

# CHURCH CONSTITUTION

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Paarl Bible Church NPC  
Registration number: 2025/775262/08



## CHURCH CONSTITUTION

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## CHAPTER ONE

### Incorporation and Purpose

#### ARTICLE 1: Name and Location

- a) The name of this non-profit company shall be **Paarl Bible Church NPC** (abbreviated as PBC NPC).
- b) The company is registered under the Companies Act, 2008 (Act No. 71 of 2008) as a non-profit company with registration number 2025/775262/08.
- c) The company is resident in Paarl, Western Cape, South Africa.
- d) For the rest of this document, Paarl Bible Church NPC will be referred to as “Paarl Bible Church,” “this church,” “the church,” “PBC” or “the Company.”

#### ARTICLE 2: Purpose

- a) It shall be the purpose of this constitution to regulate the functions and administration of Paarl Bible Church NPC.
- b) This Company is organized for exclusively religious purposes (including charitable and eleemosynary purposes common to a pastoral church ministry as defined by Scripture).
- c) Its objectives include the preaching of the Gospel, ministering to its members, and related activities.
- d) Recognizing the authority of the Lord Jesus Christ and the Bible, this church is committed to the following commission as its purpose statement:
  - i) *“And Jesus came up and spoke to them saying, ‘All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age.’”*  
(Matthew 28:18-20, NASB)
- e) In alignment with this, the church’s objectives flow from a commitment to 1 Peter 5:1-3, emphasizing the teaching, protection, oversight, shepherding, and equipping of the flock of God.
- f) The church shall focus on text-driven expository preaching, biblical counselling, disciple-making, and evangelization.

## **CHAPTER TWO**

### **Convictions, Membership and Pastoral Care**

#### **ARTICLE 3: Statement of Faith**

a) The church subscribes to the teachings set out in its official publication entitled: **“WHAT WE TEACH: Doctrinal Statement of Paarl Bible Church NPC”**. This doctrinal statement for all purposes forms an integral part of this Constitution as if it were repeated verbatim in this Constitution.

#### **ARTICLE 4: Membership**

a) The Company shall have no legal members in terms of any shareholding in the Company. Membership is limited “Church Membership” as defined in Section 1 of Article 4.

b) Any action which would otherwise require approval by a majority of all members shall only require approval of the Management Committee.

c) Subject to the limitations of this constitution and of pertinent restrictions of the South African Companies Act, 2008, all the legal affairs of the Company shall be exercised by or under the direction of the Management Committee.

d) Any meeting of church members provided for in this Constitution is ecclesiastical in nature and does not constitute a meeting of members as contemplated in the Companies Act, 2008. Church membership does not confer membership of the Company for purposes of the Companies Act, and nothing in this Constitution shall be interpreted as limiting the statutory authority of the Directors.

#### **Section 1: Purpose of the church**

The congregation of Christian believers who have applied for church membership and have been duly accepted shall constitute a spiritual body, united for the spiritual purposes set forth in *Article 2* of this constitution.

#### **Section 2. Active Membership**

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

### **Section 3. Application for Membership**

All applications for church membership must be made to a member of the Elders. The applicant must fill out an application form and read the doctrinal statement of the church. They must also attend the membership class prescribed by the Elders, after which one of the Elders shall meet with the applicant for a personal interview.

### **Section 4. Denial of Membership**

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

The decision made by the Board shall be final, and there shall be no appeal to any court regarding that decision.

### **Section 5. Admission of Applicants**

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

### **Section 6. Responsibilities of Members**

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

### **Section 7. Voting Privileges**

- a) Membership in this church shall not vest in any church member any proprietary rights in the Company, but shall only entitle the church member to vote at a meeting of the church members on those matters that the Board of Elders chooses to submit to the church membership for affirmation.
- b) In such cases, voting privileges are restricted to church members who are in good standing, who are not under any disciplinary action, and who have passed their eighteenth (18) birthday.
- c) Membership of the Church is a personal right and does not give any member any ownership, financial interest, or proprietary rights in the Company. Membership may not be transferred, ceded, or assigned to any other person. Membership automatically terminates upon a member's death and does not form part of the member's estate.

## **Section 8. Discipline of Members**

The threefold purpose of church discipline is:

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

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

Before such dismissal, however:

### *Stage 1*

It shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning,

then

### *Stage 2*

The warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. If the erring individual still refuses to heed this warning,

then

### *Stage 3*

It shall be brought to the attention of the Elders.

