

**The Companies Act 2006
Company Limited by Guarantee
and not having a Share Capital**

SOUTH EASTERN BAPTIST ASSOCIATION

BYE LAWS (Adopted on the 15th March 2023)

The South Eastern Baptist Association supports the mission and ministry of around 150 Baptist churches across Kent, Sussex, Surrey and Hampshire. We exist to encourage and equip our member churches as they pursue their own distinct vision and calling to the local communities in which they're based. We recognise that we are accountable to our member churches and these Bye Laws aim to ensure that our members have a say in all that we seek to do in serving them.

NETWORKS

- 1 The Association's constituency shall be divided into such Networks of Churches as the Trustees shall from time to time determine.

APPOINTMENT OF TRUSTEES

- 2 The Trustees shall be entitled to nominate to a General Meeting up to five trustees to provide experience in specific skills to meet the operational needs of the Association.
- 3 Trustees so appointed shall serve for a period of up to three years. Any person so appointed shall be eligible for re-appointment.

APPOINTMENT OF REGIONAL MINISTERS

- 4 The Trustees in consultation with the Baptist Union of Great Britain shall appoint a nominating body to prepare job specifications, terms and conditions of service for the appointment of Regional Ministers and to nominate persons for such appointments.
- 5 The appointment of Regional Minister[s] shall be made by a majority vote at a General Meeting of the Association following nomination by the Trustees.

ASSOCIATION MODERATOR AND TREASURER

- 6 The Moderator and Treasurer of the Association shall be appointed by a majority vote of a General Meeting of the Association following nomination by the Trustees. The Moderator and the Treasurer shall be appointed for such period and on such terms as recommended by the Trustees and agreed by the General Meeting.

CONDUCT OF GENERAL MEETINGS OF THE ASSOCIATION

- 7 General Meetings of the Association shall be convened and regulated as set out in the Company's Articles.
- 8 The Trustees shall decide what items (other than those matters regulated by the Articles or by Company law) shall be placed on the Agenda for a General Meeting.
- 9 The notice to a General Meeting shall specify if a special resolution is proposed, the fact that the proposed resolution is a special resolution and the wording of the resolution.
- 10 No business shall be transacted at a General Meeting other than business which:
 - a) is indicated in the Agenda, or
 - b) in the opinion of the Moderator is of great importance and urgency and either could not have been included in the Agenda or was inadvertently omitted there from.
- 11 Any member participating at a General Meeting either in person or by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
- 12 Trustees shall have the right to attend and speak at General Meetings of the Association and shall have the right to vote in their capacity as Members of the Association.

CONDUCT OF MEETINGS OF THE TRUSTEES

- 13 Any trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

ANNUAL REPORT

- 14 The Trustees, recognising their accountability to the member churches, shall be required to produce an Annual Report which shall provide updated details of the membership of the Trustees, Networks, Regional Ministers and employees. It shall provide information on the finances of the Association (including copies of the final year accounts) activities undertaken by the Regional Team during the previous year and any major projects. Details of new and departing ministers from across the region will also be included. Feedback on the report will be actively sought.