

ROSEBANK UNION CHURCH (INTERDENOMINATIONAL)

RULES

1. INTRODUCTION

- 1.1. These Rules provide for the governance of the Church, as authorised in clauses 4 and 9 of the Constitution of the Church and must be read in conjunction with that Constitution.
- 1.2. These rules therefore govern the structure, roles, responsibilities and processes that shall be followed in the governance and operation of the affairs of the Church.
- 1.3. These Rules have been formulated and approved in terms of Clause 9 of that Constitution at a Meeting of Members held on 18 November 2020.

2. DEFINITIONS

- 2.1. **“Annual General Meeting”** or **“AGM”** – a meeting of Members as described in clause 4.1.
- 2.2. **“Bi-Annual General Meeting”** or **“BGM”** – a meeting of Members of terms as described in clause 4.2.
- 2.3. **“Chairperson”** – the person appointed to chair Meetings of Members in terms of clause 4.4.
- 2.4. **“Church”** – the Rosebank Union Church (Interdenominational) situated in Hurlingham, Johannesburg 2196, South Africa or such successor entity or church.
- 2.5. **“Church’s Statement of Faith”** – means the statement of faith that Members subscribe to;
- 2.6. **“Constitution”** - the constitution of the Church
- 2.7. **“Deacons”** - refers to those appointed to oversee the work of the ministries of the Church, both administrative and spiritual and includes Ministry Deacons, members of the Finance and Risk Committee and members of the Human Resources Committee.
- 2.8. **“Elder Governing Board”** or **“EGB”** - the board comprising the Senior Pastor and six Elders, appointed in terms of clause 8.
- 2.9. **“Elders”** – the persons appointed in terms of clause 6 to shepherd and counsel the Church and its Members, which includes the governance of the Church relating to amongst others, discipline, membership and decisions requiring the approval of Members.
- 2.10. **“Finance and Risk Committee”** - The committee appointed in terms of clause 11 to administer the finances of the Church, including overseeing the governance and management of the Church’s finances.
- 2.11. **“Governance Roles Policy”** – the policy developed and maintained by the EGB setting out the roles and responsibilities of, amongst others, the Elders, the EGB, the Ministry Deacons, the Finance and Risk Committee and the Human Resources Committee, provided that in the event of a conflict between this policy and these Rules, the Rules will take precedence.
- 2.12. **“Human Resources Committee”** or **“HR Committee”** - The committee appointed in terms of clause 12 to administer all employment related matters of the Church, including overseeing the governance and management of employment related matters, together with compliance with relevant legislation.

- 2.13. **“Member”** - a natural person who has complied with the requirements of clauses 1 and 2 of the Constitution and has been accepted by the Elders into full membership and remains as such and whose name has been recorded in the Church’s membership register.
- 2.14. **“Meetings”** - shall refer to meetings of Members of the Church, and shall include any Annual General Meeting, Biannual General Meeting and Special General Meeting of Members.
- 2.15. **“Ministry Deacons”** - refers to those appointed to oversee and implement the ministries of the Church.
- 2.16. **“Pastors”** – persons appointed to the position of pastor in terms of the Constitution and clause 5.1 of these Rules.
- 2.17. **“Pastorate”** – collectively refers to the Pastors, including the Senior Pastor.
- 2.18. **“Rules”** - the rules and regulations as set out in this document, as approved by the Members on 18 November 2020.
- 2.19. **“Secretary”** – the member of the Elder Governing Board appointed to this role in terms of clause 8.12.
- 2.20. **“Senior Pastor”** - the person appointed to that position at a Meeting in terms of clause 5, and in the absence for any reason of the Senior Pastor, a person appointed, or re-appointed, for a term in aggregate of no more than six months from amongst the existing Pastorate, to that position by the Elder Governing Board.
- 2.21. **“Special General Meeting”** or **“SGM”** - a meeting of Members of terms as described in clause 4.3.
- 2.22. **“Treasurer”** – the member of the Finance and Risk Committee appointed to this role in terms of clause 11.3.

