

**THE
CONSTITUTION
OF
INTERNATIONAL
CHURCH OF
CHRIST-KENYA,
December 2012**

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CHAPTER 1— PRELIMINARY

Name.

1. The name of the Church is the International Church of Christ - Kenya (hereinafter the “local congregation” or “Church”). Local congregation includes the existing and future branches in Kenya.

The Church shall:

- a) Exist in its own right, separate from its members.
- b) Continue to exist even when its membership changes and there are different office bearers.
- c) Be able to own property and other possessions.
- d) Be able to sue and be sued in its own name.

General Purposes.

2. The purposes of the Church are as follows:

- a) The Church is a religious Organization and is not organised for the private gain of any person. It is organised under the Societies Act Cap 108 of the laws of Kenya primarily for religious purposes.
- b) The Church is organised and will at all times operate exclusively for, religious, charitable, and educational purposes.

Specific Purposes.

3. Within the context of the general purposes stated above, the Church shall:

- a) Promote, encourage, foster and engage in, by all proper and legitimate means, the dissemination of religious and moral teaching and instruction for the support of public worship, such means to include but not to be limited to engaging the services of men and women to carry out the ministry of Jesus Christ and making donations for the purposes of missionary work; and
- b) Promote, encourage, foster and engage in, by all proper and legitimate means, charitable, educational, medical, scientific, civic, religious and similar causes. Such means include, but are not limited to, making donations for the public welfare.

Limitations.

4. The following are the limitations obtaining in furtherance of the provisions of this Constitution:

- a) Notwithstanding any other provision of this Constitution, the spirit of the Scripture shall prevail over the letter of this Constitution and considerations of spiritual good will prevail where the Constitution is

silent

- b) Notwithstanding any other provision of this Constitution, the Church shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Church.
- c) No substantial part of the activities of the Church shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- d) The property of the Church is irrevocably dedicated to religious purposes. No part of the net earnings or assets of the Church shall ever inure to the benefit of, or be distributable to its trustees, officers, members, or any individual, except that the Church shall be authorised and empowered to pay reasonable compensation for services rendered, or to make payments and distributions in furtherance of the purposes set forth above.

Winding Up.

- 5. The Church may be wound up if at least 90% of the total membership of the Church votes in favour of winding up the Church, at a meeting called for the purpose of considering such a matter.

CHAPTER 2— CHURCH MEMBERSHIP

Qualifications.

- 6. The membership of the Church shall be comprised of all persons who are recognised members of the International Church of Christ - Kenya, which is affiliated with the International Church of Christ, (ICOC), a California non-profit religious corporation. Qualifications of membership shall be as follows:
 - a) Those persons who have responded positively to the teachings of the Bible have been baptised into Christ and have been recognised as members of the local congregation by its elders (if any) and its evangelist(s).
 - b) Those persons who have responded positively to the teachings of the Bible, have been baptised into Christ, and have been recognised as members of another congregation that is also associated with the ICOC, by the elders (if any) and the evangelist(s) of that congregation, but (i) who thereafter apply for membership in the local congregation, (ii) whose application is approved and who are recognised as members of the local congregation, and (iii) who actively participate and remain in good standing in the local congregation.

- c) Those persons who at one time responded positively to the teachings of the Bible, were baptised into Christ and were recognised as members of the local congregation, or of another congregation that is also associated with the ICOC, by the elders (if any) and evangelist(s) of the respective congregation, but (i) who were suspended or terminated for any reason or who resigned from membership in their respective congregation, (ii) who later request to be restored into the membership in the local congregation, (iii) whose request was accepted and who are recognised as members of the local congregation, and (iv) who actively participate and remain in good standing in the local congregation.
- d) Memberships may also be issued for a period of time to persons who are members of another congregation that are associated with the ICOC, and who are invited to serve in the local congregation as administrators or in the ministry for a limited period of time. A membership issued for a limited period of time requires no membership application, but shall expire when the period of time has elapsed, unless such membership is renewed.
- e) Dual Membership:- Kenyan citizens abroad who meet the following criteria are eligible to be considered for dual membership:
- 1) Who have responded positively to the teachings of the bible, have been baptized into Christ, and have been recognized as members of the local congregation, by the elders (if any) and the evangelist(s) of the local congregation, and who have elected to retain membership in the local congregation after assuming membership in the host church congregation that is affiliated with the ICOC. (i.e. Baptized in Kenya)
 - 2) Who have responded positively to the teachings of the bible, have been baptized into Christ, and have been recognized as members of the host location congregation that is affiliated with the ICOC, by the elders (if any) and the evangelist(s) of the host church congregation, and who have elected to apply for membership in the local congregation while retaining the host church membership and whose application is approved. (i.e. Baptized abroad)
 - 3) A person having dual membership enjoys full rights of a member in the local congregation as long as he/she remains an active member of the host congregation.

Classes and privileges.

7. There shall be only one class of members and they shall all have the same rights and privileges of membership. Members may enjoy all other rights and privileges of membership as set forth in the clauses of this Constitution.

