

**CONSTITUTION AND  
RULES OF PROCEDURE  
of  
CHRIST CHURCH LUSAKA**



**of the  
REFORMED EVANGELICAL ANGLICAN  
CHURCH OF ZAMBIA**



As approved by Special Vestry Meeting held on 10<sup>th</sup> May 2020:

**1. To the glory of God:**

The congregation of Christ Church Lusaka, a Constituent Church of the Reformed Evangelical Anglican Church of Zambia, has subscribed to the Constitution of, and has been declared a Constituent Church by, the said Reformed Evangelical Anglican Church of Zambia.

**2. Legal status Christ Church Lusaka:**

Christ Church Lusaka (hereinafter referred to as 'this Church') shall, in terms of Secular law, be a Voluntary Association with full legal personality, with perpetual succession and the power to hold property in its own name, distinct from its Members, and capable of being sued and suing in its own name.

**3. Objects:**

The aims and object of this Church shall be to provide for the worship of God in terms of the faith and doctrine as laid down in the Constitution of the Reformed Evangelical Anglican Church of Zambia.

**4. Membership:**

Members eligible for Electoral Roll;

The Members of this Church shall be all persons who have applied to the Church Council for membership on the relevant signed forms and who have been admitted as such, provided that this Church shall not admit any person to membership unless he/she –

- a) has been baptised and made a personal confession of faith in the Lord Jesus Christ;
- b) has accepted and continues to accept the Constitution of the Reformed Evangelical Anglican Church of Zambia;
- c) is over eighteen years of age;
- d) is not a member of any other church;
- e) has been an habitual worshipper of this Church for a period of not less than six months, provided that a member of the Reformed Evangelical Anglican Church of Zambia, upon transfer to this Church, shall be received as a member of this Church if he/she applies for admission as such and provided that he/she provides written confirmation from their transferring church that he/she is in good standing with that church,
- f) the provisions of Clause 4(d) may be relaxed where the person concerned is a full-time missionary attached to or affiliated with a recognised missionary society.

**5. Forfeiture of membership:**

The Church Council shall have the power to delete the name of a voting Member from the Electoral Roll if it is, after giving notice by registered post to such Member of its intention to do so, satisfied that the Member concerned no longer qualifies to be a Voting Member, unless the Member has ceased to be an habitual worshipper on account of age, ill health or any other similar valid reason.

**6. Register and Roll:**

(a) Electoral Roll.

It shall be the duty of the Church Council to keep at all times an Electoral Roll.

(1) The Church Council shall from time to time and at least once annually not later than seven days before the date of the Annual Vestry Meeting, bring the Electoral Roll up to date by deleting the names of persons who have ceased for any reason to be Voting Members, and adding new Members' names.

(2) The Electoral Roll shall be open for inspection by any Member of this Church.

(b) Register of Members.

(including persons not qualified to be on the Electoral Roll).

**7. Enrolment on Electoral Roll:**

- a) Any member of this Church who desires to be enrolled on the Electoral Roll as a Voting Member shall apply for such enrolment on the application form as set out in Annexure A hereto.
- b) The Church Council shall at its first meeting after receipt of a duly completed application form, consider such application for enrolment as a voting Member and shall forthwith enrol the Applicant or refuse the application without being obligated to furnish reason for such refusal.

**8. Rights of Members:**

- a) All the Members of this Church shall be entitled to attend Vestry Meetings and to speak thereat;
- b) no person shall be entitled to vote at any Vestry Meeting, or be eligible as holder of any office and/or as member of any body or council constituted by the Constitution unless he or she is a Member;
- c) no person shall be eligible as, or qualified to be, a Member of the Church Council unless his or her name appears as a voting Member on the Electoral Roll;
- d) if a Member is not satisfied with any decision of the Church Council concerning him/her self, he/she may ask the Executive Committee of Synod to mediate or arbitrate in terms of Article X(4)(f) of the Constitution of the Reformed Evangelical Anglican Church of Zambia. Such arbitration shall be subject to confirmation by the next Synod whose decision shall be final.

