His People Christian Church Johannesburg
Constitution Meeting
11 December 2016, 12:15 pm
Youth Room, His People Church

MINUTES

Senior Pastor/Elder Roger Pearce called the meeting to order at approximately 12:15. Twelve persons total attended.

It was noted that due notice had been given at the Sunday services for two Sundays prior to the meeting that a new constitution was to be proposed and a new name was to be proposed and the reasons for the same. Members had been informed that the proposed constitution was available for perusal on the website or that if requested, a copy could be emailed to them.

It was noted that all twelve City-Wide Elders had approved the acceptance of the new constitution either by their presence or by their proxy (David Webb asked the chair to accept the proxy of Nicola Pearce who had sent her proxy via text from casualty where she was admitted and it was so accepted).

The question was raised what we meant by being a member of Every Nation Ministries International. It was explained by Elders present that the intention is to submit to the governance of Every Nation Ministries, nationally and when necessary internationally, in matters involving the discipline of a Lead or City Wide Elder, in the case of disunity among the elders of any Every Nation eldership, and in the case of a charge of heresy being taught in any Every Nation congregation.

One person informed the meeting that he was not a member and not entitled to vote. The other eleven voted unanimously to accept the proposed constitution.

Per the requirements of the old constitution, this constitution will go into effect on 11 January 2017.

The meeting closed before 1:00 pm.

Respectfully submitted,

David Webb

"Minutes Approved"

Roger Pearce

Simon Lerefolo

CONSTITUTION OF EVERY NATION CHURCH JOBURG

1. PREAMBLE

1.1. This Constitution provides the framework within which the business and internal relationships of EVERY NATION CHURCH JOBURG are conducted. EVERY NATION CHURCH JOBURG is a congregation of Christians who meet in various congregational locations across Johannesburg and adjoining areas. EVERY NATION CHURCH JOBURG is a single church with a united vision.

1.2. This Constitution regulates the affairs and governance processes of EVERY NATION CHURCH JOBURG ("ENCJ") as a whole, including the individual ENCJ Congregations and the relationships between the various governing entities and individual office holders.

1.3 The governance and leadership structures prescribed in this Constitution, and the associated roles and responsibilities of leaders, are intended:

1.3.1 To honor God by facilitating the establishment of Christ-centered, Spirit-empowered, socially responsible churches and campus ministries in every nation;

1.3.2. To recognise the rich diversity of gifting, talent, skill and calling with which God has endowed His Elect, and to allow the weight of this to be felt in the governance of the church through a plurality of leaders and complimentary local, regional and central leadership structures;

1.3.3. To acknowledge the depravity of all mankind and thus (i) to limit the authority accrued to any one person or body of leaders, (ii) to require co-accountability between bodies of leaders, and (iii) to require accountability of leaders to each other;

1.3.4. To foster harmony of the members and leaders of ENCJ, the result of which is good and pleasant; so that together with one voice these may glorify the God and Father of the Lord Jesus Christ.

1.3.5. In recognising that there is no partiality with God, to require leaders to honour each other and the members of ENCJ.

1.3.6. To recognise the need for a body of leaders who, subject to the aforementioned imperatives, serve as a final authority in the affairs of ENCJ and are empowered to exercise apostolic and prophetic leadership in accordance with God's calling.

2. RECORDAL

2.1 ENCJ is a non-profit organisation comprised of one or more Every Nation Church Congregations that meet in various locations. Individual ENCJ Congregations may be combined in geographic or related clusters. ENCJ is independent and free from the control of, or interference by, other denominations or any other organisations professing to adhere to the same principles and objectives.

2.2 ENCJ was previously called His People Christian Church Johannesburg and, although the name of the entity has changed, the legal status thereof has not. ENCJ is a member of ENSA (as defined).

2.3 In the event of ENCJ losing its right of Membership in ENSA, whether by resignation, suspension, termination or otherwise, ENCJ shall have no claim of any kind whatsoever arising out of or against ENIM, ENSA or any of its affiliate churches or ministries in respect of any property owned by ENIM or ENSA or in respect of monies contributed by ENCJ during its period of membership to ENIM or ENSA, except in the event of gross negligence in the management of the funds provided by ENCJ to ENIM or ENSA.

3 DEFINITIONS AND INTERPRETATION

In this Constitution, unless the context indicates otherwise-

3.1 "**ALT**" means the duly appointed Apostolic Leadership Team of ENSA;

3.2 "**Business Day(s)**" means any day other than Saturday, Sunday or public holiday officially recognised as such in the Republic of South Africa;

3.3 "**CWE**" means the City-Wide Eldership of ENCJ;

3.4 "**CFO**" means Chief Financial Officer;

3.5 "**City Lead Elder**" means the duly appointed leader of the CWE;

3.6 "**Congregation**" means each individual congregation under the ENCJ name which is governed either by a pastor appointed by the CWE or by Local Elders and a Lead Elder in terms of this Constitution;

3.7 "**Constitution**" means this Constitution and any addenda and amendments thereto, in particular:

3.7.1 "Addendum 1": Statement of Faith attached to this Constitution;

3.7.2 "Addendum 2": Manifesto attached to this Constitution;

3.7.3 "Addendum 3": Core Values attached to this Constitution;

3.7.4 "Addendum 4": South African Charter of Religious Rights and Freedom attached to this Constitution;

3.7.5 "Addendum 5": Leadership Roles at ENCJ;

3.7.6 "Addendum 6": Financial Advisory Board and;

3.7.7 "Addendum 7": Remuneration Committee Policies

3.8 "**COO**" means Chief Operations Officer;

3.9 "**ENCJ**" means Every Nation Christian Church Johannesburg;

3.10 "**ENCC**" means an Every Nation Christian Church;

3.11 "**ENIM**" means Every Nation International Ministry;

3.12 "**ENSA**" means Every Nation Churches and Ministries (Southern Africa) with NPO number 175-585;

3.13 "**EXCO**" means the executive team responsible for the day-to-day management of the affairs of ENCJ;

3.14 "**HPCC**" means His People Christian Church;

3.15 "**Independent Church**" shall mean a church that wishes to join ENCJ;

3.16 "**FAB**" means the Financial Advisory Board;

3.17 "**Individual Members**" means natural persons who are Members of ENCJ in terms of clause 9.6 through 9.9 below]

3.18 "**HPCC Intellectual Property**" means the name, designation, logo and symbols of HPCC;

3.19 "**Lead Elder**" means the duly appointed leader of an ENCC;

3.20 "**Leaders**" means the City Lead Elder; any duly appointed leader of EXCO; Lead Elders and Local Elders collectively; members of the CWE;

3.21 "**Local Elders**" means the duly appointed individuals who comprise the leadership team of a Congregation of ENCJ;

3.22 "**Member**" means natural persons who are members of ENCJ in terms of clause 9 below;

3.23 **"Members' Guide"** means any guide for all Members of ENCJ advising them of the workings of ENCJ and the policies and procedures which apply *inter alia* to the discipline of a Member as set out in clause 13 below; which CWE may cause to be created at its discretion;

3.24 "**NIV**" means New International Version of the Bible;

3.25 "**Object**" means the Object of ENCJ as set out is clause 6 below;

3.26 "**Party**" means the Members of ENCJ and any ENCC;

3.27 "**REMCO**" means the Remuneration Committee;

3.28 The headings of the clauses in this Constitution are for the purpose of convenience and reference only and shall not be used in the interpretation of nor modify nor amplify the

terms of this Constitution or any clause hereof.

3.29 Unless a contrary intention clearly appears, words importing:

3.29.1 any one gender includes both genders;

3.29.2 the singular includes the plural and vice versa; and

3.29.3 natural persons include created entities (corporated or unincorporated) and vice versa;

3.30 When any number of days is prescribed in this Constitution, same shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next succeeding day which is not on a Saturday, Sunday or public holiday;

3.31 Where figures are referred to in numerals and in words, if there is a conflict between the two the words shall prevail;

3.32 Where any terms are defined within the context of any particular clause in this Constitution, the term so defined, unless it is clear from the clause in question that the term so defined has limited application to the relevant clause, shall bear the meaning ascribed to it for all purposes in terms of this Constitution, notwithstanding that that term has not been defined in this interpretation clause;

3.33 Although this Constitution may be translated into other languages, the English language shall be the prevailing language in the event of any dispute regarding the meaning and interpretation of any part of this Constitution;

3.34 All Scripture references used shall be viewed in the New International Version (NIV);

3.35 All words used in this Constitution, which have not been defined in the definition clause, shall be defined with reference to Noah Webster's 1828 Dictionary of the English Language; and

3.36 This Constitution shall be interpreted in accordance with, the Constitution of The Republic of South Africa Act 108 of 1996.

4 ADDRESSES FOR NOTICES AND SERVICE

4.1 ENCJ chooses the address, email addresses and contact details stated herein below as its official registered address for the purposes of communication (*domicilium citandi et executandi*), but such details may be changed by written notice to the ALT and the amendment on the ENCJ website showing such a change.

EVERY NATION CHURCH JOBURG

20 Seventh Avenue

Parktown North, 2193

Tel: 27 11 327 6411

Email: info@hispeoplejoburg.org

4.2 The registered address and contact details of any Member of ENCJ for the purposes of this Constitution (*domicilium citandi et executandi*) shall be deemed to be those contained in ENCJ's records of Membership and it shall be the responsibility of the Member to ensure that any changes to their details are sent to ENCJ at the physical or email address contained in clause 4.1 above.

4.3 Any Member may change their service address by delivery of a written notice to that effect to the service address of ENCJ as contained in clause 4.1

4.4 Any notice or communication required or permitted to be given in terms of this Constitution shall be valid and effective only if reduced to writing and may be given by facsimile or email or delivered by hand.

4.5 Any notice sent in terms of this Constitution if:

4.5.1 sent by pre-paid registered post (airmail if appropriate) in a correctly addressed envelope to the addressee's chosen domicilium citandi et executandi shall be deemed to have been delivered 7 business days after posting (unless the contrary is proven);

4.5.2 delivered by hand to a responsible person during ordinary business hours at its domicilium citandi et executandi shall be deemed to have been received by the addressee, in the absence of proof to the contrary, at the time of delivery; or

4.5.3 Sent by telefax or email shall be deemed to have been received by the addressee, in the absence of proof to the contrary, on the date of sending (if sent before 13h00). If the fax or email was sent after 13h00 or on a day other than a Business Day the notice will be deemed to have been received the next business day.

4.5.4 Notwithstanding anything to the contrary herein contained, a written notice of communication actually received by a Member shall be accepted as adequate service to that Member notwithstanding the fact that it was not sent or delivered at the addressee's chosen domicilium citandi et executandi.

5 PRINCIPLES OF ENCJ

5.1 ENCJ is a body of Christians who hold that the Holy Scriptures have sole authority in all matters of faith and life. ENCJ's interpretation of the Holy Scriptures is widely known as "Evangelical." ENCJ is an ecclesiastical and charitable body under the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the commandments and provisions set forth in the Holy Bible.

