

**CONSTITUTION AND BY LAWS OF
GRACE INTERNATIONAL CHURCHES AND MINISTRIES**

ARTICLE 1

NAME & LEGAL STATUS

The name of this organization is **GRACE INTERNATIONAL CHURCHES AND MINISTRIES** (hereinafter referred to as the organization). The organization shall be incorporated as an Association under Section 21 of the Companies Act, 1973. It shall also be registered with the South African Revenue Services as a Public Benefit Organization and with the Department of Social Services as a Non Profit Organization. Where any clause of this constitution conflicts with the Memorandum of Association, the provisions contained in the Memorandum of Association shall take pre-eminence and preference.

ARTICLE 2

DURATION AND DISSOLUTION

This organization shall continue and exist perpetually unless it is dissolved or its existence is terminated under the provisions of law. Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such a manner, or to such organization or organizations, organized and operated exclusively for charitable and or religious purposes which is itself registered as a Non Profit Organization and Public Benefit Organization and which is exempt from Income Tax in terms of Section 10(1) of the Income Tax Act, as amended.

ARTICLE 3

NOT FOR PROFIT

This organization is an association of ministers and churches, incorporated exclusively for religious purposes. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions furtherance of the purposes set forth in this constitution.

ARTICLE 4

PURPOSE

The aims and objectives of Grace International Churches and Ministries are:

- 4.1 to provide oversight to the ministers and churches of the association as they pursue their vision and Biblical mandates of worship, evangelism, pastoral care, education and charity;
- 4.2 the preservation of historic foundational doctrines;
- 4.3 to train, license and ordain ministers, promote missionary activity and to plant churches;
- 4.4 recognition of Biblical pastoral headship in the local church under the supervision of the Executive Council of the organization;
- 4.5 Administrative stewardship of properties of the organization.

ARTICLE 5

OBJECTIVES

The objectives of the Grace International Churches and Ministries, its churches and ministries are, but not limited o the following:

- 5.1 to maintain a suitable, self-perpetuating organization to manage the affairs of the organization and to support the member churches and ministries of organization;
- 5.2 to license and/or ordain ministers of the gospel in accordance with such regulations contained I the By-Laws;
- 5.3 to establish, accept and grant membership to churches and religious organizations for the propagation of the gospel;
- 5.4 to own, hold, develop, maintain, operate, lease, encumber, sell, exchange, convey and to otherwise acquire, dispose of, or manage, deal with, or in property of every nature and description, both real and personal to such an extent as may be necessary or convenient in the furtherance o the purposes and objectives of the organization;
- 5.5 to buy, sell, exchange, encumber, and general deal in real property, including but not limited to, improved or unimproved real estate, office building, store buildings, school buildings, college buildings and dormitories, hotels, apartments and dwelling houses;
- 5.6 to acquire, sell, hold, use, license, assign or otherwise dispose of any and all trade marks, trade names, and all inventions, improvements or processes or secured under letters patented in South Africa or elsewhere;
- 5.7 to carry out all or any of the aforesaid objectives as persons, agents, contractors or otherwise, either alone or in connection with any person, firm association or organization;
- 5.8 to acquire by gift, donation, devise or bequest real and/or personal property for use, benefit and furtherance of the purposes and objectives of the organization with full power to use, sell and dispose of same and convert such property into cash, securities or other classes of properties, for the use and benefit of the organization and for promotion of the objectives for which the organization is organized;
- 5.9 to receive, create, provide for, set up and use pension and/or endowment funds in furtherance of the objectives and purposes of the organization;
- 5.10 to carry on printing and/or publication activities, including making, acquiring, selling and disposing of printed books, tracts, leaflets and literature or music pertaining to and in any way consistent with the purposes herein set forth;
- 5.11 to establish, maintain and operate day care centres, Christian schools, Bible colleges, recreational centres, youth centres, camps, homes for destitute or indigent persons, rest homes and homes for missionaries of the church, or churches,

- operated by this organization, who are retired or on holiday, and homes for other retired employees of the church, or churches organized by this organization;
- 5.12 to do any and all acts or things necessary, suitable or convenient for the accomplishment of any purposes, or for attainment of any one or more objects specified herein, or which shall, at any time, appear conducive thereto, or expedient therefore, if not inconsistent with provisions of any laws which might apply to accomplishment of such purposes or attainment of such objects.