If the Elders determine—after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18, 1 Timothy 5:19, and Titus 3:10—that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance. The erring individual shall be informed in writing that this public announcement will be made prior to the regularly scheduled worship service where the announcement is given.

If the erring individual demonstrates biblical repentance, then notice to that effect may be given at a regularly scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance,

then

#### *Stage 4*

He or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a regularly scheduled worship service. The erring individual shall be informed of his or her public dismissal in writing prior to the actual announcement of dismissal. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Elders, then he or she shall be publicly restored to all the rights, duties, privileges and responsibilities of fellowship and/or membership.

#### *Accelerated discipline*

Notwithstanding the foregoing, the Board of Elders in the exercise of their discretion may proceed directly to the third stage of church discipline, (i.e., the informing of the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance) or to the fourth stage of church discipline, (i.e., the dismissal from the fellowship and/or membership of the church) when one or more of the following have occurred:

- i) Where the transgression and the refusal to repent have been public, i.e., openly and to the offense of the whole Church (1 Cor. 5:1–5);
- ii) Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the Elders, then chosen to disregard the direction and reproof of the Elders (Romans 16:17); or
- iii) Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10–11).

#### *No appeal*

The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline.

#### *Waiver of resignation*

Members who are under discipline by the church, as defined in the previous paragraph, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

#### *Discretionary absences*

Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elders, a church member, non-member regular attender, or other individual may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

## **Section 10. Removal from Membership Roll**

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

## **Section 11. Annual Members Meeting**

The purpose of the Annual Members Meeting (AMM) of the church members is for the elders to give account for the operations, happenings and financial status of the church.

The AMM shall be held within six months of the end of the financial year.

Proposed AMM agenda items must be submitted in writing to the Board of Elders for approval not less than three days before the AMM. At this AMM the members shall:

- Circulate an attendance register to be filled in by those present
- Affirm the Elders and Deacons for the next year
- Receive the Elders' Report
- Receive the Financial Report
- Receive any changes to the Constitution that have been approved by the Board of Elders
- Any other business that the Elders bring before the meeting.

## **Section 10. Special Members Meetings**

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

## **Section 11. Notice of Meetings**

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

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

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

## **Section 12. Quorum**

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



## **ARTICLE 5: Elders and Deacons**

### **Section 1. Powers**

Subject to the limitations of this constitution, and of pertinent restrictions of the South African Companies Act, 2008, all the day-to-day activities of the purpose of the church shall be exercised by or under the direction of the Board of Elders (the Elders), who are responsible for shepherding and having oversight of the members.

Without prejudice to such general powers, but subject to these same limitations, it is hereby expressly declared that the Elders shall have the following powers in addition to the other powers enumerated by this constitution:

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

### **Section 2. Number of Elders**

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

Any change or amendment to this Section of the constitution shall require unanimous approval of the Board of Elders.

In the event that there are less than three elders, the elder(s) shall appoint one or more men from inside or outside the congregation, as stewards, such that the number of stewards and elders together are not less than three. Stewards must be elder-qualified men serving with Paarl Bible

Church, or elder-qualified men serving with other like-minded churches, such that there would be a minimum of three (3) men overseeing the church.

The stewards shall assist the elder(s), on a co-equal basis with the elder(s) in making decisions for the Church.

In the event there are no elders, the congregation will nominate three or more men (on a co-equal basis with the same power and authority) from inside or outside of the congregation as stewards, to make decisions for the Church, with each official member of the congregation having three votes, and the top three candidates receiving votes becoming the stewards.

#### *Transitional arrangements*

Until such time as three Elders from within the congregation of the church have been appointed to office, the church shall remain subject the rule and oversight of the Elders of the planting church, Grace Fellowship Pretoria.

The existing Elder/s appointed within the church, shall, in consultation with the Elders of the planting church, appoint Elders, in the fullness of time and in accordance with the prescribes of this constitution.

### **Section 3. Nomination, Selection and Tenure of Office**

#### *Nomination*

Nomination to serve in the office of Elder are welcomed from church members who are in good standing. Such nominations are welcome at any time.

The Elders shall, from time to time, request nominations for elders from the congregation.