5.2 The Statement of Faith and Manifesto, attached hereto as Addendum 1 and Addendum 2 respectively, is incorporated in this Constitution by reference and summarises the principle beliefs and objectives of ENCJ respectively. ENCJ shall abide by its Core Values, attached hereto and incorporated in this Constitution as Addendum 3, as the guiding and governing principles in the administration of its business and its relationships. The Freedom of Religion Charter, attached hereto as Addendum 4, is hereby adopted by ENCJ as an understanding of the right of individuals to practice freedom of religion within the Republic of South Africa.

5.3 In the event that the principle beliefs and objectives as stated in this clause are no longer adhered to, or there is a failure to correct any deviation herefrom within 6 months from the time that such deviation is proven, then and in that event the provisions of clause 22 shall apply.

5.4 The provisions of this clause 5 may only be amended or deleted in accordance with the procedure as specified in clause 7 below.

6 THE OBJECT OF ENCJ

6.1 The Object of ENCJ shall be to conduct Public Benefit Activities as listed in Part I of the Ninth Schedule, read with section 30(2) and 30(3) of the Income Tax Act of 1962 in that it shall promote Christian worship, witness and community service.

6.2 The activities of ENCJ shall be directed wholly or mainly in pursuit of its Object.

6.3 ENCJ shall not knowingly be a party to and shall not knowingly permit itself to be used as part of a transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability of any tax, duty or levy which, but for such transaction, operation or scheme, would have become payable by any person in terms of the Income Tax Act, No 58 of 1962 or any other act administered by the Commissioner.

6.4 ENCJ has not and will not pay any remuneration, as defined in the Fourth Schedule to the Income Tax Act, No 58 of 1962 to any employee, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its Object;

6.5 ENCJ shall comply with such reporting requirements as may be required by the Commissioner from time to time.

7 AMENDMENT OF THE CONSTITUTION

7.1 Addendum 1 & 2 of this Consitution may not be amended, save as follows:

7.1.1 the proposed amendment to addendum 1 & 2 must be tabled at a meeting of the CWE who, after consultation with ALT, must unanimously agree thereto; and

7.1.2 the proposed amendment to addendum 1 & 2 must thereafter be tabled at a duly constituted Annual General Meeting of Members or a Special General Meeting of Members and the amendment shall be affected only if it is resolved by greater than fifty percent vote of eligible members who attend and vote at the meeting that same be affected.

7.2 In addition to the above, any amendment to this Constitution, (other than amendments to addedum 1 & 2 hereto) may only be effected as follows:

7.2.1 The proposed amendment must be tabled at a meeting of the CWE who, after consultation with Exco, must unanimously agree thereto; and

7.2.2 The proposed amendment must thereafter be tabled at a duly constituted Annual General Meeting of Members or a Special General Meeting of Members and the amendment shall be effected only if it is resolved by a greater than fifty percent vote in number of eligible Members attending who have a right to attend and vote at the meeting that same be effected.

7.3 Notwithstanding the directions contained in this clause 7, this Constitution will be amended automatically to comply with the Income Tax Act No 58 of 1962 (and any amendments thereto), specifically section 30(1) in respect of Public Benefit Organisations and such amendments shall merely be advised to the Members at an Annual General Meeting of Members or Special General Meeting of Members.

7.4 The EXCO shall ensure that a copy of any amendment to this Constitution be submited to the South African Revenue Service Commission within a reasonable period after such amendment has been effected and shall be responsible for ensuring that any amendments to this Constitution are effected and properly recorded and that all previous versions of this Constitution are recalled.

8 POWERS OF ENCJ AND RESTRICTION OF ACTIVITIES

8.1 ENCJ's identity, existence and continuity together with its assets and liabilities, shall be separate from its Members, office bearers and leaders. ENCJ's Members, office bearers and leaders shall not be held liable for its debts and obligations specific to the entity.

8.2 In furtherance of its Object, ENCJ shall be empowered to do the following:

8.2.1 the institution or defending of legal proceedings ;

8.2.2 the prudent investment of funds of ENCJ;

8.2.3 to buy, acquire, maintain, manage, lease, sell, or in any way deal with the movable and/or immovable property and assets of ENCJ;

8.2.4 to donate and/or transfer movable and/or immovable property and assets owned by ENCJ to public benefit organisations with similar objectives;

8.2.5 to utilise the property or assets of ENCJ as security in respect of a loan;

8.2.6 to execute any act or deed in any deeds registry, mining titles or other public office; and

8.2.7 ENCJ shall be capable of utilising its funds outside of South Africa within the parameters of the Exchange Control Regulations, 1961 and the South African Reserve Bank Exchange Control Rules and Regulations.

8.3 ENCJ shall not be aligned with any political party, although it may endorse the character of any Member of ENCJ who chooses to run for public office.

8.4 ENCJ shall not substantially be concerned with the carrying on of propaganda or otherwise attempting to influence legislation, (proposed or otherwise, unless such legislation is contrary to, or in support of, the Principles and Objectives contained in clause 5 above. Any such activity must be approved by the CWE and approved by the Members in accordance with provisions of clause 7.1 above.

8.5 ENCJ is a Member church of ENSA and shall consult the duly appointed representatives of ALT in matters relating to missions, church planting and relational unity. ENCJ shall consider the directions and decisions of ALT in respect of disciplinary action against a Member of CWE in terms of clause 13 below.

9 ADMISSION TO ENCJ

NEW CONGREGATIONS

9.1 Independent Churches desirous of becoming Congregations of ENCJ shall make application in writing to CWE which is empowered, in consultation with EXCO, to admit new Congregations.

9.2 In addition to adhering to the principles and objectives as defined in clause 5 and 6 above, all Independent Churches seeking to become Congregations of ENCJ shall meet all the requirements as specified by the CWE from time to time.

9.3 CWE shall be responsible for vetting and conducting a due diligence on the Independent Church applying to become a Congregation, which includes but is not limited to an investigation into the financial position of the Independent Church seeking to become a Congregation.

9.4 Such aforementioned Independent Church must comply with the standards and processes as defined by ENSA before it can be admitted as a Congregation.

9.5 When a new Congregation is being established it shall be a subsidiary of another ENCC or CWE itself until, CWE at its sole discretion determines that it has reached the appropriate stage of maturity and stability. Thereafter, a committee of Local Elders may be appointed to the Congregation.

MEMBERS OF ENCJ

9.6 Individuals are de facto Members of ENCJ who, as of the date of this constitution, consider themselves to be members, attend Sunday services on 75% of Sundays, tithe to an ENCJ congregation and who participate in a recognized connect group.

9.7 Individuals who desire to become members of ENCJ after the signing of this constitution must fulfill the requirements of 9.6 above and must attend a membership class or its equivalent if offered (this requirementis waived if no membership class is offered).

9.8 Individual Members may incur costs in completing the Membership class, however actual membership of ENCJ is free of charge.

9.9 If an Individual's membershp in ENCJ is in question, the member may request in writing that the CWE issue a membership judgement; which the CWE shall do within 60 days, its decision being final.

10 QUALIFICATIONS, ROLES & RESPONSIBILITIES OF THE LEADERSHIP AND STRUCTURES OF ENCJ

10.1 No single individual shall have sole decision-making authority in ENCJ. ENCJ shall at all times be governed by CWE which shall comprise at least three independent unrelated individuals who accept fiduciary responsibility for the management of ENCJ.

10.2 In order to qualify for the office of Local Elder, Lead Elder, or for a position on the CWE or EXCO, or to be a member of FAB or Remco, the individual concerned must be and remain a Member of ENCJ.

Qualifications and appointment of a Local Elder

10.3 Each Congregation shall be run by a team of at least of three Local Elders who are independent and unrelated.

10.4 In order to qualify for the position of Local Elder the individual concerned must conform to the biblical standards as defined in 1 Timothy 3:1-3 and Titus 1:5-9.

10.5 In order to be appointed as a Local Elder:

10.5.1 The Lead Elder of the Congregation, in consultation with the leaders of ENCC, must recognise a calling by the Holy Spirit over the particular individual's life;

10.5.2 The Lead Elder must submit the individual to the CWE for their approval and endorsement;

10.5.3 The individual concerned must meet all the requirements and undergo all the necessary training as the CWE, in their discretion, shall specify from time to time.

10.6 Once approved, the person concerned shall be appointed as a Local Elder, typically as part of a Sunday Worship service in the respective Congregation, by the Lead Elder of the Congregation and one or more Members of either the CWE or the EXCO who are recognised as serving in an apostolic function.

10.7 Subject to clause 12 and clause 13, the term of office for a Local Elder shall be for a period of 3 years from the date of appointment. The term of office may continue thereafter for consecutive twelve month periods if confirmed in writing by the Lead Elder or until such time as a replacement Local Elder is appointed.

10.8 All those serving as Local Elders at the date of signature of this Constitution shall commence their term of office from the date of signature of this Constitution.

Roles and Responsibilities of Local Elders

10.9 The core duties of a Local Elder shall be:

10.9.1 to watch, guard and protect the Members of the Congregation from doctrinal error, division and any spiritual danger both in their own lives and in the lives of fellow Members of the ENCC ;

10.9.2 to pray and study the Word of God;

10.9.3 to teach, feed and shepherd their Congregation and ensure that the Members of the Congregation are loved, nurtured and cared for;

10.9.4 to lead and govern the affairs of their Congregation;

10.9.5 to ensure that every Member is trained and equipped to make disciples and to do the work of the ministry;

10.9.6 to be committed to maintaining the value of healthy relational unity with other Local Elders of other Congregations and Independent Churches within ENSA;

10.9.7 to actively pursue and uphold the vision, mission and values of ENCJ; and

10.9.8 To support and implement the strategies and policies of ENCJ.

Qualification and appointment of a Lead Elder

10.10 Each Congregation shall have a Lead Elder who shall, *inter alia*, lead the committee of Local Elders and perform the tasks set out in clause 10.14.1 below.

10.11 In order to qualify for the position of Lead Elder of a Congregation, the individual concerned must:

10.11.1 be a Local Elder of a Congregation; and

10.11.2 be recognised and endorsed by the Local Elders of the ENCC and the CWE, in consultation with the ALT, as having the calling of the Holy Spirit to serve as a Lead Elder, as demonstrated by a gift for preaching and teaching the Bible and the ability to lead a team.

10.12 Once approved, the individual concerned shall be appointed as a Lead Elder, typically as part of a Sunday Worship service in the respective Congregation, by one or more Members of either the CWE or the ALT who are recognised as serving in an apostolic function.

10.13 Subject to clause 13 and clause 15 below, the term of office for a Lead Elder may be subject to the terms and conditions of a contract of employment, which may be entered into between the Lead Elder and ENCJ.

