

**THE
CONSTITUTION
OF THE
BAPTIST UNION OF
PAPUA NEW GUINEA
INCORPORATED**

THE CONSTITUTION OF THE BAPTIST UNION OF PAPUA NEW GUINEA INC

ARRANGEMENTS OF SECTIONS

PART I. – PRELIMINARY

- 1. PREAMBLE**
- 2. INTERPRETATION**
- 3. COMPLIANCE WITH PAPUA NEW GUINEA CONSTITUTIONAL REQUIREMENTS**

PART II. – THE BAPTIST UNION OF PAPUA NEW GUINEA INC

- 4. ESTABLISHMENT OF THE UNION**
- 5. THEOLOGICAL BELIEF OF THE UNION**
- 6. PURPOSE OF THE UNION**
- 7. COMPOSITION OF THE UNION**
- 8. FUNCTION OF THE UNION**
- 9. MEMBERSHIP OF THE UNION**
- 10. CESSATION OF MEMBERSHIP OF THE UNION**
- 11. OPERATION OF THE UNION**
- 12. THE DIVISIONS**

PART III. – GENERAL ASSEMBLY

- 13. ESTABLISHMENT OF THE ASSEMBLY**
- 14. COMPOSITION OF THE ASSEMBLY**
- 15. TERM OF THE MEMBERS**
- 16. OBSERVERS**
- 17. CESSATION**
- 18. VACANCIES**
- 19. VOTING POWERS**
- 20. APPOINTMENTS**
- 21. RESOLUTIONS**
- 22. ASSEMBLY AS SUPERIOR LAW MAKING BODY**
- 23. AMENDMENTS**
- 24. TRI-ANNUAL ASSEMBLY MEETINGS**
- 25. ANNUAL ASSEMBLY MEETINGS**
- 26. PROCEDURE AT THE MEETING**
- 27. MAKING BY-LAW**
- 28. DELEGATION OF POWERS OF THE CHAIRMAN**
- 29. TRANSPORT AND ACCOMMODATION COSTS**
- 30. SUBCOMMITTEES**

PART IV. – EXECUTIVE BOARD

- 31. EXECUTIVE BOARD**
- 32. DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE BOARD**
- 33. VACATION OF AN EXECUTIVE OFFICE**
- 34. ELECTION OF EXECUTIVE BOARD**
- 35. EXECUTIVE BOARD MEETINGS**
- 36. EXECUTIVE COMMITTEE**

PART IV – AREA UNIONS

DIVISION I- AREA UNIONS

- 37. ESTABLISHMENT OF AREA UNIONS**
 - (i) Min Baptist Union**
 - (ii) Enga Baptist Union**
 - (iii) Western Highlands Baptist Union**
 - (iv) Eastern Highlands Baptist Union**
 - (v) Other Unions assembly considers appropriate**
- 38. AREA ANNUAL ASSEMBLY**

DIVISION II – NATIONAL MINISTRY BOARD

- 39. COMPOSITION OF THE NATIONAL MINISTRY BOARD**
- 40. VACANCIES OF NATIONAL MINISTRY BOARD**
- 41. RESPONSIBILITIES OF THE NATIONAL MINISTRY BOARD**
- 42. POWERS OF THE NATIONAL MINISTRY BOARD**
- 43. MEETING OF THE NATIONAL MINISTRY BOARD**
- 44. PROCEDURES AT MEETING**

PART V – SOCIAL SERVICES

DIVISION I- NATIONAL HEALTH BOARD

- 45. COMPOSITION OF THE NATIONAL HEALTH BOARD**
- 46. VACANCIES OF NATIONAL HEALTH BOARD**
- 47. FUNCTIONS & RESPONSIBILITIES OF THE NATIONAL HEALTH BOARD**
- 48. POWERS OF THE NATIONAL HEALTH BOARD**
- 49. MEETING OF THE NATIONAL HEALTH BOARD**
- 50. PROCEDURES AT MEETING**

DIVISION II- NATIONAL EDUCATION BOARD

- 51. COMPOSITION OF THE NATIONAL EDUCATION BOARD**

- 52. VACANCIES OF NATIONAL EDUCATION BOARD**
- 53. RESPONSIBILITIES OF THE NATIONAL EDUCATION BOARD**
- 54. POWERS OF THE NATIONAL EDUCATION BOARD**
- 55. MEETING OF THE NATIONAL EDUCATION BOARD**
- 56. PROCEDURES AT MEETING**

DIVISION III – NATIONAL COMMUNITY DEVELOPMENT BOARD

- 57. COMPOSITION OF THE NATIONAL COMMUNITY DEVELOPMENT BOARD**
- 58. VACANCIES OF NATIONAL COMMUNITY DEVELOPMENT BOARD**
- 59. RESPONSIBILITIES OF THE BOARD**
- 60. MEETING OF THE NATIONAL COMMUNITY DEVELOPMENT BOARD**
- 61. PROCEDURES AT MEETING**

PART VI – FINANCE & BUSINESS DEVELOPMENT

DIVISION I- NATIONAL BUSINESS DEVELOPMENT BOARD

- 62. COMPOSITION OF THE NATIONAL BUSINESS DEVELOPMENT BOARD**
- 63. VACANCIES OF NATIONAL BUSINESS DEVELOPMENT BOARD**
- 64. RESPONSIBILITIES & POWERS OF THE NATIONAL BUSINESS DEVELOPMENT BOARD**
- 65. MEETING OF THE NATIONAL BUSINESS DEVELOPMENT BOARD**
- 66. PROCEDURES AT MEETING**

DIVISION II- NATIONAL FINANCE BOARD

- 67. COMPOSITION OF THE NATIONAL FINANCE BOARD**
- 68. VACANCIES OF NATIONAL FINANCE BOARD**
- 69. RESPONSIBILITIES & POWERS OF THE NATIONAL FINANCE BOARD**
- 70. MEETING OF THE NATIONAL FINANCE BOARD**
- 71. PROCEDURES AT MEETING**

PART VII –MISCELLANEOUS

- 72. OTHER BOARDS**
- 73. INCOME AND PROPERTY**
- 74. AUDIT**
- 75. SEAL**
- 76. REGISTERS**
- 77. LIABILITIES**
- 78. WINDING UP**
- 79. AMENDMENTS**

THE CONSTITUTION OF THE BAPTIST UNION OF PAPUA NEW GUINEA INC

PART I. – PRELIMINARY

1. PREAMBLE

Being the Constitution to provide for the orderly operation and administration of the Baptist Union of Papua New Guinea Inc in accordance with the principles as laid down by the Australian Baptist Missionary Society in its efforts to spread the Word of God to the World.

Made for the adoption by the General Assembly for the Baptist Union of Papua New Guinea Inc in accordance with the adoption procedures as laid down by this constitution. We the BAPTIST UNION OF PAPUA NEW GUINEA INCORPORATION pay homage to the founding principles of the Australian Baptist Missionary Society and pledge ourselves and believe on the principle that there is;

**ONE LORD,
ONE FAITH, and
ONE BAPTISM.**

2. INTERPRETATION

- (1) In this Constitution, unless the contrary intention appears -
Union means The Baptist Union of Papua New Guinea
Area Union refers to Enga Baptist Union, Min Baptist Union, Western Highlands Baptist Union and Eastern Highlands Baptist Union as set out at Section 6.
Area Annual Assembly means Annual Assembly, under section 31
Assembly means General Assembly established under section 16
Absolute Majority means three quarters of the members of Union or
BUPNG means Baptist Union of Papua New Guinea Inc established under section 4.
Congregation means members of the Christian followers
Committees means committees of various groups or association of Baptist church
Departments means department established under section 15
Executive means Executive Board of Baptist Union of Papua New Guinea established under section 7
"Surplus Assets" means the assets of the Union remaining on the winding up of the Union after payment of debts and liabilities of the Union and the costs, charges and expenses of the winding up.
Tri Annual Assembly means triannual assembly under section 28
District Hospitals means three District Hospitals known as Tinsley, Kompam and Telefomin.

3. COMPLIANCE WITH PAPUA NEW GUINEA CONSTITUTIONAL REQUIREMENTS

- 1) This Constitution, to the extent that it regulates or restricts a right or freedom referred to in Subdivision III.3.C of the Constitution of the Independent State of Papua New Guinea (*Qualified Rights*), namely__
 - a) the right to freedom from arbitrary search and entry conferred by Section 44 of the *Constitution*; and
 - b) the right to freedom of employment conferred by Section 48 of the *Constitution*; and
 - c) the right to privacy conferred by Section 49 of the *Constitution*; and
 - d) the right to freedom of information conferred by Section 52 of the *Constitution*; and
 - e) the right to freedom of movement conferred by Section 52 of the *Constitution*,

is a law that is made for the purpose of giving effect to the Union interest in public and spiritual order and welfare, the purpose of protecting the exercise of rights and freedom of members and authorities of BUPNG which are reasonably justifiable in a democratic society that has a proper regard for the rights and dignity of mankind.