It is intended that the foregoing objectives, purposes and powers of this Article shall not, unless otherwise specified herein, be in any way limited or restricted by reference to or inference from the terms of any other clause of this or any other Article in this Constitution and By Laws, but that the objectives and purposes specified in these Articles shall be regarded as indefinite objectives and purposes.

ARTICLE 6 TENETS OF FAITH

This organization shall accept the Bible as the revealed will of God, the all-sufficient rule for faith and practice, and for the purpose of maintaining general unity, adopts the following statement of fundamental truths approved by the Executive Council.

- 6.1 We believe the Bible to be the inspired, the only infallible, authoritative, eternal Word of God.
- 6.2 We believe that there is one triune God, eternally existent as Father, Son and Holy Spirit.
- 6.3 We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His vicarious and atoning death, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.
- 6.4 We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is absolutely essential. Salvation is by faith alone through grace alone. Both justification and sanctification are the works of the Holy Spirit in those who trust in Jesus.
- 6.5 We believe in the present ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a godly life.
- 6.6 We believe in the personal baptism in the Holy Spirit as received by believers at the beginning. We believe in the present day manifestation of all the gifts of the Holy Spirit in the Church.
- 6.7 We believe in obeying the Great Commission in the spirit of the Great Commandment.
- 6.8 We believe in the resurrection of both the saved and the lost – of they that are saved unto resurrection of life and they that are lost unto the resurrection of damnation.
- 6.9 We believe in the sanctity of human life from the moment of conception to the time of death. All human life is precious in the sight of God.
- 6.10 We believe that marriage and family are institutions ordained by the Lord God Himself from the very beginning of human history and that these are sacred institutions. Marriage is between one man and one woman. Any other definition of marriage is contrary to the clear teachings of the Holy Bible and hence against the expressed will of God.
- 6.11 We believe that unity regarding the foundational doctrines clearly taught in the Holy Bible is absolutely essential. At the same time we also affirm that we must accept one another in the love of Jesus recognizing that there are different styles and expressions of worship. We are all members of the Body of Christ. All the members of the Body do not look exactly alike in external details. Yet, together we are the Body of Christ, and are called to build His Kingdom in harmony and agape love.

ARTICLE 7 ORDINANCES

- 7.1. The ordinance of baptism by immersion in water shall be administered to all those who have repented of their sins and who have believed on the Lord Jesus Christ for their salvation, and who give clear evidence of their salvation.
- 7.2. The ordinance of the Lord's Supper shall regularly be observed as enjoined in the Scriptures.

ARTICLE 8 AMENDMENTS

The Articles of this Constitution may be adopted, amended or repealed by a two-thirds majority vote of the Executive Council and a simple majority of the members at an annual or special membership meeting.

**BY LAWS
OF GRACE INTERNATIONAL CHURCHES AND MINISTRIES**

**ARTICLE 1
MEMBERSHIP**

1. MEMBERSHIP

Membership in Grace International Churches and Ministries (hereinafter referred to as the organization) shall be extended to and consist of Ministers who

- 1.1.1 hold one of the credentials described in Article 10 of the By Laws
- 1.1.2 voluntarily subscribe to Grace International Churches and Ministries Tenets of Faith and
- 1.1.3 agree to be governed by Grace International Churches and Ministries Constitution and By Laws as herein set forth.

2. RIGHTS OF MEMBERS

- 2.1 Those members who meet the qualifications for membership described in Article 1.1 above, shall be entitled to attend membership meetings of the organization, to speak at those meetings, and to serve on committees of the organization. Voting privileges are only extended to those members:
 - 2.1.1 have held a general credential or ordination credential as defined in Article 10 of the By Laws, respectively, for at least twelve (12) months; and
 - 2.1.2 who are active ministers or retired ministers as defined in Article 10 of the By Laws.