Roles and Responsibilities of Lead Elders

10.14 The role and responsibilities of Lead Elders are as follows:

10.14.1 to lead the team of Local Elders;

10.14.2 to ensure that the team of Local Elders fulfils their roles and responsibilities referred to in clause 10.9 above;

10.14.3 to prepare, equip and develop both new and existing Local Elders in

conjunction with the CWE, and to present prospective new Local Elders to the CWE for approval;

10.14.4 To represent the Local Elders and actively engage with the CWE as may be required as well as any other city-wide forums of ENCJ.

Qualification and appointment of the CWE

10.15 The CWE shall consist of at least 5 Members,who shall comprise:

10.15.1 the City Lead Elder (who shall be the Leader of the CWE);

10.15.2 other leaders , office bearers and /or Members of ENCJ or members of the ALT who are proposed by the City Lead Elder and endorsed by fifty percent or more of the CWE in recognition of their leadership role; or who may be needed to complete and complement the balance of a 5-fold ministry office per Ephesians 4:11-12;

10.16 The CWE may identify any members of the CWE as ex-officio (i.e. non voting) at their discretion.

10.17 Subject to clause 13 and 14 below, the term of office for a CWE Member may be subject to terms and conditions of a contract of employment, which may be entered between the CWE member and ENCJ.

10.18 The City Lead Elder with a simple majority of the CWE may resolve on the removal of any CWE member at any time.

10.19 Any CWE member who fails to attend three consecutive CWE general meetings is deemed to have resigned from the CWE, in which case the CWE may choose to reappoint the CWE member or let the resignation stand.

Roles and responsibilities of the CWE:

10.20 CWE shall be the ultimate decision making body of ENCJ as outlined in Addendum 5.

10.21 Members of the CWE shall act in accordance with the principles of Scripture and shall enact such regulations as it may deem necessary for managing the day-to-day affairs of ENCJ.

10.22 The CWE shall be considered to be duly constituted and empowered to conduct its business when at least 50% of its voting Members are present at any meeting thereof or are represented by their duly appointed proxies.

10.23 The roles and responsibilities of the CWE shall include, but is not limited to, the

following:

10.23.1 convening at least one meeting per year of all Lead Elders of the Congregations;

10.23.2 ensuring that all aspects of ENCJ's ministry is founded upon the Word of God;

10.23.3 encouraging a Bible-based culture in ENCJ that trains and equips the saints for the work of the ministry (Ephesians 4:12);

10.23.4 developing and implementing a city-wide strategic plan (viz. vision, mission, key success factors, actions, deliverables, year planner etc.) for ENCJ;

10.23.5 studying and responding to culture and trends in society and the church's impact on culture (and vice versa);

10.23.6 ratifying and implementing policies that ensure the overall effective functioning of ENCJ and all Congregations, which shall include ensuring clear lines of authority and communication;

10.23.7 implementing sound policies and procedures to ensure that the finances of ENCJ are managed beyond reproach;

10.23.8 approving the appointment of Local Elders and Lead Elders;

10.23.9 identifying, ratifying, supporting and promoting the church and Congregation planting initiatives of ENCJ;

10.23.10 engaging in matters of the discipline of Members, Local Elders, Lead Elders and other ENCJ senior office bearers;

10.23.11 Ensuring that good working relationships, unity and cohesion exist within and between all Congregations of ENCJ.

10.23.12 Ensuring that a good working relationship exists between the ALT and CWE.

10.23.13 Ensuring that good relationships exist with other churches within ENSA, the broader ENIM family of churches and the broader Body of Christ who adhere to the Statement of faith defined in clause 3.7.1 above.

10.23.14 Preparing an annual financial report for presentation at Annual General Meetings as provided for in clause 19.1.

10.23.15 Keeping accurate minutes of its meetings and making minutes available to all Lead Elders timeously.

Qualification and appointment of the City Lead Elder

10.24 The City Lead Elder shall assume the roles outlined in Addendum 5. In order to qualify for the position as the City Lead Elder, the individual concerned must be:

10.24.1 a Member of a Congregation;

10.24.2 Appointed by a two thirds majority of the standing CWE of ENCJ, in consultation with the Lead Elders of the ENCJ and with the approval of the ALT of ENSA, and be recognized as having the calling of the Holy Spirit to serve as the Leader of the CWE.

10.24.3 Subject to clauses 13 and clause 15 below, the term of office for the City Lead Elder shall be subject to the terms and conditions of a contract of employment, which shall be entered into between the Leaders of the CWE and ENCJ.

Roles and responsibilities of the EXCO

10.25 EXCO is the operating committee of the City Lead Elder and its members are appointed by the City Lead Elder. The EXCO shall consist of at least 3 (three) Members, who shall operate as officers of ENCJ. Members of Exco must be members of ENCJ.

10.26 The CWE is empowered to delegate functional authority to the EXCO; EXCO may appoint a Chief Financial Officer and Chief Operations Officer to assist in overseeing and managing the finance and resources of ENC for the benefit of ENCJ and its Congregations.

10.27 The roles and responsibilites of the EXCO are as follows:

10.27.1 the EXCO shall serve ENCJ and the Congregations and shall have the authority to carry out all functions necessary for the proper administration of ENCJ, which shall include, but is not limited to:

10.27.1.1 Serving, supporting and empowering Local Elders to steward the people, manage the finances and resources of each Congregation.

10.27.1.2 translating the Manifesto, Mission Statement and Core Values of ENCJ into strategic ministries; and

10.27.1.3 serving ENSA and the ALT as mandated by the CWE;

10.28 The EXCO shall be accountable to the CWE and shall present such reports on its operations and functions as may from time to time be required by the CWE.

10.29 Other Members of the EXCO may be appointed by the CWE and shall include individual

with the appropriate skills and qualifications to carry out the financial, operational and administrative responsibilities that are required to manage the business of ENCJ.

10.30 The EXCO shall be considered to be duly constituted and is empowered to conduct its business when at least 50% of its Members are present at any meeting or represented by their duly appointed proxies.

10.31 The EXCO shall ensure that it keeps accurate records/minutes of its meetings.

11 VACANCY OF LOCAL LEAD ELDER OR CITY LEAD ELDER

11.1 In the event that the position of Lead Elder or City Lead Elder becomes vacant as a result of death, clinically diagnosed chronic illness or disability or as a result of the termination of his employment which prohibits or prevents him from fulfilling his duties, then the CWE and/or its duly appointed representative(s) shall have the right to intervene, taking into consideration all the facts and the consequences resulting from the vacancy to ensure that the best interests of all concerned are addressed.

11.2 Such intervention may include, but is not limited to the provision of himself and/or his spouse and/or immediate dependents continuing to benefit from any accommodation, financial remuneration and/or other benefits which he/they may have enjoyed as a consequence of their relationship to the Lead Elder or Leader of the CWE for a period to be determined by the CWE, in consultation with the ALT.

11.3 Such intervention may involve the immediate appointment by the CWE and/or its duly appointed representative(s) of a Local Elder or a suitably qualified minister who is acceptable to the CWE, in consultation with the Local Elders and ALT, as an Acting Lead Elder of the ENCC. Any such appointment will be reviewed within a three month period.

12 RESIGNATION OF MEMBERS

An individual Member may terminate his Membership by giving written notice of resignation to one of the Local Elders of his or her Congregation.

13 DISCIPLINE OF MEMBERS

13.1 The process to discipline any individual Member of a Congregation in accordance with the terms and conditions of their Membership and this Constitution may be initiated at the discretion of the Lead Elder, in consultation with the Member's Guide if one exists and in consultation with the Local Elders of the Congregation he or she regularly attends upon receipt of a written complaint by a member of ENCJ.

13.2 In the event that there are *prima facie* grounds for disciplinary action, but the Lead Elder decides not to initiate the disciplinary process, any Local Elder may refer the matter to the CWE. The CWE and/or its duly appointed representative(s) shall investigate the matter before deciding whether to implement a disciplinary process defined in this

clause 13. The CWE and/or its duly appointed representative(s) may then choose to step into the role of the Lead Elder of the applicable Congregation.

13.3 Valid grounds for discipline shall include, but are not limited to the following:

13.3.1 Where a Member violates the provisions of clause 5 above or preaches and teaches incorrect doctrine which causes division. (Tit 3:10; Rom 16:17);

13.3.2 where a Member, by act or omission, sins by contravening biblical standards of behaviour (Eph 4:25 - Eph 5:4, Gal 5:19-21, 1 Cor 6:9-10);

13.3.3 Where a member by their actions or omissions brings division to the local congregation or to other ENCJ congregations.

13.4 The Lead Elder, in consultation with the Local Elders, shall have the discretion concerning what disciplinary measures and sanctions are to be taken which may include, but is not limited to the following:

13.4.1 A warning which shall be taken into account should there be a future occurrence of the same or similar offence.

13.4.2 Suspension of the individual's membership, including termination of all duties, responsibilities and leadership in ENCJ. Such suspension may be permanent or for a defined period to allow time for healing and restoration before the individual concerned is reinstated. Such reinstatement may be conditional on the fulfilment of certain requirements which may include, but is not limited to:

13.4.2.1 attending counselling;

13.4.2.2 public confession;

13.4.2.3 Restitution.

13.5 The Lead Elder may, in his discretion, inform the Members of the Congregation or ministry in which that Member is involved of any such disciplinary action as well as the reasons therefore.

13.6 In the event that the Member is not satisfied with the decision to take disciplinary action against him, he may lodge an appeal with the CWE or if the Member is also a Leader to the ALT.

13.7 In the event that the appeal is granted, an arbitrator may be appointed in the sole discretion of the CWE or ALT and/or its duly appointed representative(s), who are seen by the parties as being fair and equitable.

13.8 The arbitrator shall then render a decision according to what he considers to be just and

equitable under the circumstances. Strict rules of law need not be observed or taken into account by the arbitrator in reaching his decision. All parties agree that the decision of the CWE or ALT shall be binding on them.

13.9 In the event of any Member losing their right of Membership, whether by resignation, termination by the Local Elders or otherwise, he shall have no claim of any kind whatsoever arising against ENCJ, the CWE, ALT, the Congregation, the Lead Elder and/or Local Elders or any of its duly appointed representative(s) or any other Member with respect to property, monies contributed by him during the period of his Membership, or any other claim whatsoever.

14 RESIGNATION OF A LEADER

Any leader may resign from office by giving written notice of resignation to the CWE or in terms of any contract of employment or engagement letter with ENCJ.

15 DISCIPLINE OF A LEADER

15.1 A Lead Elder or the CWE or its duly appointed representative may with good cause shown initiate a disciplinary process against a Leader in accordance with the terms of any contract or engagement letter entered into with ENCJ or in the event that they are *prima facie* in breach of biblical standards of behaviour as defined in this clause 15. (For the purposes of this clause 15, a "Leader" means a Lead Elder, a member of CWE, a member of ALT or a member of Exco.)