Cessation of membership.

8. Any person whose name has been removed from the Membership Register shall cease to be a member

Causes for cessation of membership.

9. Any person shall cease to be a member in the event of the following:

(1) death

(2) voluntary withdrawal

(a) in writing/orally and

(b) by conduct-Upon the member's failure to act in accordance with the teachings of the bible

Suspension and termination.

10. Suspension and termination of membership:

a) Membership in the Church is subject to suspension or termination as provided by the teachings of the Bible and as contained in this Constitution, either orally or in writing. A suspended or terminated member may exercise no rights of membership unless and until restored and reinstated.

b) No member may claim damages from the Church for any alleged/actual financial losses or damage otherwise sustained due to suspension or termination of membership.

Resignation of a member and transfer from the Church.

11. A member of the Church may resign from membership at any time as follows:

a) A member may resign from the congregation for the purpose of no longer being a part of the Church in Kenya, or of any other congregation that is affiliated with the ICOC; or

b) Upon notice duly given to the local congregation's ministry leadership, a member may resign or withdraw from the local congregation for the purpose of moving to and placing membership in another congregation outside Kenya that is associated with the ICOC. Relocating Members may elect to retain their local congregation membership as per Chap 2 clause 6(e) sec (1) on Dual Membership.

No membership for consideration.

12. The Church shall issue no membership for consideration. Any and all contributions of time, finances, or any other sort, made by any member, either on a weekly, monthly, yearly or other basis, shall not be tied to membership in the Church. No such contributions made to the Church may be construed in any manner whatsoever as consideration for membership or for any rights or privileges pertaining to membership in the Church.

Membership rights.

13. No member may transfer for value a membership, or any right arising from membership, and all rights of membership cease in accordance to Section 9.

Members' rights and obligations.

14. Members have no rights in the property or other assets of the Church solely by virtue of their being members. Members do not become liable for any of the obligations and liabilities of the Church solely by virtue of their status as members of the Church.

Appeal against suspension or termination of membership.

15. Members have a right to appeal against suspension or termination of membership as follows:

- a) When a member's membership has been suspended or terminated, he or she may appeal against such a decision within 14 days of the decision being communicated to the member.
- b) The appeal will be decided by the Body of Evangelists, and the Elders (if any) or in the absence of Elders, Board, and two or three members of the Church selected by the Evangelists and the Elders or the Board, provided that an aggrieved party is entitled to object not more than twice to the constitution of the appeal panel.
- c) Notice of appeal should be delivered to the lead evangelist of the Church who will then notify the parties in Sec 15(b).
- d) The parties involved will put their version of the events that led to the suspension/termination in writing.
- e) The appeal shall be decided on the submission of parties within sixty days (60 days) and shall be final.

CHAPTER 3 MEETINGS OF MEMBERS

Place of meeting

16. Meetings of members shall be held at any place designated by the board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, meetings shall be held at the Church's principal office.

General meeting

17. A general meeting of members shall be held at least annually, at such time

and place as the board may determine. Subject to Sec 19 of this constitution, any other proper business may be transacted at a meeting of members. The Annual General Meeting of the Church shall be held within six months after the end of each financial year for, inter alia, the purpose of:

- (a) considering and, if thought fit, approving the report of the Chairman for the past year;
- (b) considering and, if thought fit, approving the report of the treasurer and the audited annual financial statements for the past year
- (c) electing trustees in place of those required to retire in terms of the constitution;
- (d) appointing auditors and attorneys for the ensuing year;
- (e) transacting any other business as may be properly transacted at an annual general meeting

If all necessary business is not disposed of at the said annual general meeting, the Chairman may adjourn the meeting to such date as he shall direct at which time the business of the Church shall be resumed.

18. Special Meetings

(a) Special meetings of the members may be called at any time by the majority of the board, by the Chairman, or 15% of the Church's active membership.

(b) A special meeting called by the Chairman or by the required percentage of

members, shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the board or to the Secretary of the Church. The board shall expeditiously set a reasonable time and place for the meeting and shall direct the Secretary to give notice of the meeting to the entire membership of the local congregation.

19. Notice Requirements

(a) Whenever members are required or permitted to take any action at a meeting, notice shall be given by announcing the time, place and purpose of this meeting from the pulpit for 3 Sundays preceding this meeting at all the church services in Kenya.

(b) Approval by the members of any of the following proposals, other than by their unanimous approval, is valid only if the notice or waiver of notice specifies the general nature of the proposal: (i) removing a trustee; (ii) disposing of more than 50% of the fixed assets; (iii) adopting or amending a merger agreement; or (iv) approving the election to wind up and dissolve the Church.

20. Quorum

a) 50% of the active membership.

b) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

21. Adjournment

Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting in person.

Notice
requirement

Quorum

Adjournment

22. Voting

(a) Each member shall be entitled to cast one vote on each matter submitted to a vote of the members. A member shall not cumulate votes for the election of trustees.

