

SINGAPORE BAPTIST CONVENTION CONSTITUTION

OCTOBER 2012

1. Name

This society shall be known as the "Singapore Baptist Convention", herein after called the "Convention".

2. Place of Business

The place of business of the Convention shall be at 1023 Upper Serangoon Road, #04-01, Singapore 534761 or such other address as the Convention may decide and approved by the Registrar of Societies. The Convention shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3. Objects

The objects of this Convention according to our statement of faith shall be:

- a. Voluntarily to associate Baptist churches of Singapore;
- b. To provide a platform for Baptist churches to unite to do local missions in Singapore, to do foreign missions and to assist one another in areas of Christian education, leadership development and ministry;
- c. To uphold Christian principles;
- d. To encourage the spreading of the Christian gospel;
- e. To promote Christian fellowship and cooperation;
- f. To plant churches and develop church work;
- g. To establish and manage welfare and non-profit making enterprise including but not limited to ministry for the poor, broken family and elderly who lack means to look after themselves;
- h. To advance Christian education by the provision of facilities for the publication, sale and purchase (whether through the operation of a bookstore or otherwise) of materials, the instruction, training and development in accordance with the tenets of Christian faith; and
- i. To establish and operate a theological seminary for the training up of pastors and church workers.

4. Preamble

The Convention shall respect the liberties of each individual member church and the freedom of action of each in her relation to the others.

5. Membership

a. Eligibility (Condition of Membership)

Any Singapore registered Baptist church that subscribes to the Statement of Faith and Practices, as herein annexed is eligible for membership to the Convention.

b. Procedure of Application for Membership

- i. The applicant church must complete the application form prescribed by the Convention and forward it to the Honorary Secretary of the Convention three (3) months prior to any Council Meeting together with:

- (1) A copy of the Constitution (approved by the relevant authorities) of the applicant church or if this is not available, such other document acceptable to the Convention prescribing the structure and governance of the applicant;

- (2) A list of church officers and number of members;
 - (3) recommendation from a member church of the Convention;
 - (4) A copy of the latest financial statement of applicant church; and
 - (5) A copy of the minutes of the approved action taken by the church to join the Convention.
- ii. The application shall be vetted by the Executive Committee (Ex-co) or such other body appointed by the Council and if such applicant church be found suitable for admission, it shall be presented to the Council for approval by a two-thirds majority vote of the total number of Messengers at any Council Meeting.
- c. Responsibilities of Membership
A member church will actively cooperate in carrying out the purpose and programmes of the Convention and help to bear the financial responsibilities of the Convention by contributing a fair percentage of its receipts, preferably ten percent.
 - d. Termination of Membership
 - i. The Convention reserves the right to terminate the membership of member churches who no longer subscribe to the Condition and Responsibilities of membership prescribed in Clauses 5.a and 5.c hereinabove respectively.
 - ii. It is the expressed intention of the Convention that membership of any member church will only be considered for termination after due notice and hearing, and after faithful efforts have been made to bring such member church to adhere to the Condition of Membership in Clause 5.a.
 - iii. The termination of membership of any member church may only be effected by a resolution by show of hands with a majority representing two-thirds of the Messengers at any Council Meeting.
 - e. Restoration
Churches whose membership has been terminated may apply again for admission to rejoin the Convention in accordance with the procedure prescribed in Clause 5.b.

6. Council

- a. The Council is the general body of members. The Council shall comprise two Messengers from each member church. The Messenger shall be an active church leader appointed by the member church to attend Council Meetings of the Convention, to report on behalf of his/her church and to communicate issues discussed and decided at Council meetings of the Convention to his/her church. The Messenger, although acting as a representative of the church is a free agent. In business sessions, he/she acts based on his/her individual conscience and beliefs.
- b. Pastors or moderators of member churches and chairmen of all departments of this Convention, who are not elected by their churches to the Council of the Convention, may be ex-officio to the Council with no voting rights.
- c. An elected Chairman and Vice Chairman of the Convention shall head the Council.
 - i. He/she shall preside over all meetings of the Council including the Annual General Meeting (AGM) and Extraordinary General Meeting (EGM).
 - ii. He/she shall be the ex-officio member of the Executive Committee (Ex-co). He/she shall represent the Council in his/her relationship to the Executive Director in matters pertaining to the Convention.