15.2 Any grievance that an individual Member of a Congregation may have against a leader of a Congregation must be lodged in writing and in accordance with the specified policies and procedures as stipulated by the CWE in the Members Guideline as amended from to time.

15.3 It is the resposibility of the CWE and the Local Elders to ensure that such grievance policies and procedures, as well as any amendments that may be made to such policies and procedures from time to time, are readily available to all Members of Congregations.

15.4 In the event that there are *prima facie* grounds for disciplinary action but the Leader of the CWE decides not to initiate the disciplinary process, a greater than fifty percent majority vote of the CWE may refer the matter to the ALT and/or its duly appointed representative(s). The ALT and/or its duly appointed representative(s) shall then investigate the matter and determine whether to initiate a disciplinary process. The ALT and/or its duly appointed representative(s) shall in that event be empowered to step into the shoes of the leader of the CWE in terms of this clause 15.

15.5 The CWE shall give the leader concerned due notice in writing, providing appropriate details of:

15.5.1 the nature and extent of the alleged offence in terms of clause 15.9 below;

15.5.2 the date, time and place of the hearing into the matter; and

15.5.3 The details of the process to be followed as set out in the Members Guide as amended from time to time and in clause 15.8 below.

15.6 This notice must be sent to the Leader at least 7 (seven) days prior to the hearing in accordance with the provisions of clause 4 above.

15.7 The leader may respond in writing to the allegations contained in the aforementioned notice within a period of 5 (five) business days of receipt of such notice.

15.8 The aforementioned Leader shall have the right to a hearing. At any hearing to follow due process for the disciplining of a Leader, the biblical principles of jurisprudence (2 Chr 19:5-10; Exodus 23: 1-3; Deut 19:15 - 20) shall apply as follows.:

15.8.1 the hearing shall be held before the CWE;

15.8.2 the Leader is innocent until proven guilty;

15.8.3 the Leader cannot be forced to testify against himself;

15.8.4 the Leader has the right to a fair and impartial hearing before a jury panel of not less than three individuals who shall be appointed by the Lead Elder and which shall consist of Members of the Local Elders;

15.8.5 the leader has the right to appoint an individual(s) to assist in representing him/her at the hearing;

15.8.6 The individual lodging the complaint must be personally present at the hearing to confront the Leader in order for him/her to be cross-examined.

15.9 Valid grounds for discipline shall include, but are not limited to the following:

15.9.1 Where a Leader violates the provisions of clause 5 above or preaches and teaches incorrect doctrine which causes division. (Tit 3:10; Rom 16:17);

15.9.2 where a Leader, by act or omission, sins by contravening biblical standards of behaviour (Ephesians 4:25 - 5:4; Galatians 5:19-21; 1 Cor 6:9-10) or ceases to conform to the biblical standards for an elder as defined in 1 Timothy 3:1-3 and Titus 1:5-9;

15.9.3 where there is a failure to meet the requirements of the office; or

15.9.4 Where there is failure to meet the terms and conditions of Membership and/or office as defined in herein.

15.10 Following the hearing, and in the event of a decision upholding the grounds for the disciplinary measures and sanctions to be imposed upon the leader, and when the appeal process as provided for in clause 15.13 has been completed or waived by the Leader, then and in that event the CWE shall have discretion concerning the disciplinary measures and sanctions against the to be taken which may include, but are not limited to the following:

15.10.1 a warning which shall be taken into account should there be a future occurrence of the same or similar offence; or

15.10.2 Suspension of the leader from all duties, responsibilities and leadership concerning ENCJ. Such suspension may be permanent, or for a defined period to allow time for healing and restoration before the individual concerned is reinstated. Such reinstatement may also be conditional on the fulfilment of certain requirements which may include, but are not limited to:

15.10.3 a period of counselling,

15.10.4 public confession; or

15.10.5 Restitution.

15.11 The terms of disciplinary action against any Leader must be communicated in writing to him, as well as the reasons therefore.

15.12 The CWE may, at their discretion, inform the Members of ENCJ and the ALT and/or its duly appointed representative(s) of any such disciplinary action to be taken as well as the reasons therefore.

15.13 In the event that the aforementioned leader is not satisfied with the decision to take disciplinary action against him, he may appeal the matter to ALT and/or its duly appointed representative(s) to refer the matter to an independent arbiter.

15.14 This clause 15 is severable from the Constitution and the remaining clauses will remain effective between the parties to any existing dispute, notwithstanding that the Constitution or any part thereof may subsequently be amended or deleted.

16 FINANCIAL ADMINISTRATION AND ACCOUNTABILITY

16.1 It is the responsibility of Exco to:

16.1.1 administer the finances of ENCJ;

16.1.2 to keep accurate books of accounts; and

16.1.3 Ensure that ENCJ's financial transactions are conducted by means of

banking accounts.

16.2 EXCO in consultation with the CWE shall appoint a Financial Advisory Board (FAB) who is tasked with providing the EXCO and the Chief Financial Officer with advice in order to assist them in discharging their duties as outlined in Addendum 6.

16.3 The FAB shall consist of at least one Member of the EXCO and at least five other suitably qualified professionals (one of whom shall be a Chartered Accountant or hold a similar qualification) who are Members of an ENCC and who are independent and unrelated.

16.4 FAB shall be considered to be duly constituted and empowered to conduct its business in the event of at least 50% of its Members are present at the meeting.

16.5 The CWE shall appoint a Remuneration Committee (Remco) and a Chairman of Remco whose Members shall consist of a minimum of 4 members and shall operate according to Addendum 7.

16.5.1 at least one representative of FAB;

16.5.2 at least one member of the EXCO;

16.5.3 Remo shall be considered to be duly constituted and empowered to conduct its business when at least 50% of its Members are present at any meeting.

16.5.4 The City Lead Elder is a standing member of the Remco.

16.6 The Chief Financial Officer, under the authority of the EXCO, is responsible for the following:

16.6.1 producing the income statement and balance sheet of ENCJ and reporting thereon as required by the CWE;

16.6.2 producing the income statement and balance sheet of each ENCC and reporting thereon as required by the Lead Elder of each ENCC;

16.6.3 initiating, in consultation with FAB, the preparation of an audited account of ENCJ for presentation at the Annual General Meeting;

16.6.4 furnishing any documentation or undertakings or information as may be requested by SARS from time to time to ensure that ENCJ maintains its tax exemption status;

16.6.5 reporting and providing information as reasonably requested by FAB and Remco for the purposes of fully discharging their duties;

16.6.6 retaining and carefully preserving the books of account, records or other

documents relating to the finances of ENCJ, where:

16.6.6.1 records that are kept in book form shall be retained for a period of 4 (four) years after the date of the last entry in any book; or

16.6.6.2 records not kept in book form shall be retained for a period of 4 (four) years after completion of the transactions, acts or operations to which they relate;

16.6.7 Ensuring that ENCJ complies with all such financial reporting requirements as may be determined by SARS and any other applicable regulatory body from time to time. This responsibility shall include making available for inspection by a duly authorized official of SARS:

16.6.7.1 any books of account, records or any other documents relating to ENCJ;

16.6.7.2 to answer any questions requested by SARS relating to ENCJ; and

16.6.7.3 Attend at time and place appointed by SARS for the purposes of examining documentation.

16.7 The ALT and/or its duly appointed representative(s) may, from time to time and in its discretion, request one or more of the following types of information to satisfy itself that ENCJ has an adequate level of financial transparency and accountability:

16.7.1 an income statement, balance sheet or management accounts which accurately represent the financial affairs of ENCJ and/or any of its subsidiaries;

16.7.2 fully audited financial statements of ENCJ and/or any of its subsidiaries, together with the results of such an audit, which audit shall be conducted by independent and professionally recognised auditors; and

16.7.3 Documentary evidence showing that remuneration and material financial decisions have been taken after consultations and approvals from Remco and/or FAB.

16.8 Should the information provided in terms of clause 16 not satisfy the ALT and/or its duly appointed representative(s) that there is an adequate level of financial transparency and accountability, then they shall have the discretion to conduct a further investigation, which investigation may include, but is not limited to,the following:

16.8.1 perform or cause an audit to be commissioned of the financial affairs of ENCJ and/or any of its subsidiaries; or

16.8.2 Commission or appoint an independent party to conduct whatever

investigation the ALT and/or its duly appointed representative(s) deem necessary into the financial affairs of ENCJ and/or any of its subsidiaries.

17 ADMINISTRATION OF ENCJ PROPERTY

17.1 ENCJ has not been established for financial gain. All funds and property, whether moveable or immovable, that ENCJ or any Congregation may acquire shall be held and administered in strict accordance with the legislation governing Non Profit Companies.

17.2 All funds and property and distributed solely for the furtherance of its religious, educational and charitable purposes, principles and object of ENCJ as defined in clause 5 and clause 6 above.

17.3 No Member of ENCJ shall be entitled to its assets or income simply by virtue of their Membership. Notwithstanding anything to the contrary mentioned above, ENCJ is entitled to invest any excess or surplus funds for income and future use provided that it does so with prudence, integrity and reasonable care and provided further that such investment does not amount to an indirect distribution of profits or the award of an impermissible benefit.

17.4 The CFO, upon receipt of the written approval of the CWE or its duly appointed representatives, shall have the authority in consultation with Exco to do the following:

17.4.1 grant loans to a Member or any other person, with or without interest, against or free from security, or on such terms and conditions as they may in their discretion determine, provided that such loan shall not require ENCJ to register as a credit provider in terms of the National Credit Act 34 of 2005;

17.4.2 negotiate loans in favour of ENCJ, with or without interest or security, and on such terms and conditions as are agreed with the lender;

17.4.3 mortgage, hypothecate or grant a lien on any asset of ENCJ;

17.4.4 collect rental, cancel leases, evict a tenant from property belonging to ENCJ or to His People Christian Church Johannesburg;

17.4.5 institute or defend legal actions;

17.4.6 attend, either in person or by proxy, meetings of creditors of a private individual, company or body that is a debtor of ENCJ or of His People Christian Church Johannesburg, irrespective of whether the meeting is in connection with insolvency, liquidation or business rescue, to vote on any matter tabled at the meeting, and generally to exercise all the rights a creditor;

17.4.7 guarantee as surety or co-principal debtor, the due performance by any

person or any other legal entity for compensation or free of charge, and if required, to bind any asset of ENCJ as collateral security for this purpose, subject to it being within the best interests of ENCJ to do so;

17.4.8 Undertake any business venture or trading activities, to the extent that the activity is in compliance with Section 10 (1)(C) of the Income Tax Act of 1962.

17.5 All immovable property owned by ENCJ or hereafter acquired by ENCJ shall be registered in the name of ENCJ in the form of a Trust or other legal entity and shall be subject to the terms, conditions and agreements of that entity, provided that ENCJ is the sole beneficiary or owner of such entity and that such immovable property is always used in accordance with the objectives of ENCJ as per this Constitution.