(b) Votes may be cast by a show of hands or written ballot.

(c) If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on any matter, shall be the act of the members.

23. Waiver of Notice or Consent

(a) The transaction of business at any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present in person and (ii) either before or after the meeting each member entitled to vote but not present in person, signs a written waiver of notice, consent to the holding of the meeting, or approve of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except as provided in Section 19 of this constitution. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) A member's attendance at a meeting shall constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included, if the objection is expressly made at the meeting.

24. Action by Written Ballot

Action by Written
Ballot

(a) Any action that may be taken at any general meeting or special meeting of members may be taken without a meeting if (i) the written ballot of every member is solicited, (ii) the required number of signed approvals setting forth the action so taken is received, and (iii) Section 24 of this constitution is complied with.

(b) All solicitations of written ballots shall indicate the time by which the ballot must be returned to be counted.

(c) Approval by written ballot without a meeting shall be valid only when (i) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorising the action and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(d) A written ballot may not be revoked.

CHAPTER 4 — MINISTRY OFFICES

Establishment of
Ministry Offices.

25. Establishment of Ministry offices

- a) There are established Ministry Offices as follows:
- (i) Lead Evangelist and Lead Women Ministry Leader
 - (ii) Evangelists and Women Ministry Leaders
 - (iii) Church Ministers
 - (iv) Trainee Ministers

Equivalent biblical words like Pastors, Overseers, and Bishops can also be used appropriately.

b) Each of the above shall be appointed in accordance with the particular

New Testament teaching for their appointment.

- c) Each group of persons or sets of persons holding any of the positions in (a) above may be constituted into a body or a committee for specific or defined purposes.
- d) The Elders and the Body of Evangelists may constitute Leadership Groups comprising any of the members of the ministry group and other members of the Church.

26. Appointment, duties and Exit from Office of the Ministry Office Holders

Appointment,
duties and exit
from Ministry
Office

Evangelist and
Women's Ministry
Leader.

- 1) a) Appointment of Evangelist or Women's Ministry Leader
 - 1) A Minister(s) who meets the following qualifications will be appointed as an Evangelist and/or Women's Ministry Leader
 - He shall be able to preach the word in season and out of season, to correct, to rebuke and to encourage with great patience and careful instruction.
 - He should be able to keep his head in all situations, endure hardship and discharge all the duties of his ministry in accordance to 2Timothy 4: 2-5.
 - He shall not be a recent convert (as determined by the Appointing Authority).
 - 2) Being thus qualified, the eligible candidate will be appointed by Body of Evangelists and Women Ministry Leaders and/or Body of Elders (where in existence) together.
 - 3) In the situation that a husband and wife were both serving as Ministers, and are qualified for such appointment, both may be confirmed as Evangelist and Women Ministry Leader, respectively, together.
 - 4) The Evangelist and/or Women Ministry Leader will be informed of their appointment through an "Appointment as Evangelist and/or Women Ministry Leader" letter from the Lead Evangelist detailing all the expectations of the office.
 - 5) The Evangelist and/or Women Ministry Leader will declare agreement to the appointment through an, 'Acceptance of the Appointment as Evangelist

and/or Women Ministry Leader ' Letter to the Lead Evangelist.

b) Duties

- 1) The Evangelist and/or Women Ministry Leader shall assist the Lead Evangelist and Lead Women Ministry Leader in their Church leadership functions.
- 2) The Evangelist and/or Women Ministry Leader' will be charged with leading specific ministries (including other Churches within East Africa); and training leaders from among the ministers, trainee Ministers and other members of the Church.
- 3) Other functions of an Evangelist and/or Women Ministry Leader shall include teaching, preaching and counselling.

c) Exit from office of Evangelist and/or Women Ministry Leader.

An Evangelist and/or Women Ministry Leader may exit from the office of Evangelist and/or Women Ministry Leader under the following circumstances:

- 1) On his/her/their own volition based on re-consideration of his/her/their vocation of choice during the course of Ministry. In this case he/she/they would inform the Church leadership vide a 'Cessation of being an Evangelist and/or Women Ministry Leader' letter to the Lead Evangelist.
- 2) Upon the Evangelist and/or Women Ministry Leader being involved in sinful situation(s) which would be considered by the Body of Evangelists and Women Ministry Leaders to make his/her/their position as Evangelist and/or Women Ministry Leader not any more tenable. The Evangelist and/or Women Ministry Leader will be informed of this decision by the Body in a sitting where at least 75% of the members of the Body are present, followed with a 'Termination of Being Evangelist and/or Women Ministry Leader' letter signed by the Lead Evangelist.
- 3) Incapacitation occasioned by an illness.
- 4) Death.

Lead Evangelist
and Lead
Women's Ministry
Leader.