3. MEMBERSHIP

- 3.1. Conditions of Church membership, including the process to be followed, shall be in accordance with clauses 1 and 2 of the Constitution. The criteria for persons to be accepted as new Members shall be established by the EGB and recommended to the Elders for their approval. The approved criteria shall be published in the Church policies, which shall be available to Members and prospective Members on request.
- 3.2. The Church shall maintain a register or database of current Members from time to time. Such register or database shall be updated on a continuous basis with formal confirmation at least every three (3) years.
- 3.3. It shall be considered incumbent upon Members to engage in work for Christ in connection with the Church, and to contribute financially towards the support of the Church. In addition, all Members are encouraged to be members of small groups.
- 3.4. If in the opinion of the Elders a Member whose behaviour shall be considered as not being worthy of a Member of the Church, and/or not to have been present at Church services with sufficient frequency or regularity, the Elders shall have the right, if it considers it appropriate and in its sole and absolute discretion, to remove such Member from the Church’s membership register.
- 3.5. Members moving from the geographical area of the Church, who wish to retain their link with the Church, and notify the Secretary accordingly, may, at the discretion of the Elders, be classified as country Members. Country Members shall not have voting rights at Meetings and shall not be counted towards the quorum of Meetings. Country Members who wish to become Members of the Church again, may do so at the discretion of the Elders.

4. MEETINGS OF MEMBERS

- 4.1. **Annual General Meeting.** The Annual General Meeting of Members shall be held within four (4) months after the end of the financial year, which shall be on 31 December each year. At this Meeting, the Members shall:
 - 4.1.1. Receive the report on the activities of the Church in the previous financial year;
 - 4.1.2. Outline the Church's plans for the current financial year;
 - 4.1.3. Report on the Church's audited financial results, which shall be tabled for approval by Members;
 - 4.1.4. Appoint auditors; and
 - 4.1.5. Conduct other business as determined by the Elder Governing Board.

- 4.2. **Biannual General Meeting.** A Biannual General Meeting shall be held in the fourth quarter of the calendar year in order to:
 - 4.2.1. Elect Elders for the forthcoming calendar year as required in clause 6 below;
 - 4.2.2. Elect the Elder Governing Board as required in clause 8.4 and 8.5 below;
 - 4.2.3. To consider and, if deemed appropriate, to adopt, with or without modifications, the budget for the Church for the forthcoming financial year;
 - 4.2.4. Conduct other business as determined by the Elder Governing Board;

- 4.3. **Special General Meetings.** The EGB may call a Special General Meeting if this is deemed necessary, or shall call such a meeting on receipt by the Secretary of a written request for such a meeting signed by at least fifty (50) Members, together with proposals to be tabled at such meeting. Such proposals shall be considered at a SGM. In the event of special need arising, an SGM may be called by the Elders to propose the election of a replacement EGB.

- 4.4. **Chairperson.** The chairperson of the EGB shall chair all Meetings of Members. If the chairperson cannot for any reason attend or chair the Meeting, the deputy chairperson of the EGB shall chair the Meeting. If both the chairperson and deputy chairperson are unavailable for any reason, the Meeting of Members shall elect a Chairperson for the Meeting in question.

- 4.5. **Notice of Meetings of Members.** Notice of Meetings of Members shall be communicated to Members at least three (3) Sundays preceding the dates of such Meetings together with the reasons for calling such Meetings. The notice shall include details of remote communication to the extent that provision has been made for the Meeting to be held, either solely or partially, by means of remote communication per clause 4.8.

- 4.6. **Quorum.** The quorum at all Meetings of Members shall be fifteen percent (15%) of the current membership of the Church, personally present. Proxies as per clause 4.9 shall be in the hands of the Secretary by no later than forty eight (48) hours before the commencement of the Meeting and shall not be included in the quorum of Meetings. Proxies shall be valid for no purpose other than voting. In the event of no quorum being present after twenty (20) minutes from the announced time of the Meeting, the Meeting shall be adjourned for one week at the same time and place, and notice shall be given to this effect at all services on the Sunday immediately preceding the date of such adjourned Meeting. At such adjourned Meeting, the business may be proceeded with even in the absence of a quorum and the provision of clause 4.5 shall not be applicable hereto.