- iii. The elected Vice-chairman shall deputize for the Chairman in his/her absence.
 - iv. The elected Chairman and Vice-chairman shall serve a two-year term in office. They are eligible for re-election.
- d. The Chairman and Vice Chairman shall have no voting rights at Council meetings.
- e. The church whose Messenger has been elected Chairman or Vice Chairman of the Convention, shall appoint another Messenger as replacement.
- f. The Council shall meet regularly.
- g. 25% of the Messengers representing 50% of member churches shall constitute a quorum at Council Meeting. In the event of there being no quorum at the commencement of a Council Meeting, the meeting shall be adjourned for half an hour and should the reconvened meeting still lack a quorum, then those present shall be considered a quorum, but they shall have no power to amend any articles of the existing Constitution, approve budgets or change any policies of the Convention.
- h. The responsibilities of the Council shall be:
- i. To discuss and approve financial budgets, policies and plans put forward by the Executive Committee and disseminating the decisions and other information to their churches;
 - ii. To approve additional unbudgeted expenses
 - iii. To vote on the election of Department Chairmen, Management Board of the Agencies and the appointment of staff of the Convention; and
 - iv. To enhance sharing and fellowship amongst members.

7. Annual General Meeting (AGM)

- a. The Supreme authority of the Convention shall be vested in the General Meeting. All member churches shall send Messengers to the Annual General Meeting (hereinafter referred to as "AGM"), the date and place of which shall be decided by the Council after consultation with member churches.
- i. The AGM shall comprise a minimum of two to a maximum of five Messengers from each member church based on the ratio of one Messenger to every fifty members in the member church.
 - ii. Members of the outgoing Council, pastors or moderators from member churches and outgoing Chairmen of departments shall be ex-officio to the AGM with no voting rights.
 - iii. All members of member churches of the Convention who are not Messengers and any invited guest shall be observers at the AGM.
 - iv. The Chairman of the Convention shall convene the AGM during the month of October. The existing Council shall notify in writing the member churches at least four weeks before the AGM, giving the date, time, place and agenda.
 - v. 51% of the elected messengers shall constitute a quorum at the AGM. In the event of there being no quorum, the AGM shall be adjourned to a date not later than three weeks, with notice of at least one week before the adjourned meeting. Should there be no quorum again, those present shall be considered a quorum. But they shall have no power to alter, amend, delete or make additions to any part of the existing Constitution.

- b. The following will be considered at the Annual General Meeting:
- i. The election of the Chairman and Vice-chairman of the Convention to serve a two-year term
 - ii. The election of officers (Ex-Co) and members of the various boards and agencies of the Convention for the following term from among Baptists who are members of churches, which are members of the Convention;
 - iii. To accept the previous year's financial accounts and annual reports of the Convention Office, Departments and Agencies, and to approve the Annual Budget for the new financial year; and
 - iv. To approve the incorporation or dissolution of agencies and institutions;

8. Extraordinary General Meeting (EGM)

An Extraordinary General Meeting shall be convened by the Chairman of the Convention if requested by one half of the members of the Council or one third of the total member churches of the Convention. Within 10 days after receiving the request for an EGM, the Chairman shall give 14 days' notice in writing to all member churches before convening this meeting. The EGM shall conduct only the business for which this meeting is called. 51% of the elected messengers shall constitute a quorum at the EGM. The procedure for the election of messengers shall follow the guidelines as laid down for the AGM in Clause 7.a.i.

9. Voting

Except where otherwise provided in this Constitution, decisions at all meetings shall be taken by a simple majority vote of Messengers present at a meeting.

10. Executive Committee

- a. The administration of the Convention shall be entrusted to the Chairman and Vice-Chairman of the Convention and the Executive Committee (Ex-Co). Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, majority of them shall be Singapore Citizens. In addition, the Chairman, Secretary (English), Treasurer, Executive Director and their deputies shall be Singapore Citizens or Singapore Permanent Residents. Foreign Diplomats shall not serve as Ex-Co members of the Convention. The Ex-Co shall consist of nine officers. The Executive Director shall head the Ex-Co. The other eight members serving a two-year term shall be elected at the AGM. The Executive Director is the appointed staff of the Convention and does not need to be elected at the AGM.
- b. The Executive Director shall invite member churches to submit names of members who are keen to serve in the Council, Ex-Co, Departments and Agencies. The Executive Director shall propose the final list of incoming officers for election at the AGM at least two weeks before the AGM. Three of the Ex-Co members shall serve as Secretary (Chinese), Secretary (English) and Treasurer.
 - i. The Secretary (English) shall record minutes of General, Council and Ex-Co meetings, and to keep a record of all official correspondences with member churches, other organisations and government agencies. The Secretary (English) shall also circulate agendas and minutes to the member churches;
 - ii. The Secretary (Chinese) shall keep a record of the translated minutes of meetings and assist the Secretary (English) as and when required;
 - iii. The Treasurer shall maintain a clear and accurate system of recording of receipts and the disbursement of funds for budgeted items and the operation of the Convention. The Treasurer shall present the latest financial reports at the General, Council and Ex-Co