3. CHURCHES AFFILIATED WITH GRACE INTERNATIONAL CHURCHES AND MINISTRIES

- 3.1 Grace International Churches and Ministries may affiliate itself with local churches that have one or more pastors who are members of Grace International Churches and Ministries. In all matters relating to that affiliation, including, but not limited to, the performance of duties and obligations under the Charter Church Agreements between local churches and Grace International Churches and Ministries, the local churches shall be represented by a pastor (or pastors) who holds (or hold) a Grace International Churches and Ministries credential in good standing.
- 3.2 Churches affiliated to Grace International Churches and Ministries may not use or trade under the name Grace International Churches and Ministries or any variation or deviation thereof except to note on their stationery that such church is affiliated to Grace International Churches and Ministries and in good standing.

4. TERMINATION OF MEMBERSHIP

Termination of membership shall occur upon the death, resignation or removal of any member as provided for in the By Laws, or upon the lapse or revocation of a member's credential issued by this organization.

5. MANNER OF RESIGNATION

Except as provided herein, any member may resign, which resignation shall be effective upon giving of written notice to the District Chairman, unless the notice specifies a later time for the resignation to become effective. No Director may

resign if the organization would then be left without a duly elected Director in charge of its affairs, or otherwise be jeopardized before the law.

ARTICLE 2 MANAGEMENT

1. DIRECTORS

1.1 DEFINITION

1.1.1 All members of the Executive Council of the Grace International Churches and Ministries shall automatically be appointed as Directors of the organization;

1.1.2 The term Board of Directors may be interchanged with Executive Council of the organization and any use of whatever name thereof shall constitute one and the same.

1.2 GENERAL POWERS

Subject to the provisions of the Companies Act 1973 (as amended) and any limitations in the Constitution and these By Laws relating to action required to be approved by the members, the business and affairs of the organization shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

1.3 SPECIAL POWERS

Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

1.3.1 select and remove all officers of the organization, prescribe any powers and duties for them which are consistent with law, with the Constitution and with these By Laws;

1.3.2 Change the principal executive office or the principal business office of the organization for one location to another and designate any place within the Republic of South Africa for the holding of any Board of Director's meetings including the annual business meetings.

1.3.3 adopt and make use of a corporate logo;

1.3.4 take, hold, sell, transfer or convey into the name of this organization all property, real or chattel;

1.3.5 borrow money and incur indebtedness of behalf of the organization, and cause to be executed and delivered for the organization purposes in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities;

2. QUALIFICATIONS OF DIRECTORS

2.1 The Board of Directors shall consist of those persons who hold the office of the President, Vice President, General Secretary, General Treasurer, the Chairman of every District Council and any other persons elected or appointed by the Board of Directors.

2.2 The minimum qualifications for all directors shall be a minister who has had an ordination credential from Grace International Churches and Ministries for at least twelve (12) months.

2.3 Compliance with the provisions of the Companies Act 1973 (as amended) shall, furthermore, be applicable.

3. NUMBER OF DIRECTORS

The authorized number of Directors shall be not less than even (7), but shall be no more than fifteen (15) or as many as deemed necessary by the Board of Directors.

4. TERM, VACANCIES AND ELECTION OF DIRECTORS

4.1 All directors shall serve for the period to which they are elected. All directors may make themselves available for re-election on expiration of their elected term.

4.2 Whenever a vacancy is created, the Board of Directors shall decide to either appoint a suitable term to continue with the term of the director whose position has become vacant, or decide not to make such appointment until the next election, provided that this does not contravene the Companies Act 1973 (as amended) and or Article 1.5 of these By Laws.

5. MEETINGS AND TELEPHONE MEETINGS

Regular and special meetings of the Board of Directors may be held at any place within the Republic of South Africa. Should the occasion arise, meetings by telephone may be conducted provided that all the participating Directors are able to hear one another and all such Directors shall be deemed to be present in person at that meeting.

6. ANNUAL MEETING

An annual meeting of the Board of Directors shall be held prior to the annual membership meeting at such other date and place as the President determines. Notice shall be given in the manner specified in these By Laws.

7. SPECIAL MEETINGS

7.1 Special meetings of the Board of Directors for any purpose may be called at any time by the President or his designated representative.

7.2 Notice of the time and place of special meetings shall be given to each director by one (1) of the following methods:

7.2.1 by personal delivery or written notice

7.2.2 by registered post

7.2.3 by telephone communication, either directly to the Director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director

All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the organization.

