



CHURCH CONSTITUTION

Grace Fellowship – Pretoria

for NPO approval, 09 April 2013



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ARTICLE 1
Name and Location

The name of this church shall be Grace Fellowship - Pretoria. The church is resident in Pretoria, South Africa. For the rest of this document Grace Fellowship-Pretoria will be referred to as "GFP" or "this church" or "the church".

ARTICLE 2
Purpose

This church is constituted for exclusively religious purposes. Its objectives include the preaching of the Gospel, ministering to its members, and related activities. Recognising the authority of the Lord Jesus Christ and the Bible, this church is committed to the following commission as its purpose statement:

"And Jesus came up and spoke to them saying, 'All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age.'" (Matthew 28:18-20, NASB)

ARTICLE 3
Statement of Faith

The church subscribes to the teachings set out in its official publication entitled: "WHAT WE TEACH: Doctrinal Statement of Grace Fellowship-Pretoria". This doctrinal statement for all purposes forms an integral part of this Constitution as if it were repeated verbatim in this Constitution.

ARTICLE 4
Legal Status

This church is a voluntary association with full legal personality, with perpetual succession and the power to hold property in its own name, distinct from its members and capable of being sued and suing in its own name.

ARTICLE 5
Membership

Section 1. Active Membership

Active membership in Grace Fellowship shall be open to all persons who make a credible confession of Jesus Christ as Saviour and Lord and who have been baptised some time subsequent to that personal confession of faith.

Section 2. Application for Membership

All applications for church membership must be made to a member of the Elders. The applicant must fill out an application form and read the doctrinal statement of the church. They must also attend the

membership class prescribed by the Elders, after which one of the Elders shall meet with the applicant for a personal interview.

Section 3. Denial of Membership

If upon review of the person's application and a personal interview, the Elders determine that the applicant does not confess Jesus Christ as his or her Lord and Saviour, or that there is a lack of evidence of a godly lifestyle, membership shall be denied.

Section 4. Admission of Applicants

Applicants admitted to membership shall, if possible, present themselves at a worship service designated by the Elders for the purpose of publicly affirming their membership commitment and for the public acknowledgement by the church of their membership.

Section 5. Responsibilities of Members

Members shall seek to grow in godliness and to exercise fully their spiritual gifts for the mutual benefit of the church body, and shall submit to the loving rule of the Elders (Hebrews 13:17).

Section 6. Voting Privileges

Membership in this church shall entitle the member to vote at meetings of the members on those matters submitted to the church membership by the Elders. Voting in this case shall be carried out by secret ballot. Voting privileges are restricted to those members who have passed their eighteenth birthday.

Section 7. Discipline of Members

The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).

Members of this church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Elders, shall be lovingly subjected to church discipline, including dismissal according to Matthew 18:15-18.

Before such dismissal, however (1) it shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then (2) the warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. If the erring individual still refuses to heed this warning, then (3) it shall be brought to the attention of the Elders.

If the Elders determine—after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18, 1 Timothy 5:19, and Titus 3:10—that there is

corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the church and the congregation thereof at a regularly-scheduled worship service in order that the church may call the erring individual to repentance. The erring individual shall be informed by registered mail that this public announcement will be made prior to the regularly scheduled worship service where the announcement is given.

If the erring individual demonstrates biblical repentance, then notice to that effect may be given at a regularly scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then (4) he or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a regularly-scheduled worship service. The erring individual shall be informed of his or her public dismissal by registered mail prior to the actual announcement of dismissal. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Elders, then he or she shall be publicly restored to all the rights, duties, privileges and responsibilities of fellowship and/or membership.

The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members who are under discipline by the church, as defined in the previous paragraph, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

Section 8. Removal from Membership Roll

A member of this church who does not attend the services of this church for one year without plausible reason or excuse can be removed from the roll at the discretion of the Elders. Members in good standing who relocate to another church can request a letter of recommendation from the Elders.

Section 9. Annual General Meeting

An Annual General Meeting (AGM) of the church members shall be held within six months of the end of the financial year. Proposed AGM agenda items must be submitted in writing to the elders for approval not less than three days before the AGM. At this AGM the members shall:

- Circulate an attendance register to be filled in by those present
- Read and confirm the previous AGM Minutes with matters arising
- Confirm the Elders and Deacons for the next year
- Receive the Elders' Report
- Receive the Financial Report
- Consider any changes to the Constitution that have been proposed
- Any other business that the Elders bring before the meeting.