**9. Vestry Meetings:**

- a) A general meeting of Members shall be held once in every year as soon as possible after the financial year end and shall be called the Annual Vestry Meeting.
- b) Other Vestry Meetings may be held from time to time as hereinafter provided for and shall be called Special Vestry Meetings.

**10. Quorum:**

The Quorum for any Vestry Meeting shall be fifteen Voting Members. Failing a Quorum the meeting shall be adjourned for not more than thirty days, to a date determined by the Church Council. At that meeting, those present shall form a quorum.

**11. Convening of Vestry Meetings:**

- a) The Church Council shall determine the date, time and venue of the Annual Vestry Meeting and shall give notice thereof by announcement of four consecutive Sundays

beforehand and by affixing a written notice, signed by the Chairman of the Church Council, at least fifteen days beforehand in a prominent place on the Church premises.

- b) The Church Council shall convene a Special Vestry Meeting and give notice thereof in the same manner as is prescribed in the immediately preceding sub-article, on receipt of a requisition signed by at least five Voting Members, or by the Rector of the Congregation, or by the Church Wardens or the Church Council itself may decide to call a Special Vestry Meeting. Provided that the date of a Special Vestry Meeting shall not be later than five weeks after the date of the requisition.
- c) The notices of Vestry Meetings shall specify the business to be transacted at the Meetings and it shall not be competent for any Vestry Meeting to deal with any matter of which no notice has been given.
- d) Should any matter to be dealt with at a Vestry Meeting concern any Member of this Church, the Church Council shall notify such Member in writing at least fourteen days before the date of the Meeting of such a matter and the Member concerned shall be entitled to attend and speak thereat.

**12. Business of Vestry Meetings:**

- a) The business to be transacted at the Annual Vestry Meeting shall be:-
  - 1. The election of Members of the Church Council;
  - 2. The election of two Church Wardens;
  - 3. Receiving, considering and adopting the financial report, annual accounts and balance sheet;
  - 4. Receiving, considering and adopting the annual report of the Church Wardens;
  - 5. Any other matter placed on the Agenda by the Church Council or of which written notice to the Church Council has been given by any Voting Member and seconded by any other Voting Member at least two weeks before the Meeting;
  - 6. All voting at a Vestry Meeting, other than as stated elsewhere in this Constitution, shall be by a show of hands unless a private ballot be requested by any two Members of this Church which shall then be implemented by any special motion.
- b) Vestry Meetings shall only be entitled to deal with any business set forth in the notice convening such a Meeting;
- c) The method of nomination and election of Members of the Church Council and Church Wardens shall be as follows:-
  - 1. Nominations must be proposed and seconded by Voting Members of this Church. The Nominations Committee, consisting of the Rector and the two Church Wardens, must satisfy itself that the nominated person is qualified and has consented to this nomination. The election shall be by ballot if the nominations exceed the number required.
  - 2. Such Nominations must be made to the Secretary of the Church Council not less than two weeks before the Annual Vestry Meeting.

**13. Chairman of Vestry Meetings:**

The Rector of the Congregation shall preside at all Vestry Meetings and if absent, an Acting Chairman shall be elected from those present. The Chairman shall be entitled to a casting vote as well as a deliberative vote.

**14. Minutes of Proceedings of Vestry Meeting:**

The Secretary of the Church Council shall keep Minutes of the proceedings of Vestry Meetings which Minutes shall be required to be approved by the next Vestry Meeting and to be signed by the Chairman.

**15. The Church Council:**

There shall be a Church Council for the proper administration of the affairs of this Church.