- 2) Notwithstanding Subsection (1), this Constitution shall be recognized as the Superior law of the Union and shall be binding on all its affiliated members and instrumentalities.
- 3) Notwithstanding Subsection (1) and (2), this constitution is supreme and it supersedes all other constitutions of the Union members and its affiliated instrumentalities.
- 4) This constitution shall prevail over any other constitutions of the Union members and its affiliated instrumentalities in the case where an inconsistency arises whilst achieving its objectives.

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PART II. – THE BAPTIST UNION OF PAPUA NEW GUINEA

4. ESTABLISHMENT OF THE UNION

- a) The name of the Union shall be called the "BAPTIST UNION OF PAPUA NEW GUINEA INCORPORATED" hereinafter referred to as the "UNION".
- b) The BUPNG Inc. shall derive its primary operational and functional powers from the Assembly, which shall comprise of all its members as mentioned in Section 7 of this constitution.
- c) Hereafter the Baptist Union of Papua New Guinea shall be referred to as the "UNION".

5. THEOLOGICAL BELIEF OF THE UNION

- (1) Adherence to the PNG Churches Theology of Development
- (2) The Union is established to believe in
 - 1) The divine inspiration and trustworthiness of the Holy Scripture as originally given and it's supreme authority in all matters of faith and conduct; and
 - 2) The unity of the Father, Son and the Holy Spirit in the Godhead; and
 - 3) The Sovereignty of God in creation, revelation, redemption and final judgment; and
 - 4) The universal sinfulness and fall of all men since the fall, rendering them subject to God's wrath and condemnation; and
 - 5) Redemption from the guilt, penalty, dominion pollution of sin, solely through the sacrificial death (as our Representation and Substitute) of the Lord Jesus Christ, the incarnate son of God; and
 - 6) The efficacy of Jesus Christ's death for the salvation of mankind; and
 - 7) The resurrection of the Lord Jesus Christ from the dead, His ascension to the right hand of the Father, His unchanging Priesthood and His Personal return; and
 - 8) The presence and power of the Holy Spirit in the work of regeneration; and
 - 9) The justification of the sinner by the Grace of God through Faith in Jesus Christ; and
 - 10) The indwelling and the work of the Holy Spirit in the believer; and
 - 11) All who are united to the Lord Jesus Christ by faith are members of His Church and this Church finds it's expression in the local congregation; and
 - 12) The Baptism of believers only and by immersion; and
 - 13) The belief in the personal return of the Lord Jesus Christ to this World.

6. PURPOSE OF THE UNION

The Union is formed to

- (1) Develop the Ministry of the Baptist Church in Papua New Guinea through the Area Unions and the Urban Churches
- (2) Develop the Social Services provided by the Baptist Church of Papua New Guinea
- (3) Develop a level of sustainability in terms of Union's ability to generate funds

7. COMPOSITION OF THE UNION

- (1) The Union shall consist of the congregations of the churches and associations of churches comprising –
 - a) The Western Highlands Baptist Union; and
 - b) The Min Baptist Union; and
 - c) The Enga Baptist Union; and
 - d) The Eastern Highlands Baptist Union; and
 - e) The Urban churches; and
 - f) Such other bodies, other personal or corporate that may be accepted as members of the Union by a resolution of the Assembly.

8. FUNCTION OF THE UNION

- 1) To extend the Kingdom of God among the people of Papua New Guinea and other lands.
- 2) The leadership of the Union has the delegated authority through its offices and its committee structure to encourage, admonish, co-ordinate and provide direction to the work of the Kingdom of God undertaken by local congregations, the various Associations, the Area Unions, the Union Departments, the Divisions and Committees of the Union and in pursuance of this object to -
 - (a) Promote and foster the spirit of unity, fellowship and co-operation amongst Baptist Churches throughout Papua New Guinea; and
 - (b) Provide the opportunity to the churches, Associations and Area Unions to do together such work for the advancement for the Kingdom of God as may be impossible for each to do separately. Such work shall include –

- (i) The aiding of necessitous churches, national and overseas mission work; and
 - (ii) The training of men and women for the work of the ministry and mission field; and
 - (iii) Assistance to evangelistic work, Christian education at all age levels and youth work; and
 - (iv) Promotion of work among the men and women of the churches; and
 - (v) Promotion of Social services (Health/Education); and
 - (vi) Human resource training; and
 - (vii) Prevention of juvenile crime and the rehabilitation of persons convicted by an authorized court; and
 - (viii) Aid and development work; and
 - (viii) To such other united work as shall be determined from time to time by the Assembly or the Executive.
 - (c) Establish a Theological College to prepare men and women for ordination to the Ministry of the Church and to –
 - (i) Create, carry on such Bible Schools and training programs as may from time to time be determined by the Union; and
 - (ii) Carry out such work as the Union may agree to undertake on behalf of its constituent Unions, Associations and that are related to the above.
 - (d) Join in membership with Baptist World bodies, either in membership, affiliation or cooperation for the purposes of furthering the objectives and purposes of the union as may be from time to time determined by the Executive, and
 - (e) Raise the funds for carrying out the objects and purposes of this section including the establishment of such boards, committees and Trusts as may be necessary or beneficial for such services.
- 3) The power to summon and arrange for meetings shall be vested in the Executive of Baptist Union of PNG.
 - 4) The power to make necessary appointments shall be vested in the Union during its Assembly meetings and such appointments shall be recommended by the Executive of Baptist Union of Papua New Guinea.
 - 5) In addition to such other appointments, the Union shall have the ultimate power to appoint –
 - a) Council members; and
 - b) Officers such as the President, Vice President, General Secretary, Director of Ministries, Director of Social Services and Principals of Theological Colleges and Chairmen of Departments.; and
 - c) The Health Boards; and
 - d) Education Boards : and
 - e) Aids and Community Development Board; and

f) Other Committees and Boards.

- 6) The Union shall also have the power to approve and endorse such other appointments or recommendations as recommended by the Area Unions, Urban Churches and Associations for the furtherance of the Union objectives.
- 7) The Union has power to suspend Area Unions, Medical Boards, School Boards and Urban Church Boards if proper procedures and guidelines are not followed.
- 8) It is constitutional requirement for all members affiliated to the Union to have a copy of their Constitutions submitted to the Union Head Office for approval and filing; and
- 9) That all constitutions of the affiliated members shall be screened and approved by the Union, except
 - a) such situation where that particular constitution does not conform to the principles enunciated in this mother constitution than it shall be declared null and void; and
 - b) such particular provisions of the constitution is ultra-vires of this constitution than those particular provisions shall be declared null and void
 - c) such provisions of the constitution referred to at subsection (a) and (b) shall be referred back to the concerned body to be redrafted and properly amended before it is resubmitted for approval.
- 10) In addition to and not in contravention of the functions of the Executive and such other powers in relation to Finance as contained in this Constitution, the Union shall have the ultimate power to –
 - a) Collect; and
 - b) Receive; and
 - c) Disburse

monies for the purposes of the Union's objectives as enshrined in this constitution.
- 11) The power to acquire by gift, bequest, device, purchase or lease or otherwise howsoever of any real or personal property which may be convenient for the furthering or the fulfillment of any or all of the purposes and objectives of the Union, either in it's own interest or for any of the constituent Unions or any of it's members shall be vested in the Union.
- 12) The Union has the power to sell, charge, pledge, transfer, lease, exchange, surrender or otherwise dispose of all or any part of the interest in the real

and personal property of the Union in any way which may be seem expedient, provided that any such dealing is effected on any Union, Association or Church property held in trust by the Union; and

- 13) The representatives of such members shall by a resolution at a special meeting of their respective bodies, called for that particular purpose to authorize such dealings, shall be by way of a signed copy of such resolution as a sufficient authority to direct the Union or it's Executive to act accordingly.
- 14) In the furtherance of its objectives and visions, the Union shall be vested with the power to -
 - a) Direct and organize any job in relation to the construction and the maintenance of any buildings within the Union; and
 - b) Organize for or take care of any persons or groups such as a Work party from overseas who might associate themselves with the Union or its members for the purposes of Construction and the maintenance of buildings or any connected facilities thereof.
 - c) All proposals for new construction or property development should be submitted to BUPNG Executive for consideration and approval.
- 15) The Union shall have, among other powers, the power to –
 - a) Borrow and raise money in such manner and upon such terms either on mortgages, promissory notes or other security or securities; or
 - b) Without giving any security or securities as the Union may think fit, provided the Union may not in any way mortgage, charge or in any way compromise the property occupied by or under the charge of any constituent member of the union without the express permission of the said constituent member over the signature of its chairman and secretary shall be sufficient authority for the Union through its executive to act accordingly.
- 16) The power shall be vested in the Union to pass resolutions to invest and deal with funds of the Union not immediately required, in such manner as may from time to time may thought fit and this power shall include in addition –
 - a) The power to do investment which shall be conferred on the Executive Board; and
 - b) The power to acquire and hold shares, stocks, debentures, debenture stocks, promissory notes; and
 - c) Other securities of any company or incorporated bodies of any fixed or flexible trust; and

