

# **Constitution and Bylaws**

## **of**

### ***Filadelfia Christian Church***

#### ***Name and Domicile of the Congregation***

Article 1. The name of the Church is *Filadelfia Christian Church*, hereinafter “the Congregation”.

Article 2. The Domicile of the Congregation is in the Municipality of Copenhagen (*see appendix re: amendment made*)

#### ***Object and Aim***

Article 3. The object of the Congregation is to share the Good News of salvation to everyone, to disciple and to train everyone for Gods’ service and righteousness, to plant churches, to provide assistance to the needy, at national and international level, based on the calling, principles and guidelines provided in the Bible.

#### ***Membership***

Article 4. 1 The Congregation shall consist of persons who registered and are approved as members of the Congregation at any given time.

4.2 An individual may qualify as a member of the congregation upon confession of faith and lordship of Jesus Christ and upon agreement and support of the vision, missions, values and the statement of faith of the Congregation.

4.3 Anyone may choose to discontinue membership of the Congregation at any time. Everyone shall automatically lose membership when their Residence Permit in Denmark expires and the visa cannot be renewed anymore.

4.4 The Church Board shall make the final decision in the admission or exclusion of any member depending on the qualification and disqualification reasons.

#### ***The Meeting of the Congregation***

Article 5.1 The Meeting of the Congregation shall be the highest church authority concerning matters relating to the business of the Congregation according to the rules provided in the Constitution and Bylaws.

- 5.2 Meetings of the Congregation shall be called as the need arises. The Meeting of the Congregation shall be announced in the congregation's webpage and Facebook page or any media means available to the Congregation not later than three weeks prior to the Meeting of the Congregation and it shall also be announced verbally at two consecutive Sunday church services. Any Meeting of the Congregation thus announced shall be legally valid to decide on matters relating to the business of the Congregation.
- 5.3 The Head Pastor or a person duly appointed by the Head Pastor shall chair the Meeting.
- 5.4 Decisions shall be made on the basis of a simple majority votes during the Meeting of the Congregation, unless otherwise prescribed by these Constitution and Bylaws. The vote may be conducted verbally, by ballot or by the raising of hands. Each voting member of the Congregation has one vote. Voting by proxy shall not be allowed.
- 5.5.a Voting members are the permanent members who are also financial partners and are registered payers of tithes or contributes a specific amount at regular intervals to the Congregation.
- 5.5.b Temporary Members who have temporary residence permits in Denmark shall have no voting rights unless they have the legal possibility of living permanently in Denmark and those who are holding a recognized Ministry Leadership position.
- 5.6 The deliberations of the Meeting of the Congregation shall be recorded in the Minutes, to be read and approved at the subsequent Meetings of the Congregation. Upon approval, the Minutes shall be signed by the Secretary and the Chair.
- 5.7 The approved Minutes or a transcript thereof, endorsed by the signature of the Chair and the Secretary, shall be considered valid and final legal evidence of any decision made, be it in respect of members or any third party. A transcript as specified shall further constitute valid legal evidence of the power of attorney of a person authorised by the Congregation to perform or discharge business entrusted to this person.
- 5.8 All matters to be considered at the Meeting of the Congregation shall first be presented to the Church Board for decision on whether or not to include the matter on the Agenda of the Meeting of the Congregation.
- 5.9 The Church Board must call for an extraordinary Meeting of the Congregation if not less than one fourth of the voting members of the Congregation have requested it. The Church Board must present an agenda in line with the request.



## ***The Church Board***

- Article 6.1 The Church Board shall be the executive management of the Congregation.
- 6.2 The Church Board shall consist of the Head Pastor as permanent member and four to eight members. The Church Board members shall be selected from the Filadelfia Christian Church members who have been proven committed and faithful members for a period of at least three years (*See appendix re: amendment made*). No members of the church board shall be family related to each other up to the 2<sup>nd</sup> degree.
- 6.3 The Head Pastor sets up an Advisory Board together with the Church Board. The Advisory Board is consisting of persons who agree and support the vision and missions of the Church but shall be selected from outside the Congregation membership. The Advisory Board shall have no legal liability but shall be vested with the right to address the ministry leadership group and the Meeting of the Congregation. In addition to providing strategic input, where relevant, the Advisory Board is also to support the ministry leadership group with consultancy in case crisis should arise.
- 6.3 The Church Board shall be in quorum when a majority of its members are present.
- 6.4 In the event of a tie in the votes of the Church Board, the Head Pastor shall have to cast his own vote.
- 6.5 Members of the Church Board shall serve for a term of four years.
- 6.6 New members of the Church Board shall be subject for approval by the Meeting of the Congregation at the Annual General Meeting upon recommendation by the incumbent Church Board. There shall be a period of one month for presenting objection against a candidate's moral conduct, cf. Article 9.2. After the allotted period the candidate shall be approved.
- 6.7 The Head Pastor shall be a permanent member of the Church Board.
- 6.8 The Church Board shall re-appoint, where relevant, its members, upon hearing of the Ministry Leadership Group and announcement of the re-appointment to the Congregation.
- 6.9 Any member may at any time choose to terminate his or her membership from the Church Board upon submission of a written decision indicating the date of effectivity.
- 6.10 The Church Board shall establish its own Rules of Procedure.