**16. Constitution of Church Council:**

The Church Council shall consist of:-

- a) The Rector and any other Minister or Ministers of the Congregation who shall be ex officio Member(s);
- b) The two Church Wardens, who shall be ex officio Members;
- c) Such Members as shall be elected by the Annual Vestry Meeting, subject to a minimum of four Members and a maximum of seven Members, provided always that the number of clergy Members shall not exceed the number of lay Members;
- d) Such further Members as may be appointed from time to time by the Church Council, not exceeding half those appointed in terms of (c) above.

**17. Qualifications for Membership of Church Council:**

Only Voting Members of this Church shall be entitled to be Members of the Church Council.

**18. Chairman and Office Bearers:**

The Rector for the time being shall be the Chairman of the Church Council and in his absence the Council may elect a Chairman from amongst themselves for that particular meeting.

- a) The Chairman shall be entitled to a casting vote as well as a deliberative vote.
- b) The Council shall elect from amongst itself
  - a Secretary, whose primary function is to ensure that minutes are kept for all Church Council and Vestry Meetings,
  - a Treasurer, whose primary functions are to ensure that all the financial affairs of this Church are maintained in good order in accordance with the current standard business and accounting practices, and that the annual financial statement for this Church is drawn up for submission to the Church Council and to the Annual Vestry Meeting.
  - delegates to represent this Church at Synod of the Reformed Evangelical Anglican Church of Zambia,
- c) Any Member of the Church Council shall be permitted to hold more than one office, if so elected.
- d) Any vacancy in the Membership of the Church Council occurring between two successive Annual Vestry Meetings may be filled by the Council co-opting Members to the Church Council until the next Annual Vestry Meeting.

**19. Period of office of elected and appointed Church Council Members:**

Church Council Members shall be elected to serve for a period of two years from the date of the Annual Vestry Meeting, half of the Members of the Council to retire at the end of each Annual Vestry Meeting. Such Members are eligible to stand for re-election. At the end of the first year of operation of this system or at any future date, the Council will decide which

Members will retire at the end of that year, in order to maintain the balance of half the members retiring at each Annual Vestry Meeting.

**20. Functions and power of the Church Council:**

Generally it is the function of the Church Council to properly conduct and administer the affairs of this Church and it particularly has the following powers (subject always to the Constitution of the Reformed Evangelical Anglican Church of Zambia):-

- a) To appoint Ordained Ministers or duly qualified laymen as Rector or Minister or lay-Minister to the Congregation, to terminate such appointments and to enter into contracts with persons so appointed relative to their tenure of office and other matters. (see Canon V(2), (3), (5) and (6) of the Constitution of the Reformed Evangelical Anglican Church of Zambia);
- b) To provide the facilities and requisites for Divine Service and to acquire and maintain property, moveable and/or immoveable for that purpose;
- c) To make and/or authorise all expenditure and payment;
- d) To open or cause to be opened current banking accounts or savings accounts and to operate on such accounts; to raise or borrow money from time to time by means of an overdraft or loans against security or any other way the Church Council may deem fit; to ensure that all the business and financial affairs of this Church are maintained in good order in accordance with the current standard business and accounting practices;
- e) To invest, lend, put out to interest, place on deposit, advance or otherwise deal with moneys not immediately required to meet current charges upon this Church and in the ensure discretion of the Church Council from time to time, to realise, vary, re-invest, otherwise deal with any such investments and securities, provided that none of the powers contained herein may be exercised unless authorised by a resolution of the Church Council passed by a majority of 60% of those elected and entitled to vote at a proper Meeting of the Church Council;
- f) Subject to the provisions of article 23 hereof to purchase, sell, mortgage or alienate immoveable property;
- g) To prepare or cause to be prepared an Annual Financial Statement covering the financial year ending of 31 March of each year, including a Revenue and Expenditure Account and Balance Sheet, certified as correct by the Treasurer and following the requirements set out in the Handbook of Procedures of REACH SA for submission to the Annual Vestry Meeting;
- h) To keep and maintain the Electoral Roll of this Church and such other Registers as may be required;
- i) To arrange the basis on which Sustentation Funds or other sources of revenue shall be provided;
- j) To cause proper Minutes and Records of its proceedings and of all Vestry Meetings and of transactions of this Church;
- k) To set up and establish standing and/or ad hoc committees and to delegate to such committees any of its powers;
- l) A Standing Committee consisting of two Church Wardens, Secretary and Treasurer and Rector shall be empowered to deal with any urgent matter or business between Council Meetings - their decisions to be reported and minuted at the next Council Meeting – unanimous decision of such Committee is required;