#### *Training*

To be become an Elder of this church, a man must have successfully completed a training course approved by the Elders, covering theology, philosophy of ministry, church leadership, biblical counselling, and other related topics. Furthermore, an Elder-candidate must successfully complete an oral examination by the Elders covering the church's doctrinal statement and practical ministry issues before he can become an Elder.

(Transitional arrangement: Oral examinations shall be conducted by, or in conjunction with, the Elders of the planting church, until such time as the church has appointed three Elders from within its own congregation.)

#### *Selection*

The Elders shall review the list of nominees and add or remove names based on each nominee's qualifications (1 Timothy 3:1–7, Titus 1:5–9), desire to serve (1 Timothy 3:1), and based on the candidate's successful completion of an approved training course and oral examination.

The list of nominees approved by the Elders shall be announced to the congregation for three successive Sundays before the Annual Members Meeting (AMM), or a Special Members Meeting (SMM) where an Elder is intended to be affirmed.

At the AMM or SMM, the approved Elder-candidates shall be presented to the congregation for affirmation.

#### *Tenure*

Elders shall serve for a maximum of one year before reconsideration and reaffirmation by the congregation. All Elders are to be collectively reconsidered and reaffirmed at the AMM, irrespective of the time lapse from any affirmation of any Elder at a SMM.

The newly affirmed Elders shall assume their office immediately.

Provided the Elder meets all biblical requirements for service in that capacity, there are no required, or defined, limits on an Elder's number of successive terms of office.

### **Section 4. Qualifications**

Each Elder must be an active member of this church (with exception for the transitional period alone) and must meet the qualifications listed in 1 Timothy 3:1-7 and Titus 1:6-9.

These qualifications are expanded on in Appendix 1 to this document.

### **Section 5. Resignation**

Subject to the provision of South African Companies Act, 2008, any Elder may resign effective upon giving a written notice to the Chairman of the Elders, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected and appointed before that time. The vacancy created by the resignation does not need to be filled before the next AMM as long as the Elder Board consists of at least three remaining Elders.

The appointment of a successor shall follow the process outlined in Article 5, Section 3 of this Constitution (except that affirmation by the members shall take place at a duly called special meeting rather than the AMM).

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

### **Section 6. Removal of Elders**

Any Elder may be removed from office if:

- i) he becomes physically incapacitated,

- ii) spiritually unqualified, or
- iii) his inability to serve is established in the minds of the remainder of the Elders.

When an Elder is removed because of sin that is deemed sufficient to disqualify him from shepherding, and if he refuses to repent from that sin, the removal shall be accompanied by a public rebuke, and notice shall be made before the church and the congregation thereof at a regularly-scheduled worship service as prescribed in 1 Timothy 5:20.

### **Section 7. Regular Meetings**

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

### **Section 8. Special Meetings**

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

### **Section 9. Quorum**

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

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

### **Section 10. Action without Meeting**

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

### **Section 11. Right of Inspection**

In accordance with the provisions of South African Companies Act, 2008, every Elder 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 Company of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.

Upon request, any member of the church in good standing, as determined solely by the Board, shall have the limited right at any reasonable time to inspect the minutes of the proceedings of the

Board and of the Company (except the content of any executive or disciplinary session) and to inspect a summary of the last quarter's financial statement upon giving reasonable time for said minutes or statement to be prepared and accepted for approval by the Board of Elders.

### **Section 12. Decisions of the Elders**

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

Decisions may be approved using the round robin method.

### **Section 13. Fees and Compensation**

Elders shall not receive any stated or fixed salary for their services. Elders serving this church in some capacity other than their duties as a member of the Elders can receive compensation from this church.

Any person receiving compensation directly or indirectly from Paarl Bible Church shall not be in a position to determine the nature or amount of that compensation.

### **Section 14. Deacons and Deaconesses**

#### *Qualifications*

##### **Deacons**

A Deacon shall be a man of dignity, not double-tongued, not addicted to much wine, not fond of sordid gain, holding to the mystery of the faith with a clear conscience, first tested and found above reproach.

He shall be in loving submission to Christ and the Elders of the church and shall provide loving leadership in his home.

##### **Deaconesses**

A Deaconess shall be dignified, not a malicious gossip, temperate, and faithful in all things.

She shall be in loving submission to Christ and the headship of the Elders of the church and of her husband (if married) in her home.