- 6.11 Meetings of the Church Congregation shall be called at the initiative of the Church Board.
- 6.12 The deliberations of the Church Board shall be recorded in the Minutes, to be read and approved at the subsequent meeting. The Church Board shall appoint a Secretary to record its proceedings in the Minutes. Upon approval, the Minutes shall be signed by the Head Pastor and the Secretary.

### ***Head Pastor***

- Article 7.1 The Head Pastor shall be the Chairman of the Church Board.
- 7.2 The Head Pastor shall be accepted or dismissed by the Church Board upon agreement with the Pastoral Leadership Group and upon hearing from the Ministry Leadership Group and shall be subject to the final approval of the Meeting of the Congregation.
- 7.3 If the Head Pastor is unable to perform his duties, the Church Board must, upon agreement with the Ministry Leadership Group, appoint an interim Chairman of the Church Board and Pastoral Leadership Group.

### ***Pastoral Leadership Group***

- Article 8.1 The daily management of the Congregation shall be handled by the Pastoral Leadership Group. The Head Pastor shall be Chairman of the Pastoral Leadership Group.
- 8.2 The Pastoral Leadership Group shall be selected by the Head Pastor subject to the approval of the Church Board.
- 8.3 The Pastoral Leadership Group shall establish its own Rules of Procedure.

### ***Ministry Leadership Group***

- Article 9.1 The Ministry Leadership Group shall consist of Elders and Deacons functioning as heads of the various branches of the ministry, network and departments of the Congregation.
- 9.2 Candidates for the Ministry Leadership Group shall be proposed by the Pastoral Leadership Group. Proposals for candidates shall be announced at a meeting of the ministry Leadership Group. Any member of the Ministry Leadership Group must meet the Congregation's definition of the Biblical standards that apply to such ministries, cf. the Rules of Procedure, and must fulfil a position of leadership.



- 9.3 When a member no longer holds a position of leadership, the person must resign his or her position on the Ministry Leadership Group. The Pastoral Leadership Group may grant a period of leave. Together with the Church Board, the Pastoral Leadership Group shall make the final decision on appointment or dismissal of members of the Ministry Leadership Group.
- 9.4 If a member resigns from the service of the Ministry Leadership Group, the person must also resign from the mandate of the Elders or Deacons.
- 9.5 A majority of the Ministry Leadership Group may call on the Pastoral Leadership Group and Church Board for consultations on issues relating to leadership and Christian doctrine.
- 9.6 The Church Board must call for an extraordinary Meeting of the Congregation if not less than three fourths of the Ministry Leadership Group requests it.

***Annual General Meeting, Annual Report and Audit***

- Article 10.1 The Annual Report and Annual Financial Accounts of the Congregation shall follow the calendar year.
- 10.2 The Annual General Meeting (AGM) must be held before the end of May.
- 10.3 The AGM shall follow the provisions of Article 5 of these Constitution and Bylaws that apply to the Meeting of the Congregation.
- 10.4 The Agenda for the AGM must encompass the following items:
1. Presentation and approval of the Annual Report
  2. Presentation and approval of the Annual Financial Accounts
  3. Proposals submitted, where relevant
  4. Election of financial accountant and auditor
  5. Any other business
- 10.5 The Church Office must provide copies of the audited annual financial accounts and be made available upon request of the members of the congregation not less than three weeks prior to the Meeting of the Congregation. The option of thus inspecting the annual financial accounts must be announced together with the announcement of the Meeting of the Congregation.
- 10.6 Copies of the Annual Financial Accounts for the previous fiscal year must upon request be given to members of the Congregation at the Church Office.



- 10.7 The Church Board shall appoint a state-authorized public accountant or registered public accountant to audit the financial accounts of the Congregation. The appointment shall be subject to approval at the AGM of the Congregation.

***Provisions regulating the powers to sign for the Congregation:***

- Article 11.1 The Congregation shall be bound by two or three persons appointed and duly authorised by the Church Board.
- 11.2 Purchase, sale and mortgaging of real property may solely be done subject to the approval by the Board and in the Meeting of the Congregation.
- 11.3 Borrowing and entry into guarantee commitment may solely be accepted within a borrowing framework approved by a Meeting of the Congregation or on the basis of a guarantee commitment approved by the Meeting of the Congregation.

***Ownership and property right***

- Article 12 Real property, furniture, fixtures and fittings shall be legally owned by the Congregation. Individual members shall have no property right to anything belonging legally to the Congregation.