m) To decide on the following special matters, namely (this must be read in conjunction with Canon V and Canon XVIII of the Constitution of the Reformed Evangelical Anglican Church of Zambia):-

- 1) Allegations of heresy of misconduct against the Rector or Minister or lay-Minister;
- 2) The resignation of the Rector, or Minister, or lay-Minister;
- 3) Complaints relative to the conduct of any office bearer of this Church;
- 4) The interpretation of this Constitution and Rules of Procedure.

Provided that no resolution on these special matters shall be operative unless passed by a majority vote at a Special Meeting of the Church Council, and confirmed by the Congregation in Vestry.

Furthermore, this Church is required to utilise any property or income solely in the furtherance of its aims and objects and is prohibited from transferring any portion thereof directly or indirectly in any manner whatsoever so as to profit any person other than by way of the payment in good faith of reasonable remuneration to any officer or employee of this Church for any services actually rendered to this Church.

**21. Meetings of the Church Council:**

- a) The Church Council shall meet regularly, at least once every third calendar month;
- b) Special Meetings of the Church Council shall take place at any time, including by conference telephone or other electronic means;
- c) All Meetings of the Church Council shall be convened by the Secretary or by an announcement from the pulpit;
- d) Special Meetings may be convened on the decision of the Church Council or at the request of the Rector or any three Members of the Council and it shall be the duty of the Secretary to convene the Special Meeting within seven days from the date on which he has received the Council's instructions or at the request of the Rector or three Members;
- e) All matters before the Church Council shall be decided by a majority of votes.

**22. Quorum of Church Council Members:**

The quorum for Meetings of the Church Council shall be four Members plus the Chairman.

**23. Forfeitures of Seat on Church Council:**

If any Member absents himself from three consecutive Ordinary Meetings of the Church Council without leave, the Council may declare that such a Member has forfeited his seat on the Church Council.

**24. Immoveable Property:**

No immoveable property shall be purchased, sold, exchanged, mortgaged, donated to another party, leased or alienated in any manner, unless sanctioned by a resolution passed at a properly constituted Vestry Meeting by not less than 75% of those present and entitled to vote, and confirmed by a resolution passed by not less than 75% of the Central Trustees of the Reformed Evangelical Anglican Church of Zambia. All immoveable property acquired by this Church shall be registered in the name of the Central Trustees of the Reformed Evangelical Anglican Church of Zambia. If such property is sold, or is expropriated, the proceeds of such sale or expropriation shall be held in trust by the Central Trustees until they are used for the sole purpose of this Church.

Title deeds and other legal documents are to be placed in safe custody.

**25. Election of Church Wardens:**

The two Church Wardens, who shall be male, shall be elected as follows:

- a) One shall be elected from Voting Members nominated for that Office by Voting Members (other than clergy) at the Annual Vestry Meeting and shall be known as the 'People's Warden';
- b) One shall be nominated for election to that Office by the Rector and shall be known as the 'Rector's Warden';
- c) A candidate for the Office of Church Warden must receive a majority of the votes of those present and eligible to vote before he is duly elected, provided that if there is a plurality of candidates for the Office of 'People's Warden' and no one candidate obtains the necessary majority of votes, then there shall be further ballots for those two candidates only who obtain the highest and the next highest number of votes in the first ballot until one or the other of such candidates obtains the necessary majority. Provided that if neither has obtained such a majority in a third ballot, the Chairman shall have the casting vote. If the person nominated for 'Rector's Warden' fails to obtain the necessary number of votes, then further nominations shall be made until the necessary number of votes is obtained. A vacancy in the Office of Church Warden occurring the year of Office may be filled at a Special Vestry Meeting.

