



# BYLAWS EMMAUS MINISTRIES: GLORIOSA COMMUNITY

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# INTRODUCTION

The Emmaus Ministries Covenant entered into between the Upper Room International Emmaus Office and Emmaus Ministries: Gloriosa Community, hereinafter referred to as “Gloriosa”, allows Gloriosa to conduct programs offered by the Upper Room in accordance with their materials, guidelines and directives referred to in the Covenant. The Upper Room Community Manual provides for Gloriosa to govern their affairs through a set of subordinate bylaws under auspices of the Emmaus Ministries of South Africa (EMSA).

The Executive Committee of EMSA is responsible for managing and coordinating the activities of the Community Boards, for setting and giving direction and providing support to Communities. The Community Lay Director and Community Spiritual Director of Gloriosa needs to report directly to the EMSA Lay Director and Spiritual Director.

This document constitutes the bylaws for Gloriosa in line with the Upper Room Community Manual and the Constitution of EMSA.

The Flame Lilly flower, also known by its botanical name, *Gloriosa Surperba*, represents the official name and symbol of the Community. The flower is a catching shape and has vibrant yellow, orange and green colours, which tie in with the culture of the Emmaus Communities around the world.

## 1. ESTABLISHMENT AND MEMBERSHIP OF GLORIOSA

- 1.1. Gloriosa is an association not for gain with legal personality and having an identity and existence separate and distinct from its members or office-bearers.
- 1.2. Gloriosa will continue to exist notwithstanding changes in the composition of its members and/or office-bearers.
- 1.3. The members of Gloriosa are all Christians who have participated in and completed the Walk to Emmaus, Chrysalis Flight, Journey to the Table, Alarga Stroll and/or Face to Face Encounter, hereinafter referred to as the Upper Room Programs, (“UR Programs”). Any person who has completed any of the UR Programs anywhere in the world, including any of the programs offered by Gloriosa, becomes a member of Gloriosa once such a person has decided to join Gloriosa Emmaus Community.
- 1.4. Gloriosa does not discriminate as to membership on the grounds of race or gender but restricts membership to professing Christians in good standing with the church of their choosing which upholds the historic Trinitarian creeds and guidelines as defined in section 4 – Accountability to Christian church denominations.
- 1.5. A pilgrim/caterpillar who departed from any of the UR Programs (Emmaus Walk, Chrysalis Flight or Face to Face Encounter in particular) offered by Gloriosa after completion of the 10<sup>th</sup> Talk, due to circumstances beyond his or her control, may be considered Fourth-Day, Next Day or Next Steps

persons, referred to as such for purposes of Emmaus Walks, Chrysalis Flights and Face to Face Encounters, respectively. They may be considered members of the Emmaus movement and may serve on teams as well.

## **2. JURISDICTION OF GLORIOSA AND CONDUCTING OF UPPER-ROOM (UR) PROGRAMS**

- 2.1. The area of jurisdiction is the area where members of Gloriosa reside.
- 2.2. Gloriosa accepts that the UR is the licensed holder of the copyright to the UR Programs and will ensure that these programs are presented in accordance with the Covenant entered into and the directions of the UR and in compliance with the registered copyright.
- 2.3. The Gloriosa Board is responsible for the proper running of the UR Programs, for providing resources to run these programs and for the expansion of said programs throughout its area of jurisdiction. The EMSA Board will, through its Executive Committee ensure that the Communities operate within the terms of the Covenant entered into between the Upper Room and Communities.
- 2.4. The EMSA Board delegates the responsibility of conducting UR Programs to Gloriosa, and may withdraw this should there be intentional and consistent non-compliance with the Covenant Letter and directions from the UR.
- 2.5. Gloriosa will be subject to the Constitution of EMSA but may add additional, local rules or Bylaws. Any local rules or Bylaws approved by a Community shall be submitted to the EMSA Executive for approval.
- 2.6. Each Community shall be structured and shall operate in accordance with the Roles and Responsibilities of EMSA (The R&R of Communities), as approved from time to time by the EMSA Executive Committee.
- 2.7. A year calendar indicating, for example, all Board meetings, Gatherings, Team Selection, Team Formation sessions, dates of UR Programs offered by Gloriosa and fourth day events planned for the following year, must be finalized by the Gloriosa Board during November of each year and communicated to members of the community.