#### *Duties*

The Deacons shall assist the Elders in:

- i) the shepherding of the saints,
- ii) aid in the general spiritual care of the church,
- iii) assist in caring for those who are sick or needy, and
- iv) perform other duties as assigned by the Elders.

Deaconesses serve under the Deacons in roles of service especially focused on the needs of other women in or outside of the church.

#### *Training*

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

#### *Nominations*

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

#### *Selection*

The Elders shall review the list of nominees and add or remove names based on each nominee's qualifications (1 Timothy 3:8-13) and willingness to serve.

The list of nominees approved by the Elders shall be announced to the congregation for three successive Sundays before the AMM.

At the AMM the list of Deacon and Deaconess nominees shall be submitted to the members for affirmation.

#### *Tenure*

The newly affirmed Deacons and Deaconesses shall assume their office immediately.

The term of office shall be one year, until the next AMM.

#### *Vacancies*

In the event any of the above-mentioned offices becomes vacant during the period between annual designations, the Board of Elders may, at its sole discretion, fill such vacancy for the unexpired term.

### **Section 15. Other Councils and Committees**

To promote efficient handling of church matters, the Elders may appoint various councils and committees from within its membership, the church staff and from the church at large.

These councils and committees shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Elders. The general functions of councils and committees shall be:

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

## **ARTICLE 6: The Pastor-Teacher**

### **Section 1. Election and Dismissal or Resignation**

The (Senior) Pastor-Teacher and all (Associate) Pastoral staff shall be selected by the Board of Elders at its sole discretion.

The Elders may at times bring individual candidates before the congregation to confirm their nomination.

The Pastor-Teacher shall remain in office for an indefinite period of time, subject to the following reservations:

- i) The Elders reserve the right to dismiss the Pastor-Teacher upon giving him one month's written notice of their intention to dismiss him.

The Pastor-Teacher must give one month's written notice if he intends to resign.

The Pastor-Teacher's resignation or dismissal is subject to a lesser time if both the Pastor-Teacher and the Elders by mutual agreement provide otherwise.

### **Section 2. Duties**

The Pastor-Teacher shall be responsible to the Elders.

He shall be responsible in conjunction with the Board of Elders for general oversight of the spiritual welfare of the church, especially through his studying and teaching ministry.

## **CHAPTER THREE**

### **Governance and Administration**

#### **ARTICLE 7: Management Committee**

##### **Section 1. Directors**

- a) The Management Committee will consist of the directors of Paarl Bible Church NPC.
- b) The directors are appointed in terms of the requirements of the South African Companies Act, 2008.
- c) The directors of the Company shall be elders of the church.

##### *Transitional arrangements*

In consultation with the existing elder/s appointed within the church, the Elders of the planting church shall have the authority to appoint directors of the church to assist, in a caretaker role, with the management of Paarl Bible Church. The appointees to directorships in this capacity shall be members of the church or Grace Fellowship Pretoria that are in good standing and who have the administrative skills and character to fulfil the roles of the management committee as deemed necessary by the Elders.

The directors shall at all times be comprised of a majority of Elders appointed at the PBC and/or Grace Fellowship Pretoria.

These transitional arrangements shall lapse and become of no effect when PBC has appointed at least three elders from within its own congregation.

- d) The Management Committee is responsible for ongoing management of the church.
- f) Membership of the management committee can be terminated under the following conditions:
  - i) By written resignation of a member with three months' notice or notice at the discretion of other members of the Management Committee.
  - ii) A request or recommendation for termination of membership by the Management Committee was considered and approved, and
  - iii) The recommendation of the Management Committee is approved at a special members' assembly.
- g) Sufficient notice will be given to the member concerned from the meeting of the management committee and members (as the case may be), where the members will be informed of the



grounds for the objection against his membership and/or reason for the inquiry, and the member will be invited to make a presentation to the Management Committee.

## **Section 2. Powers of the Directors**

a) The directors of the non-profit company have the following powers (and may delegate any one or more thereof to a member of the Management Committee):

- i) Affiliate as a Director of the Company, which is a registered non-profit organisation, and ensure that the Company continually keep to the requirements of membership of the non-profit, as well as the legal requirements.
- ii) Open an office and appoint professional and administrative personnel, in consultation with the Directors according to the guidelines for service regulations of the Basic Conditions of employment act.
- iii) At the annual general meeting, approve the budget which is to be prepared according to instructions by the Directors and submitted for approval:
  - a. Deviations from guidelines contained in the budget, will be voted on at a meeting by the Directors and signed off in terms of a record of decision.
- iv) The Company is financed by voluntary member contributions, fundraising, and donations from the private sector and/or businesses.

b) Raise funds with the understanding that no large ongoing commercial activities, which may affect the organization's status as a non-profit organization, may be undertaken.

c) Do everything necessary to achieve the aims and objectives.