7.3 Notices sent by registered mail shall be handed in at the Post Office least five (5) days before the time set for the meeting. Notices given by personal delivery or telephone shall be delivered or telephoned at least 24 hours before the time set for the meeting.

7.4 The notice shall state the time and place for the meeting; however, it need not specify the purpose of the meeting.

7.5 If action is proposed to be taken at any meeting to remove a Director, amend the Constitution and By Laws, or voluntarily dissolve the organization, the notice shall always state the general nature of the proposal.

8. QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

9. COMPENSATION FOR DIRECTORS

Directors and committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

10. DIRECTOR'S LIABILITY

To the fullest extent permitted by law, this organization shall indemnify its directors, officers and employees against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings which may arise from the performance of their duties. In the event that any competent authority find that this indemnity to be defective and or invalid then the extent of the liability of the aforementioned shall be limited to One Rand (R1.00) irrespective of what the amount of the claim shall be.

**ARTICLE 3
COMMITTEES AND COUNCILS**

1. COMMITTEES OF DIRECTORS

The President may, by resolution adopted by a majority of the Directors then in office, designate one (1) or more committees (consisting of two (2) or more Directors) to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board shall have the authority of the Board, except that no committee, regardless of board resolution, may:

- 1.1 Take any final action on matters, except where the Companies Act 1973 or legislation relating to Public Benefit Organizations and Non Profit Organizations require that such decisions be taken by the Board of Directors
- 1.2 Fill vacancies on the Board of Directors or in any committee
- 1.3 Fix compensation of the Directors
- 1.4 Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable
- 1.5 Appoint any other committee of the Board of Directors or the members of these Committees
- 1.6 Expend funds to support a nominee for Director
- 1.7 Approve any transaction:
 - 1.7.1 to which the organization is a part of and one or more of the Directors has a material financial interest; or
 - 1.7.2 Between the organization and one or more of its Directors or between the organization or any person in which one or more of its directors has a material financial interest.

2. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, held and taken in accordance with the provisions of Article 1 of these By Laws concerning the meetings of Directors, with such changes in the context of these By Laws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by the President or by the resolution of the Board of Directors, or by resolution of the committee. Special meetings of the committees may also be called by resolution of the Board of Directors. Notice of special meetings of the committees shall be filed with the minutes. The President or the Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these By Laws.

3. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and an Executive Administrator.

4. DISTRICTS AND DISTRICT COUNCILS

- 4.1 Each district approved by the Board of Directors shall elect its own district committee.
- 4.2 Each District shall elect a District Council from amongst its ministers as defined in Article 1 of these By Laws. In addition, each church shall dispatch one (1) elder to serve on the District Council.
- 4.3 District Councils shall provide such supervision over a geographical area as the Board of Directors shall delegate from time to time.
- 4.4 From amongst the ministers, the District Council shall elect a Chairman, Vice Chairman, Secretary and Treasurer whose term of office must coincide with the term of office of the Board of Directors. The electoral college for the election of the office bearers shall constitute the members of the District Council.
- 4.5 A Director of the organization shall act as Electoral Officer in all elections of a District.
- 4.6 Should a vacancy arise, the District Council shall appoint a replacement until the next election.
- 4.7 Should the position of Chairman become vacant, the Board of Directors shall appoint a replacement until the next election.
- 4.8 The Chairman of each District Council shall automatically serve on the Board of Directors.
- 4.9 The District Treasurer shall be responsible for the collection of all dues and payments from each church in the District and remit such amounts to the treasurer of the Board of Directors on a monthly basis.
- 4.10 The Board of Directors shall have the right of special exception to make appointments or additions to the District Councils.

**ARTICLE 4
OFFICERS**

1. OFFICERS

The officers of the organization shall be a President, Vice President, Secretary and Treasurer. One person may hold two of such offices except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board. The organization may also have, at the discretion of the Board of Directors, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of section 3 of Article 4 of the By Laws.

2. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

The officers and Directors of the organization, except those appointed in accordance with Section 3 of Article 4 of the By Laws shall be elected by the following method:

- 2.1 A letter from the President's office listing qualifications and procedure shall be sent to all credentialed Grace International Churches and Ministries ministers.
- 2.2 Nomination process:
 - Any ordained Grace International Churches and Ministries minister maybe nominated by:
 - 2.2.1 Application
 - 2.2.2 A letter of nomination from any Grace International Churches and Ministries minister in that district or by the Executive Committee.
- 2.3 Candidates shall be screened by the Executive Committee.