## **3. THE PURPOSE AND OBJECTIVES OF GLORIOSA**

- 3.1. The purpose of Gloriosa is to present the UR Programs and all related and ancillary activities in its area of jurisdiction in terms of the Covenant Letter received and under the direction of the UR as holders of the copyright programs, and with the guidance of EMSA.
- 3.2. Gloriosa will promote the UR Programs in its area of jurisdiction and will seek the approval for these programs from all other recognised Christian churches with the aim of assisting in the spiritual restoration of Christians and aiding in the development of Christian leadership.

## **4. ACCOUNTABILITY TO CHRISTIAN CHURCH DENOMINATIONS**

Given the ecumenical nature of the UR Programs, it is impractical for these to be linked to any one particular denomination. However, the Upper Room Ministries department encourages some form of accountability and reporting with respect to those denominations to which significant numbers of members belong.

### **4.1. Guidelines for Church Membership regarding the UR Programs**

Emmaus is ecumenical at heart. While the Emmaus movement needs to have an accommodating approach towards the definition of 'church' in order to be a true ecumenical organisation, such an 'openness' should be embedded within certain clearly defined and non-negotiable parameters, such as:

#### **4.1.1.** The sole purpose of the Emmaus movement is to strengthen disciples within the ministry of individual congregations. Emmaus is in partnership with the church to inspire its leaders to become more effective and intentional in their ministry. Pilgrims and team members should therefore belong to a spiritual community that can be identified by:

- † It's adherence to the most basic beliefs of the Christian faith (set out in a Creed or Statement of Faith);
- † Some organisational structure which includes a form of accountability and discipline; and
- † A lack of spiritual elitism, which may lead to a spirit of separatism.

#### **4.1.2.** The Walk to Emmaus was developed for an ecumenical and primarily Protestant audience. The Walk was grounded theologically in the United Methodist heritage, which is, at heart, both evangelical and inclusive. Emmaus emphasizes the commonly held essentials of Christian faith and life, and it allows liberty to prevail where there are secondary differences between church groups. Pilgrims and team members should therefore be aware of the specific theological grounding within which Emmaus operates and refrain from sowing discord or be divisive by focusing on secondary differences in dogma or belief rather than accentuating those features that Christians have traditionally held in common.

#### **4.1.3.** The above guidelines should especially be taken into account when selecting individuals to work on teams as well as serving on Community Boards.

## **5. THE GLORIOSA BOARD: THE ELECTION AND TERM OF OFFICE OF BOARD MEMBERS**

### **5.1.** The members of Gloriosa shall elect the members of the Community Board (hereafter referred to as "the Board") to each of the portfolios as identified in the Roles and Responsibilities of Communities. A person shall be responsible for only one portfolio but where needed and appropriate, a person may hold more than one portfolio for an interim period until another member is elected.

#### **5.1.1.** The Community elects board members by no later than 30 October of each year.

#### **5.1.2.** A Board Nominating Committee appointed by the Board shall submit to the Board a slate of seven (7) nominees to elect five (5) Board members, by no

later than the September Board meeting. Should less or more than five (5) Board members be required for appointment, then the nominating committee should submit a slate of two (2) more nominees than the number of candidates required for appointment to the Board. A short biography of each nominee shall be provided by the nominating committee to present same to the Community members as part of the election process.