17.6 Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions Investments of FundsAct, No. 39 of 1984 and/or in securities listed on a stock exchange as defined in the Stock Exchanges Control Act, No. 1 of 1985 as amended from time to time.

17.7 Where shares have been donated or bequeathed to ENCJ or otherwise acquired by a Congregation, these shares may be accepted providing this does not infringe any tax exemption or other privilege that may have been granted to ENCJ.

17.8 The proceeds of any fund raising activity undertaken in the name of ENCJ and in furtherance of the aims and objectives of ENCJ, the proceeds shall be given and transferred to the account of ENCJ.

17.9 ENCJ shall not be entitled to accept any donation, unless such donation may be revoked by the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation in respect of the tax deductibility thereof in terms of section 18A of the Income Tax Act of 1962.

18 DISTRIBUTION OF INCOME

18.1 No portion of the net earnings or assets of ENCJ shall accrue to the benefit of or be distributable to its Members, officers, leaders or their relatives or other private individuals except to the extent that ENCJ shall be authorised and empowered to pay reasonable compensation for services rendered to or for ENCJ in carrying out one or more of its purposes.

18.2 No remuneration will be paid to any employee, office bearer, Member or other person which is regarded as being excessive, having regard to what is generally considered reasonable in similar organisations and in relation to the service rendered as defined by REMCO in the relevant policy document.

18.3 In the event of a personal donation being made by a Member of ENCC to a Leader or to

an employee of ENCJ, the donor must expressly declare the intention of the donation or the afore-mentioned donation will be deemed to be in favour of ENCJ. In addition, such leader or ENCJ employee is under an obligation to disclose any such donation to the CFO should its monetary value be in excess of the amount set by REMCO in the relevant policy document.

18.4 ENCJ is authorised to contribute a portion of its gross income to be applied for one or more of the following public benefit purposes:

18.4.1 supporting ENCJ church planting and/or missionary efforts, both nationally and internationally;

18.4.2 supporting other Christian-based NGOs to further the charitable, religious and educational aims and objectives of ENCJ within South Africa; and

18.4.3 Supporting Christian ministries with whom the ALT is affiliated.

18.5 To the extent that ENCJ, in carrying out its activities, provides funds to other legal entities, associations or persons which carry on a public benefit activity as approved in terms of Section 30 of the Income Tax Act, the CWE shall take all reasonable steps to ensure that the funds so provided by ENCJ are utilized for the purposes of the public benefit activity contemplated by such recipient legal entities, associations or persons.

19 ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS

19.1 Annual General Meetings of ENCJ shall be held within six months of the financial year end of ENCJ being the 31st December. All Members shall have the right to attend this meeting. Should a Member not receive notice of the meeting, the proceedings shall not be invalidated thereby. The City Lead Elder or his appointee shall chair the AGM and any Special Meeting. At such Annual General Meetings, the CWE and/or EXCO shall submit reports on:

19.1.1 the general work and activities of ENCJ during the preceding year;

19.1.2 the financial position and balance sheet of ENCJ and the Congregations; and

19.1.3 Any other matter affecting the spiritual and social welfare of ENCJ.

19.2 Annual General Meetings of ENCJ shall be held only after public notice has been given, which notice shall state the date, time, place and the business to be transacted thereat. Such notification is the responsibility of the EXCO.

19.3 For the purpose of this clause 19, public notice shall be defined as a notice which is relayed to every Lead Elder via electronic communication requesting that notice be made at every Sunday Worship service of every congregation on the two Sundays preceding the day appointed for the Annual General Meeting, or which is published by means of posting the notice on the websites of ENCJ and all Congregations at least two weeks prior

to the meeting.

19.4 In the event of a vote on a resolution at any Annual General Meeting, Members of ENCJ shall be entitled to vote in person if they have:

19.4.1 been duly admitted as Members above;

19.4.2 been Members for a period of at least six months; and

19.4.3 at the date of such meeting attained the age of eighteen years

19.5 Should any Members of ENCJ not be able to attend such Annual General Meeting or Special Meeting, then and in that event the leader of the CWE or the Chairperson of the Meeting may exercise their discretion to decide whether or not such Members may be allowed to vote by proxy.

19.6 In the event that proxy votes are allowed, proxies should contain clearly written and verifiable instructions bearing the full names, signature and contact details of the absent Member concerned. The proxy should be given to a Member who fulfils the requirements of membership above in order to authorise them to vote on their behalf. The Chairperson shall have the right to inspect and/or verify such instructions.

19.7 In the event of a resolution, voting shall occur by a show of hands, but secret ballot at the discretion of the Leader of the CWE may also be made.

19.8 A resolution passed by a greater than fifty percent majority of the Members present and entitiled to vote at such a meeting shall be referred to the CWE, who shall be empowered to ratify and/or amend the resolution as it deems appropriate and in the best interests of ENCJ.

19.9 Should such a resolution be materially amended by the CWE another Special Meeting must be called in order for such amendment/s to be presented to the Members of ENCJ and for them to be given a new opportunity to vote on such a resolution.

19.10 Such a resolution shall be binding on ENCJ only after the approval of the CWE. Should the CWE not be willing to approve such a resolution for whatever reason, then such a matter shall be referred to the ALT in order for them to intervene and resolve the matter in keeping with the best interests of the church. The ALT may call further meetings with the CWE, the Lead Elders and/or the Local Elders as well as additional Special Meetings as they deem appropriate in order to resolve such a matter.

19.11 CWE is bound by the decision of ALT.

19.12 A copy of the minutes of the Annual General Meeting, together with a copy of the Annual Report, must be filed and retained for a minimum ten years. It will be available

for reference by Members or ENCJ, the ALT and/or its duly appointed representative(s).

19.13 The CWE or the City Lead Elder may convene Special Meetings at any time subject to the same procedural requirements as set out in clause 19.2 to clause 19.7. The Leader of the CWE shall be the chairman of all Special Meetings. He will be authorised to appoint any other Member of the CWE to be acting chairman in the event of his absence.

19.14 A special meeting may be called for the purpose of passing a special resolution if not less than 21 (twenty one) clear days notice has been given specifying the intention to propose the special resolution, the terms and effect of the special resolution and the reasons for which it has been called.

19.15 The resolution is passed if after a show of hands not less than two thirds of the number of Members entitiled to vote at the meeting who are present in person or by proxy, or where a poll has been demanded, by not less than two thirds of the total votes to which the Members present in person or by proxy are entitled.

19.16 An Annual General Meeting or a Special Meeting shall be considered to be duly convened when a quorum of two thirds of the CWE are present or have given their proxy with direction on how their vote should be cast regarding resolutions published two weeks in advance of meeting.

20 SECESSION OF AN ENCJ CONGREGATION FROM ENCJ

20.1 A Congregation may initiate a process to secede from ENC by presenting a resolution thereto to the Leader of the CWE. Such an application will only be considered in the event that:

20.1.1 the Lead Elder and Local Elders unanimously support the resolution to secede;

20.1.2 there are no disciplinary procedures in process in terms of clause 15 in regards to the Lead Elder or Local Elders of the congregation resolving to secede; and

20.1.3 The reasons for the resolution to secede are clearly specified.

20.2 Upon receipt of a valid resolution to secede, the Leader of the CWE shall notify the ALT.

20.3 The CWE and the ALT shall convene a meeting with the Lead Elder and the Local Elders of the Congregation seeking to secede within 60 days of receipt of the afore-mentioned resolution. At this meeting:

20.3.1 the Leader of the CWE shall be the Chairman;

20.3.2 the reasons for the resolution will be discussed with a view to reconciling the concerns expressed therein;

20.3.3 The financial implications and related contractual obligations of secession will be reviewed. The resolution to secede will not be considered unless all such requirement are met to the reasonable satisfaction of the CWE;

20.3.4 the CWE shall compile a report of the findings and resolutions of the meeting, which shall be considered by the Lead Elder and Local Elders of the ENCC with a view to finding a way to resolve the concerns and issues presented in the resolution to secede; and

20.3.5 A copy of the report in 20.3.4. shall have been presented to the ALT for its consideration.

20.4 In the event that the Lead Elder and Local Elders of the Congregation remain in favour of secession from ENCJ, the CWE shall convene a meeting with the Lead Elder and the Local Elders of the Congregation seeking to secede within two weeks of receipt of the afore-mentioned report.

20.5 At this meeting:

20.5.1 the leader of the CWE shall be the Chairman; and

20.5.2 the reasons for the resolution will be discussed with a view to reconciling the concerns expressed therein.

20.6 In the event that the Lead Elder and Local Elders of the ENCC remain in favour of secession from ENCJ, then a Special Meeting of the Members of that Congregation will be convened. All Members of the Congregation shall have the right to attend this meeting. Should a Member not receive notice of the meeting, the proceedings shall not be invalidated thereby.

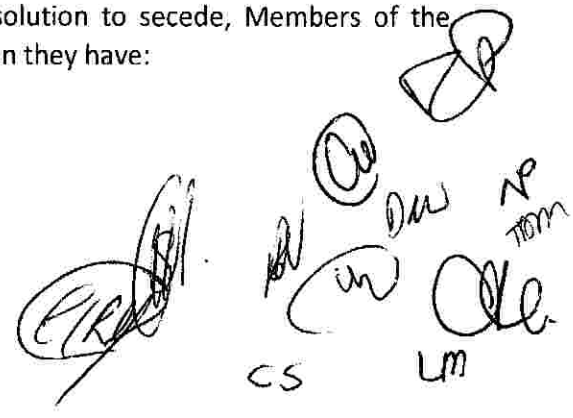
20.7 Such a meeting shall be held only after public notice has been given, which notice shall state the date, time, place and the business to be transacted thereat. Such notification is the responsibility of the Lead Elder of the Congregation.

20.8 For the purpose of this clause20 , public notice shall be defined to be a notice which is relayed at every Sunday Worship service of the ENCC on the two Sundays preceding the day appointed for the Special Meeting, or the notice will be published by means of posting it onto the website of the ENCC at least two weeks prior to the meeting.

20.9 The leader of the CWE shall be the Chairman of the Special Meeting.

20.10 The Special Meeting shall be considered to be duly constituted and empowered to conduct its business when the Lead Elder and at least 75% quorum of Local Elders are present at the meeting or represented by their duly appointed proxies.

20.11 In the event that a vote is required to pass a resolution to secede, Members of the Congregation shall be entitled to vote in person when they have:



20.11.1 been duly admitted as Members;

20.11.2 been Members for a period of at least six months;

20.11.3 been in regular attendance of Congregation for a period of at least six months; and

20.11.4 at the date of such meeting attained the age of eighteen years.

20.12 Should any Members of ENCJ be unable to attend such an Annual General Meeting or Special Meeting, then and in that event the leader of the CWE or the Chairperson of the Meeting may exercise their discretion to decide whether or not such Members may be allowed to vote by proxy. In the event that proxy votes are allowed, they should be written and should contain verifiable instructions bearing the full names, signature and contact details of the absent Member concerned. The Chairperson shall have the right to inspect and/or verify such instructions.