- d) To deposit funds with any such companies incorporated bodies or associations.
- 17) The Union shall have the powers to –
- a) Open such bank accounts as determined necessary from time to time by the Executive Board, in the name of the Union
 - b) Draw, make, accept, endorse, sign, discount, execute and issue cheques, drafts, promissory notes, bills of exchange, bills of lading, warrants, debentures; or
 - c) Other negotiable or transferable instruments
- 18) The Union, through its Executive has the power to –
- a) Appoint in writing under the seal of the Union, a person or person's as attorney or attorney's of the Union, either generally or in respect of specific matters, and to act in any place whatsoever; and
 - b) Revoke any appointment, and all deeds signed by the attorney or attorney's on behalf of the Union and under his or their seal or seals shall be binding on the Union and shall have the same effect as if they were under the seal of the Union.
- 19) Apart from the functions of revenue raising and investments, the Union shall;
- a) Maintain the superannuation or annuity funds for the benefit of ministers and permanent employees of the union or its constituent Unions, Associations and churches; and
 - (b) The Union through the Executive shall oversee the management of funds from its service providers and give advice accordingly.
- 20) The Union shall have the power to –
- a) Recruit suitable and qualified men and women for the ministry of the Unions, Associations and Urban Churches; and
 - b) Appoint chaplains to schools, Hospitals, Universities, Tertiary and Educational Institutions, the Defense Force, Police, Corrective Institutions and such other institutions as it is deemed necessary; and
 - c) Appoint Ministry Co-ordinators, Area Union Administrators, Urban Church Pastors, Association Supervisors and other Senior appointments as recommended by Area Unions and Urban Churches.

- d) Make recommendations for members of the Union for further training in colleges to further the objectives of the Union.
- 21) The Union shall be vested with the power to print, publish and disseminate books, pamphlets and other literature relating to its work.
- 22) In addition, the Union shall also have the power to make use of any mass media of communication that may be available for the purposes of dissemination or the extending of and the realization of its purposes.

9. MEMBERSHIP

- (1) All Area Unions, Associations, Urban Churches, and other personal or corporate bodies as mentioned under Section 7 (1) of this constitution shall be deemed to be automatic members of the Union.
- (2) To be a member of the Union, applications shall be in writing and forwarded to the Executive containing the following: –
 - a) The name of the group; and
 - b) The purpose, aims and objectives of the group; and
 - c) The doctrinal basis of the applicant group; and
 - d) The functions and benefits that it sees to bring to the Union; and
 - e) Such other information that is necessary to be included in the application.
- (3) The applicant church or the service organization shall submit the copy of its constitution to the Executive.
- (4) Applicants for membership to the Union shall first receive the approval of the Executive of their respective Unions or urban church (churches) which then shall be submitted to BUPNG Executive for its consideration.
- (5) The recommendation of the Executive shall be voted for acceptance to the Union (BUPNG) by an absolute majority of the delegates present and voting in the next Assembly sitting after the receipt of the application.

10. CESSATION OF MEMBERSHIP OF THE UNION

- (1) A member of the Union shall cease to be a member if the member –
 - a) Being a Union, Association, urban Church or a corporate body is –
 - i) Dissolved or decides to amalgamate with another Union or body; and
 - ii) It changes its doctrinal beliefs so that they no longer comply with the doctrinal beliefs of the Union.

- b) If a Pastor becomes the Pastor of another denomination; and Changes his personal doctrinal beliefs so that they no longer comply with the doctrinal beliefs of the Union; and
 - c) Splits a church or breaks away and forms a new church.
- (2) Notwithstanding subsection (1), the BUPNG Executive is empowered to take necessary actions on such matters and make recommendations to the next Assembly.
- (3) The decision to terminate a member shall be by way of a resolution of the Assembly and passed by an absolute majority of the members present for voting in the meeting, which has been specifically called for the purposes of terminating such membership.
- (4) A termination notice to such effect shall be made and circulated to all constituents Unions, Associations, Urban Churches and Cooperate bodies two months in advance.

11. OPERATION OF THE UNION

- (1) The governance of the Union shall be vested in the General Assembly and shall be controlled by the General Assembly through its;
 - a) Executive; and
 - b) Annual Area Assemblies; and
 - c) Area Union Executives; and
 - d) The various Officers of the Departments and the Divisions; and
 - e) The respective Boards or Committees; and
 - f) Such other Officers or bodies as the Union may require from time to time.

12. THE DIVISIONS

The Divisions of the Union shall consist of:

- (1) Ministries
 - a) Home Ministries (ie, Youth, Women, Evangelism, Men, etc)
 - b) Ministry and Theological Education
 - c) Missions (Papua New Guinea Baptist Missionary Society).
- (2) Social Services
- (3) Business Development
- (4) Finance

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PART III. – ASSEMBLY

13. ESTABLISHMENT OF THE ASSEMBLY

An Assembly of the Baptist Union of Papua New Guinea Incorporation is hereby established.

14. COMPOSITION OF THE ASSEMBLY

- (1) The Assembly shall consist of the;
 - a) Officers of the Union; and
 - b) The Principal of the Theological College; and
 - c) 5 delegates of each Area Union.
 - d) The Chairman of each Department of the Union;
 - e) One representative from each Urban Church and
 - f) Associate Members who shall be elected for part or whole of the Current Assembly for such other reasons to be adduced to and recorded by the Assembly.
 - g) Representatives or chairman of each health facilities.

15. TERM OF THE MEMBERS

The members of the Assembly shall remain as members of the Assembly for a period of three (3) years commencing from the date of tri-Annual Assembly is held.

16. OBSERVERS

An Assembly may permit observers to be associated with the assembly and may, at any time, terminate such permission as it thinks fit.

17. CESSATION

- (1) The position of a member of Assembly shall be vacated if he or she:
 - a) Resignation
 - b) Expulsion
 - c) Termination
 - d) Death
 - e) Conviction of Criminal Offence
 - f) Incapacitation illness
 - g) Other reasons assembly considers appropriate

18. VACANCIES

- (1) Vacancies in the position of a member of the Assembly shall be filled without delay by appointment of a further member by the particular body that the vacating member has so represented; and
- (2) The member elected to fill the vacancy shall retain office until the following tri-annual assembly.

19. VOTING POWERS

Every member of the assembly shall have one voting power when a need arises for voting and that the votes shall be voted personally.

20. APPOINTMENTS

Subject to this constitution the powers and functions and the power to make appointments of Executives shall be vested on the Assembly by way of voting system during its meetings when such vacancies arise or other means executives considers suitable when the need arises.

21. RESOLUTIONS

- (1) Have the power at its Assembly meetings to make, alter and / or rescind by-laws which may seem necessary for the proper conduct and management of the Union Businesses, and in particular to the areas of –
 - a) Operations; and
 - b) Procedures; and
 - c) Organization; and
 - d) Meetings.
- (2) No such by-laws shall be made, altered or rescinded except by way of notice, in writing, to the General Director who shall then convey the notice to the constituent Unions, Associations and Urban Churches and other affiliated corporate bodies at least two months prior to the next Assembly sitting to consider aforesaid notice.

22. ASSEMBLY AS SUPERIOR LAW MAKING BODY

The Assembly shall be for all purposes will remain as the ultimate law making body for the organization, operation and progress of the Union so as to realize the objectives and visions as put forward in this constitution.

23. AMENDMENTS

- (1) The power to make amendments to this constitution shall be for all purposes be vested in the Assembly when the need for amendment so arises; and
- (2) The amendments to this Constitution including the purposes and the objectives of the Union shall not be added to, rescinded or altered in whole or in part except in a duly constituted meeting by the approval of not less than three quarters of the duly appointed members of the council present and voting thereon; and
- (3) It shall be a compulsory requirement for a written notice of any such addition, alteration or rescission shall be forwarded to the General Director at least six calendar months before the date of the Assembly meeting; and

- (4) The notification of such amendments thereof shall as soon as is practicable be forwarded to all members of the Union by the General Director after the meeting to make the amendments

24. TRI-ANNUAL ASSEMBLY MEETINGS

- (1) A Tri-Annual Assembly shall convene every three years, on nominated date by the Executive Board, in the period September to December to deliberate on the progress of the operations of the Union and to appoint or elect the members of the union and the assembly and other members of respective board as provided for under this constitution.
- (2) During the business of this meeting, a fully submitted report of the operation of all the departments together with their fully audited financial statements shall be presented to the meeting for its deliberation.
- (3) A further report of, if the need arises for certain resolutions to be passed, either in special circumstances or in the normal operation of the Union's business, the Assembly shall be called to discuss and pass these resolutions.