Section 10. Special Meetings

Special meetings of the members may be called at any time by the Elders.

Section 11. Notice of Meetings

Notice (including the time and the place) of the AGM shall be given from the pulpit for two successive Sundays prior to the meeting.

Notice (including the time and the place) of special meetings shall be given from the pulpit at least seven days prior to the meeting.

The time and place of both the AGM and special meetings shall be determined by the Elders.

Section 12. Quorum

At all meetings of the members, whether the AGM or special meetings, three members shall constitute a quorum for the transaction of business.

ARTICLE 6 **Elders and Deacons**

Section 1. Powers

All the affairs of this church shall be exercised by or under the direction of the Elders who are responsible to teach and give oversight to the congregation. The Elders shall have the following powers in addition to any others granted in this Constitution:

- (A) To select and remove all the officers, agents, pastors, and employees of the church in a manner consistent with the law; prescribe appropriate duties for them; and fix the terms of their office or appointment, and the amount of their compensation.
- (B) To make disbursements from the funds and properties of the church as required to fulfil the purposes of the church as stated in this Constitution.
- (C) To conduct, manage, and control the activities and affairs of the church, establishing such policies, practices, rules and regulations necessary for this purpose.
- (D) To adopt and use a church seal and to alter the form of the seal as they choose.
- (E) To assist the Pastor-Teacher in the administration of the ordinances of Baptism and Communion.
- (F) The Elders do not have the power to incur debt. If in extraordinary circumstances the Elders believe that limited debt is necessary to fulfil the purposes of this church as set forth in this Constitution, they shall call a special meeting of the members to detail the amount and purpose of the debt. Unanimous approval by the Elders and a three-fourths majority vote of the members present at this special meeting shall be necessary for the church to incur debt in any instance.
- (G) To carry on a business and apply any such profit that results from the business activity in which it may legally engage for the purpose of the church as defined in Article Two.

Section 2. Number of Elders

The authorised number of Elders shall not be less than three or more than ten.

Section 3. Nomination, Selection and Tenure of Office

Training: The Elders shall teach once a year (or as otherwise deemed necessary) an Elders Training class for potential Elders. To be eligible to be nominated as an Elder, one must have successfully completed this class, including an oral examination by the Elders over the church's doctrinal statement and practical ministry issues.

Nomination: Nominations for Elders shall be requested from the church members once a year, five Sundays prior to the AGM. Only those who have successfully completed the Elders Training class (that year or in the past) are eligible for nomination.

Selection: The Elders shall review the list of nominees and add or remove names based on each nominee's qualifications (1 Timothy 3:1-7, Titus 1:5-9), desire to serve (1 Timothy 3:1), and successful completion of the Elders Training class.

The list of nominees approved by the Elders shall be announced to the congregation for three successive Sundays before the AGM. At the AGM the Elder nominees shall be presented to the members for affirmation.

Tenure: The newly affirmed Elders shall assume their office immediately. The term of office shall be one year, until the next AGM.

Section 4. Qualifications

Each Elder must be an active member of this church and must meet the qualifications listed in 1 Timothy 3:1-7 and Titus 1:6-9.

Section 5. Vacancies

Any Elder may resign effective upon giving a written notice to the Chairman of the Elders, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is to take effect at some future time, a successor may be selected and appointed before that time. The vacancy created by the resignation does not need to be filled before the next AGM as long as the Elder Board consists of at least three remaining Elders.

The appointment of a successor shall follow the process outlined in Article 6, Section 3 of this Constitution (except that confirmation by the members shall take place at a duly called special meeting rather than the AGM).

A vacancy in the Elders shall be considered to exist in case of the death, resignation, or removal of any Elder, or if a need exists and the specified limit is not exceeded.

Section 6. Removal of Elders

Any Elder may be removed from office if he becomes physically incapacitated, spiritually unqualified, or his inability to serve is established in the minds of the remainder of the Elders.

Section 7. Regular Meetings

Regular meetings of the Elders shall be held as determined from time to time by the Elders. However, the Elders shall not meet less than ten times per year.