- 4.7. **Voting.** Only Members of the Church will be entitled to vote at Meetings. Voting on matters affecting the Pastorate and for the election of Elders and the EGB shall be by ballot. In the event of the number of nominees being equal to or less than the number of Elder vacancies, a ballot shall still be held. Every other matter of Church business shall be decided by a simple majority of votes cast, unless otherwise stipulated by the Constitution or Rules. The Chairperson or 10% of Members present at the Meeting also have the right to require a ballot on any issue.
- 4.8. **Virtual attendance.** The EGB may, at its discretion, make provision for Meetings to be held solely by means of remote communication (virtually) or both at a physical location and by means of remote communication. Members who participate in a Meeting by means of remote communication shall be considered present for the purpose of the Meeting quorum in clause 4.6 and shall be entitled to vote at such Meeting.
- 4.9. **Proxies.** Should a Member not be able to be present at a Meeting, the Secretary shall, on request, make available to that Member a proxy form. Such proxy form shall be completed and signed by the Member and shall be in favour of another Member of the Church or the Chairman of the Meeting, with or without instructions on how such proxy shall vote. Such votes shall be styled "proxy votes", and shall be received by the Secretary no later than 48 hours before the commencement of the Meeting, and shall form part of the votes cast at the Meeting, but shall not be counted towards the quorum required per clause 4.6. Any member requesting a proxy must give reasons for being absent from that Meeting, and the Secretary (and in the absence of the Secretary, the Chairperson) must be satisfied with the reasons given which necessitate such a Member from being absent from the Meeting. Should the Chairperson and/or Secretary not be satisfied with the reasons given for the Member not to be present, the proxies of such Members shall not be included in the votes cast at such Meetings and the Member will be notified of such decision. Proxies that have been received in respect of any Meeting shall be carried forward as valid votes at any adjourned Meeting. However, a Member may withdraw such proxy in writing to the Chairperson and/or Secretary prior to the adjourned Meeting.
- 4.10. **Non-members.** All Meetings of Members will normally be open to non-members, being those who attend regularly but are not Members of the Church and others who wish to attend although they shall have no right to attend or vote. The Chairperson of any Meeting shall, in his/her absolute discretion, have the right to close the Meeting to non-members for the whole of, or any portion of, a Meeting.

5. PASTORS

- 5.1. **Appointment.** The choice and appointment of Pastors vests in the Members of the Church. In the event of the need for a new appointment, the EGB shall convene a call committee as soon as reasonably practical. The EGB shall appoint the call committee and a chairperson of the call committee from amongst the Members. After due consideration of possible candidates, the Call Committee shall make a recommendation to the EGB and the Elders, who shall consider the recommendation for approval before the recommendation is submitted to a Meeting of Members for consideration and approval. In accordance with clause 6 of the Constitution the appointment shall be approved by ballot and the appointee must receive at least seventy-five percent (75%) of the votes cast at such Meeting. A person once appointed by the Church as a Pastor shall immediately be a Member of the Church and an Elder.

6. ELECTION OF ELDERS

- 6.1. Members shall be entitled to stand for nomination as Elders, provided they have been Members of the Church for at least two (2) years before the Meeting at which elections take place.