meetings. He/She shall present the audited Annual Financial Report and the new Budget for approval at the AGM. The Treasurer shall review and refine financial policies periodically to keep pace with the Convention's operation. He/She shall serve a two-year term of service and is not eligible for re-election to serve another consecutive term.

- c. Any of the officers absenting himself from three Ex-Co Meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from office. The Executive Director may recommend to the Council to elect a replacement to serve until the end of the current term.
- d. The tenure of the elected officers shall be a term of two years. All officers of the Ex-Co except the Treasurer are eligible for re-election.
- e. The Ex-Co, inclusive of the Executive Director, shall collectively:
 - i. Plan and implement actions that are consistent with the objects of the Constitution, addresses the needs of the Baptist community and other works that are within the mandate given by the Council;
 - ii. Evaluate suggestions and make suitable recommendations whenever it deems necessary or appropriate for approval and implementation by the Council;
 - iii. Nominate officers and board / management members for election at the AGM.
- f. Termination

Each officer, excluding the Executive Director, shall serve the full term unless terminated by a two-thirds majority vote of the Messengers present at any Council Meeting on the following grounds:

- i. Dereliction of duty;
- ii. Becomes insane or of unsound mind;
- iii. Bankruptcy
- iv. Dishonesty or abuse of funds or any offence or act of moral turpitude;
- v. Any act that is unbecoming of a Christian.
- i. The affected officer shall be given an opportunity to be heard by the Council prior to the vote of termination. The Council shall thereafter decide on the matter by voting either by secret ballots or show of hands. The result of the decision shall be conveyed to the officer concerned. The decision of the Council shall be binding and final.

11. Employment of Staff

- a. The Council may, if it considers expedient, approves the employment of staff of the Convention. The Executive Director is responsible for the recruitment and supervision of the staff. Remunerations, terms and conditions of service are to be in accordance with prevailing guidelines decided and approved by the Council.
- b. The Executive Committee is authorised to recruit staff to replace those who had resigned or whose services had been terminated.
- c. Executive Director

An Executive Director shall be called, whenever a vacancy occurs, to lead in the administration of the Convention in accordance with the objects of this Constitution.

- i. The Council shall, for this purpose, form a Search Committee or appoint any standing committee to recommend a suitably qualified candidate and the terms, remuneration and other related matters of employment for consideration and approval at any of its meetings.
- ii. 25% of the Messengers representing 50% of member churches shall constitute a quorum at this meeting. The meeting cannot proceed to appoint the candidate without the quorum.
- iii. Three-quarters affirmative vote from Messengers present at the Council Meeting shall be necessary in the calling or dismissal of the Executive Director.
- iv. The Executive Director shall be the chief executive and administrative officer of the Convention. He/she shall be responsible directly to the Council of the Convention.
- v. Whenever this position is vacant, the Council shall elect a suitable committed Christian to be the acting Executive Director until a replacement becomes available.

12. Auditors

One or more persons, not members of the Ex-Co, shall be appointed as Auditors at the AGM and will hold office for one term and may not be eligible for election to the second consecutive term. They will be required to audit the year's accounts and present a report upon them to the AGM. They may be required by the Chairman of the Convention to audit the Convention's accounts for any period within the tenure of office at any date and make a report to the Council. The accounts of the Convention shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Convention exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