Section 8. Special Meetings

Special meetings of the Elders may be called at any time by the Chairman or Vice-Chairman of the Elders or by a quorum of the members of the Elders. Special meetings can be held at any time if all the members of the Elders have been personally contacted and not less than two-thirds can attend.

Section 9. Quorum

A majority of the Elders currently serving shall constitute a quorum except as otherwise provided in this Constitution. A majority of the Elders present at a meeting (whether a quorum or not) may adjourn any meeting.

Whenever the matter to be considered concerns calling or dismissing a pastor, or buying or selling real estate, a quorum shall consist of not less than two-thirds of the members of the Elders.

Section 10. Action without Meeting

Any action required or permitted by the Elders may be taken without a meeting if all members of the Elders consent in writing to a resolution to such action, provided that the resolution is subsequently minuted and signed by all members of the Elders at the first meeting of the Elders following the adoption of the resolution.

Section 11. Right of Inspection

Every Elder shall have the right at any reasonable time to inspect and copy all books, records and documents of this church. Elders also have the right to inspect the physical properties of this church.

Section 12. Decisions of the Elders

Decisions shall be reached after prayerful consideration by unanimous vote in a spirit of humility, each member regarding the others before himself.

Section 13. Fees and Compensation

Elders shall not receive any stated or fixed salary for their services. Elders serving this church in some capacity other than their duties as a member of the Elders can receive compensation from this church. Any person receiving compensation directly or indirectly from Grace Fellowship shall not be in a position to determine the nature or amount of that compensation.

Section 14. Deacons and Deaconesses

Duties: The Deacons shall assist the Elders in the shepherding of the saints, aid in the general spiritual care of the church, assist in caring for those who are sick or needy, and perform other duties as assigned by the Elders. Deaconesses serve under the Deacons in roles of service especially focused on the needs of other women in or outside of the church.

Training: The Elders shall teach once a year (or as otherwise deemed necessary) a training class for the training of potential Deacons and Deaconesses.

Nominations: Nominations for Deacons and Deaconesses shall be requested from the church members once a year five Sundays prior to the AGM from a list of those who have completed the training class.

Selection: The Elders shall review the list of nominees and add or remove names based on each nominee's qualifications (1 Timothy 3:8-13) and willingness to serve. The list of nominees approved by the Elders shall be announced to the congregation for three successive Sundays before the AGM. At the AGM the list of Deacon and Deaconess nominees shall be submitted to the members for affirmation.

Tenure: The newly affirmed Deacons and Deaconesses shall assume their office immediately. The term of office shall be one year, until the next AGM.

Section 15. Other Councils and Committees

To promote efficient handling of church matters, the Elders may appoint various councils and committees from within its membership, the church staff and from the church at large. These councils and committees shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Elders. The general functions of councils and committees shall be:

- (A) To bring considered recommendations to the Elders on a designated issue;
- (B) To provide a wider base of counsel for Elders overseeing a specific ministry.

ARTICLE 7 **Officers**

Section 1. Officers

The officers of this church shall be a Chairman and a Vice-Chairman.

Section 2. Election

The officers shall be chosen annually by the Elders from the Elders' own members. Each officer shall hold his office until he shall resign, be removed or become otherwise disqualified to serve, or until his successor shall be elected by the Elders.

Section 3. Removal and Resignation

Any officer may be removed, either with or without cause, by the remainder of the Elders at any time. Any officer may resign at any time by giving written notice to the Chairman or the Elders as a whole. Any such resignation shall take effect on the date of its reception or at any later time specified therein.

Section 4. Vacancies

A vacancy in any office shall be filled by the Elders from among their own members.

Section 5. Inability to Act

In the case of absence or inability to act of any officer, the Elders may delegate the powers or duties of such officer to any other officer or Elder the Elders select.

Section 6. The Chairman

The Chairman shall preside at all meetings of the Elders. Those meetings shall be conducted according to scriptural principles such as those set forth in Philippians 2:2-8 and the principles of common law

relating to the conducting of meetings. The Chairman shall be responsible to inform the appropriate authorities of any changes to this Constitution.

Section 7. Vice-Chairman

In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman.

