual or Board of Trustees is to act in the name of the church, where legally required to do so;
- b) To ensure that all transactions are to the best advantage of the church.
- c) Trustees cannot override a decision of the church unless the church wants to act contrary to the provisions of the Trust Deeds.
- d) The church is responsible for the general management of its properties, its use and ensures their maintenance.
- e) They deal with purchase and sales of property.
- f) All property transactions are in the name of trustees and the trustees are obliged to ensure that all such transactions are within the terms of the trust and to the best advantage of the church.
- g) No decisions regarding selling, buying, letting or renting property must be taken without consulting trustees and obtaining their written approval.

30 DISCIPLINE OF CHURCH AND COMMITTEE MEMBERS

- a) Any member of the NEC, National Council, Department, Ministry or any other organ of the Convention who behaves in a manner deemed by the NEC to be unbecoming of a Christian or prejudicial to the reputation of the Convention shall be deemed to be guilty of misconduct.
- b) Should a member of the NEC, National Council, Department, Ministry or any other governing organ of the Convention be found guilty of the offense envisaged in clause 9.b., the NEC shall be certified to expel such member from the Committee in question.
- c) Notwithstanding anything contained in clause 9.a.b., above, a member of a governing organ in respect of whom a case of misconduct is being investigated shall forthwith relinquish his / her position in such governing organ pending the outcome of such investigation.
- d) Any member of any governing organ of the Convention accused of misconduct shall be entitled to a fair hearing before he / she is expelled. The rule of law pertaining to substantive and procedural fairness including but not restricted to the audi alteram partem and the nemo iudex in sua

causa rules shall be applied to determine the guilt or otherwise of anyone accused of an offence.

- e) Notwithstanding anything in clause 9.d. contained, whenever a charge of misconduct is brought against any member of any of the governing organs of the Convention, the NEC shall thereupon appoint an ad hoc arbitration forum to hear and adjudicate over the matter.
- f) Should the person against whom a charge of misconduct is brought, not be satisfied by the verdict and / or sentence of the arbitration forum, the first mentioned may appeal to the National Assembly, whose decision on the matter shall be final.

31. AMENDMENT TO THE CONSTITUTION

No amendments to this constitution shall be valid unless occasioned by means of a resolution passed by at least two-thirds majority of members entitled to vote at a National Assembly, provided that notice of intention to effect an amendment to the constitution is filed with the General Secretary and who shall circulate the same to all member churches, at least three months before the Assembly at which the amendment shall be entertained; provided further that the notice in question shall identify the clause to be amended and disclose the substance of the intended amendment and briefly articulate the justification for the intended amendment.

32. DISSOLUTION

Without derogating from provision of clause 2, and clause 3 of the constitution respectively, the Convention may dissolve if not less than two-thirds of the bona-fide members present and having voting and constitutional powers are in favor of dissolving the Convention provided that:

- At least 5 meetings have been held to amicably resolve any circumstances given rise to such a move –
- A written notice fully setting out details of the grounds leading for intended dissolution should be served on all members six months prior to the sitting of the assembly
- The mover and seconder of such a motion must be a bona fide member of the Convention
- The petition must be supported by 50 % of the Convention members
- The mover and seconder of such a petition should appear before the NEC before the motion is presented at the annual assembly
- The notice referred to earlier should be circulated through the office of the General Secretary

30. ADOPTION OF THE CONSTITUTION

This constitution was adopted by the Annual Assembly, on the _____ of September 2017.

Signed by:

National President

National Deputy President

General Secretary

National Treasurer

First Vice-President

Recording Secretary