25. ANNUAL ASSEMBLY MEETINGS.

- (1) The Annual General Meeting shall convene at least once in each calendar year, on nominated date by the Executive Board, in the period September to December.
- (2) Subject to section 28, the Assembly may execute and deliberate on same issues addressed during tri-annual meeting or any other matters that members of the assembly consider appropriate except for voting board members, executives or any other members of the Union, Assembly, and other members provided for under this constitution.
- (3) A meeting of the Annual General Meeting shall be convened by the Chairman by written notice to the other members of the Executive Board, and shall be held at a time and space specified by the notice.
- (4) The General Director may, by written notice to each member, direct that a meeting be held at a time and place specified in the notice.
- (5) The Chairman shall, within six weeks after receiving a notice specified under Subsection (3) shall convene a meeting of the council with not less than 10 members of the Assembly present.

26. PROCEDURE AT THE MEETING.

- (1) At meetings of the Annual General Meeting –
 - (a) Ten is the quorum; and

- (b) The Chairman shall preside at all meetings at which he/she is present; and
 - (c) in the absence of the Chairman, the Deputy Chairman shall preside and in the absence of both the Chairman and the Deputy Chairman, the members present shall elect one of the members to preside; and
 - (d) All matters shall be decided by a majority of votes of the members present and voting; and
 - (e) The member presiding has a deliberative and, in the event of an equality of votes, also a casting vote.
- (2) Subject to this Act the procedure at meetings of the Annual General Meeting shall be as the council determines.
 - (3) The Annual General Meeting shall cause minutes of its proceedings to be recorded and kept.

27. MAKING BY-LAW

- 1) The Union shall have power at its Assembly meetings to make, alter and rescind by-laws (not inconsistent with the rules), as it may deem necessary, expedient or convenient for the proper conduct and management of the Union.
- 2) Notwithstanding Subsection (1), no by-laws shall be made, altered or rescinded except after three months written notice is given thereof to the Secretary.
- 3) The General Director shall convey the notice referred to in Subsection (2) to the constituent Churches at least two months before the next Assembly meeting.
- 4) During the Assembly meeting, each agency and affiliated organizations and affiliated bodies shall present their duly audited financial statements.

28. DELEGATION OF POWERS OF THE CHAIRMAN

- 1) The President of the Union is the Chairman of the Annual Assembly meeting.
- 2) The members of the Annual Assembly shall elect one of their members to be the Deputy Chairman of the council during the pleasure of the council.
- 3) The powers and functions of the Chairman shall be delegated to the Deputy Chairman during the absence or inability of the Chairman.

29. TRANSPORT AND ACCOMMODATION COSTS

The Union shall take all responsibilities over the costs incurred by each Executive member during the Annual General Meeting.

30. SUBCOMMITTEES

The Annual Assembly may appoint or through its Executive Board may appoint such Subcommittees as it shall determine from time to time to further the objects and purposes of the Union. Upon the appointment of a subcommittee and declare the quorum necessary for the meetings of the subcommittee and shall declare whether that Subcommittee shall be responsible at the Assembly.

PART IV. – EXECUTIVE BOARD

31. EXECUTIVE BOARD

The Executive Officers of the Union shall consist of these persons:

- a) President ; and
 - b) General Director; and
 - c) Chairperson, National Ministry Board; and
 - d) Chairperson, National Health Board; and
 - e) Chairperson, National Education Board; and
 - f) Chairperson, National Community Development Board; and
 - g) Chairperson, National Finance Board / Treasurer; and
 - h) Western Highlands Baptist Union President; and
 - i) Enga Baptist Union President; and
 - j) Min Baptist Union President; and
 - k) Eastern Highlands Baptist Union; and
 - l) The four (4) Regional Unions' Ministry Co-ordinators; and
 - m) The President of Baptist Women's Association (or representative) and
 - n) The four (4) Regional Women's Representatives
- 2) The Union Executive Officers shall be in office and shall hold office for a term of three (3) years.
 - 3) The members of the Executive Board shall notify in writing within 3 months before tendering resignation to the President or the Assembly.

32. DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE BOARD

- 1) The President shall be the Chairman who shall represent the Union on all official occasions and chair all meetings of the Assembly and the Executive at which he is present.
- 2) A Vice Chairman shall act in place of the Chairman when the Chairman is not available and perform any functions required.
- 3) The Treasurer shall be responsible for all financial matters concerning the Union and present financial reports to the Executive and the Assembly.
- 4) The General Director is the Chief Executive Officer (CEO) of the Union and its constituents and Service departments. He shall keep minutes of all Assembly and Executive meetings and implement the decisions of the

meetings and such other duties as are set out in his duty statement and be responsible to the Executive.

- 5) The Director of Ministry shall be responsible for the coordination of all Spiritual Ministries and be accountable to the General Director of the Union.
- 6) The Social Services Director is the Chief Executive Officer (CEO) of Social Services and shall be responsible for the coordination of all Health, HIV Aids, Education and Community Development services within the Union. He shall be accountable to the General Director of the Union.
- 7) The Executive Board shall implement policies as determined by the Assembly and conduct the general business of the Union either directly or through –
 - a) The officers; and
 - b) The Annual Area Assemblies; and
 - c) The Area Union Executive; and
 - d) The Departments; and
 - e) The Divisions; and
 - f) The Committees; and
 - g) The Constituent Members

As appointed by and under this constitution or by any by-laws which are made by the powers conferred by this constitution.

- 8) Notwithstanding the power of appointment as vested on the Assembly, the Executive Board shall have the power to appoint –
 - a) A maximum of six members in addition to the chairman to serve each Department for a period of three years on the nomination of the Chairman and Union Officers meeting in conference.
 - (b) Committees for any purpose, provided that -
 - i) The mandate and function of the committee is clearly declared; and
 - ii) The committee exists for a maximum of three years; and
 - iii) The members of the Committee are members of Baptist churches affiliated with the Constituent Unions or Associations or Constituent Churches.
 - c) A person appointed is required to serve the Union for a maximum of three areas, including Departments, Divisions and Committees.
- 9) The Executive Board of the Union shall have the absolute power to review, dissolve and approve any decisions of any Board established under this constitution.
- 10) The Executive Board of the Union shall be responsible for providing for the safe custody of all books, registers of members and lists of approved

appointees, documents and securities of the Union;

- 11) The Executive Board shall transact such business as shall be remitted to it by the Assembly and such of the administrative affairs of the Union as may require attentions between Assemblies but the Executive is not empowered by this sub-rule to make decisions on policy which always remain the prerogative of the Assembly and in particular the Executive shall:-
- a) Develop strategic plans for Union as a whole, and establish priorities for goals and objectives of the Subcommittees of the Union;
 - b) Initiate and make recommendations to the Assembly in respect of budgets;
 - c) Prepare the Agenda and Business for Assembly Meetings and such Agenda shall include Annual Report from the constitution associations;
 - d) Implement, oversee and coordinate any new emphasis;
 - e) Maintain an awareness of the spiritual health of the member Churches, pastors, evangelists, and other full time Christian workers of each constituent Association Executives, provide correction and direction according to Biblical principles and in particular it shall ensure that those preaching in the churches of the constituent associations conform to principles and behavior set out in the New Testament 1 Timothy 3:1-5 and Titus 1:5-16;
 - f) Ensure that the pastors within its particular area are adequately trained;
 - g) Ensure that any lawful instruction of the Union or the Executive Board shall be carried out and if necessary, shall take legal action to accomplish this;
 - h) Present to the Assembly Meetings a statistical report giving details of all constituent members' churches and their memberships and baptism.

33. VACATION OF AN EXECUTIVE OFFICE

A Union Executive Office shall be declared vacant:

- a) At the expiration of term of the office consistent with section 7 (2).
- b) A member ceases to be an Executive Officer of the Union by virtue of:
 - i) Resignation
 - ii) Expulsion
 - iii) Termination
 - iv) Death
 - v) Conviction of Criminal Offence

- vi) Incapacitation illness
- vii) Other reasons assembly considers appropriate

34. ELECTION OF EXECUTIVE OFFICERS

The President, Deputy President and Treasurer shall be elected by the Assembly.