- 2) a) Appointment of Lead Evangelist and Lead Women's Ministry Leader
 - 1) The Lead Evangelist and the Lead Women's Ministry Leader shall be appointed from among the Evangelists or Disciples either from within the local congregation or the ICOC affiliate congregation, by the Body of Elders.
 - 2) In the absence of Elders he shall be appointed by the board in consultation with other relevant bodies including the body of evangelists.
 - 3) In the situation of husband and wife being eligible both shall be appointed

as Lead Evangelist and Lead Women Ministry Leader, respectively, together.

- 4) The Lead Evangelist and Lead Women Ministry Leader will be informed of their appointment through an “Appointment as Lead Evangelist and Lead Women Ministry Leader’ letter from the Body of Elders or in their absence, the Church Board. The letter will detail all the expectations of the office including Terms of Service.
- 5) The Evangelist and/or Women Ministry Leader will declare agreement to the appointment as Lead Evangelist and Lead Women Ministry Leader through an, ‘Acceptance of the Appointment as Evangelist and/or Women Ministry Leader ’ Letter to the Appointing Authority be it the Body of Elders or the Church Board.

b) Duties

- 1) The Lead Evangelist and Lead Women Ministry Leader shall provide overall leadership of the Church in consultation with the Body of Evangelists and Women Ministry Leaders, the Body of Elders and the Church Board.
- 2) Other functions of the Lead Evangelist and Lead Women Ministry Leader shall be to oversee teaching, preaching and counseling in the Church.
- 3) Informing the appointees of their appointment to the respective offices of Elder, Deacon and Teacher.

c) Exit from Office of the Lead Evangelist and/or Lead Women Ministry Leader.

A Lead Evangelist and/or Lead Women Ministry Leader may exit from the office under the following circumstances:

- 1) On his/her/their own volition based on re-consideration of his/her/their vocation of choice during the course of Ministry. In this case he/she/they would inform the Appointing Authority, the Body of Elders and/or the Church Board through a ‘Cessation of being the Lead Evangelist and/or Lead Women Ministry Leader. The Lead Evangelist will give at least three months’ notice to allow proper replacement process to be effected.
- 2) In the event of c (1) above, a Lead Evangelist and/or Lead Women Ministry Leader shall be appointed in accordance with Section 26 to

serve in an interim capacity within one month of the incumbent couple giving the quit notice. During the interim period, the predecessor will be handing over to the interim leader with the latter having assumed full responsibility of the Church leadership. The interim leader will serve for a period not exceeding 6 months within which the leader will be confirmed or replaced with another as per paragraph a) above on appointment of Lead Evangelist and Lead Women's Ministry Leader.

- 3) Upon the Lead Evangelist and/or Lead Women Ministry Leader being involved in sinful situation(s) which would be considered by the Body of Elders and in the absence of the Elders, the Church Board to make their position as Lead Evangelist and/or Lead Women Ministry Leader not any more tenable. The Lead Evangelist and/or Lead Women Ministry Leader will be informed of this decision by the Body (ies) in a sitting where at least 50% of the members are present, followed with a 'Termination of Being Lead Evangelist and/or Lead Women Ministry Leader' letter signed by the Appointing Authority be it the Body of Elders or the Body of Evangelists and Church Board.
- 4) After serving 6 consecutive years, the Lead Evangelist and the Lead Women's Ministry Leader shall be required to take a one-year sabbatical before continuing to serve as lead evangelist and the Lead Women's Ministry Leader in consultation with the Elders and body of evangelists. During the leader's sabbatical period, the Body of Elders and in their absence the Church Board, Body of Evangelists and Women Ministry Leaders and Church Board will select an interim leader to serve similar to paragraph a) above on appointment of Lead Evangelist and Lead Women's Ministry Leader above.
- d) Upon exit of Lead Evangelist and Lead Women Ministry Leader from office, he/they may continue serving as Evangelist and Women Ministry Leader, respectively.

3) a) Appointment

- 1) Anyone who is duly appointed as Evangelist or Women Ministry Leaders automatically becomes part of the Body of Evangelists and Women Ministry Leaders.

b) Duties

The Body of Evangelists and Women Ministry Leaders will have the following functions:

1. Assisting the Lead Evangelist and Lead Women Ministry Leader in the day-to-day running of the Church.
2. Deliberating on and the appointing of elders and deacons under the leadership of Lead Evangelist.
3. Together with the Body of Elders or in their absence in consultation with the Board of Trustees, appointing the Lead Evangelist and the Women Ministry Leader.

Church Ministers. 4) a) Appointment

- 1) A Church Minister shall be appointed by the elders, the Body of Evangelists and the Women's Ministry Leaders all acting together unanimously.
- 2) The minister(s) will be informed of their appointment as Ministers through an "Appointment as a Minister" letter from the Lead Evangelist detailing all the expectations of the office.
- 3) The Minister will declare agreement to the appointment through an, 'Acceptance of the Appointment as a Minister' Letter to the Lead Evangelist.

b) Duties

- 1) The ministers shall assist the Evangelist(s), Elders and Women's Ministry Leaders in their ministerial functions.
- 2) The ministers will be charged with starting and/or leading specific ministries.

c) Exit from office of being a Minister

A Minister may exit from the office of Minister under the following circumstances:

- 1) On his/her own volition. In this case the Minister will inform the Church leadership vide a 'Cessation of being a Minister' letter to the Lead Evangelist.
- 2) Upon the Minister being involved in sinful situation(s) which would be considered by the Body Of Evangelists and Women Ministry Leaders to make his/her position as Minister not any more tenable. The

Minister will be informed of this decision by the Body of Evangelists in a sitting where at least 75% of the members of the Body are present, upon which a 'Termination of Being a Minister' letter signed by the Lead Evangelist shall be issued to the said Minister.