***Financial obligations***

- Article 13.1 The Congregation shall not be liable in any way for the liability of any member.
- 13.2 The members of the Congregation shall not be liable in any way for liability of the Congregation.
- 13.3 The Congregation shall only be liable for its commitments to the extent of the assets belonging to the Congregation at any given time.

***Split or dissolution***

- Article 14.1 Dissolution of the Congregation may only take effect after decision thereon has been taken at two Meetings of the Congregation held at an interval of not less than one month and called in compliance with these Constitution and Bylaws with the proposal of dissolution of the Congregation placed on the agenda of both Meetings. The decision to dissolve the Congregation shall require three fourths of the voting members present to vote in favour of dissolution of the Congregation at each of the two Meetings.
- 14.2 In the event of dissolution, the assets and funds of the Congregation shall become the property of a Christian mission organization, or school, or congregation or a Christian denomination based on the Pentecostal confession that is/are domiciled

here in Denmark or in another EU/EEA member state, which has a charitable and non-profit object and with which the Congregation has established co-operation. Decision on the appropriation of any assets and funds of the Congregation in the event of dissolution shall be made by a simple majority of votes at the two consecutive Meetings of the Congregation upon recommendation of the Church Board and supported by the Pastoral Leadership Group and Ministry Leadership Group.

14.3 If a group of members decide to form a separate group that breaks away from the Congregation, the group that separates from the Congregation shall have no right or title to any asset belonging to the Congregation.

**Amendment**


Article 15. Amendments to these Constitution and Bylaws may be made by a simple majority of votes at a Meeting of the Congregation. However, amendment of Article 14 shall require a majority of three fourths of the votes.

In witness whereof, we the incumbent Church Board members attest that this Amended Constitution and Bylaws 2023 of the Filadelfia Christian Church was ratified unanimously by all the church members present in two occasions, the annual general meeting held on April 30, 2022 at *Valby Kulturhus, Valgårdsvej 4, 2500 Valby*, and the special meeting held on May 21, 2023 after the Sunday Service at *Nyvej 7, 1851 Frederiksberg C*.

Details of the amendments made were written in the Appendix below.

Signed by:

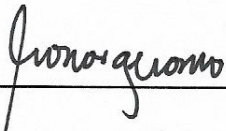
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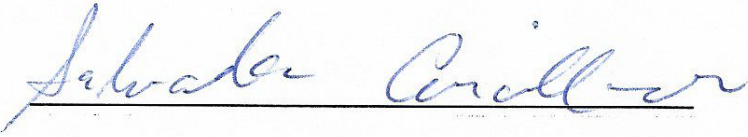
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Raymond Ayad Osias, Head Pastor and Chairman

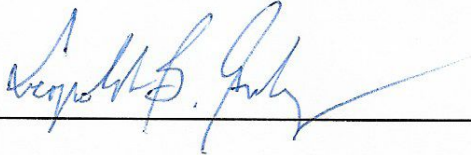




Leonor Geromo-Blancia, Church Board Member



Salvador Constancio B. Concillado - Church Board Member



Leopoldo Galang - Church Board Member



Marilyn Christiansen - Church Board Member

## **Appendix**

**Amendments made on April 30, 2022 were the following:**

### **Heading of Article 1 and 2**

**"Name and Domain of the Congregation" was amended to Name and Domicile of the Congregation**

### **Article 2:**

**"The Domain of the Congregation is in the Municipality of Copenhagen" was amended to The Domicile of the Congregation is in the Municipality of Copenhagen.**

### **Article 6.2:**

**"The Church Board other than the Head Pastor shall be selected among persons who are not in the ministry leadership group" was amended to "The Church Board members shall be selected from the Filadelfia Christian Church members who have been proven committed and faithful members for a period of at least three years."**



**Amendment made on May 21, 2023 was the following:**

**From:**

**Article 14.2**

In the event of dissolution, the assets and funds of the Congregation shall become the property of ***a Christian mission organization, school, congregation or a Christian denomination based on the Pentecostal confession, with which the Congregation has established co-operation.*** Decision on the appropriation of any assets and funds of the Congregation in the event of dissolution shall be made by a simple majority of votes at the two consecutive Meetings of the Congregation upon recommendation of the Church Board and supported by the Pastoral Leadership Group and Ministry Leadership Group.

**To:**

**Article 14.2**

***In the event of dissolution, the assets and funds of the Congregation shall become the property of a Christian mission organization, or school, or congregation or a Christian denomination based on the Pentecostal confession that is/are domiciled here in Denmark or in another EU/EEA member state, which has a charitable and non-profit object and with which the Congregation has established co-operation. Decision on the appropriation of any assets and funds of the Congregation in the event of dissolution shall be made by a simple majority of votes at the two consecutive Meetings of the Congregation upon recommendation of the Church Board and supported by the Pastoral Leadership Group and Ministry Leadership Group.***