## **Section 4. Roles of the Directors (Officers)**

- a) Chairman
- b) Vice-Chairman
- c) Secretary
- d) Treasurer

### *The Chairman*

The Chairman shall preside at all meetings of the Elders.

Those meetings shall be conducted according to scriptural principles such as those set forth in Philippians 2:2-8 and the prescribes of the South African Companies Act, 2008 relating to the conducting of meetings.

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

*Vice-Chairman*

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

*Secretary*

a) The Secretary, shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Elders may order, of all meetings of church members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorised, the notice thereof given, the names of those present at the meetings, the Board and committees' meetings, and the proceedings thereof including a summary of each agenda item and a detailed record of all motions voted or acted upon.

b) The Secretary shall keep, or cause to be kept, at the principal office in Paarl the original and a copy of the Company's Articles of Constitution, as amended to date.

c) The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by this constitution or by law to be given, and shall have such other powers and perform such other duties as prescribed by the Board.

d) The Secretary shall keep, or cause to be kept at the principal office of the Company, a church membership register, or a duplicated membership register, showing the names of church members and their addresses.

*Treasurer*

a) The Treasurer shall ensure the stewardship of the physical and financial resources of the Company, "taking precaution that no one should discredit us in our administration...for we have regard for what is honourable, not only in the sight of the Lord, but also in the sight of men" (2 Corinthians 8:20–21).

b) The Treasurer shall select men or women "of good reputation, full of the Spirit and of wisdom" (Acts 6:3) to implement and accomplish this responsibility.

c) The Treasurer shall ensure that all financial activities and transactions are consistent with the relevant Articles of this constitution as well as the South African Companies Act, 2008.

d) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Company.

e) The books of account shall at all reasonable times be open to inspection by any Elder/Director as provided in this constitution and in the South African Companies Act, 2008.

f) The Treasurer may cause regular audits to be performed as reasonable and necessary in accordance with standard accounting principles.

g) The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Company with such depositories as may be designated by the Board of Elders.

h) The Treasurer shall disburse, or cause to be disbursed, the funds of the Company as may be ordered by the Board of Elders, shall render, or cause to be rendered, to the Chairman and the Elders, whenever they request it, an account of all the transactions and of the financial condition of the Company, and shall have such other powers and perform such other duties as may be prescribed by the Board of Elders.

i) The Treasurer shall make, or cause to be made, the financial reports at each regular Board meeting and at any meetings of church members where such financial reports are to be provided. The Treasurer shall afford or cause to be afforded the rights of inspection described in ARTICLE 5, Section 11 of this constitution.

### **Section 5. Election**

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

### **Section 6. Removal and Resignation**

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

### **Section 7. Vacancies**

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

### **Section 8. Inability to Act**

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

### **Section 9. Accountability of Directors and Office Bearers**

Directors and/or office bearers of the Company shall not be held accountable for any commitment or liability of the organization solely on the grounds of their status as directors and/or office bearers.

Directors and Office bearers are not personally liable for any loss suffered by a person because of an act or omission that took place in good faith while acting for or on behalf of the Company.

## **ARTICLE 8: Meetings**

### **Section 1. Management Committee**

- a) For meetings of the Management Committee of the church, 14 days' written notice is required, unless exceptional circumstances require shorter notice.
- i) Such shorter notice period may not, however, be less than seven days and will only be legal if a quorum of members is present and the shorter notice is approved.
  - ii) A quorum will be at least 2 (two) directors for all meetings.
  - iii) In the case of the Management Committee, members acting in an advisory capacity will have no vote and will not influence the quorum.
  - iv) When necessary, voting will take place.
- b) Minutes will be kept of all directors' meetings, made available to all members, and kept at the office of the Company for perusal by its directors/members.
- c) Notwithstanding anything to the contrary provided in this constitution, any meeting (whether regular, special, or adjourned) of the Directors or Board of Elders of the Company may be held at any place within or without South Africa.
- d) Meetings can be physical or virtual.
- e) Meetings of the Management Committee shall be held monthly, unless otherwise modified by the Management Committee.