20.13 Voting shall normally be by show of hands, but may also be by secret ballot which is in the discretion of the Leader of the CWE.

20.14 A resolution shall be passed by greater than fifty percent majority vote of Members attending and entitled to vote at such a Meeting.

20.15 In the event that a resolution is passed in terms of paragraph 20, the Leader of the CWE shall:

20.15.1 inform the ALT of the outcome and

20.15.2 the CWE shall work together with the Lead Elder and Local Elders of the ENCC to ensure that the secession of the Congregation is duly executed.

21 SECESSION OF ENCJ FROM ENSA AND ENIM

21.1 ENCJ may initiate a process to secede from ENSA and ENIM by presenting a resolution to that effect to the Leader of the ALT. Such an application can only be initiated provided that:

21.1.1 all the Members of the CWE and greater than fifty percent of the Lead Elders of the Congregations are in favour of the resolution to secede;

21.1.2 there are no disciplinary and/or investigatory procedures in process in terms of clauses 13 or 15; and

21.1.3 the reasons for the resolution to secede are clearly specified.

21.2 Upon receipt of a valid resolution to secede, the Leader of the ALT shall notify Members of the ALT and the leadership of ENIM.

21.3 The leaders of the CWE and the ALT shall convene a meeting with the CWE of ENCJ as well as all the Lead Elders of the ENCC's within two weeks of receipt of the afore-mentioned resolution.

21.4 At this meeting:

21.4.1 The leader of the ALT shall be the Chairman.

21.4.2 The reasons for the resolution will be discussed with a view to reconciling the concerns expressed therein.

21.4.3 The financial implications and related contractual obligations of secession will be reviewed.

21.4.4 The ALT shall compile a report of the findings and resolutions of the meeting, which shall be considered by the CWE and the Lead Elders of ENCCs with a view to finding a way to resolve the concerns and issues presented in the resolution to secede.

21.4.5 A copy of the report as stated in 21.4.4 shall have been presented to the leadership of ENIM for its consideration.

21.5 In the event that the Members of the CWE and a quorum of greater than fifty percent of the Lead Elders of ENCCs remain in favour of secession from ENSA and ENIM, the ALT shall convene a meeting with the CWE of ENCJ, the Lead Elders of the ENCC's and representatives of the leadership of ENIM within two weeks of receipt of the afore-mentioned report.

21.6 At this meeting:

21.6.1 the Leader of the ALT shall be the Chairman; and

21.6.2 the reasons for the resolution will be discussed with a view to reconciling the concerns expressed therein.

21.7 In the event that the Members of the CWE and quorum of greater than fifty percent of the Lead Elders of Congregations remain in favour of secession from ENSA and ENIM, then a Special Meeting of ENCJ will be convened to discuss the resolution to seccede from ENSA and ENIM.

21.8 A resolution passed by a greater than fifty percent majority vote of the Members present and qualified to vote at such a Special Meeting shall be decisive.

21.9 In the event that a resolution is passed in terms of clause 21.5 the Leader of the CWE shall:

21.9.1 inform the ALT of the outcome; and

21.9.2 the ALT and the CWE of ENCJ shall work together to ensure that the secession of ENCJ from ENSA and ENIM is duly executed.

22 DISSOLUTION OF ENCJ

22.1 In the event that ENCJ ceases to function for a period of 6 months for whatsoever reason, or is dissolved, such dissolution to be defined by the ALT, the ALT and/or its duly appointed representative(s) shall have the authority to carry out dissolution activities.

22.2 Subject to 22.4 below, such dissolution shall include paying or making provision for the payment of all the liabilities of ENCJ as well as giving or transferring all property owned by it and all rights to property which may be vested in it or have been previously acquired by it, whether movable or immoveable, to the ALT or to another ENSA Member church or ministry within.

22.3 Subject to 22.4 below, should there be no ALT or other ENSA Member church or ministry in existence within the Republic of South Africa, then the property shall be given and transferred to another Christian ministry, congregation or organisation that is propagating the principles of ENCJ as defined in clause 4 above.

22.4 Notwithstanding the above, such transfer shall only be effective provided that such ministry, congregation or organisation shall qualify as a Public Benefit Organization which has been approved in terms of Section 30 of the Income Tax Act, as amended from time to time and as a Non-Profit Organisation having similar objectives in terms of the Non-profit Organisation Act No 71 of 1997.

23 EFFECTIVE DATE

This Constitution was presented and accepted at a Special Meeting held on 11 December, 2016. This Constitution shall replace all previous Constitutions of His People Christian Church (Johannesburg)and will go into effect on 11 January, 2017.

Signed at Johannesburg this 11th day of January, 2016

Dorian M Wrigley as City Wide Elder
Print Name Signature

Belinda Wrigley as City Wide Elder
Print Name Signature

Roger Peace as City Wide Elder
Print Name Signature

Nicola Pearce as City Wide Elder
Print Name Signature

Langelihle Mbanambi as City Wide Elder
Print Name Signature

C A Crossman as City Wide Elder
Print Name Signature

Themba Malaba as City Wide Elder
Print Name Signature

Simon Lerefolo as City Wide Elder
Print Name Signature

Carol Mkize as City Wide Elder
Print Name Signature

Andrew R Gosshan as City Wide Elder
Print Name Signature

Caroline Webb as City Wide Elder
Print Name Signature

David W Webb as City Wide Elder
Print Name Signature

RECEIVED AND ACKNOWLEDGED ON BEHALF OF THE ENSA APOSTOLIC LEADERSHIP TEAM:

ALT **Member** - Every Nation Churches and Ministries Southern Africa Date

ADDENDUM 1 - STATEMENT OF FAITH

1) We believe that the Scriptures of the Old and New Testaments in their original writing are fully inspired by God and accept them as the supreme and final authority for faith and life.

2) We believe that in the Scriptures of the Old and New Testaments, God has revealed Himself and given us an authoritative disclosure of His character and will.

3) We believe in the sovereignty of the one God, eternally existing in three Persons - Father, Son and Holy Spirit.

4) We believe that human beings, though created in the image of God, are sinful and guilty and lost without Christ, and that this truth is a necessary preliminary to the Gospel.

5) We believe that Jesus Christ, as begotten by the Holy Spirit and born of the virgin Mary, is true God and true man.

6) We believe that Jesus Christ, as God incarnate, is unique and sinless.

7) We believe that on the cross Jesus Christ became sin for us, was judged by God and died in our place.

8) We believe in the bodily resurrection of the Lord Jesus, His ascension into Heaven, and His present ministry as our High Priest and advocate with the Father.

9) We believe that the Jesus of history and the Christ of Glory are the same Person.

10) We believe, because of the substitutionary sacrifice of Jesus Christ, that God freely forgives those who are brought to repentance and faith in His Son.

11) We believe that all who are justified by the grace of God through faith in Jesus Christ are born again of the Holy Spirit and thereby become children of God.

12) We believe (i) in the baptism of the Holy Spirit, by which believers are empowered and equipped for service, (ii) in the gifts and in the fellowship of the Holy Spirit, and (iii) in the God-given ministries of the Apostle, Prophet, Evangelist, Pastor and Teacher.

13) We believe in the resurrection both of the just and the unjust, the eternal blessedness of the redeemed, and the eternal damnation of those who have rejected God's offer of salvation in Jesus Christ.

14) We believe that the one true and universal Church consists of those who have been redeemed by Jesus Christ and regenerated by the Holy Spirit; that the local church should be the expression of the one true and universal Church and therefore that the new birth and personal confession of faith in Christ are essentials of Church membership.

15) We believe that the Lord Jesus Christ appointed the two sacraments of baptism in water and the Lord's supper, to be observed as acts of obedience and as perpetual witnesses to the Christian faith; that baptism is the immersion of the believer in water as confession of identification with Christ in His burial and resurrection, and that the Lord's Supper is the partaking of the emblems which symbolise the broken body and shed blood of Christ, in remembrance of His sacrificial death until He comes.

16) We believe in the personal and visible return of the Lord Jesus Christ in power and glory to judge the living and the dead.

17) We embrace and adopt the ancient Apostles' Creed and the Nicene Creed of AD325.

ADDENDUM 2 – MANIFESTO

1) We believe that the biblical Gospel is God's enduring message to our world, and we determine to defend, proclaim and embody it.

2) We believe that God is calling the whole Church to take the whole Gospel to the whole world, and so with each generation we resolve to give ourselves to this task with fresh determination in fulfilment of the Great Commission. We long to see all Christians trained for this task.

3) We believe that other religions and ideologies are not alternative paths to God, and that human spirituality, if unredeemed by Christ, does not lead to God but to judgement and damnation, for Christ is the only way.

4) We believe that the Holy Spirit's witness to Christ is indispensable to evangelism, and that without His supernatural work neither new birth nor new life is possible.

5) We believe that the gifts of the Spirit are distributed to all God's people, and that the partnership of men and women in evangelism and ministry must be welcomed for the common good.

6) We believe that spiritual warfare demands spiritual weapons, and that we must both preach the Word in the power of the Spirit and pray constantly in order that we may enter into Christ's victory over the principalities and powers of evil.

7) We believe that we must turn outward to our local community in evangelistic witness and in compassionate service.

8) We believe that our proclamation of the Gospel must be exemplified in a life of holiness and love, otherwise our testimony loses credibility.

9) We believe we must demonstrate God's love visibly by caring for those who are deprived of justice, dignity, food and shelter.

10) We believe that the proclamation of God's Kingdom of justice and peace demands the denunciation of all injustice and oppression, both personal and structural, and we will not shrink from this prophetic witness.

11) We believe that it is our duty to study the society in which we live in order to understand its structures, values and needs, and to develop appropriate strategies for evangelism, missions and prophetic witness.

12) We believe that there is an urgent need for us to engage in evangelism and social action in co-operation with other churches, mission agencies and Christian organisations, and we repudiate competition.

13) We affirm our solidarity with those who suffer for the Gospel, and will seek both to prepare ourselves for the same possibility, and to work for religious and political freedom everywhere.

ADDENDUM 3 – CORE VALUES

LORDSHIP

Jesus is our Lord and Saviour. We value an intimate relationship with Him and with God and we believe that whole-hearted submission to God's Word and will is the foundation of the Christian faith and of spiritual growth. We value the Bible as the inspired, the only infallible, authoritative Word of God.

SPIRIT-EMPOWERED

We value the ever-present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life. We value the baptism of the Holy Spirit that empowers us to be witnesses through the supernatural gifts of the Spirit.

EVANGELISM

We value evangelism that expresses God's heart for the lost and are motivated to build the church through every available means to bring lost people to a saving knowledge of Christ.

DISCIPLESHIP

We value obedience to the mandate to disciple all people in Matthew 28 and value this mandate as the primary work of the church.