- 5.1.3. The ballot shall be provided to the Community members as part of the newsletter and shall be available no later than September 15 of each year or at least six weeks before the election of board members. A brief overview of the portfolios for which appointment(s) are required should be included in the newsletter to ensure that appropriate nominations are received for specialist portfolios.
- 5.1.4. Ballots are to be signed and received by the Chair not later than two weeks before the election of the board members.
- 5.1.5. Election is by majority vote of the ballots cast. The Chair votes only to break a tie.
- 5.2. The election of members to the Board shall be the same as for the election of the EMSA Board.
- 5.3. As an alternative option, Gloriosa Community may:
  - 5.3.1. Only elect new members to the Board equal to the number of vacant portfolios and without appointing the Community Lay Director (CLD). This means that the Board must elect the CLD who will allocate portfolios to the Board members.
  - 5.3.2. In the event of an election in terms of sub clause 5.3.1, the Community Spiritual Director will preside over the first meeting after the election of the Board. The members of the Board will appoint the CLD who has previously been a programs Lay Director and who has served for at least one year (ideally two) on the Board. The CLD elected in this manner shall serve for only one year in that capacity. Thereafter, the CLD shall serve for one more year as the past CLD in an ex-officio capacity and has no voting rights.
  - 5.3.3. Once the CLD has been elected, the CLD will preside over the meeting and portfolios must then be allocated based on the most gifted person on the Board for that portfolio. The Board may therefore change the portfolio of Board members irrespective of whether a person was elected to a specific portfolio.
- 5.4. **Officers and election of officers of the Board**
  - 5.4.1. Officers shall be the Chair (CLD), Vice-Chair (CLD-elect), Secretary, Treasurer and Community Spiritual Director; and in case of absences will chair meetings in this order.
  - 5.4.2. The Vice-Chair must be eligible to serve an additional year on the Board and serve as the Chair if elected to that post.
  - 5.4.3. Officers can accept responsibility for a work area in addition to an elected position on the Board.

- 5.4.4.** The executive committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer and Community Spiritual Director.
- 5.4.5.** Although Officers are elected for a term of three years, they shall be elected/affirmed annually by the Board of Directors at the January meeting for a one (1) year term of office effective with the close of the January meeting.
- 5.4.6.** The Community Lay Director will serve for one (1) year but may be elected to serve for two (2) years by a) agreement of the Community Lay Director; and b) nomination and re-election by the Board of Directors in August of the first year of service.
- 5.4.7.** The Board of Directors shall select the Spiritual Director of the Community annually. Term of office shall begin January 1. The Spiritual Director may be replaced during the term by majority vote at a Board meeting. The Community Spiritual Director may serve for a term determined by the Board of Directors and is not limited to a three-year term.
- 5.4.8.** The Community Spiritual Director, in consultation with the Community Lay Director, shall nominate Two (2) Assistant Spiritual Directors in November to assist the Community Spiritual Director from January of the following year. The Assistant Spiritual Directors will not serve on the Board, but will be invited to attend all Board meetings, without voting rights, for continuity purposes.
- 5.4.9.** Community Board members serve for a three-year period, unless otherwise provided for herein. The objective of the three-year service period is to ensure that about one third of the Board members are replaced each year by the election of new Board members. If, due to circumstances, the aim of one-third retirees each year is not achieved, a newly elected member must serve a shorter period to achieve the desired balance.
- 5.4.10.** After three years, any member of the Board whose expertise is particularly valued in the view of the Board may remain a member of the Board for one further year in an advisory capacity only, on condition a replacement member has been elected, in order to maintain continuity. This member has an ex-officio position on the Board and does not have the right to vote at meetings.
- 5.4.11.** Should a vacancy occur on the Board for whatever reason, the Board may co-opt a member on a temporary basis for the remainder of the year. The vacancy will be filled at the Community's next Annual General Meeting. However, the person then elected will serve one year less than the normal period to preserve the three-year renewal rate. No two members may fill the same portfolio on a Board.
- 5.4.12.** Board members cannot succeed themselves in consecutive terms.
- 5.4.13.** The Board shall administer the activities of the UR Programs in the Community. The Board shall consist of the elected Community Lay and Spiritual Director, an ALD for each program run within the community and other members holding specified portfolios relative to the UR Programs.
- 5.4.14.** The Board will operate under the guidance and direction of the EMSA Board. The Board will provide quarterly operation reports to the EMSA Board and are

accountable for sound financial administration and reporting, as required from time to time by the Executive Committee.