### **Section 2. Board of Elders**

#### Committees

- a) Committees of the Board of Elders may be appointed by resolution passed by a majority of the entire Board currently serving.
- b) Committees shall be composed of two or more members of the Board and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:
- i) The approval of any action for which the South African Companies Act, 2008, also requires member approval (which must be approved by the management committee as a whole, as the Company has no members pursuant to Article 4 of this constitution).
    - 1) The filling of vacancies on the Board or on any committee.
    - 2) The amendment or repeal of the constitution or the adoption of a new constitution.

- 3) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- 4) The appointment of other committees of the Board or the members thereof.
- 5) The approval of any self-dealing transaction, as such transactions are defined in the South African Companies Act, 2008.

c) The Board shall have the power to prescribe the manner in which proceedings of any such committee(s) shall be conducted. In the absence of any such prescription, such committee(s) shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee(s) shall otherwise provide, the regular and special meetings and other actions of any such committee(s) shall be governed by the provision of this Article applicable to meetings and actions of the Board.

d) Minutes shall be kept of each meeting of each committee and legible copies transmitted to the Board of Elders in a timely manner.

## **ARTICLE 9: Indemnification**

Paarl Bible Church shall indemnify any person who is or was a director, officer, employee, or other agent of the Company or any other person defined by South African Companies Act, 2008, to the full extent allowed and provided for in said South African Companies Act, 2008, which is (and any successor provision in the law) incorporated in its entirety herein and made a part hereof.

Said indemnification shall include, but not be limited to, any threatened, pending, or completed action or proceeding as defined in said section and shall include expenses as defined in said section, including but not limited to attorney fees, defence costs, and any expense of establishing a right to indemnification under said section.

These indemnification provisions shall apply only if a person acted in good faith and in a manner believed to be in the best interest of Paarl Bible Church.

## **ARTICLE 10: Settlement of Disputes**

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

## **ARTICLE 11: Other Provisions**

### **Section 1. Endorsement of Documents, Contracts**

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

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

### **Section 2. Amendments to the Constitution**

This constitution may only be amended by the directors of the Company at a meeting of which proper notice was given and where at least 100% of the Directors are present.

The resolution should be approved by all the directors.

A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are to be voted on.

This written notice must indicate the proposed changes to the constitution and the date and time of the meeting.

### **Section 3. Record of Amendments**

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

### **Section 4. Dissolution**

The church may close down if the elders are in favour of closing down.

a) At least all the directors should be present to vote in favour of dissolution.

b) Three months' notice shall be given by the Directors to the Management Committee of the Company of the intention to hold a meeting to dissolve the Company.

c) Should the Company be dissolved or liquidated, all assets remaining after the satisfaction of any liabilities will be transferred to another registered organization or non-profit organization with similar objectives.

Property or money left over after all the church's debts have been met cannot be paid to or given to members of the church.

### **Section 5. Financial Year**

The Financial Year of Paarl Bible Church shall be from 01 March of each year to the end of February of the following year.

### **Section 6. Assets, Income, Distribution and Rights**

Any Asset and/or income of Paarl Bible Church NPC is not transferable to its members or office bearers. Reasonable remuneration for services rendered in view of their position as members or office bearers of the non-profit Company can be paid according to the Basic Conditions of Employment Act.

All financial transactions will take place through a bank account.

The Company may invest all financial commodities and may open and use deposit accounts only at registered financial establishments as set out in Section 2 of the Act of Financial Establishments 1984.

The income and assets of the Company may be used or invested for or in connection with the aims and objectives of a Non-Profit Company.

All assets shall be registered in the name of Paarl Bible Church NPC. One or more directors shall be duly authorised by the Directors to sign all documents relating to property transactions on behalf of the Company, and to finalise such transactions.

### **Section 7. Financial Policy**

The church will operate its financial activities according to the document entitled "The Financial Policies of Paarl Bible Church."

This policy is open to inspection by any person who so requests. The Financial Policies of Paarl Bible Church document shall be reviewed annually by the Elders and amended if necessary.

## **ARTICLE 12: Construction and Definitions**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provisions of the South African Companies Act, 2008, shall govern the construction of this constitution.