- 2.4 Candidates shall be interviewed and screened by the Executive Council.
- 2.5 If the candidate is approved by a simple majority of all the votes cast by the Board of Directors, the candidates name shall be submitted to the voting members for consideration during the election process.
- 2.6 In order to fill any vacancy in any office or on the Board, the President may appoint a person to fill any vacancy or fill a new position. The full Board of Directors must then approve, by majority vote, that appointment.

3. SUBORDINATE OFFICERS

The President, subject to ratification of the Board of Directors, may appoint any other officers that the business of the organization may require, each of whom shall have the title, hold office for a specific period, have the authority to perform the duties specified in the By Laws or determined from time to time by the Board of Directors.

4. REVIEW AND REMOVAL OF OFFICERS AND BOARD OF DIRECTORS

All officers and Directors, except those appointed in accordance with the provisions of Section 2 of Article 4 of the By Laws, shall be subject to automatic review by the Board of Directors at the conclusion of their second year in office and at any other time by two thirds (2/3) majority vote by secret ballot. At the conclusion of any review, the Board of Directors may recommend by two thirds (2/3) vote by secret ballot that the officer or officers, or Director or Directors, be removed from office by a majority vote of the voting members at a special meeting of the members, or at an annual business meeting of the voting members. All officers and Directors shall continue in office until a vacancy occurs as provided in section 5, Article 4. Any officer or Director who is the subject of a review shall be informed of the reasons offered against his continuation in office and shall be provided reasonable opportunity to respond thereto before the Board of Directors and before the voting members.

5. RESIGNATION OF OFFICERS AND BOARD OF DIRECTORS

Any officer or Director may resign at any time by giving written notice to the organization. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the organization under any contract to which the office or Director is a party. Upon attaining the age of seventy (70) years, all officers and directors shall be ineligible to continue in office, unless such continuation is requested by a majority vote of the Board of Directors by secret ballot.

6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, or any other cause shall be filled only in the manner prescribed in these By Laws for regular appointment to that office.

7. RESPONSIBILITIES OF OFFICERS

7.1 PRESIDENT

7.1.1 The President shall, subject to the control of the Board of Directors, generally supervise, direct and control the business of the officers of the corporation. The President shall have the power to select and remove all agents and employees of the corporation. He shall preside at all meetings, and at all meetings of the Board of Directors. He shall have such other powers and duties as may be prescribed by the Board of Directors or the By Laws, including the power to appoint a person to sign for himself documents that have been approved by a District Council when he and /or the General Secretary are unable to sign due to their absence.

7.2 VICE PRESIDENT

7.2.1 In the absence or disability of the President, the Vice President shall perform all the duties of the President, and who so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

7.2.2 The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the President.

7.3 SECRETARY

The functional duties of the Secretary may be performed by administrative appointees of the President. The President will be responsible to establish procedures that will ensure the following:

7.3.1 MINUTE BOOK

The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of all meetings, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at member's meeting and the proceedings of such meeting.

7.3.2 MEMBERSHIP RECORDS

The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, record of the corporate members, showing the names of all members, their addresses, and the class of membership held by each.

7.3.3 NOTICE, SEAL AND OTHER DUTIES

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of directors required by the By Laws to be given. He shall keep the seal of the corporation, if any, in safe custody. He shall have other such powers and perform other such duties as may be prescribed by the Board of directors or the By Laws.

7.4 TREASURER

The Treasurer is also the Chief Financial Officer of the organization. The functional duties of the Treasurer may be performed by administrative appointees of the President. The President will be responsible to establish procedures that will ensure the following:

7.4.1 BOOKS OF ACCOUNT

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

7.4.2 DEPOSITS AND DISBURSEMENT OF MONEY AND VALUABLES

The Treasurer shall deposit all money and other valuables in the name and to the credit of the organization with such depositories as may be designated by the Board of Directors; shall disburse the funds of the organization as may be ordered by the Board of Directors; shall render to the President and directors, whenever they request it, an account of all his transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the By Laws.