- 5.4.15. The Board shall, as far as possible meet monthly in order to properly administer the activities of the UR Programs in the Community. The Board may predetermine the dates of its meeting for the year, alternatively written notice of meetings with an agenda shall be given not less than 5 days before the meeting.
- 5.4.16. The quorum for a Board meeting shall be 50% of its members plus one.
- 5.4.17. All decisions of a Board shall, unless otherwise provided herein, be taken by a simple majority.
- 5.4.18. The secretary of the Board shall keep proper minutes of each meeting and the minutes shall be adopted and signed by the chair at the next following Board meeting. The minutes together with the bank statements must be submitted to EMSA once approved by the CLD and CSD.
- 5.4.19. The CLD and CSD must have served in the capacity of weekend LD or SD on an UR Program and, where possible, Board members should have held a senior portfolio of at least ALD on an UR Program.
- 5.4.20. The CLD, CSD and Trainer are required to have written and passed the EMSA Board exam prior to taking office or within the 1<sup>st</sup> quarter of the first year of taking office. Failure to achieving this, the Board may ask such individuals to step down from their respective roles or grant a limited extension under specific circumstances. All Board members are encouraged to write and pass the EMSA Board exam.
- 5.4.21. Family members may not serve on a Community Board simultaneously.
- 5.4.22. Any member of the Board who does not fulfil his/her portfolio responsibilities and/or display the requisite commitment to the Board as is expected, can be asked to step down from the Board during the term by majority vote at a Board meeting. Such conduct could extend to include non-attendance of Board meetings on more than three occasions, with or without apology, no submission at all of monthly board reports, non-attendance of Gatherings; or displaying no support for any Emmaus events such as Emmaus Walks, Chrysalis Flights or Face to Face Encounters. Such member will be provided with an opportunity to submit reasons in writing or to address the Board why he/she should not be asked to step down, prior any final decision by the Board.
- 5.4.23. **The spirit in which the Gloriosa Board operates is none other than the Holy Spirit. The characteristics of the Holy Spirit (fruit of the Spirit), listed in Galatians 5: 22-26, must manifest in Board members' attitudes, behaviours, discussions and decisions.**

## **6. FUNDING AND FINANCIAL ADMINISTRATION**

- 6.1.** Gloriosa need funds to meet the expenses of conducting all the programs concerned as well as the Community's operational expenses. A reasonable amount of funding may be retained for the sake of financial security and for funds earmarked to be spent on the activities over a period of time.
- 6.2.** EMSA may also raise funds by means of a levy on each Pilgrim/Caterpillar who attends an UR Program in any of the Communities.
- 6.3.** Gloriosa may receive donations from within its own ranks or from non-members provided these are within generally accepted Christian ethics and applicable Gloriosa policies.
- 6.4.** Gloriosa may raise funds by determining the cost for each participant in the UR Programs. Communities may also conduct fund-raising activities and receive donations within generally accepted Christian ethics.
- 6.5.** Gloriosa may not borrow funds nor encumber any of its assets as security for its obligations or issue guarantees.
- 6.6.** Gloriosa shall conduct their financial transactions by means of banking accounts and for this purpose are empowered to open and operate current and/or savings bank accounts in the name of the 'Emmaus Ministries South Africa' – Gloriosa Community) and appoint at least two signatories to such accounts.
- 6.7.** The activities of Gloriosa are carried on in a non-profit manner and with an altruistic or philanthropic intent.
- 6.8.** No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 6.9.** The public benefit organisation will not be a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner.
- 6.10.** No remuneration will be paid to any office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not

economically benefit any person in a manner which is not consistent with its objects.

- 6.11. No resources will be used, directly or indirectly, to support advance or oppose any political party.
- 6.12. The financial year shall be from 1 July to 30 June unless otherwise decided by the EMSA Executive Committee.
- 6.13. The Treasurer must prepare annual Financial Statements within three months of the financial year-end. The Annual Financial Statements, signed by the CLD, CSD and Treasurer, shall be submitted to the EMSA Executive Committee via the Community Treasurer, no later than 30<sup>th</sup> September.