Trainee Ministers.

5) a) Appointment

- 1) Trainee Ministers shall be appointed by the Elders, the Body of Evangelist(s), and Women's Ministry Leaders all acting together unanimously.
- 2) A Trainee Minister shall be appointed upon successful completion of a six-months' probation.
- 3) The Trainee Minister will be informed of their appointment through an "Appointment as a Trainee Minister" letter from the lead evangelist detailing all the expectations of the office.
- 4) The Trainee Minister will declare agreement to the appointment through an, 'Acceptance of the Appointment as a Trainee Minister' Letter.

b) Duties

- 1) The Trainee Minister shall assist the Ministers, Evangelist(s), Elders and Women's Ministry Leaders in their ministerial functions.

c) Exit from office of being a Trainee Minister

A Trainee Minister may exit from the office of Trainee Minister under the following circumstances:

- 1) On his/her own volition. In this case the Trainee Minister shall inform the appointing authority vide a 'cessation of Trainee Minister' letter to the Lead Evangelist.
- 2) Upon the failure of the Trainee Minister to qualify for ministry based on observations made during the Probation period. This information will be conveyed by the lead evangelist sensitively, verbally first and then through a 'Termination of Trainee Minister' letter.
- 3) Upon the Trainee Minister being involved in sinful situation(s) which would be considered by the elders, the Body Of Evangelists and Women Ministry Leaders to make his/her position as an Trainee Minister not any more tenable. The Trainee Minister will be informed of this decision by the Body in a sitting where at least 75% of the members of the Body are present, followed with a 'Termination of Trainee Minister' letter signed by the Lead Evangelist.

Elders, Teachers
and Deacons,

- 6) Nominees for the positions of Elder, Deacon and Teacher are to be presented to the congregation who will enter into a season of prayer and fasting for an examination of the candidate to see if he meets the qualifications as spelled out in the New Testament. Following the close of the announcement period, members shall be given an appropriate time to express any concerns they may have regarding the nominee(s) to the Elders (if present) and the Body of Evangelists, in writing. If, after the allowed time for comments to the Body of Evangelists, there are no objections to the nomination(s) that would preclude the appointment under biblical principles; the nominee(s) shall be submitted to the Church for endorsement. The Body of Evangelists shall consider any written objections and both objectors and nominees will be informed of the outcome.

CHAPTER 5 — CORPORATE OFFICES

27. Corporate officers of the Church

Corporate officers

- a) The officers of the Church shall consist of a Chairman of the Board of Trustees, a Secretary, a Treasurer, and such other officers with such powers and duties not inconsistent with this Constitution as may be appointed and determined by the Board. The Church may also have, at the Board's discretion, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 29 of this Constitution. No trustee may serve as Secretary of the Church.
- b) Corporate officers do not become liable for any of the obligations and liabilities of the organization solely by virtue of their status as corporate officers of the organization.

Election of
officers.

- ##### **28. The officers of the Church, except those appointed under Section 26 of this Constitution, shall be chosen by the Board and each shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.**

Other Officers.

- ##### **29. The Board may appoint any other officers that the business of the Church may require, each of whom shall have the title, hold office for the period, have the**

authority, and perform the duties determined by the Board.

Removal of
Officers.

30. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed by the Board whenever in its judgment the Board determines that the best interests of the Church would be served thereby.

Resignation of
Officers.

31. Any officer may resign at any time by giving written notice to the Chairman of the Board. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Church under any contract to which the officer is a party.

Vacancies in
Offices.

32. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in this Constitution for regular appointments to that office, provided that such vacancies shall be filled as they occur.

Secretary.

33. The Secretary shall be the general manager of the Church and shall then supervise, direct, and control the business and all the officers of the Church..

a) Book of Minutes:

The Secretary shall keep or cause to be kept, at the Church's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special and, if special, how authorised, the notice given, the names of those present at Board and committee meetings, the number of members present and/or represented at members' meetings.

b) Membership Records:

The Secretary shall keep or cause to be kept, at the Church's principal office or such other place as the Board may direct, a record of the Church's members, showing all members' names.

c) Constitution

The Secretary shall keep or have kept at the principal office in Nairobi, or such other place as the Board may direct, a copy of the Constitution, as amended to date.

Treasurer.