- 6.2. The Senior Pastor will decide on the number of Elder positions available to be filled (with a minimum of fifteen (15) Elders, of which seven (7) will be appointed to the EGB).
- 6.3. Elections shall be conducted at the Biannual General Meeting, as per clause 4.2.
- 6.4. All nominations that are proposed must be in writing, and must be signed by the proposer and a seconder, who must both be Members of the Church. In addition, the nominee proposed shall also sign the nomination in order for it to be valid; and the nomination must be received by the Secretary at least twenty eight (28) days prior to the Meeting.
- 6.5. The EGB shall constitute a nominations committee consisting at least four current or past Elders, which shall include one pastor, to meet with each nominee in order to consider whether the nominee meets the required biblical qualifications and is suitable for the role of Elder.
- 6.6. The chairperson of the nominations committee shall advise each nominee regarding his / her suitability for the role of Elder and shall inform the Members at the BGM of the names of the nominees that the nominations committee endorses. The names of nominees endorsed by the nominations committee shall be communicated by the Secretary to Members with brief descriptions of nominees at least two (2) Sundays before the BGM. In the event of the nominations committee not endorsing a nominee, the final decision to bring the name of a nominee before the Members shall rest with the proposer and the seconder.
- 6.7. To be elected, such nominees must obtain at least fifty percent (50%) of the votes cast by Members, by ballot. In addition, should there be more nominees obtaining fifty percent (50%) of the votes than vacancies, those vacancies shall be filled by nominees receiving the most votes.
- 6.8. Elders shall be appointed to hold office for three (3) years and shall be eligible for re-election for a second consecutive three (3) year term. After six (6) consecutive years of service, an Elder will be obliged to retire as an Elder for a period of at least one (1) year before being eligible for re-election. Such retirement is intended to provide the Elder with a period of refreshment and reassessment of his / her calling, without the continuing responsibilities of leadership. Such retirement shall not be applicable to full time pastors who serve as Elders in terms of clause 5.

7. ELDERS DUTIES

- 7.1. Elders will be appointed to discern and oversee the mission and vision of the Church, including ensuring accountability of the goals and objectives required to meet the mission and vision.
- 7.2. Elders will guard the Church from theological error, including overseeing the preaching, community groups and other teaching platforms (such as young adults, youth, children, men's ministries, women's ministries etc).
- 7.3. Elders will shepherd the Church (or specific groups within the Church assigned to them) by regularly praying for them and caring for them, including encouraging them to worship, belong, grow and serve.
- 7.4. Elders are to discern any particular spiritual needs of the Church, or spiritual struggles arising in the Church that need to be addressed.
- 7.5. The appointment and dismissal of pastors shall require the approval of the Elders. In the case of the appointment of pastors, the approval of Elders will be required before the appointment is submitted to Members for consideration for approval.
- 7.6. Elders will address matters relating to spiritual discipline of Members of the Church.
- 7.7. Elders will consider names for admission and removal as Members of the Church.

- 7.8. Elders will meet, not less than four (4) times per year, for mutual shepherding, prayer, discernment and overall evaluation of the spiritual health of the Church.
- 7.9. The roles and responsibilities of the Elders will be set out more fully in the Governance Roles Policy.
- 7.10. The chairperson of the EGB shall chair all meetings of the Elders. If the chairperson cannot for any reason attend or chair the meeting, the deputy chairperson of the EGB shall chair the meeting. If both the chairperson and deputy chairperson are unavailable for any reason, the meeting of the Elders shall elect a chairperson for the meeting in question.
- 7.11. The quorum for meetings of the Elders shall be sixty percent (60%) of Elders present.
- 7.12. It is envisaged that the Elders shall operate on the basis of consensus, but in the event of a vote being necessary, 75% (seventy five percent) of the votes cast shall be required for any motion to be passed.

8. ELDER GOVERNING BOARD

- 8.1. In terms of clause 4 of the Constitution, the governance of the Church is entrusted by Members to the EGB.
- 8.2. The EGB shall consist of seven Elders, being the Senior Pastor, one other senior staff person and five Elders not employed by the Church.
- 8.3. The Elders shall nominate candidates for the EGB from amongst the current Elders and those nominated as Elders, with candidates requiring at least seventy-five percent (75%) of the votes cast, by ballot, by Elders present in order for the nominations to be valid, but limited to the amount of vacancies. Should there be more nominees obtaining seventy-five percent (75%) or more of the votes than vacancies, those nominees receiving the most votes shall be recommended by the Elders to the Members. Should the Elders recommend a person who has been nominated but not yet elected as an Elder, the recommendation for the EGB shall be subject to that nominee being elected as an Elder by the Members of the Church in terms of clause 6. In the event of a vacancy in the EGB occurring during the year, the EGB shall have powers of co-option, subject to the approval of the Elders, until the next BGM.
- 8.4. The EGB nominations in clause 8.3 shall be recommended by the Elders to the Members. The names of nominees recommended by the Elders shall be communicated to Members by the Secretary with brief descriptions of nominees at least two Sundays before the BGM.
- 8.5. To be elected, such nominees must obtain at least two thirds (66.67%) of the votes cast by Members, by ballot.
- 8.6. Elders elected to the EGB shall hold office for a period of four (4) years, subject to the term limit of each Elder in terms of clause 6.8, after which they will be obliged to retire from the EGB for a period of at least one (1) year before being eligible for re-election. The term limit shall not be applicable to the Senior Pastor's appointment to the EGB. The term limit in this clause shall be applicable to the senior staff person appointed to the EGB (other than Senior Pastor), but such person shall not be required to retire for a period of at least one (1) year before being eligible for re-election.
- 8.7. The quorum for meetings of the EGB shall be five (5) members of the EGB present.
- 8.8. At the first meeting of the EGB after being appointed, it shall elect a chairperson, provided that the chairperson shall not be a Pastor or employee of the Church. Until such time as the EGB has elected a chairperson, the Senior Pastor shall chair the EGB. At this meeting, the EGB shall also elect a deputy chairperson.