7.4.3 BOND

If required by the Board of Directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his possession or under his control on his death, resignation, retirement or removal from office.

ARTICLE 5
MEETINGS AND VOTING PROCEDURES

This section will relate to all bodies organized under the auspices of the Grace International Churches and Ministries and shall be incorporated into all constitutions and by laws of every entity claiming affiliation with the organization. Where the term "this organization" is referred to, it shall include all bodies and affiliated bodies of the organization.

1. ANNUAL GENERAL MEETING

The general meeting of members of this organization shall be held at least annually at a time and place determined by a resolution of the Board of Directors. Written notice of the time and place of the annual meeting shall be delivered by mail or other written communication, charges prepaid, to each voting member, addressed to him at his address as it is shown on the records of the organization, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of members are regularly held. Any notice shall be mailed at least fifteen (15) days before the date of the meeting.

2. SPECIAL MEETINGS

Special meetings of the voting members of the organization for any purpose or purposes, may be called at any time by two-thirds (2/3) vote for the Board of Directors or at the discretion of the President. Written notice of the time and place of special meetings of the voting members shall be given in the same manner as for the annual business meetings of members.

3. QUORUM

A quorum for any meeting of members consists of one third of the voting power, represented in person or by proxy.

4. AUTHORITY

The voting members shall elect the officers of this organization as provided in these By Laws, except those appointed pursuant to Section 2, Article 4 of these By Laws, and must approve any amendment to this constitution and By Laws of this organization. The voting members shall also have authority to vote on any other business submitted to them by the Board of Directors or provided for in these By Laws.

ARTICLE 6
ARBITRATION OF LEGAL CLAIMS

1. PROCEDURE

Any controversy, dispute or claim among

- any two or more churches affiliated with this corporation, or
- between any church affiliated with this corporation and the corporation, or
- any two or more congregants or officers of churches affiliated with this corporation, or
- between any congregant or officer of a church affiliated with this corporation and this corporation

for which either party may have a cause for legal action, shall be settled through binding arbitration by a panel of three (3) arbitrators. One arbitrator shall be selected by each party to the dispute and the arbitrators so appointed shall appoint one or more additional arbitrators from the legal profession or if such a body exists, a panel of arbitrators, elected in accordance with this Article. Such arbitration shall proceed in accordance with the arbitration laws in effect at that particular time in the Republic of South Africa.

2. ARBITRATORS

A panel of arbitrators shall be ratified at the annual business meeting in accordance with the procedure herein provided. Arbitrators shall be ordained ministers of mature experience, sound Christian character and ability, having been voting members in good standing for at least two (2) consecutive years prior to the date of election. A nominee for the panel of arbitrators or legal profession must have been in practice for at least three (3) years. All members of the legal profession and or panel of arbitrators shall be elected by the Board of Directors by secret ballot.

Termination of an arbitrator's ministerial license shall concurrently terminate such arbitrator's position as an arbitrator. If the arbitrator so terminated was appointed by one of the parties to the dispute the Board of Directors thereof may appoint a replacement arbitrator.

**ARTICLE 7
CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, and without limiting the generality thereof, the masculine gender includes the feminine gender, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the organization and a natural person

**ARTICLE 8
AMENDMENTS**

By Laws may be adopted, amended or repealed by majority vote of the Board of Directors and the voting membership.

**ARTICLE 9
EFFECT UPON TERM OF OFFICE**

The adoption of these By Laws shall not affect the term of office of any officer or director elected under previous By Laws of this organization.

**ARTICLE 10
MINISTERS**

1. ACTIVE MINISTERS

In order to be regarded as an active GRACE INTERNATIONAL CHURCHES AND MINISTRIES minister during any calendar year, such minister must have been engaged in the service as a director, superintendent, pastor, evangelist, missionary, Minister of youth, associate or assistant pastor, pastoral staff in a GRACE INTERNATIONAL CHURCHES AND MINISTRIES Bible College or a minister under special appointment of the Board of Directors, for a period of not less than six (6) months of the previous calendar year or must be under current appointment.

2. RETIRED MINISTERS

Those persons who have served as active ministers for a period of at least ten (10) years, are at least sixty (60) years of age, and are no longer fulfilling the requirements of an active minister, as described in section 1 of Article 10 of the By Laws are "retired ministers" who shall retain all the privileges and benefits of an active minister that are provided in that section.