## **ARTICLE 13: Status of this Constitution**

This Constitution is adopted by the Board of Directors in terms of section 15(3) of the Companies Act, 2008, as a set of rules governing the ecclesiastical affairs and internal administration of the Church.

This Constitution is subject to the Memorandum of Incorporation of the Company and the Companies Act, 2008. In the event of any inconsistency between this Constitution and the Memorandum of Incorporation or the Companies Act, the Memorandum of Incorporation and the Companies Act shall prevail in respect of corporate governance and statutory matters.

Nothing in this Constitution creates membership of the Company as contemplated in the Companies Act, 2008.

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## CERTIFICATION

We, the undersigned, being the Officers of Paarl Bible Church NPC hereby certify that the above Constitution was adopted by the Directors of Paarl Bible Church NPC at Paarl on 12 March 2026. This Constitution is, as of the date of certification, the duly adopted and existing Constitution of this church.

Stephen Colin (Mar 12, 2026 11:30:12 GMT+2)

*Stephen Gregory Colin, Director*

Evert Willmore de Goede (Mar 12, 2026 09:43:14 GMT+2)

*Evert Willmore de Goede, Director*

Joel James (Mar 12, 2026 11:28:08 GMT+2)

*Joel Thomas James, Director*



## Appendix 1 – Qualification for Elders

a) Each member of the Board of Elders must be an active male member of this church and possess the qualifications described in 1 Timothy 3:1–7; Titus 1:6–9 and 1 Peter 5:1–3. He shall be characterised by:

i) Aspiration to the office of overseer:

(1) The calling of God to pastoral ministry is the consuming desire of his heart (1 Timothy 3:1; 1 Peter 5:2).

(2) He has a desire to study, pray, spend, and be spent in the service of Jesus Christ and His Church.

(3) He has the desire to preach and teach the Word of God (2 Timothy 4:2).

ii) Blameless as a steward of God; above reproach—his life serves as an effective model of what the Christian life is all about (1 Timothy 3:2; Titus 1:6–7).

iii) If married, he must be a husband of one wife; a one-woman man—maritally pure, upholding the sanctity of marriage (1 Timothy 3:2; Titus 1:6). He loves her (Ephesians 5:25); and is used by God to sanctify her (Ephesians 5:26); he honours (1 Peter 3:7), leads (1 Corinthians 11:3), commits to (Matthew 19:3–6), and gives himself (1 Corinthians 7:3–4) to his wife.

iv) Temperate, sober, vigilant—self-controlled, balanced judgment, and free from debilitating excesses or rash behaviour (1 Timothy 3:2). He is stable, circumspect, self-restrained, and clear-headed, such temperateness is evidence that he is walking in the Spirit (Galatians 5:22–23).

v) Sober-minded, sound-minded, discreet, sensible, prudent—emphasis on mental discipline and discernment; the exercise of his mind is in harmony with the mind of Christ (1 Timothy 3:2; Titus 1:8).

vi) Of good behaviour, orderly, respectable—his lifestyle garners respect from those who know him (1 Timothy 3:2). Man of integrity—a consistency, orderliness in character that is inherently attractive in a splintered world. He is an example in speech, conduct, love, faith, and purity (1 Timothy 4:12).

vii) Given to hospitality—he lovingly and sacrificially cares for the flock by sharing his life and home with others (1 Timothy 3:2; Titus 1:8). He is loving, selfless, disciplined, approachable, wise, and available.

viii) Apt to teach; able to teach; he can exhort believers in sound doctrine and refute those who contradict—false teaching (1 Timothy 3:2; Titus 1:9). He has a thorough knowledge of the whole counsel of God; the ability to discern and expose error; a readiness and

willingness to teach; the ability to communicate effectively; the conviction to practice what he teaches; and the proficiency to prepare new disciple-teachers.

ix) Not given to wine—addicted to, enslaved to wine (1 Timothy 3:3; Titus 1:7 cf. 1 Timothy 3:8; Titus 2:3). Drunkenness is explicitly condemned by Scripture (1 Corinthians 5:11; 6:9–10; Galatians 5:21; Ephesians 5:18; 1 Peter 4:3).

x) Not violent, not a striker—strikers deal much in threatening, and are of a warlike temperament; not a bully; not pugnacious—not combative (1 Timothy 3:3, Titus 1:7). He does not create a culture of fear and intimidation.