**26. Duties of Church Wardens:**

The Church Wardens shall be jointly responsible for carrying out the instructions of the Council relative to the control of the affairs of this Church, and shall have power to require the various services, and the Sacraments, to be celebrated in accordance with the Standards and Formalities of the Church of England and to prevent and prohibit the introduction of any Ceremony, Vestment, fitting or Ornament, which is unlawful in the Church of England Prayer Book of 1662. The Church Wardens are bound to act on a complaint made in writing under this clause by at least five Members of this Church, but may refer such complaints to the Council for its instructions.

**27. Declaration of Loyalty by Office Bearers:**

Before entering upon his/her duties every Church Warden, Delegates to Synod and every Member of the Church Council shall solemnly assent to and subscribe his/her name to the following Declaration of Loyalty before two witnesses, namely:-

"I, . . . . . solemnly promise to adhere to the Constitution of the Reformed Evangelical Anglican Church of Zambia, and to receive as authoritative the standards of faith and doctrine, all forms of services, and discipline of the Church in accordance with that Constitution and all subsequent amendments thereto.

I further solemnly swear to acknowledge the authority and to carry out the decisions of Synod and the Officers of the Church, and to work for the peaceful and Christian fellowship of the Church, its Clergy, Synod Members and Constituent Churches.



I further solemnly declare that if at any time hereafter while holding office in the Church I consent to any agreement of compromise with any other Church or admit the authority or accept the administration of a Bishop or other person who does not hold Office in the Reformed Evangelical Anglican Church of Zambia, I shall resign from the Reformed Evangelical Anglican Church of Zambia, and any of its Constituent Churches within thirty days of being called upon to do so by the Synod or the Bishop or the Vicar-General or the Chancellor or the Registrar or by the majority vote of the Council or Congregation of the Constituent Churches to which I belong, and I shall vacate and return any property of the Reformed Evangelical Anglican Church of Zambia or any of its Constituent Churches which I may be occupying or holding whether officially or personally within the aforesaid period of thirty days.”

This Declaration must also be signed by Churchwardens and Council members annually after the Annual Vestry Meeting.

**28. Amendments and Adoption of New Constitution**

- 1) Amendments to this Constitution and the Rules of Procedure shall only be made at a proper Vestry Meeting and shall only be valid if passed by a majority of 75% of those present in person or by proxy and entitled to vote at such meeting and if not in conflict with the Constitution of the Reformed Evangelical Anglican Church of Zambia, provided always that there are at least 40% of Voting Members present or represented by proxy.
- 2) The Constitution of this Church incorporates the Clauses which are set out in the Appendix to the Constitution of the Reformed Evangelical Anglican Church of Zambia. These Clauses shall not be amended unless the Appendix to the Constitution of the Reformed Evangelical Anglican Church of Zambia is amended and these Clauses shall be amended if the Appendix to the Constitution of the Reformed Evangelical Anglican Church of Zambia is amended in terms of Article 111(8).

**29. Closure of this Church:**

The Church may close down if at least two-thirds of the Members present and voting at a Special Vestry Meeting convened for the sole purpose of considering such matter, are in favour of closing down.

Should the Church close down as envisaged above, its first obligation is to pay off all its debts. Should any money or assets remain after discharging its debts they should be given in the first instance to the Central Trustees for the time being of the Reformed Evangelical Anglican Church of Zambia. Should the said Central Trustees not be in a position to receive any such assets, they should be given to another non-profit organisation that has similar aims and objectives to this Church. The Special Vestry Meeting called to decide on the closure of the Church shall decide which organisation this should be. No money or assets may be paid to any member or office bearer of the Church, except in the discharging of debts.