3. INACTIVE MINISTERS

All previously credentialed GRACE INTERNATIONAL CHURCHES AND MINISTRIES ministers who do not comply with the requirements of either "active ministers" or "retired ministers", as described in sections 1 and 2 respective of Article 4 of the By Laws, but are in good standing shall be regarded as inactive ministers, and have no voting privilege.

4. CREDENTIALS

The following credentials invest in the minister-recipient with sacerdotal power to perform all duties of a minister in the service of God and the church, subject to the disciplines of the designated spiritual authorities.

4.1 RECOGNITION OF MINISTRY CREDENTIALS (LICENSE)

- 4.1.1 The licensee must support GRACE INTERNATIONAL CHURCHES AND MINISTRIES in practice, principal and finances.
- 4.1.2 The licensee must pay all stipulated fees and also pay tithes on personal income from ministry.

4.1.3 The licensee is answerable to local pastor and District Chairman. The license is non-transferable unless the pastor whom the licensee is leaving and the pastor where the licensee is moving to both agree to the transfer of this license.

4.1.4 The holder of a Recognition of Ministry credential (license) may not vote as a member of GRACE INTERNATIONAL CHURCHES AND MINISTRIES.

4.2 GENERAL CREDENTIAL (License)

4.2.1 The licensee must serve as an active minister according to section 1 of Article 10 of the By Laws.

4.2.2 The licensee must support GRACE INTERNATIONAL CHURCHES AND MINISTRIES in practice, principles and finances.

4.2.3 The licensee must pay all stipulated fees and also pay tithes on personal income from ministry.

4.2.4 The licensee has voting privileges as a member of GRACE INTERNATIONAL CHURCHES AND MINISTRIES.

4.3 ORDINATION CREDENTIAL (License)

4.3.1 The licensee must support GRACE INTERNATIONAL CHURCHES AND MINISTRIES in practice, principles and finances.

4.3.2 The licensee must pay all stipulated fees and also pay tithes on all personal income.

4.3.3 The licensee has voting privileges as a member of GRACE INTERNATIONAL CHURCHES AND MINISTRIES.

4.4 TRANSFER OF GENERAL OR ORDINATION CREDENTIAL (LICENSE)

4.4.1 The licensee must support GRACE INTERNATIONAL CHURCHES AND MINISTRIES in practice, principles and finances.

4.4.2 The licensee must pay all stipulated fees and also pay tithes on all personal income.

4.4.3 The licensee has voting privileges as a member of GRACE INTERNATIONAL CHURCHES AND MINISTRIES.

NOTE: This license is a transfer of license for license. Whatever license was held by the licensee in a previous organization will be the one provided by GRACE INTERNATIONAL CHURCHES AND MINISTRIES.

4.5 INTERVIEW

A person who is to be interviewed for credentials shall be interviewed by at least two (2) members of the District Council. An interview for a Ministry Recognition credential requires that the sponsoring pastor be present. In the event there is hardship due to time and distance, the District Chairman may conduct the interview by phone with the approval of the Executive Committee.

5. REMOVAL

5.1 CAUSE FOR REMOVAL

Any minister shall have his credentials removed and shall be removed from a pastorate and/or office if he is found guilty by the Board of Trustees of the following:

5.1.1 Heresy

5.1.2 Failure to pay applicable fees and tithes

- 5.1.3 Willful neglect of official duties
- 5.1.4 Financial mismanagement or misappropriate of congregational funds
- 5.1.5 Illegal, immoral, fraudulent conduct or any conduct unbecoming to a Christian minister
- 5.1.6 Sexual misconduct as defined in the Policies and Procedures for Sexual Misconduct
- 5.1.7 Conspiring to divide GRACE INTERNATIONAL CHURCHES AND MINISTRIES or any GRACE INTERNATIONAL CHURCHES AND MINISTRIES affiliated church
- 5.1.8 Failure to submit to the District Council review of financial records when requested
- 5.1.9 Destruction of church records
- 5.1.10 Physical or mental incompetence
- 5.1.11 Deviant behaviour as defined in Romans 1:18-32
- 5.1.12 Purposeful withdrawal from fellowship