- 34.** The Church Treasurer shall perform the following functions:
- a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Church's properties and business transactions, 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 trustee at all reasonable times.
 - b) The Treasurer shall do everything required by law so that the Church may attain and retain its tax exempt status. He shall further ensure that the Church complies with all laws governing tax exemption enacted by the Government of Kenya.
 - c) The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Church with such depositories as the Board may designate, shall disburse the Church's funds as the Board may order, shall render to the Chairman of the Board and trustees, when requested, an account of all transactions as Treasurer and of the financial condition of the Church, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe from time to time.
 - d) The Board of Trustees shall elect a treasurer among themselves. If required by the Board, the Treasurer shall give the Church 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 Church 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.

CHAPTER 6 — THE BOARD OF TRUSTEES

Establishment.

- 35.** There is hereby established a Board of Trustees for the Church.

Composition and election.

- 36.** Subject to Section 37 below, trustees shall be elected in the following manner:
- a. The body of evangelists shall nominate 7 candidates and present them to the congregation who will enter into a season of prayer and fasting for an

examination of the candidates to see if they meet the qualifications o required for board of trustees in Section 37. Following the close of the announcement period, members shall be given an appropriate time to express any concerns they may have regarding the nominee(s) to the Church Board, in writing. If, after the allowed time for comments to the Body of Evangelists, there are no objections to the nomination(s) that would preclude the appointment; the nominee(s) shall be submitted to the Church for endorsement. The Body of Evangelists shall consider any written objections and both objectors and nominees will be informed of the outcome.

- b. In addition to the elected Trustees, the following shall be ex-officio members of the Board:
 - (i) The Lead Evangelist.
 - (ii) The secretary

- c. The maximum number of trustees will be will be nine: seven nominated per section 36 and the two ex-officio members.

Qualification.

- 37.** Any elected Trustee shall-
 - i) Be a member of the Church and be in a position of leadership, in the church
 - ii) Be of good spiritual standing
 - iii) Be of good health and of sound mind
 - iv) Not be a recent convert and be spiritually mature.

Chairman of the Board.

- 38.** The Chairman of the Board;
 - a) Shall preside at Board meetings,
 - b) Have the casting vote.
 - c) May, subject to the control of the Board, sign, with the Secretary or any other proper officer of the Church authorised by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorised to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by this

Constitution, or by statute, to some other officer or agent of the Church.

- d) Shall preside at all members' meetings and at all Board meetings.
- e) Shall in general, perform all duties incidental to the office of Chairman and such other powers and duties as the Board or this Constitution may prescribe from time to time.

39. The Secretary to the Board shall give, or cause to be given, notice of all meetings of the members, all meetings of the Board, and of committees of the Board required by the Constitution to be given. The Secretary shall have such other powers and perform such other duties as the Board or the Constitution may prescribe from time to time.

Secretary to the Board.

General powers.

40. The general powers of the Board are as follows:

- a) Subject to the provisions and limitations of any applicable laws of Kenya , and subject to any limitations in this Constitution relating to action requiring approval by the members or the Church's ministry leadership and in accordance with the religious principles of the Bible, the temporal activities, business, and affairs of the Church shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board, except as otherwise specified in Section 41 (a) below in such a way that the financial control may not be vested in the Lead Evangelist or any single individual.
- b) Subject to any limitations in this Constitution and any other law it shall be the duty of the Board to direct the affairs of the Church. It shall be the duty of the Trustees to give effect to the provisions of this Constitution.

Specific powers and duties.

41. Without prejudice to the general powers set forth in Section 40 of this Constitution, but subject to the same limitations, the Board shall have the following powers in addition to other powers enumerated in this Constitution:

- a. In the absence of Elders, to hire, oversee and remove the Lead Evangelist and the Lead Women's Ministry Leader in consultation with the body of evangelists.
- b. To select and remove at the pleasure of the Board all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with the law and this Constitution; to fix compensation for these officers, agents, employees and also the ministry workers.

Notwithstanding the provisions of this part, the power shall not extend to the selection, removal and prescription of duties of ministry personnel, who the Board acknowledges are subject to ministry authority.

- c. To conduct, manage, and control the temporal affairs and activities of the Church and make such rules and regulations for these purposes, consistent with the law, and this Constitution, as they may deem best.
- d. To borrow money and incur indebtedness on behalf of the Church, and cause to be executed and delivered for the Church's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, and other evidences of debt and securities; provided, however, that no action shall be taken by or on behalf of the Church unless the investments made are with a registered financial institution as registered and recognized by the Government of Kenya and in securities listed at the Nairobi Stock Exchange.
- e. To exercise all other powers conferred by any applicable laws, consistent with this Constitution, and consistent with the religious principles of the Bible.
- f. To operate a banking account on behalf of the Church.

Term of office.

42. The term of office for all trustees shall be a two (2) year period from the date of nomination. A Trustee may be re - nominated and no Trustee shall serve more than two terms consecutively.