LEADERSHIP

We value the God-given mandate to lead. We value servanthood as a foundation for all leadership and we value biblically-based team leadership that equips and empowers every member to lead in all walks of life. We value developing spiritual leaders and we value providing opportunities for potential leaders to develop their gifts.

FAMILY

We value families as the foundation of society and validation for individual ministry. Our marriages and children take priority in our lives. We value the Family of God as a spiritual family and we reject the idea of disposable relationships and choose to walk in love, respect and unity.

SOCIALLY RESPONSIBLE

We value the biblical mandate to care for the widow, the orphan, the poor, the alien and those who are exploited. We value our biblical responsibility to visit and pray for the sick and the imprisoned.

MULTI-CULTURAL & MULTI-GENERATIONAL

We value our oneness in Christ Jesus and seek to reflect the multi-cultural diversity of our nation. We also value the wisdom of the older generation and the zeal of the younger generation and reject age and culture based favouritism.

ADDENDUM 4 - SOUTH AFRICAN CHARTER OF RELIGIOUS RIGHTS AND FREEDOMS

1. WHEREAS human beings have inherent dignity, and a capacity and need to believe and organise their beliefs in accordance with their foundational documents, tenets of faith or traditions; and

2 WHEREAS this capacity and need determine their lives and are worthy of protection; and

3 WHEREAS religious belief embraces all of life, including the state, and the constitutional recognition and protection of the right to freedom of religion is an important mechanism for the equitable regulation of the relation- ship between the state and religious institutions; and

4 WHEREAS religious institutions are entitled to enjoy recognition, protection and co-operation in a constitutional state as institutions that function with jurisdictional independence; and

5 WHEREAS it is recognised that rights impose the corresponding duty on everyone in society to respect the rights of others; and

6 WHEREAS the state through its governing institutions has the responsibility to govern justly, constructively and impartially in the interest of everybody in society; and

7 WHEREAS religious belief may deepen our understanding of justice, love, compassion, cultural diversity, democracy, human dignity, equality, freedom, rights and obligations, as well as our understanding of the importance of community and relationships in our lives and in society, and may therefore contribute to the com- mon good; and

8 WHEREAS the recognition and effective protection of the rights of religious communities and institutions will contribute to a spirit of mutual respect and tolerance among the people of South Africa,

Now therefore the following South African Charter of Religious Rights and Freedoms is hereby enacted:

1. Every person has the right to believe according to their own religious or philosophical beliefs or conviction (hereinafter convictions) and to choose which faith, worldview, religion or religious institution to subscribe to, affiliate with or belong to.

2. No person may be forced to believe, what to believe or what not to believe, or to act against their convictions.

   2.1 Every person has the right to change their faith, religion, convictions or religious institution, or to form a new religious community or religious institution.

   2.2 Every person has the right to have their convictions reasonably accommodated.

   2.3 Every person has the right on the ground of their convictions to refuse (a) to perform certain duties, or to participate or indirectly to assist in, certain activities, such as of a military or educational nature, or (b) to deliver, or to refer for, certain services, including medical or related (including pharmaceutical) services or procedures.

   2.4 Every person has the right to have their convictions taken into account in receiving or withholding medical treatment.

   2.5 No person may be subjected to any form of force or indoctrination that may destroy, change or compromise their religion, beliefs or worldview.

3. Every person has the right to the impartiality and protection of the state in respect of religion.

   3.1 The state must create a positive and safe environment for the exercise of religious freedom, but may not promote, favour or prejudice a particular faith, religion or conviction,

and may not indoctrinate anyone in respect of religion. In approving a plan for the development of land, the state must consider religious needs.

3.2 No person may be unfairly discriminated against on the ground of their faith, religion, or religious affiliation.

4. Subject to the duty of reasonable accommodation and the need to provide essential services, every person has the right to the private or public, and individual or joint, observance or exercise of their convictions, which may include but are not limited to reading and discussion of sacred texts, confession, proclamation, worship, prayer, witness, arrangements, attire, appearance, diet, customs, rituals and pilgrimages, and the observance of religious and other sacred days of rest, festivals and ceremonies.

4.1 Every person has the right to private access to sacred places and burial sites relevant to their convictions. Such access, and the preservation of such places and sites, must be regulated within the law and with due regard for property rights.

4.2 Every person has the right to associate with others, and to form, join and maintain religious and other associations, institutions and denominations, organise religious meetings and other collective activities, and establish and maintain places of religious practice, the sanctity of which shall be respected.

4.3 Every person has the right to communicate within the country and internationally with individuals and institutions, and to travel, visit, meet and enter into relation- ships or association with them.

4.4 Every person has the right to conduct single-faith religious observances, expression and activities in state or state- aided institutions, as long as such observances, expression and activities follow rules made by the appropriate public authorities, are conducted on an equitable basis, and attendance at them is free and voluntary.

5. Every person has the right to maintain traditions and systems of religious personal, matrimonial and family law that are consistent with the Constitution. Legislation that is consistent with the Constitution may be made to recognise marriages concluded under any tradition, or a system of religious, personal or family law, or to recognise systems of personal and family law under any tradition, or adhered to by persons professing a particular religion.

6. Every person has the right to freedom of expression in respect of religion.

6.1 Every person has the right (a) to make public statements and participate in public debate on religious grounds, (b) to produce, publish and disseminate religious publications and other religious material, and (c) to conduct scholarly research and related activities in accordance with their convictions.

6.2 Every person has the right to share their convictions with another consenting person.

6.3 Every religious institution has the right to have access to public media which access must be regulated fairly.

6.4 Every person has the right to religious dignity, which includes not to be victimised, ridiculed or slandered on the ground of their faith, religion, convictions or religious activities. No person may advocate hatred that is based on religion, and that constitutes incitement to violence or to cause physical harm.

7. Every person has the right to be educated or to educate their children, or have them educated, in accordance with their religious or philosophical convictions.

7.1 The state, including any public school, has the duty to respect this right and to inform and consult with parents on these matters. Parents may withdraw their children from school activities or programs inconsistent with their religious or philosophical convictions.

7.2 Every educational institution may adopt a particular religious or other ethos, as long as it is observed in an equitable, free, voluntary and non-discriminatory way, and with due regard to the rights of minorities.

7.3 Every private educational institution established on the basis of a particular religion, philosophy or faith may impart its religious or other convictions to all children enrolled in that institution, and may refuse to promote, teach or practice any religious or other conviction other than its own. Children enrolled in that institution (or their parents) who do not subscribe to the religious or other convictions practised in that institution waive their right to insist not to participate in the religious activities of the institution.

8. Every person has the right to receive and provide religious education, training and instruction. The state may subsidise such education, training and instruction.

9. Every religious institution has the right to institutional freedom of religion.

9.1 Every religious institution has the right (a) to determine its own confessions, doctrines and ordinances, (b) to decide for itself in all matters regarding its doctrines and ordinances, and (c) in accordance with the principles of tolerance, fairness, openness and accountability to regulate its own internal affairs, including organisational structures and procedures, the ordination, conditions of service, discipline and dismissal of office-bearers and members, the appointment, conditions of employment and dismissal of employees and volunteers, and membership requirements.

9.2 Every religious institution is recognised and protected as an institution that has authority over its own affairs, and towards which the state, through its governing institutions, is responsible for just, constructive and impartial government in the interest of everybody.

9.3 The state, including the judiciary, must respect the authority of every religious institution over its own affairs, and may not regulate or prescribe matters of doctrine and ordinances.

9.4 The confidentiality of the internal affairs and communications of a religious institution must be respected. The privileged nature of any religious communication that has been made with an expectation of confidentiality must be respected insofar as the interest of justice permits.

9.5 Every religious institution is subject to the law of the land A religious institution must be able to justify any non- observance of a law resulting from the exercise of the rights in this Charter.

10. The state may allow tax, charitable and other benefits to any religious institution that qualifies as a juristic person.

11. Every person has the right, for religious purposes and in furthering their objectives, to solicit, receive, manage, allocate and spend voluntary financial and other forms of support and contributions. The confidentiality of such support and contributions must be respected.

12. Every person has the right on religious or other grounds, and in accordance with their ethos, and irrespective of whether they receive state-aid, and whether they serve persons with different convictions, to conduct relief, upliftment, social justice, develop- mental, charity and welfare work in the community, establish, maintain and contribute to charity and welfare associations, and solicit, manage, distribute and spend funds for this purpose.

ADDENDUM 5 - LEADERSHIP ROLES AT ENCJ

(adopted by the City Wide Elders 2011)

Regarding City Wide Elders, City Lead Elder and Lead Pastors' roles and responsibilities.

1. The CITY WIDE ELDERS are the ultimate authority in ENCJ and decisions reached in the eldership meetings have overall authority.
2. The CITY WIDE ELDERS are responsible for the vision, identity, key cultural values and long term (5-10 year) goals of the whole church, with strong input and leadership from the Lead Elder in this decision-making. The City Lead Elder is the leader and Chairman of meetings of the elders but he may involve facilitators.
3. The City Lead Elder must work to safeguard the unity and healthy relationships among the CITY WIDE ELDERS for them to operate as an effective team. Notwithstanding this, each City Wide Elder is individually responsible for the health of their relationships.
4. The city wide elders will agree on one or more EXTERNAL APOSTOLIC LEADERS to positively stimulate ENCJ and its leadership, and also help resolve disagreements and conflict if these arise. These EXTERNAL APOSTOLIC LEADERS will be determined annually during strategic planning. The intention is to maintain continuity.
5. The city wide elders are responsible for the Remuneration committee's functioning and decisions.
6. The City Lead Elder is responsible for implementing the vision, including the allocation of roles, developing structures and implementing processes. This includes all day to day running and operations.
7. The City Lead Elder is responsible for making decisions when there are conflicting objectives of the vision, and in ruling on organisational differences or disagreements in priorities between leaders of the CWE.
8. The City Lead Elder's responsibilities should ideally be performed in dialogue with and drawing upon the wisdom of the relevant elders, Lead Pastors of ENCJ, other leaders and the external Apostolic Leader(s).
9. An important goal of the City Lead Elder is to have empowered leaders operating with liberty and creativity in clearly defined spheres of authority, the City Lead Elder in this context playing an enabling and supporting role. Similarly a critically important goal of the empowered Leaders is to support the City Lead Elder and the vision, identity, key cultural values and long term (5-10 year) goals of the church.
10. Every congregation should ideally have a designated CONGREGATIONAL SENIOR PASTOR (s) and a CONGREGATIONAL LEADERSHIP TEAM.
11. Each CONGREGATIONAL "Lead Pastor," supported by their Local Elders or leadership teams is responsible for the growth and well-being of their Congregation. This includes conducting Sunday Services, Discipleship and Ecclesiastical Functions i.e. weddings, funerals etc. This is to be done in terms of the vision, identity, key cultural values and long term (5-10 year) goals of the overall church, and in deference to the CWE and City Lead Elder.