- 8.9. It is envisaged that the EGB shall operate on the basis of consensus, but in the event of a vote being necessary, 75% (seventy five percent) of the votes cast shall be required for a motion to be passed. In the event of a stalemate, the chairperson shall have a casting or second vote.
- 8.10. The role of the EGB shall be to manage the affairs of the Church in such a way that furthers the mission of the Church, in line with the Church's statement of faith.
- 8.11. The EGB will appoint one of its members to be the chairperson of the Finance and Risk Committee per clause 11.1. In addition, the EGB will appoint another of its members to be the chairperson of the Human Resources Committee, per clause 12.1. Both of these positions are intended to be for oversight, and are not operational, but such oversight is intended to ensure that those committees carry out their duties in the line with the vision, mission and strategy of the Church. Therefore, the role of these two persons will be to keep the EGB fully apprised of the activities of those committees, and to request decisions from the EGB of any matter referred to the EGB by one of those committees. It is therefore incumbent on the EGB to ensure that both persons have the necessary skills and experience to carry out their duties as chairpersons on those committees.
- 8.12. The EGB will appoint one of its members as the Secretary of the Church, who shall oversee the secretarial and statutory affairs of the Church. This role shall be a non-executive position. The EGB shall approve all communications to be presented by the Secretary to Members.
- 8.13. The EGB shall report back to the Members at the Annual General Meeting on matters outlined in clause 4.1 above.
- 8.14. It is envisaged that the EGB shall meet monthly, but not less than nine (9) times each year.
- 8.15. The roles and responsibilities of the EGB will be set out more fully in the Governance Roles Policy.

9. MINISTRY DEACONS

- 9.1. Ministry Deacons will be appointed to lead and manage the various ministries of the Church, in their role as ministry leaders. Deacons may be either members of staff or volunteers.
- 9.2. Ministry Deacons will be accountable to pastors (or in certain instances, to an Elder) and ultimately to the Elder Governing Board. Where a pastor or an Elder is a ministry leader, there will not necessarily be a Ministry Deacon for that ministry.
- 9.3. The roles and responsibilities of the Ministry Deacons will be set out more fully in the Governance Roles Policy.

10. APPOINTMENT OF MINISTRY DEACONS

- 10.1. The EGB shall be responsible for the appointment of Ministry Deacons, on an annual basis, on the recommendations of the Senior Pastor, who in turn shall act on the recommendations of the pastors.
- 10.2. The EGB shall consider whether the nominees meet the required biblical qualifications and are suitable for the role of Ministry Deacon.
- 10.3. A list of the names of all Ministry Deacons appointed to the various ministries of the Church shall be published in the annual report published by the EGB for the AGM as per clause 4.1.1, as well as at any other time deemed appropriate by the EGB.