Vacancies

43. Events Causing Vacancies

a. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (i) the death or resignation of any trustee;
- (ii) the declaration by Board resolution of a vacancy of the office of a trustee who has been declared of unsound mind by an order of court;
- (iii) a person declared by a registered medical practitioner unsuitable to hold such office;
- (iv) a person convicted of theft, fraud, forgery, perjury, an offence under the Prevention of Corruption Act, or any offence involving dishonesty, an

offence in connection with the promotion, formation or management of a company;

- (v) removal of a trustee for fraudulent acts;
- (vi) the vote of the members or of the Board to remove a trustee for any reasonable cause;
- (vii) the increase of the authorised number of trustees;
- (viii) the insolvency of a trustee; or
- (ix) the failure of the members, at any meeting of members at which any trustee or trustees are to be elected, to elect the number of trustees to be elected at that meeting.
- (x) Completion of the term of office of a Trustee.

b. Resignations

Except as provided below, any trustee may resign as trustee by giving written notice to the chairman or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. The position will be filled in accordance with the provisions of section 36 of this constitution..

c. Removal

- (i) A trustee may be removed, with cause, at a meeting of the members called expressly for that purpose, by such a vote as would suffice for his or her election. A trustee may also be removed, with reasonable cause, at a meeting of the trustees called expressly for that purpose, by a vote of two-thirds of the total number of trustees.
- (ii) In the event a Trustee is suspended, terminated or resigns from membership in the local congregation, or for any reason ceases to be a member of the local congregation, the trustee is automatically removed as Trustee.

d. Filling Vacancies

Where the membership of the nominated members of the Board of Trustees falls below seven (7) at a time when the next Annual general Meeting is more than three months away, the position will be filled in accordance with the provisions of section 36 of this constitution.

e. No Vacancy on Reduction

No reduction of the authorised number of trustees shall have the effect of removing any trustee before that trustee's term of office expires.

Trustees' meetings.

44. Board of Trustees' meetings

a. Place

Regular or special meetings of the Board may be held at any place within or outside the city of Nairobi that the Board may designate or, if not so designated, meetings shall be held at the Church's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to orally or in writing by all the Board members, either before or after the meeting. If such consents are given in writing, they shall be filed with the minutes of the meeting.

b. Meeting by Telephone

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as trustees participating in the meeting can hear one another. All such trustees shall be deemed to be present in person at such a meeting.

c. Regular Meetings

Regular meetings of the Board may be held without call or notice at such time and place as the Board shall fix from time to time.

d. Special Meetings

Special meetings of the Board for any purpose may be called at any time by the chairman of the Board, or by a third of the Board or any two trustees.

e. Minutes shall be kept of all Board meetings.

Manner of giving

45. Manner of Giving Notice

a. The Secretary to the Board shall issue Notice of the time and place of

notice.

special meetings shall be given to each trustee by one of the following methods: (i) by personal delivery of written notice; (ii) by telephone, either directly to the trustee or to a person at the trustee's office or home who would reasonably be expected to communicate that notice promptly to the trustee; (iii) by electronic mail, either directly to the trustee or to a person at the trustee's office or home who would reasonably be expected to communicate that notice promptly to that trustee; (iv) SMS. All such notices shall be given or sent to the trustee's address, telephone, electronic mail address or as shown on the records of the Church.

- b. Time Requirements: Notices given by personal delivery, telephone, electronic mail, SMS, shall be delivered, telephoned, electronically mailed, at least 48 hours before the time set for the meeting.
- c. Contents: The notice of a special meeting of the Board of trustees shall state the time for the meeting and the place, if the place is other than the principal office of the Church. It need not specify the purpose of the meeting.

Waiver of Notice.

46. Notice of a meeting need not be given to any trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any trustee who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him.

Quorum.

47. A majority of the authorised number of trustees shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

48. A trustee of the Church who is present at a meeting of the trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

Assent to action.

- (a) His dissent is entered in the minutes of the meeting;
- (b) He files his written dissent to the action with the Secretary of the meeting before the meeting is adjourned; or
- (c) He forwards his written dissent by registered mail or by email to the Secretary of the Board immediately after adjournment of the meeting, such right to dissent may not be exercised by a trustee who voted in favor of such action.

49. A majority of the trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Adjournment.

50. Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of trustees. Such consents shall be filed with the minutes of the proceedings of the Board.

Action without a meeting.

51. Trustees shall receive no compensation for their services as trustees, but may receive reimbursement for expenses in attending meetings. Nothing in this Constitution shall be construed to preclude any trustee from serving the Church in any other capacity and receiving compensation therefore.

Trustees' compensation and reimbursement.

52. Trustees have no rights in the property or other assets of the Church solely by virtue of their being trustees. Trustees do not become liable for any of the obligations and liabilities of the Church solely by virtue of their status as trustees of the Church.

Trustees' rights and obligations.