13. Trustees

If the Convention at any time acquires any immovable property, such property shall be vested in Trustees subject to a declaration of trust. A committee of three trustees shall be selected from members of member churches at any Council Meeting. The term of office shall be four years, and they shall be eligible for re-election. The trustees shall have no power to buy, sell mortgage, lease, or transfer any property of the Convention unless authorized by the Council with a two-thirds majority vote of all official messengers present. Any trustee may at any time resign his trusteeship. If a trustee dies or becomes a lunatic or of unsound mind or moves permanently or is absent from the Republic of Singapore for a period of one year, he shall be deemed to have resigned his trusteeship. If a trustee is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee, he may be removed from his trusteeship at any Council Meeting by a two-thirds majority vote of all Messengers present. Vacancies in the trusteeship may be filled at any Council Meeting. Notice of any proposal to remove trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given in writing to all Messengers at least two weeks before the Council Meeting at which the proposal is to be discussed.

14. Departments

Departments may be formed to facilitate the work of the Convention. Chairmen of all standing departments shall be elected at the first Council Meeting following the AGM. Additional departments may be formed as necessary at any Council Meeting. Members of member churches in Singapore are eligible for election to serve on the departments subject to the approval of the Council. The Departments shall be directly responsible to the Ex-co.

15. Boards and Agencies

Where it is desirable, special organizations, acting as agents of the Convention and directed by management boards, shall be formed to facilitate the work of the Convention. Board members of these organizations, hereinafter called agencies or institutions, shall be elected at the AGM. The incorporation or dissolution, organization, purpose, functions, constitution and bylaws of each agency or institution shall be determined by the Convention at the AGM. The Executive Director, as representative of the Convention, shall be an ex-officio member to their meetings.

16. Committee

Committees shall be appointed by the Ex-co to deal with specific matters and to bring reports to the Convention for consideration.

a. **Nomination Committee**

A Nomination Committee consisting of five members shall be formed by the Ex-Co whose duty shall be to present to the Council the nomination of the Chairman and Vice-chairman of the Convention. The Nomination Committee may comprise of present members of the Ex-Co and others from member churches.

b. **Budget Committee**

A Budget Committee shall be formed by the Ex-co. It shall prepare, in consultation with responsible elected leaders of various organizations of the Convention, a unified budget. This budget shall be presented to the Ex-Co for consideration and by it to the AGM for approval. The Budget Committee may comprise of present members of the Ex-Co and others from member churches.

c. **Other Committees**

Other Committees may be appointed or elected as the Council may from time to time find necessary to accomplish the objectives and desires of the Convention.

17. Borrowing Powers

a. The Convention shall have power to borrow or raise money by way of loan, only for the purpose of the purchase of real property or for the construction of buildings on such property of the Convention for the fulfilment of the purposes and objectives of the Convention.

b. The decision to borrow or raise money by way of loan shall be made by the Convention by an eighty percent majority vote of Messengers present at any EGM and only after much prayerful consideration.

18. Prohibitions

a. Gambling of any kind whether for stakes or not, are forbidden on the Convention's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

b. The funds of the Convention shall not be used to pay fines of members who have been convicted in Court.

c. The Convention shall not attempt to restrict or in any manner interfere with trade or prices or engage in any Trade Union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

- d. The Convention shall not hold any lottery, whether confined to its members or not, in the name of the Convention or its office-bearers, committee or members.
- e. The Convention shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- f. The Convention shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.
- g. The Convention shall not engage in activities outside Singapore which are not in accordance with the laws of the foreign country.

19. Amendments to the Constitution

The Convention shall not amend its Constitution without the prior approval in writing of the Registrar of Societies and the Commissioner of Charities. No alteration or addition/deletion to this Constitution shall be passed except at a AGM or EGM and with the consent of two thirds (2/3) of the Messengers of the Convention.

20. Interpretation

In the event of any question arising out of any point which is not expressly provided for in this Constitution, the Council shall use its own discretion. The decision of the Council shall be final unless it is reversed at a subsequent Council or General Meeting.

21. Dissolutions

- a. The Convention shall not be dissolved, except with the consent of not less than three-fifths of the Messengers of the Convention, expressed either in person, or by proxy, at an AGM or at an EGM convened for the purpose.
- b. In the event of the Convention being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Convention shall be fully discharged, and the remaining funds shall be divided equally amongst all member churches, which are registered as charities under the Charities Act, 1982.
- c. A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.

22. By-laws

By-laws necessary for carrying out the Constitution may be laid down/revised by the Council from time to time. A copy of the By-laws shall be given to the Commissioner of Charities.

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