5.2 PROCEDURES FOR REMOVAL

In the event of a serious accusation against a GRACE INTERNATIONAL CHURCHES AND MINISTRIES minister, at the discretion of the Executive Committee, a fact finding committee (consisting of part or all of that District Council) shall be called by the District Chairman. The fact finding committee shall gather all pertinent facts, including any preliminary meetings with the accused. The committee shall determine the facts, and report to the Executive Committee. If dismissal is required, at least fifteen (15) days prior to any dismissal, the Executive Committee will provide the accused minister with a written description of the accusations against the minister and with an opportunity to request a personal hearing before the credential committee. Notice shall be given by any method reasonably calculated to provide actual notice. Notice shall be given mail shall be sent by registered mail to the accused minister's last address as shown on the organization's records. The accused minister shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the credential committee makes its decision regarding dismissal of the accused minister. The decision of the credential committee shall be final.

5.3 REINSTATEMENT

Any minister whose credentials have been revoked and has followed through the required restoration processes outlined in the Policy and Procedures Manual may be eligible for reinstatement. The said minister may make application according to Article 10, Section 4.

ARTICLE 11 PASTORS

1. PASTOR'S POWERS AND DUTIES

The pastor shall be the spiritual leader, and the chief executive officer of affiliated churches. All staff ministers, elders, deacons, boards etc, appointed or elected shall function in an advisory and helping role. The aforesaid officers shall function with the powers and duties delegated by the pastor.

2. PASTORAL APPOINTMENT

Pastors shall be appointed by the Executive Committee upon receiving recommendation from the District Council. The District Council shall use all necessary means, including consultation with church leadership, background screening, personal interviews with pastoral candidate and consultation with Executive Committee, to determine suitability for appointment.

ARTICLE 12 MINISTER'S MANUAL

The Manual of Ministerial Guidelines shall consist of policies, procedures and information necessary for the carrying out of ministerial duties and expectations. The aforesaid manual shall be revised as deemed necessary by the Board of Directors.

ARTICLE 13
AFFILIATED CHURCHES

In order to provide standardization for the administration of churches affiliated with the GRACE INTERNATIONAL CHURCHES AND MINISTRIES, the following will be applicable:

- 13.1 Churches affiliated to the organization are qualified under Section 1.3 of these By Laws.
- 13.2 For the purposes of clarity the use of the term Local Church/es and Affiliated Church/es have the same meaning and are one and the same and are hereinafter referred to as the church.
- 13.3 The church shall have their own constitution, be a self governing body which exists apart from the organization. Every affiliated church's constitution shall be filed with the General Secretary of the Organization and if any amendment is effected thereto, an amended copy subsequently filed.
- 13.4 It is required to comply with sections of the Constitution and By Laws which are applicable to them, and to comply with all laws and obligations governing such bodies as stipulated by the government of the Republic of South Africa. GRACE INTERNATIONAL CHURCHES AND MINISTRIES shall not be held responsible nor accountable for any breach or contravention of any law or regulation in the Republic relating to affiliated churches. GRACE INTERNATIONAL CHURCHES AND MINISTRIES remains responsible and accountable solely for its own affairs.
- 13.5 The church is solely responsible for all debts incurred by them.
- 13.6 It shall have full control of all assets, whether real or chattel, purchased by them.
- 13.7 The church shall be governed by a Church Council from which a vice-chairman, secretary and treasurer are either elected or appointed, to assist the chairman in the government of the church.
- 13.8 The church may decide on all matters relating to its government and conduct its business as it deems fit, complying with any provisions of the organization's Constitution and By Laws and laws relating to its operation.
- 13.9 The church may not make any decisions relating to matters of discipline against its minister who is a member of the organization. Should a matter arise, it is to be forwarded in writing by the secretary of the church council to the general secretary of the organization for investigation, action and reporting back. Any decision made by the church council in contravention of this provision shall be automatically declared null and void unless ratified by the Board of Directors.
- 13.10 All property of the church shall be vested in the Chairman, Vice Chairman, Secretary and Treasurer for the time being and in their capacities as trustees of the church.
- 13.11 Important documentation relating to the assets of the church shall be kept in a safe deposit box at the church's bankers and a copy sent to the Board of Directors.