CHAPTER 7— COMMITTEES OF THE BOARD OF TRUSTEES

53. The Board, by resolution adopted by a majority of the trustees then in office, provided a quorum is present, may create one or more committees, each consisting of two or more trustees and other persons who are not trustees, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the trustees then in office. The Board may appoint one or more trustees as alternate members of any such committee, who may replace any absent member(s) at any meeting of such committee. Committees of the Board, to the extent provided in the Board resolution, shall have all authority

Power to create.

of the Board, except that no committee, regardless of Board resolution, may:

- a. Take any final action on matters that, under the Kenyan law, also require approval of members or approval of a majority of all members;
- b. Fill vacancies on any committee that has the authority of the Board;
- c. Amend or repeal clauses or adopt new clauses to this Constitution;
- d. Amend or repeal any Board resolution that by its express terms is not so amendable or repealable; or
- e. Create any other committees of the Board or appoint members of committees of the Board.

54. The committees shall have terms of reference and duration within which to report to the Board. These shall be set by the Board.

Duration.

CHAPTER 8 — INDEMNIFICATION AND INSURANCE

55. To the fullest extent permitted by the provisions of the Kenyan law, the Church shall indemnify its trustees, officers, employees, agents, representatives, persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings.

Right of indemnity.

56. Approval of indemnification is to be done in the following manner:

a. On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether there was any negligence, default, breach of duty or breach of trust, and if not, the Board shall authorise indemnification.

Approval of indemnity.

b. If the Board cannot authorise indemnification because the number of trustees who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of trustees who are not parties to that proceedings, the Board shall promptly call a meeting of members. At that meeting, the members shall determine whether there was any negligence, default, breach of duty or breach of trust, and if not, the members present at the meeting in person or by

ballot, provided a quorum is present, shall authorise indemnification.

57. To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 56 of this Constitution in defending any proceedings covered by that Section shall be advanced by the Church before final disposition of the proceedings, on receipt by the Church of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Church for those expenses.

Advancement of expenses.

58. The Church shall have the power to purchase and maintain insurance on behalf of its officers, trustees, employees, and other such “agents” against any liability asserted against or incurred by any officer, trustee, employee, or agent in such capacity or arising out of the officer's, trustee's, employee's, or agent's status as such. (Whether or not the Church would have the powers to indemnify him/her against such expenses or liabilities under the provisions of this Chapter).

Insurance.

59. Notwithstanding any other provision of this Constitution, no trustee, officer, employee, agent or representative of the Church shall take any action or carry on any activity by or on behalf of the Church not permitted to be taken or carried on by an Church as described by the Societies Act Cap 108 of The Laws of Kenya and/or other laws applicable.

Actions not permitted.

CHAPTER 9 — CHURCH FINANCES

60. The Church shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting. A member of the Board or an employee of the Church shall not qualify to be appointed Auditor of the Church. The selection of the proposed auditor(s) will be through a competitive process managed by the Church office and the Board.

Appointment of Auditors.

61. The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.

Casual Auditor vacancy.

62. The remuneration of the Auditors of the Church shall be fixed at the Annual General Meeting, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board, at a meeting.

Remuneration of Auditors.

63. Every Auditor of the Church shall have a right to see all relevant vouchers, and shall be entitled to access at all times the books of Accounts he requires from the Board.

Access to records.

64. The accounts of the Church shall be audited annually and the report of such audit shall be presented to members at the Annual General Meeting. The Auditors shall make a report to the Board of the accounts examined by them and on every Balance Sheet laid before the Church at its Annual General Meeting during their tenure of office, and the report shall state:-

Audit Report.

- a. whether or not they have obtained all the information and explanations they have required; and
- b. whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and fair view of the state of the Church affairs.

65. The Financial Year of the Church shall begin on the first day of January and end on the last day of December or at such other time as the Board may from time to time determine.

The Financial Year

66. The Funds and Assets of the Church shall be applied solely towards the promotion of the objects of the Church as set forth in this Constitution.

Application of funds and assets.

CHAPTER 10— CHURCH RECORDS

67. The Church shall keep, at the Church's principal office or such other place as the Board may direct, adequate and correct books and records of account, audited financial statements, written minutes of the proceedings of its members, Board and committees of the Board, and a record of each member's name and responsibility, if any.

Maintenance of Church records

68. Members are free to submit requests to inspect Church records to the Secretary of the Church, which may be honored subject to reasonable limits and other legal considerations. The request should be made in writing at any reasonable time for a purpose reasonably related to that member's interest as a member.

Members' inspection rights.

69. The Church shall keep at its principal office, or such other place as the Board may direct, the original or a copy of the Constitution, as amended to date, which shall be open to inspection by the members at all reasonable times during the

Maintenance and inspection of the

Constitution. office hours.

Inspection by Trustees. **70.** Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Church for a purpose reasonably related to the trustee's interests as a trustee

11. INTERPRETATION

Interpretation **71.** In this Constitution unless the context requires otherwise -
"Board" means the Board of Trustees as provided for in this Constitution.

12. AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution. **72.** Amendments to this Constitution shall be proposed by the Board and approved by at least two third (2/3) majority of members at a Special General Meeting of the Church called for that purpose.

Made on the.....of.....June....., 2012