- (1) Written nominations for the positions for President, Deputy President and Treasurer shall be approved by the nominee's respective Area Union or Urban Church and submitted to the General Director within six months of the Assembly and not less than one month prior to the advertised date for the Assembly meeting at which elections will be held
- (2) The General Director will advise, in writing, all Area Unions and Urban Churches, the names of nominees for the positions of President, Deputy President and Treasurer not less than fourteen (14) days prior to the Assembly at which elections are to be held
- (4) The other members of the Executive shall consist of two elected representatives from local unions, and one being nominated by its local union executive each year.
- (5) Each Executive member shall remain in office for the period of time for which the member was elected until the commencement of the Annual Assembly at which the Assembly shall call for new election for that office is due to be held.
- (6) Any vacancy occurring in the Executive shall be filled without delay by the interim appointment of a further member of the Local Union which the vacating member represented, appointed by the Executive of that Union, subject to an election for the office being carried out at the next subsequent Annual Assembly.

35. EXECUTIVE BOARD MEETINGS

- (1) In addition to such other functions as prescribed, the Executive shall be the body through which all meetings of the Union shall be conducted for the general operation of the Union, generally to fulfill the purposes of this Constitution and to enhance the objectives of the Union.
- (2) The types of meetings that will be conducted for the operation of the Union shall be consistent with this Constitution.
- (3) The Executive shall meet at least twice each calendar year. It shall meet not later than six months after the Annual Assembly at which is elected, and one month prior to the next month Annual Assembly to prepare the Agenda and Business of the Assembly, but there may be additions to such agenda at

any time prior to the opening of the Assembly subject to approval by three of the four officers of the Union. A copy of the Agenda shall be forwarded to each constituent Association as soon as is practicable after this meeting of the Executive;

- (4) The procedures at the meetings of the Executive shall so far as is practicable follow the procedure at meetings of the Assembly;
- (5) The Executive shall fix its own quorum provided that one officer of the Union is present;

36. EXECUTIVE COMMITTEE

To ensure the efficient and effective operations of the Union at all times, through its Executive Board, the Assembly may appoint an Executive Committee.

- (1) The following Executive Board members shall comprise the Executive Committee:
President,
Deputy President,
General Director,
Director Social Services,
Director of Ministries.
Chairman of National Finance Board or Director Corporate Services
A representative of the Area Unions
- (2) The President shall be Chairperson of meetings of the Executive Committee. In the absence of the President, then either the Deputy President or General Director shall Chair that meeting.
- (3) Four (4) persons shall constitute a quorum for Executive Committee meetings
- (4) The Executive Committee shall have limited powers in terms of the matters detailed in Clause 32 above
- (5) The Executive Committee does not have authority to rescind or amend any resolution or decision previously taken by either the Annual or Tri-Annual Assembly or the National Executive Board.
- (6) The General Director shall ensure that all meetings of the Executive Committee are minuted.
- (7) Minutes of Executive Committee Meetings must be signed by the Chairperson and must be tabled at the immediate following National Executive Board meeting for ratification by the National Executive Board.

PART V AREA UNIONS

DIVISION I – AREA UNIONS

37. ESTABLISHMENT OF AREA UNIONS

- (i) Min Baptist Union**
- (ii) Enga Baptist Union**
- (iii) Western Highlands Baptist Union**
- (iv) Eastern Highlands Baptist Union**
- (v) Other Area Unions that the Assembly considers appropriate**

38. AREA ANNUAL ASSEMBLY

- (1) The Area Annual Assemblies shall operate as the main governing body of the Area Unions; and
- (2) That in addition to such other functions as provided they shall operate to promote the work and ministry of the union through;
 - a) Conducting of Bible Readings; and
 - b) Encouragement and inspiration to the leaders, pastors and churches; and
 - c) Admit new constitutions to the membership of the Union; and
 - d) Receive notices of motion; and
 - e) Audit financial reports; and
 - f) Authorize the Executive; and
 - g) To support the delivery of social services such as health, education, Aid and community development.

DIVISION II – NATIONAL MINISTRY BOARD

39. COMPOSITION OF THE NATIONAL MINISTRY BOARD.

- 1) Baptist National Ministry Board shall consist of:
 - a) Chairperson (President / Deputy President)
 - b) General Director
 - c) Director of Ministries
 - d) Regional Union Representatives – Four (4)
 - e) Urban Church Representatives – One (1)
 - f) Director Corporate Services or Chairperson of National Finance Board.
 - g) Principal or representative of the Baptist Training Colleges
 - h) Youth Ministry Representative
 - i) Women's Ministry Representative
- 2) Baptist National Ministry Board shall have National Baptist Ministry Secretary as an Executive Officer of the Board.
- 3) The members of the National Ministry Board may select one of their members to be the Deputy Chairman of the Board during the pleasure of the Board.

- 4) In the event of the above absence or inability of the Chairman to act, the Deputy Chairman has, and may exercise, all the powers and functions of the Chairman.

40. VACANCIES OF NATIONAL MINISTRY BOARD

- 1) The Board may appoint interim member of the board by voting system enshrined in this constitution in consultation with the executives of the BUPNG.
- 2) The Board shall in writing notify the General Director name, position held and other particulars of the board member who has vacated.
- 3) Any member of the Board vacating the office or the board shall notify in writing to the Chairman of the Board and the General Director within one month.
- 4) Any person elected to take up the vacant position shall be deemed to be called an interim member of the Board.
- 5) The term of the interim member of the board expires at the election of the new member during the Annual Meeting of the Union.
- 6) The members of the union shall exercise their discretion to vote the interim member of the Board to be a permanent member of the Board.

41. FUNCTIONS & RESPONSIBILITIES OF THE NATIONAL MINISTRY BOARD

- 1) In addition to such duties and responsibilities as are imposed on it by or under this Constitution or any other law relating to Ministry matters, the National Ministry Board has the following duties and responsibilities:-
 - a) to oversee and provide Leadership direction to our churches and Theology Training institutions within the Baptist Network.
 - b) to formulate Policies in consultation with the BUPNG Constitution and other existing Policies for effective implementing of these Policies.
 - c) to make appropriate and relevant recommendations to the BUPNG Executive for consideration and approval of important developments or changes.
 - d) to formulate appropriate and relevant policies for human resource development.
 - e) to endorse recommendations or decisions made by the urban churches or urban pastors recruitment.
- 2) Notwithstanding subsection (1), the National Ministry Board may forward its views on any matter to the Executive Board of BUPNG.
- 3) This section does not prevent the National Ministry Board from taking any action to a matter not referred to in Subsection (1) that is otherwise within its competence under this law or any other rules.

42. POWERS OF THE NATIONAL MINISTRY BOARD

- 1) The powers to set fees for training institutions.
- 2) The powers to allocate scholarship to students to study in Bible colleges or overseas.
- 3) The power to discipline pastors or ministers and make appropriate decisions for the betterment of the ministry.
- 4) Notwithstanding Subsections (1), (2), (3), and (4), Local Ministry Boards are subject to the authority and direction of the National Ministry Board.

43. MEETING OF THE NATIONAL MINISTRY BOARD

- 1) The National Ministry Board shall meet at least two (2) times in each year which commences on 1 January.
- 2) The meeting of the National Ministry Board shall be convened by the Chairman by written notice to the other members of the Board, and shall be held at a time and place specified in the notice.
- 3) The General Director may, by written notice notify or direct each member that a meeting shall be held at a time and place specified in the notice.
- 4) Notwithstanding subsection (1), the Chairman shall, within six weeks after receiving a request to do so from not less than four members of the Board, convene a meeting of the Board should the need arises.

44. PROCEDURES AT MEETINGS

- 1) At meetings of the National Ministry Board-
 - a) seven is a quorum; and
 - b) the Chairman shall preside at all meetings at which he is present ; and
 - c) in the absence of the Chairman the Deputy Chairman shall preside and in the absence of the Chairman and the Deputy Chairman, the members present shall elect one of their number to preside; and
 - d) all matters shall be decided by a majority of votes of the members present and voting; and
 - e) the member presiding has a deliberative and, in the event of an equality of votes, also a casting vote ; and
 - f) The Chairman or any person presiding the meeting in accordance with subsection 1 (b), (c) and (d), shall appoint secretary for the purposes of noting all the minutes; and

- g) The chairman shall forward a copy of the minute of the board's meeting to the General Director and President of the Union; and
 - h) The National Ministry Board shall cause minutes of its proceedings to be recorded and kept.
- 2) Subsection to this law the procedure at the meetings of the National Ministry Board shall be as the Board determines.