Section 8. Minutes

A designated member of the Elders shall keep or cause to be kept a book of minutes. These minutes shall include the time and place of Elders meetings, the names of those present and the discussions and decisions of the meeting. The minutes will be available to the Elders at least two weeks before the next meeting. The minutes shall be confirmed as a true record of the proceedings at the subsequent meeting and signed by the Chairman.

Section 9. Financial Reports

A designated member of the Elders shall keep or cause to be kept adequate and correct accounts of the properties and business transactions of this church. He will arrange for the deposit of all funds and valuables in the name of this church with such depositories as may be designated by the Elders. These depositories must be registered financial institutions. He shall arrange for the disbursement of funds of this church as ordered or empowered by the Elders. He shall render to the Chairman or the Elders whenever they request it an account of all his transactions and of the financial condition of this church. He shall make financial reports available to each regular Elders' meeting and for the AGM. The church financial records shall be audited each year by a professional external auditor appointed by the Elders.

Section 10. Financial Policy

The church will operate its financial activities according to the document entitled "The Financial Policies of Grace Fellowship." This policy is open to inspection by any person who so requests. The Financial Policies of Grace Fellowship document shall be reviewed annually by the Elders and amended if necessary.

ARTICLE 8

The Pastor-Teacher

Section 1. Election and Dismissal or Resignation

The Pastor-Teacher shall be selected by the Elders and that selection shall be affirmed by the members of this church either at its AGM or a special meeting. He shall remain in office for an indefinite period of time, subject to the following reservations:

- (A) The Elders reserve the right to dismiss the Pastor-Teacher upon giving him one month's written notice of their intention to dismiss him.
- (B) The Pastor-Teacher must give one month's written notice if he intends to resign.
- (C) The Pastor-Teacher's resignation or dismissal is subject to a lesser time if both the Pastor-Teacher and the Elders by mutual agreement provide otherwise.

Section 2. Duties

The Pastor-Teacher shall be responsible to the Elders. He shall be responsible for general oversight of the spiritual welfare of the church, especially through his studying and teaching ministry.

ARTICLE 9 **Settlement of Disputes**

In any dispute arising between church members, pastors, or staff pertaining to spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be resolved by the Elders. A decision shall be reached after prayerful consideration in a spirit of humility, with each Elder regarding the others before himself.

ARTICLE 10 **Other Provisions**

Section 1. Endorsement of Documents, Contracts

The Elders may authorise any officer or agent to enter into any contract in the name of and on behalf of the church. Unless so authorised by the Elders, no officer, agent or employee shall have any power or authority to bind the church by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this church and any other person, when signed jointly by the Chairman and the Vice-Chairman shall be valid and binding.

Section 2. Amendments to the Constitution

This Constitution may be changed by a resolution. Changes must be proposed by the elders and subsequently passed by not less than two-thirds of the voting members who are at the annual general meeting or special general meeting.

A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are to be voted on. This written notice must indicate the proposed changes to the constitution and the date and time of the meeting. The quorum for an annual general meeting or special general meeting at which a vote to change the constitution is taken must consist of not less than two-thirds of the current members of the church.

Section 3. Record of Amendments

Whenever this Constitution is amended or a new section or article is included, it shall be copied in the book of minutes with the original Constitution. If any section or article is repealed, the fact of its repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the book of minutes.

Section 4. Dissolution

The church may close down if the elders and at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such a matter, are in favour of closing down. In the event of the dissolution of this church, the Elders in consultation with the members shall decide how to wind up or dissolve the affairs of the church, shall use the church's assets to pay off all the debts of the church, and shall cause the assets of the church to be distributed to another non-profit organisation with purposes similar to this church as defined in this Constitution. Property or money left over after all the church's debts have been met cannot be paid to or given to members of the church.

Section 5. Financial Year

The Financial Year of Grace Fellowship-Pretoria shall be from 01 March of each year to the end of February of the following year.

Section 6. Assets Distribution and Rights

The church's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered. Members or office bearers of the organisation do not have rights over things that belong to the organisation solely by virtue of their being members or office-bearers.

We, the undersigned, being the officers of Grace Fellowship hereby certify that the above Constitution was adopted by the Elders and members of Grace Fellowship at Pretoria on 09 December, 2012. This Constitution is, as of the date of certification, the duly adopted and existing Constitution of this church.

Chairman

Vice-Chairman