## **7. PROPERTY**

- 7.1. Gloriosa may, for the purpose of fulfilling its functions, acquire property, both movable and immovable.
- 7.2. All immovable property acquired by Gloriosa shall be registered in the name of the Emmaus Ministries South Africa Association.
- 7.3. The income and property of Gloriosa shall not be distributed at any time to its members or office-bearers, but moneys may be paid to members or office-bearers as reasonable compensation for services rendered.
- 7.4. No member or office-bearer of Gloriosa shall have rights in any property or assets of Gloriosa by virtue of being such a member or office-bearer.

## **8. REPRODUCTION OF COPYRIGHT MATERIAL**

- 8.1. The Gloriosa Board will obtain permission from the UR via EMSA for reproduction of copyrighted UR Program materials. This permission will vest in the EMSA Board or in an individual at the discretion of the UR. Permission to reproduce songs and music will be obtained by the Executive through Christian Copyright Licensing International (CCLI).

## **9. ACCOUNTABILITY OF GLORIOSA**

- 9.1. Gloriosa within the area of jurisdiction of South Africa is accountable to the Upper Room International Emmaus Office and also acts under the direction of the EMSA Executive Board.
- 9.2. The Bylaws, and any amendments thereto, of each EMSA Community within the area of jurisdiction of the EMSA Board shall be submitted to the EMSA Executive Committee, in the form of an Addendum, for approval.
- 9.3. The EMSA Board will meet once a year by way of an AGM. The EMSA Executive and its sub-committees, Community Lay Directors, Community Spiritual Directors and Trainers are expected to attend. The CLD-elect and CSD- elect are invited to the meeting but will have no voting rights. All other

community Board members and Community members may attend the Annual General Meeting but have no voting rights.

## **10. LEGAL STATUS OF GLORIOSA**

- 10.1. Gloriosa is an association not for gain with legal personality.
- 10.2. Any legal proceedings for or against Gloriosa within its jurisdiction shall be instituted or defended in the name of the EMSA community.
- 10.3. The Executive Committee of the EMSA, may appoint legal representatives to represent the EMSA association in any legal proceedings to which it is a party.

## **11. DISSOLUTION OF THE BOARD**

- 11.1. Gloriosa may be dissolved by a decision of a general meeting of members of the Community taken with a two-thirds majority.
- 11.2. A decision so taken for the dissolution of a Community shall be submitted to the EMSA Executive Committee for confirmation or other action considered appropriate.
- 11.3. In the event that a Community is dissolved, any assets remaining after settling all debts shall be transferred to the EMSA Executive Community.

## **12. ADOPTION, AMENDMENTS TO AND REVIEWING OF THIS BYLAWS**

- 12.1. Each Emmaus Community Board is expected to accept the bylaws but may amend them as needed, subject to the approval of the EMSA.
- 12.2. The Gloriosa Board should review the bylaws of each community every five (5) years. This review ensures that the Board functions within its own mandate and provides the Board of Directors an opportunity to consider amendments of the bylaws to reflect current practices.
- 12.3. Any member of the Community may present duly motivated proposed amendments to the Bylaws to the Board one (1) month in advance of consideration by the Board.
- 12.4. If the amendments are voted in the affirmative by a two third (2/3) vote of the Board, they will be regarded as adopted. Any member of the Community may submit a request to the Secretary of the Board to be provided with a copy of the Bylaws. Members of the community should be informed about this annually per newsletter or most appropriate medium of communication used.
- 12.5. The amended/revised Bylaws take effect upon confirmation in writing by EMSA that the said Bylaws is approved. Until such confirmation is received the Bylaws in use remains valid.

**ACCEPTED AS THE APPROVED BYLAWS OF GLORIOSA. SIGNED ON 6 JUNE 2018.**

SIGNED  
**COMMUNITY LAY DIRECTOR**  
W Sutton

SIGNED  
**COMMUNITY SPIRITUAL DIRECTOR**  
S Hendriks

SIGNED  
**TREASURER**  
I van Aardt