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PART VI – SOCIAL SERVICES

DIVISION I – NATIONAL HEALTH BOARD

45. COMPOSITION OF THE HEALTH BOARD

- 1) Baptist National Health Board shall consist of:
 - a) Chairperson (President / Deputy President)
 - b) General Director
 - c) Director Social Services
 - d) Manager Health Services
 - e) Chairpersons of three (3) Regional Health Boards
 - f) Medical Superintendents of three (3) regional hospitals
 - g) Director Corporate Services / Chairperson National Finance Board
 - h) Principal Representing Baptist CHWTS
- 2) Baptist National Health Board shall have National Baptist Health Secretary as an Executive Officer of the Board
- 3) The members of the National Health Board may select one of their members to be the Deputy Chairman of the Board during the pleasure of the Board.
- 4) In the event of the absence or inability of the Chairman to act, the Deputy Chairman has, and may exercise, all the powers and functions of the Chairman.

46. VACANCIES OF NATIONAL HEALTH BOARD

- 1) The Board may appoint interim members by way of voting in accordance with this constitution in consultation with the executives of the BUPNG.
- 2) The Board shall in writing notify the General Director of the name, position held and other particulars of any Board member who has vacated.
- 3) Any member of the board vacating the office or the board shall notify in writing to the Chairman of the Board and the General Director within one month.
- 4) Any person elected to take up the vacant position shall be deemed to be called an interim member of the Board.
- 5) The term of the interim member of the board expires at the election of the new member during the Annual Meeting of the Union.
- 6) Notwithstanding subsection (1), the members of the union shall exercise their discretion to vote the interim members of the Board to be a permanent member of the board.

47. FUNCTIONS & RESPONSIBILITIES OF THE NATIONAL HEALTH BOARD

- 1) In addition to such duties and responsibilities as are imposed on it by or under this Constitution or any other law relating to Health matters, the National Health Board has the following duties and responsibilities:-
 - (a) to devise means for effecting economies and promoting efficiency in the administration of the Health System;
 - (b) to exercise a critical oversight of the functions of Health services;
 - (c) to maintain a comprehensive and continuous system of measuring and checking the economic and efficient working of the Health Services;
 - (d) to approve standard practices and instructions for carrying out recurring work of a clerical, administrative, recording or reporting nature where such work is required for the operations of this constitution or the system as a whole.
- 2) Notwithstanding subsection (1), the Health Services Board may forward its views on any matter to the Executives of BUPNG.
- 3) This section does not prevent the National Health Board from taking any action to a matter not referred to in Subsection (1) that is otherwise within its competence under this constitution or any other laws.

48. POWERS OF THE NATIONAL HEALTH BOARD

- 1) The Chairman or his designated officer may, acting with and in accordance with, the advice of the National Health Board and, in the case of national institution or Provincial Institution, with the written approval of the appropriate Government, by signing a Memorandum Of Understanding or Memorandum Of Agreement, declare a health service to be Baptist Institution.
- 2) Where a health service is declared under Subsection (1) to be a Baptist Institution, the National Health Board shall exercise all its powers, functions, duties and responsibilities in relation to that institution or institutions as are prescribed under this constitution or any other law relating to Health matters.
- 3) Where a health service has been declared under Subsection (1) to be a Baptist Institution, the National Health Board shall be responsible for the creation of appropriate constitutions and for the creation of the appropriate governing bodies outlined in the new constitution.
- 4) Notwithstanding Subsections (1), (2) and (3), the National Health Board shall review decisions of Local Health Boards and dissolve such boards if necessary in consultation with the Chairman of the Health Board .
- 5) The Board shall seek approval of its decisions or resolutions to the Executive of the BUPNG.

- 6) The Board may appoint representatives from Community Health Workers Training Schools to be a member of the board.

49. MEETING OF THE NATIONAL HEALTH BOARD

- 1) The National Health Board shall meet at least two times in each year which commences on 1 January.
- 2) The meeting of the National Health Board shall be convened by the Chairman by written notice to the other members of the Board, and shall be held at a time and place specified in the notice.
- 3) The General Director may, by writing notify or direct each member that a meeting shall be held at a time and place specified in the notice.
- 4) Notwithstanding subsection (1), the Chairman shall, within six weeks after receiving a request to do so from not less than four members of the Board, convene a meeting of the Board should the need arises.

50. PROCEDURES AT MEETINGS

- 1) At meetings of the National Health Board-
 - a) seven is a quorum; and
 - b) the Chairman shall preside at all meetings at which he is present ;
and
 - c) in the absence of the Chairman the Deputy Chairman shall preside and in the absence of the Chairman and the Deputy Chairman, the members present shall elect one of their number to preside; and
 - d) all matters shall be decided by a majority of votes of the members present and voting; and
 - e) the member presiding has a deliberative and, in the event of an equality of votes, also a casting vote; and
 - f) The Chairman or any person presiding the meeting in accordance with subsection 1 (b), (c) and (d), shall appoint secretary for the purposes of noting all the minutes; and
 - g) The chairman shall forward a copy of the minute of the Board's meeting to the General Director and President of the Union, and the member Health Service Local Boards; and
 - h) The National Health Board shall cause minutes of its proceedings to be recorded and kept.
- 2) Subsection to this law the procedure at the meetings of the National Health Board shall be as the Board determines.

DIVISION II- NATIONAL EDUCATION BOARD

51. COMPOSITION OF THE NATIONAL EDUCATION BOARD.

- 1) Baptist National Education Board shall consist of:
 - a) Chairperson (President / Deputy President
 - b) General Director
 - c) Director Social Services
 - d) Manager Education Services
 - e) School Principals – three (3)
 - f) Regional Education Representatives – three (3)
 - g) Director Corporate Services / Chairperson National Finance Board
- 2) Baptist National Education Board shall have National Baptist Education Secretary as an Executive Officer of the Board.
- 3) The members of the National Education Board may select one of their members to be the Deputy Chairman of the Board during the pleasure of the Board.
- 4) In the event of the above absence or inability of the Chairman to act, the Deputy Chairman has, and may exercise, all the powers and functions of the Chairman.

52. VACANCIES OF NATIONAL EDUCATION BOARD

- 1) The Board may appoint interim member of the board by voting system enshrined in this constitution in consultation with the executives of the BUPNG.
- 2) The Board shall in writing notify the General Director name, position held and other particulars of the board member who has vacated.
- 3) Any member of the Board vacating the office or the board shall notify in writing to the Chairman of the Board and the General Director within one month.
- 4) Any person elected to take up the vacant position shall be deemed to be called an interim member of the Board.
- 5) The term of the interim member of the board expires at the election of the new member during the Annual Meeting of the Union.
- 6) The members of the union shall exercise their discretion to vote the interim member of the Board to be a permanent member of the Board.

53. FUNCTIONS & RESPONSIBILITIES OF THE NATIONAL EDUCATION BOARD

- 1) In addition to such duties and responsibilities as are imposed on it by or under this Constitution or any other law relating to Education matters, the Education Board has the following duties and responsibilities:-
 - a) to devise means for effecting economies and promoting efficiency in the administration of the Education System; and
 - b) to exercise a critical oversight of the functions of Education system; and
 - c) to maintain a comprehensive and continuous system of measuring and checking the economic and efficient working of the Education System; and
 - d) to approve standard practices and instructions for carrying out recurring work of a clerical, administrative, recording or reporting nature where such work is required for the operations of this constitution or the system as a whole.
- 2) Notwithstanding subsection (1), the National Education Board may forward its views on any matter to the Executive of BUPNG.
- 3) This section does not prevent the National Education Board from taking any action to a matter not referred to in Subsection (1) that is otherwise within its competence under this law or any other rules.

54. POWERS OF THE EDUCATION SERVICES BOARD

- 1) The Chairman or designated officer may, acting with and in accordance with, the advice of the National Education Board and, in the case of national institution or provincial institution, with the written approval of the appropriate Government, by signing a Memorandum of Understanding or Memorandum of Agreement, declare a school to be Baptist Institution.
- 2) Where a school is declared under Subsection (1) to be a Baptist Institution, the National Education Board shall exercise all its powers, functions, duties and responsibilities in relation to that institution or institutions as are prescribed under this constitution or any other law relating to Education matters.
- 3) Where a Education service has been declared under Subsection (1) to be a Baptist Institution, the National Education Board shall be responsible for the creation of appropriate constitutions and for the creation of the appropriate governing bodies outlined in the new constitution.
- 4) The Board shall seek approval of its decisions or resolutions to the Executive of the BUPNG.

- 5) Notwithstanding Subsections (1), (2), (3), and (4), Local Education Boards are subject to the authority and direction of the National Education Board.

55. MEETING OF THE NATIONAL EDUCATION BOARD

- 1) The National Education Board shall meet at least two (2) times in each year which commences on 1 January.
- 2) The meeting of the National Education Board shall be convened by the Chairman by written notice to the other members of the Board, and shall be held at a time and place specified in the notice.
- 3) The General Director may, by written notice notify or direct each member that a meeting shall be held at a time and place specified in the notice.
- 4) Notwithstanding subsection (1), the Chairman shall, within six weeks after receiving a request to do so from not less than four members of the Board, convene a meeting of the Board should the need arises.