11. FINANCE AND RISK COMMITTEE

- 11.1. The EGB shall be responsible for the appointment of the Finance and Risk Committee, on an annual basis. Members of the Finance and Risk Committee shall be suitably qualified persons who are Members of the Church and shall include at least one member of the EGB, who shall also be the chairperson of the committee.
- 11.2. Whilst there will be no specific term limit applicable to members of the Finance and Risk Committee, the EGB will take into account, when appointing the committee annually, the need for members of the committee to retire from the committee for a sabbatical period.
- 11.3. The EGB shall, on the recommendation of the Finance and Risk Committee, approve the appointment of one of the members of the Finance and Risk Committee as the Treasurer of the Church. The Treasurer shall oversee the finances of the Church and is a non-executive position.
- 11.4. All members of the Finance and Risk Committee shall be Deacons.
- 11.5. A list of the names of the members of the Finance and Risk Committee shall be published in the annual report published by the EGB for the AGM as per clause 4.1.1, as well as at any other time deemed appropriate by the EGB.
- 11.6. The Finance and Risk Committee will be responsible for the overall financial management of the Church, including but not limited to the oversight of the accounting records, financial reporting, budgeting, internal controls, audit, risk management and tax compliance. These roles and responsibilities will be set out more fully in the Governance Roles Policy. It will therefore have oversight of the staff member responsible for the day-to-day financial management of the Church, whether a member of staff or a volunteer. For the purpose of complying with this clause 11, it is envisaged that the Finance and Risk Committee will meet monthly, and at least ten (10) times per annum.

12. HUMAN RESOURCES COMMITTEE

- 12.1. The EGB shall be responsible for the appointment of the Human Resources Committee, on an annual basis. Members of the Human Resources Committee shall be suitably qualified persons who are Members of the Church and shall include at least one member of the EGB, who shall also be the chairperson of the committee.
- 12.2. Whilst there will be no specific term limit applicable to members of the Human Resources Committee, the EGB will take into account, when appointing the committee annually, the need for members of the committee to retire from the committee for a sabbatical period.
- 12.3. All members of the Human Resources Committee shall be Deacons.
- 12.4. A list of the names of the members of the Human Resources Committee shall be published in the annual report published by the EGB for the AGM as per clause 4.1.1, as well as at any other time deemed appropriate by the EGB.
- 12.5. The Human Resources Committee will be responsible for the overall management of the Human Resources of all staff employed by the Church, including but not limited to HR policies, employment matters, remuneration matters, training and compliance with HR regulations. These roles and responsibilities will be set out more fully in the Governance Roles Policy. It will therefore have oversight of the staff member responsible for the day-to-day human resources management of the Church, whether a member of staff or a volunteer. For the purpose of complying with this clause 12, the HR Committee will meet monthly, and at least ten (10) times per year.
- 12.6. Recommendations and/or decisions that have a financial impact will be made in conjunction with the Finance and Risk Committee, with the Treasurer and at least one other member of the

Finance and Risk Committee present at meetings of the Human Resources Committee where recommendations or decisions that have a financial impact are discussed.

13. PLENARY SESSIONS OF ELDERS AND DEACONS

- 13.1. Elders and Deacons will meet together in plenary session at least one (1) time per year.
- 13.2. Such plenary sessions will not be decision-making, but rather for cohesion, inspiration, information, shepherding, training, brief reports on key issues that the Elders, EGB and Deacons are dealing with, prayer for the Church and input and advice on difficult and controversial issues that the EGB, Elders or Deacons are dealing with.

14. STRICT COMPLIANCE WITH DATES

If it is not possible or practical to adhere strictly to dates for meetings prescribed in these rules, the EGB shall have the power to accept minor variations to such dates on a case by case basis.

15. THE LORD'S SUPPER

The Ordinance of the Lord's Supper shall be held at least once per month.

16. CHURCH BUILDINGS

The use of the Church property shall be limited to worship, Christian teaching, fellowship, community events and other activities that comply with policies set by the EGB. This Committee also has the right to refuse its use for any purpose of which it does not approve.

17. CONFLICT BETWEEN RULES AND CONSTITUTION

In the case of any conflict between these Rules and the Constitution of the Church, the latter shall take precedence.

18. ALTERATION TO RULES

Any addition to, deletion from, or alteration of, these Rules must be approved by a simple majority of Members at a Meeting of Members.