xi) Patient, moderate, forbearing, gentle and humble (1 Timothy 3:3). He knows how to bear injuries with a gentle and moderate disposition; he forgives much; he exhibits a willingness to yield and patiently makes allowances for the weakness and ignorance of the fallen human condition; he refuses to retaliate in kind for wrongs done by others and does not insist on the letter of the law or his personal rights. In love, he believes the best of those within the household of God, hoping and believing, that the brother or sister is also forgiven, loves the Lord and desires to know Him and walk more closely with Him (1 Corinthians 13 John 13:34–35).

xii) Not a brawler; uncontentious; not soon angry or quick-tempered (1 Timothy 3:3; Titus 1:7). He is peaceable—averse to fighting, quarrels, strife, disputes (cf. Titus 3:1–2; Romans 12:18; Galatians 5:22–23). He does not have a short-fuse nor is he easily provoked (2 Timothy 2:24–25). Fighting is a deed of the flesh (Galatians 5:19–21; James 4:1–2) and is characteristic of false ministers and unsound doctrine (2 Timothy 2:23–24; Titus 3:9).

xiii) Not covetous; not a lover of money; not materialistic; not greedy (Luke 12:15), covetous (Exodus 20:17), anxious (Matthew 6:24–34); idolatrous (Colossians 3:5); faithless (Hebrews 13:5–6); lustful (1 John 2:16); partial (James 2:1–8); prideful or envious but is content with what he has (1 Timothy 3:3, Titus 1:7; 1 Peter 5:2; Acts 20:33–35; cf. Phil 4:10–13) and is generous (2 Corinthians 9).

xiv) Manages his household well (1 Timothy 3:4; Titus 1:7); his children are faithful (Titus 1:6), not accused of rebellion; they are under control—submissive (1 Timothy 3:4); and his management is exercised with all grace and dignity, maintaining good discipline. The father's firmness, wisdom and love make it advisable, natural and a pleasure for a child to obey. He loves (Matthew 19:13–15), teaches (Deuteronomy 6:6–9); disciplines (Ephesians 6:4); prays for (Job 1:5); holds them accountable (1 Samuel 2:29–30); builds them up (1 Thessalonians 2:11–12) and is an example for his children to imitate (1 Corinthians 11:1).

xv) Not a new convert (1 Timothy 3:6) lest he become conceited, blinded, foolish, delusional, arrogant (1 Timothy 6:3–4; 2 Timothy 3:1–4). Pride can grow quickly when placed in positions of authority (Matthew 20:25; 1 Peter 5:3; 3 John 9–10).

xvi) Has a good reputation with those outside the household of God—unbelievers, so that he is not ensnared by the devil—having been held captive by him to do his will (1 Timothy

3:7 cf. verse 14). Rather, he has evangelistic credibility, which is tied to his moral reputation (1 Corinthians 10:32; Philippians 2:15; Colossians 4:5 6).

xvii) Not self-willed—arrogant, asserts his own will with disregard for how others may be affected (Titus 1:7; Matthew 20:25–28; 1 Peter 5:3). He constantly fights the battle against freshly self-will, self-fulfilment, and self-glory.

xviii) A lover of good men and things (Titus 1:8). They are known as friends of the godly and virtuous (cf. Philippians 4:8).

xix) Just, fair, proper, right, and fitting, and is frequently rendered “righteous” (Titus 1:8). He is committed to and understands that which is equitable.

xx) Holy, devout (Titus 1:8). He is true to divine direction and purpose, to genuine obedience to God’s will. In every area of his life, he is above reproach (cf. 1 Thessalonians 2:10).

xxi) Self-controlled (Titus 1:8). He lives an exemplary life on the outside because he submits to the Holy Spirit’s control—he is Spirit-led on the inside.

xxii) While being courageous for Christ in speech and conduct, does not have an unhealthy craving for controversy (political, social, or otherwise) and avoids worldly and political contentiousness, conspiracy theories, and worthless arguments (1 Timothy 6:4–5; 2 Tim 2:16–17, 23; Colossians 2:8; Isaiah 61).

xxiii) His lifestyle and speech demonstrate God's grace and kindness through application of the gospel to his own life and thus avoids legalism (Mark 12:38–40, Isaiah 58:6–12) and libertinism (Romans 6; 1 John 2:15–17).

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Final Audit Report

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