56. PROCEDURES AT MEETINGS

- 1) At meetings of the National Education Board-
 - a) seven is a quorum; and
 - b) the Chairman shall preside at all meetings at which he is present ; and
 - c) in the absence of the Chairman the Deputy Chairman shall preside and in the absence of the Chairman and the Deputy Chairman, the members present shall elect one of their number to preside; and
 - d) all matters shall be decided by a majority of votes of the members present and voting; and
 - e) the member presiding has a deliberative and, in the event of an equality of votes, also a casting vote ; and
 - f) The Chairman or any person presiding the meeting in accordance with subsection 1 (b), (c) and (d), shall appoint secretary for the purposes of noting all the minutes; and
 - g) The chairman shall forward a copy of the minute of the board's meeting to the General Director and President of the Union; and
 - h) The Education Services Board shall cause minutes of its proceedings to be recorded and kept.
- 2) Subsection to this law the procedure at the meetings of the Education Services Board shall be as the Board determines.

DIVISION III- NATIONAL COMMUNITY DEVELOPMENT BOARD

57. COMPOSITION OF THE BOARD

- 1) The National Community Development Board shall consist of;
 - a) Chairperson (President / Deputy President)
 - b) General Director
 - c) Director Social Services
 - d) Manager Community Development Services
 - e) Manager HIV Aids Services
 - f) Four (4) members representing each Regional Union
 - g) Director Corporate Services / Chairperson National Finance Board
- 2) Baptist National Community Development Board shall have National Baptist Community Development Secretary as an Executive Officer of the Board.
- 3) The members of the Community Development Services Board may select one of their members to be the Deputy Chairman of the Board during the pleasure of the Board.
- 4) In the event of the absence or inability of the Chairman, the Deputy Chairman has, and may exercise, all the powers and functions of the Chairman.

58. VACANCIES OF NATIONAL COMMUNITY DEVELOPMENT BOARD

- 1) The board may appoint interim member of the Board by voting system enshrined in this constitution in consultation with the executives of the BUPNG.
- 2) The Board shall in writing notify the General Director name, position held and other particulars of the board member who has vacated.
- 3) Any member of the Board vacating the office or the board shall notify in writing to the Chairman of the board and the General Director within one month.
- 4) Any person elected to take up the vacant position shall be deemed to be called an interim member of the Board.
- 5) The term of the interim member of the Board expires at the election of the new member during the Annual Meeting of the Union.
- 6) The members of the union shall exercise their discretion to vote the interim member of the Board to be a permanent member of the Board.

59. RESPONSIBILITIES OF THE BOARD

- 1) In addition to such duties and responsibilities as are imposed on it by or under this Constitution or any other law relating to National Community Development matters, the National Community Development Board has the following duties And responsibilities:-
 - a) to secure funds from overseas or other donor agencies to help run the community and members of the union; and
 - b) to exercise a critical oversight of the functions of the Community Development ; and
 - c) to approve standard practices and instructions from the donor agencies with respect to the use of funds donated to the union.
- 2) If it thinks fit, the National Community Development Board may forward its views on any matter referred to in Subsection (1) to the Executive Board of BUPNG
- 3) Notwithstanding this section, the National Community Development Board may take any action to a matter not referred to in Subsection (1) that is otherwise within its competence under this constitution and any other laws.

60. MEETING OF THE NATIONAL COMMUNITY DEVELOPMENT BOARD

- 1) The National Community Development Board shall meet at least two (2) times in each year which commences on 1 January.
- 2) The meeting of the National Community Development Board shall be convened by the Chairman by written notice to the other members of the Board, and shall be held at a time and place specified in the notice.
- 3) The Project Manager may, by written notice notify or direct each member that a meeting shall be held at a time and place specified in the notice.
- 4) The Chairman shall, within six weeks after receiving a request to do so from not less than four members of the Board, convene a meeting of the Board.

61. PROCEDURES AT MEETINGS

- 1) At meetings of the National Community Development Board-
 - a) seven is a quorum; and
 - b) the Chairman shall preside at all meetings at which he is present ; and
 - c) in the absence of the Chairman the Deputy Chairman shall preside and in the absence of the Chairman and the Deputy Chairman, the members present shall elect one of their number to preside; and

- d) all matters shall be decided by a majority of votes of the members present and voting; and
 - e) the member presiding has a deliberative and, in the event of an equality of votes, also a casting vote; and
 - f) The Chairman or any person presiding the meeting in accordance with subsection 1 (b), (c) and (d), shall appoint secretary for the purposes of noting all the minutes; and
 - g) The chairman shall forward a copy of the minute of the board's meeting to the General Secretary and President of the Union; and
 - h) The National Community Development Board shall cause minutes of its proceedings to be recorded and kept.
- 2) Subsection to this law the procedure at the meetings of the National Community Development Board shall be as the Board determines.

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PART VI – BUSINESS DEVELOPMENT & FINANCE

DIVISION I – NATIONAL BUSINESS DEVELOPMENT BOARD

62. COMPOSITION OF THE NATIONAL BUSINESS DEVELOPMENT BOARD

- 1) Baptist National Business Development Board shall consist of:
 - a) Chairperson (President / Deputy President)
 - b) General Director
 - e) Managing Director Baptist Union Development Limited
 - f) Director Corporate Services
 - g) Director Social Services
 - h) Skilled Regional Business Representatives – four (4)
- 2) Baptist National Business Development Board shall have National Baptist Development Secretary as an Executive Officer of the Board.
- 3) The members of the National Business Development Board may select one of their members to be the Deputy Chairman of the Board during the pleasure of the Board.
- 4) In the event of the absence or inability of the Chairman to act, the Deputy Chairman has, and may exercise, all the powers and functions of the Chairman.

63. VACANCIES OF NATIONAL BUSINESS DEVELOPMENT BOARD

- 1) The Board may appoint interim members by way of voting in accordance with this constitution in consultation with the executives of the BUPNG.
- 2) The Board shall in writing notify the General Director of the name, position held and other particulars of any Board member who has vacated.
- 3) Any member of the board vacating the office or the board shall notify in writing to the Chairman of the Board and the General Director within one month.
- 4) Any person elected to take up the vacant position shall be deemed to be called an interim member of the Board.
- 5) The term of the interim member of the board expires at the election of the new member during the Annual Meeting of the Union.
- 6) Notwithstanding subsection (1), the members of the union shall exercise their discretion to vote the interim members of the Board to be a permanent member of the board.

64. RESPONSIBILITIES & POWERS OF THE NATIONAL BUSINESS DEVELOPMENT BOARD

- 1) to evaluate sustainable business development opportunities for potential implementation within any member Unions,
- 2) to secure funds from relevant levels of PNG Governments and from donor agencies from within and outside PNG,
- 3) to establish enterprises for the purpose of conducting business activities to derive sustainable revenues for the Union,
- 4) to collaborate with the other Union Boards to maximize the utilization of human and financial resources to further the objectives of all Boards

65. MEETING OF THE NATIONAL BUSINESS DEVELOPMENT BOARD

- 1) The National Business Development Board shall meet at least two times in each year which commences on 1 January.
- 2) The meeting of the Business Development Board shall be convened by the Chairman by written notice to the other members of the Board, and shall be held at a time and place specified in the notice.
- 3) The General Director may, by writing notify or direct each member that a meeting shall be held at a time and place specified in the notice.
- 4) Notwithstanding subsection (1), the Chairman shall, within six weeks after receiving a request to do so from not less than four members of the Board, convene a meeting of the Board should the need arises.

66. PROCEDURES AT MEETINGS

- 1) At meetings of the National Business Development Board-
 - a) five is a quorum; and
 - b) the Chairman shall preside at all meetings at which he is present ;
and
 - c) in the absence of the Chairman the Deputy Chairman shall preside and in the absence of the Chairman and the Deputy Chairman, the members present shall elect one of their number to preside; and
 - d) all matters shall be decided by a majority of votes of the members present and voting; and
 - e) the member presiding has a deliberative and, in the event of an equality of votes, also a casting vote; and

- f) The Chairman or any person presiding the meeting in accordance with subsection 1 (b), (c) and (d), shall appoint secretary for the purposes of noting all the minutes; and
 - g) The chairman shall forward a copy of the minute of the Board's meeting to the General Director and President of the Union, and the member Health Service Local Boards; and
 - h) The National Business Development Board shall cause minutes of its proceedings to be recorded and kept.
- 2) Subsection to this law the procedure at the meetings of the National Business Development Board shall be as the Board determines.