ADDENDUM 6 - FINANCIAL ADVISORY BOARD

FORMATION AND QUALIFICATION

- The Financial Advisory Board ("FAB") is formed by Exco under the authority of the CWE. The CWE may alter the structure, purpose or membership of the Board at any time. FAB interfaces primarily with Exco in the fulfilment of its duties.
- The CWE will receive, for their approval, proposals from Exco for membership of FAB.
- Exco will invite a member of FAB to serve as Chair.
- Members of FAB should be in an ENCJ connect group and should be active and participating members of the congregation. The biblical requirements for Deacons shall also be applied.
- FAB strives to include a wide range of technical skill (accounting, legal, risk management, IT etc) and practical experience in the governance and management of sizeable business or other enterprises.
- Members of FAB should be diverse by age, gender, race and professional background.
- The Senior Pastor and one other member of Exco are standing members of FAB. The ENCJ CFO will also be a member. None of these named may be the Chair of FAB.
- The majority of members of FAB shall be "non-executive," i.e. not employed by the church or part of the CWE or related to either of these. They will be church members.
- There should ideally be at least 4 "non-executive" members of FAB at every meeting. Decisions can only be taken if a majority of the FAB members attending a meeting are "non-executive."
- Given that not everyone will be able to attend every meeting, there should therefore be 4-6 "non-executive" members (including the chairman).
- Membership will be for a two year term, renewed at the discretion of the CWE (i.e. no automatic renewal) and a maximum of three terms or four if a person is chairman of FAB.
- The expectation is that every member will attend 75% of all meetings and take part actively.

ROLES OF THE FAB

- The FAB functions as a "Risk, Governance & Audit committee" for ENCJ, ENC Rosebank, and all non-financially independent congregations of ENCJ. FAB serves Exco by providing research, consultation and business expertise in financial matters of the church.
- Exco may or may not request that FAB assist in matters related to financially independent ENCJ congregations.
- FAB acknowledges that overseeing the finances of a church is a balance between applying "natural" tools, techniques and disciplines and faith in God's provision. Members of FAB will therefore always seek to be sensitive to the prompting of the Holy Spirit together with the application of technical skills.
- FAB will not be accountable for any day-to-day operational tasks, but will play a non-executive oversight role. All descriptions below should be interpreted in the light of this principle.
- FAB seeks to ensure that:
  - Appropriate financial management processes exist and are effectively implemented.
  - There are enough people with the proper skills to manage the church's finances.
- FAB regularly reviews financial accounts, identifying potential mistakes/inconsistencies and helping to identifying the most important trends and issues that require Exco attention. (The expectation is

that the operational finance team will provide commentary for non-standard or notable items and that FAB would highlight where further explanations are required).

- FAB helps to continuously refine the reporting templates/dashboards to ensure pro-active focus on the most important issues.
- FAB approves or recommends adjustments to certain Exco submissions:
  - Annual budget, including planned additional expenses (once-off amounts as well as recurring expenses, like new staff, not yet incurred). Total increase in the salary budget (with Exco and Remco then deciding how the budget is distributed according to performance evaluations).
  - Total amount available for annual staff bonuses (Exco and Remco then deciding how the budget is distributed according to performance evaluations).
  - Capital expenditures greater than 2% of the annual income budget.
- In the process of reviewing the budget:
  - FAB evaluates whether the projection of income is realistic.
  - FAB evaluates realistic forecasts of variable expenses.
  - FAB proposes what is available for total expenses and CWE decide how to spend it.
- Where a variance emerges between the actual income or expenses during the year and budget:
  - Exco may decide to reallocate between different cost centres within the agreed overall budget during the year, but such decisions have to be documented and communicated to FAB.
  - As the budget year progresses, FAB may decide that expenses need to be reduced (or may be increased) because of fluctuation in income. The Exco shall decide in which areas such aggregate increase or decrease should sit. FAB may give input and make suggestions. FAB's latest estimates of variable expenses will be used.
- Large capital projects should proceed only if both the CWE (looking mainly at suitability, strategic fit etc) and FAB (looking mainly at affordability and risk) approve.
- FAB needs to advise to the CWE the implications of certain choices
  - Impact on expenses of such as quality of publications or building "finishes"
  - Impact on income of focusing on students vs professionals
  - Relationship between Rosebank and other ENCJ congregations
- FAB must submit overall financial objectives to the CWE for approval; notably size of annual surplus required, size of cash reserves required, average pay of staff relative to market rates, etc.
- FAB has an obligation to point out any suspicion of inefficiency in the processes and people in the church and the CWE need to hear and honestly respond to questions.
- FAB advises Exco on Risk Management issues i.e. ensuring that the church identifies the key risks it is exposed to, that those risks are analysed/understood, that appropriate mitigation is put in place and that monitoring/reporting takes place. FAB shall ensure that the CWE understand the risks, trends etc at play in the finances.
- FAB provides high-level oversight of specific capital projects by providing upfront sign-off of scope, budget and underlying assumptions.
- FAB may advise on potential revenue generating opportunities for the church.
- FAB shall advise on effective and efficient pension, medical aid, and cell phone structures.

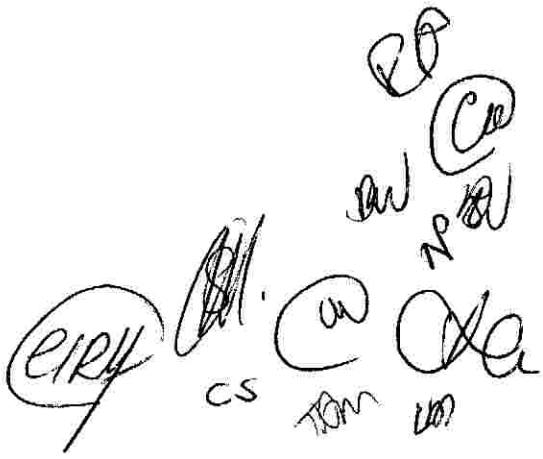
- FAB will issue a signed statement to accompany annual financials regarding FAB's role and opinion of the ENCJ financial statements to be ready for the Annual General Meeting.

PRINCIPLES OF RESOLUTION

- In the fulfilment of its duties, FAB partners with the CWE and with Exco.
  - It is the duty of Exco members who are also members of FAB to update FAB on church strategy. To that end the City Lead Elder may from time to time invite the chair of FAB to attend Exco or CWE meetings.
- Exco and FAB will always seek to reach consensus in matters under consideration but the members of CWE on the Exco bear the responsibility of making final decisions.
  - If Exco wants to make a decision which contradicts the recommendation of FAB, the chairman of FAB will be given the opportunity to present the FAB view to a meeting of the CWE and to attend the discussion on the issue.
  - If the CWE endorses the decision (different to FAB's recommendation), the decision should be clearly documented and the ALT overseer of ENCJ must be informed.
  - The chairman of FAB has an open mandate to escalate any issues to ENCJ's ALT overseer of ENSA.
- The Chairman will call meetings and determine their frequency, duration and agenda. Administrative support will be given by the Church office.
- The chairman may lead a process of reviewing the current state of the church's finance, risk and governance processes, and identify issues/concerns and propose a plan to address relevant issues.

EXCLUDED FROM THE ROLE OF FAB

- Overall vision and strategy of the church.
- Day-to-day operational management.
- Making decisions outside the overall framework previously agreed.
- Producing accurate reporting in a format previously agreed.
- Making decisions about fairness and consistency at individual employee level. This is the role of Remco. FAB looks at the overall finances of the church. Remco may only budget within the mandate of Exco after receiving the FAB recommendation.



ADDENDUM 7 - REMUNERATION COMMITTEE POLICIES

(Adopted by the City Wide Elders 2014)

The City Wide Elders have appointed a Remuneration Committee (REMCO) for the purpose of integrity in decision-making with a mandate to accomplish speedy and practical decision-making and also to preserve confidentiality in the area of establishing and reviewing salaries and bonuses. Mandate for this Committee's purpose, and final authority to revise that mandate, as well as authority in any matter arising from this committee rests with the Elders.

DUTIES

REMCO will:

1. Review the appropriateness of salary/benefit packages offered employees at the time of hire.
2. Review the appropriateness of salary/benefit packages for any employee who requests a review (the Senior Pastor may also request this review).
3. Conduct the above reviews in consideration of the position's relative placement within the current salary packages offered by the church,
4. Conduct the above reviews in consideration of the candidates' skills, experience, history and general appropriateness for the position.
5. Set annual salary increases and bonuses for existing staff members and make staff salary adjustments after review, by considering input from performance reviews, supervisors, congregational lead pastors, the Human Resources Coordinator and the Executive Committee (hereinafter called EXCO) (it being noted that annual increases and bonuses are not guaranteed).

REMCO members who are on staff or whose immediate family member is employed by HP will recuse themselves from any decision affecting themselves or their family members.

COMMITTEE STRUCTURE

The Senior Pastor is a standing member of REMCO. All other members are appointed by the City Wide Elders at any regular meeting.

The CWE may adjust the membership of the REMCO committee at the Senior Pastor's recommendation at any regular Elders Meeting. Former REMCO members are eligible for re-appointment.

REMCO will have no fewer than 4 and no greater than 6 members of whom 50% should ideally be non - staff.

A quorum for any decision will be a simple majority with the Senior Pastor having an additional tie-breaking vote if needed. A Non-Staff REMCO member must be consulted in matters affecting the salary of any REMCO member or their family.

REMCO appointees will identify a Chairman (who will not be the Senior Pastor) whose responsibility is to receive requests for review from the Senior Pastor or from current staff, coordinate discussion by any means useful to the moment (whether by fax, email, sms, telephone or face-to-face communication) and forward a decision to the Senior Pastor or appropriate staff person. It is incumbent on the Senior Pastor to poll a majority of the elders of the church for a final decision if he wishes to reverse a REMCO decision. EXCO will notify REMCO of such final decision and its reasoning.

GENERAL POLICIES

REMCO reviews all new hires (exceptions noted below) and reviews current packages when requested. This requirement is dispensed with only if the elders at a regular meeting have agreed to dispense with the review.

REMCO does not set a salary budget but its deliberations would usually include its assessment as to the wisdom of any hire or increase in light of the salary budget and current financial position of the church and other known proposed appointments.

*** REMCO will request permission from the Elders before enacting any decision that would overspend the salary budget. REMCO is released from this requirement if EXCO has directed an increase in the salary budget, at which point the REMCO chair must notify the Elders of the decision and the increase.

The Elders have released EXCO to make decisions on adjustments to cell and medical aid benefits without REMCO review provided the adjustments do not cause the relevant budgets to be exceeded. A record of these decisions will be forwarded to REMCO.

The Elders have released the Senior Pastor together with EXCO to make decisions on junior admin and property staff (ie less than R120,000 per annum gross salary basis before benefits) without REMCO approval, provided that this falls within the overall salary budget approved by the elders. REMCO will be notified of such decision and the reasoning for it.

[END OF ADDENDUMS]