DIVISION II – NATIONAL FINANCE BOARD

67. COMPOSITION OF THE NATIONAL FINANCE BOARD

- 1) Baptist National Finance Board shall consist of:
 - a) Chairperson (Treasurer)
 - b) President
 - c) Deputy President
 - d) General Director
 - e) Director Corporate Services
 - f) Director Social Services
 - g) Director of Ministries
 - h) Manager Business Services
- 2) Baptist Finance Board shall have National Baptist Finance Secretary as an Executive Officer of the Board
- 3) The members of the National Finance Board may select one of their members to be the Deputy Chairman of the Board during the pleasure of the Board.
- 4) In the event of the absence or inability of the Chairman to act, the Deputy Chairman has, and may exercise, all the powers and functions of the Chairman.

68. VACANCIES OF NATIONAL FINANCE BOARD

- 1) The Board may appoint interim members by way of voting in accordance with this constitution in consultation with the executives of the BUPNG.
- 2) The Board shall in writing notify the General Director of the name, position held and other particulars of any Board member who has vacated.
- 3) Any member of the board vacating the office or the board shall notify in writing to the Chairman of the Board and the General Director within one month.

- 4) Any person elected to take up the vacant position shall be deemed to be called an interim member of the Board.
- 5) The term of the interim member of the board expires at the election of the new member during the Annual Meeting of the Union.
- 6) Notwithstanding subsection (1), the members of the union shall exercise their discretion to vote the interim members of the Board to be a permanent member of the board.

69. RESPONSIBILITIES & POWERS OF THE NATIONAL FINANCE BOARD

- 1) Reviewing and approving the financial management policies of the Union
- 2) Reviewing and approving accounting procedures of the Union
- 3) Reviewing the annual budgets for recommendation to the Executive Board
- 4) Reviewing the annual audit report and as appropriate, submit recommendations to the Executive Board arising from the audit
- 5) Any other financial matters that may arise from time to time or as directed by the Executive Board

70. MEETING OF THE NATIONAL FINANCE BOARD

- 1) The National Finance Board shall meet at least two times in each year which commences on 1 January.
- 2) The meeting of the National Finance Board shall be convened by the Chairman by written notice to the other members of the Board, and shall be held at a time and place specified in the notice.
- 3) The General Director may, by writing notify or direct each member that a meeting shall be held at a time and place specified in the notice.
- 4) Notwithstanding subsection (1), the Chairman shall, within six weeks after receiving a request to do so from not less than four members of the Board, convene a meeting of the Board should the need arises.

71. PROCEDURES AT MEETINGS

- 1) At meetings of the National Finance Board-
 - a) five is a quorum; and
 - b) the Chairman shall preside at all meetings at which he is present ;
and

- c) in the absence of the Chairman the Deputy Chairman shall preside and in the absence of the Chairman and the Deputy Chairman, the members present shall elect one of their number to preside; and
 - d) all matters shall be decided by a majority of votes of the members present and voting; and
 - e) the member presiding has a deliberative and, in the event of an equality of votes, also a casting vote; and
 - f) The Chairman or any person presiding the meeting in accordance with subsection 1 (b), (c) and (d), shall appoint secretary for the purposes of noting all the minutes; and
 - g) The chairman shall forward a copy of the minute of the Board's meeting to the General Director and President of the Union, and the members of the Finance Boards; and
 - h) The National Finance Board shall cause minutes of its proceedings to be recorded and kept.
- 2) Subsection to this law the procedure at the meetings of the National Finance Board shall be as the Board determines.

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PART VII –MISCELLANEOUS

72. OTHER BOARDS

The Assembly or the Executive may from time to time deem it necessary to create further Boards in order to effectively manage a specific area of activity of the Union.

In the event that any additional Boards are formed, then similar policies and procedures stated above for existing Boards, namely for

- a) composition of the Board
- b) Vacancies of the Board
- c) Responsibilities of the Board
- d) Powers of the Board
- e) Meetings and Procedures at Meetings of the Board

shall be adopted (as amended) to meet the specific purpose of the newly formed Board.

73. INCOME AND PROPERTY

- 1) The income and property of the Union shall be under the control and management of the Executive which shall be responsible to the Assembly and shall be applied solely towards promoting the objects and purposes of the Union and no part thereof shall be paid or transferred in any way whatsoever by way of dividend, bonus or otherwise by way of profit to the members. Provided however that nothing herein contained shall prevent the payment in good faith of any remunerative salaries or emolument to any officers or servants or any persons employed by the Union or other person or member for services rendered to the Union.
- 2) The income of the Union shall be derived from public offerings at meetings of the Assembly or any other gatherings called by the Union and from private donations, devises and bequests and such other sources as the Assembly may from time to time determine.
- 3) All monies received by the Union shall be deposited in the first instance to the Credit of the Union at such bank or banks as may be approved by the Executive. All cheques, drafts, bills of exchange, promissory notes and other documents shall be signed by any two of the persons as shall from time to time be appointed for that purpose by the Executive. All leases issued under the Land Ordinance 1962 (as amended) shall be held in the name of the Baptist Union of Papua New Guinea Incorporation ??
- 4) The Assembly shall cause to be kept proper books of accounts in which be kept full, true and complete accounts of the affairs and transaction of the Union. Such books of accounts shall be kept at the offices of the Baptist Union of Papua New Guinea in Mount Hagen, Western Highlands Province.

- 5) a) Upon establishment of BUPNG all the assets or properties belonging to the church or any other member body, prior to to the formation of BUPNG Inc shall now become deemed to be the property of BUPNG Inc
- b) BUPNG shall have the power to transfer acquire, or dispose of any of these assets or property.

74. AUDIT

- 1) At least once every year the Executive Board shall cause the accounts of the Union to be properly audited by a competent person.
- 2) An auditor shall be appointed by each Annual Assembly and shall hold office until the next following Assembly unless removed from office by a majority of votes at a meeting of the Executive. A vacancy occurring in the office of auditor during the year shall be filled by the Executive.
- 3) The auditor shall not be a member of the Executive Board but may be a member of the Assembly.
- 4) The auditor shall make a report to each meeting of the Assembly upon the balance sheet and accounts and in every such report he shall state in his opinion the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of financial affairs of the Union and in each case he has called for explanations or information from the Executive Board and whether they have been satisfactory and such report shall be presented to the Annual Assembly.

75. SEAL

- 1) The common Seal of the Union shall have the name of the Union inscribed therein in legible characters.
- 2) The Common Seal of the Union shall not affix to any document except by the authority of the Assembly or Executive and in the presence of two members of the Executive Board . The Seal shall remain in custody of the General Secretary unless the Executive otherwise directs.

76. REGISTERS

The Assembly shall cause to be made and kept a register of all members of the Union and also a register of all officials and members of the Assembly. Such Register shall contain such information as shall be required by the Executive Board from time to time.

77. LIABILITIES

- 1) The members of the Local Unions of the Baptist Union of Papua New Guinea Incorporation hereby undertake to contribute to the assets of the Union in the event of its being wound up while in membership or within one year afterwards for payment of the liabilities or debts.
- 2) Any liabilities of the Union contracted before it ceased to be a member and the costs and charges and expenses of the winding up such amount as may be required shall not exceed two kina per member.

78. WINDING UP

- 1) The Union shall be wound up whenever a Special Resolution as defined by the Associations Incorporation Ordinance 1966 – 1968 is passed requiring the Union to be wound up voluntarily.
- 2) Where, upon the winding up of the Union, the Resolution relating to the distribution of the surplus assets of the Union has been passed by a majority of not less than three quarters of the members of a Special Assembly called for that purpose, that an application shall be made to the Supreme Court of Papua New Guinea for making an order for the distribution of those assets in accordance with that Resolution.
- 3) Where
 - a) the Court considers that a distribution of the surplus assets of the Union in accordance with a Resolution of a kind referred to in the last preceding paragraph would not be just; or
 - b) such a Resolution has not been passed the said Court shall make such order for the distribution of those assets as having regard to the objects and purposes of the Union, it considers just.

79. AMENDMENTS

- 1) This Constitution of the Union shall not be added to or altered or amended or rescinded in whole or in part except by notice to a duly constituted Assembly for approval of not less than three quarters of the members of the Union.
- 2) Any addition, alteration, amendment or rescission shall be forwarded to the General Secretary at least six calendar months before the date of the Annual Assembly meeting for reading, discussing and debating.
- 3) Notwithstanding subsection (1), amendment, alteration or rescission shall be certified after the third reading by a vote of three quarters of the members of the union.

CERTIFICATION

We, Patrick Gaiyer, President of Baptist Union of Papua New Guinea and John Kaewa, General Director of Baptist Union of Papua New Guinea Inc, do hereby certify that this is the Constitution as amended and accepted by the National Executive Board of the Baptist Union of Papua New Guinea and endorsed by the General Assembly of the Baptist Union held on

Declared at _____ this _____ day of _____ 2014

Before me: _____

PRESIDENT

GENERAL DIRECTOR