

## Statutes of the Association WESTLAKE CHURCH NYON

### Contents

Art. 1.	Name.....	1
Art. 2.	Registered Office.....	1
Art. 3.	Duration.....	1
Art. 4.	Purpose.....	1
Art. 5.	Members.....	2
Art. 6.	Governing Bodies.....	2
Art. 7.	General Meetings.....	2
Art. 8.	Council of Elders.....	3
Art. 9.	Executive Board.....	3
Art. 10.	Ministry Leaders.....	4
Art. 11.	Auditors.....	4
Art. 12.	Signing Powers.....	4
Art. 13.	Finances.....	4
Art. 14.	Members' Liability.....	4
Art. 15.	Accounting Year.....	4
Art. 16.	Modification of Statutes and Place of Jurisdiction.....	4
Art. 17.	Dissolution.....	5

#### **Art. 1. Name**

An Association called 'Association Westlake Church Nyon' (hereafter referred to as "AWCN") is hereby created with a non-profit purpose in accordance with Article 60 and following of the Swiss Civil Code.

AWCN was founded on 25 February 1988 to establish an English-speaking Evangelical Church (Westlake Church Nyon, hereafter referred to as "Westlake Nyon") on the west side of Lac Léman, in accordance with New Testament teaching and practice.

#### **Art. 2. Registered Office**

The registered office address of AWCN is Rue Juste Olivier 9, 1260 Nyon, Vaud.

#### **Art. 3. Duration**

The Association is created for an unlimited duration.

#### **Art. 4. Purpose**

The purpose of AWCN is "à but cultuel" (for religious purposes).

AWCN declares that:

- funds of AWCN shall be used for religious purposes,
- AWCN will not pay any dividends or make any distributions, or
- make any return payment to its donors or founders.

AWCN further declares that it will not accumulate funds that are not in line with the execution of future activities as outlined above.

**Art. 5. Members**

The Members of AWCN (and implicitly Westlake Nyon) shall be those people who request membership, who unequivocally agree with the Statement of Faith and Practice and Statutes of Westlake Nyon, and who have been accepted into membership by the Elders and Executive Board, the only bodies able to grant such membership.

Full membership status is achieved once the member has paid the membership contribution. The membership contribution shall be determined by the Executive Board, and ratified by the members in General Meeting.

The rights and responsibilities associated with membership shall cease on any of the following events:

- a) Upon resignation, which must be sent to the Chairperson of the Executive Board in writing.
- b) On exclusion from membership, which will be notified to the member in writing by the Elders and Executive Board.
- c) On death.
- d) If a member permanently leaves the region.

**Art. 6. Governing Bodies**

The governing bodies of AWCN are:

- a) The General Meetings.
- b) The Executive Board.
- c) The Council of Elders.

**Art. 7. General Meetings**

The General Meeting is the supreme governing body of AWCN and includes the entire body of members. Each member may express his/her point of view on any of the points on the agenda.

One-third of the members (33%) must be present for there to be a validly constituted meeting (quorum).

Proxy votes will be allowed for AWCN meetings. One member attending the meeting can hold a maximum of two proxies for two other members. The proxies will be counted both for the quorum and the votes.

General Meetings shall be held at least three times per year of which one Annual General Meeting (AGM) shall be held at the latest six months after the accounting year end.

The Chairperson of the Executive Board shall convene other General Meetings as and when necessary or at the request of at least one-fifth (1/5) of the membership.

Notice of General Meetings shall be sent by letter or by email to all members together with the agenda at least one month before the date of the proposed meeting. In the case of the Annual General Meeting, the annual report, profit and loss account and balance sheet, as well as the minutes of the last General Meeting and any other document relating to any of the decisions to be taken at the meeting shall be enclosed with the Notice.

Any member may request that a point be added to the agenda under 'Any Other Business (AOB)' by sending a written request to the Chairperson at least two weeks before the date of a General Meeting. Items which are not listed on the agenda may not be voted upon at that meeting.

The General Meeting has the power to take decisions on all matters which are not within the powers of another body of the Association, either by Law or under the Statutes, and shall include in particular:

- a) Election of the Council of Elders and Pastoral Staff\* on proposal of the Council of Elders and members.
- b) Election of the Chairperson and Vice Chairperson of the Association.
- c) Election of the Executive Board.
- d) Approval of reports (from the Council of Elders, Executive Board, Ministry Leaders, etc.).
- e) Approval of the accounts and annual balance sheet and Auditors' report.
- f) Approval of the budget and ratification of the amount of the membership contribution.
- g) Appointment of Auditors and substitute.
- h) Acceptance or refusal of any modifications to the Statutes and Statement of Faith and Practice.
- i) Acceptance or refusal of all propositions from the Council of Elders, Executive Board, Ministry Leaders or members which are tabled on the meeting agenda.
- j) Appointment of two scrutineers to count the votes.

Decisions of the General Meeting are carried by a majority of at least two-thirds (2/3) of the members present. The vote will be open unless two members request that the vote be taken by secret ballot. Each member has one vote. In the case

of the initial appointment of the Pastor (as distinct from additional pastoral staff), a majority of at least 90% of votes is required. Non-members are welcome at General Meetings as observers.

\*Pastoral Staff shall mean those persons employed and paid by AWCN and who are principally responsible for the teaching and pastoral care of its members.

### **Art. 8. Council of Elders**

The Council of Elders is the body which determines the spiritual direction of Westlake Nyon. They shall direct Westlake Nyon in accordance with its Statutes and Statement of Faith and Practice and will lead Westlake Nyon in particular in all spiritual and ethical matters.

The Council of Elders shall be made up of an unspecified number of members, but there shall be a minimum of three Elders at any time excluding the Pastor.

The Pastor will automatically be a member of the Council of Elders except when the Council is carrying out the annual review of the Pastor's performance or reviewing the question of continuing the church-pastor relationship.

The term of office of the members of the Council of Elders shall be renewable every three years. They may be re-elected twice after which they must retire for three years before being eligible for re-election.

The Council of Elders shall govern itself and shall meet freely and as often as the Elders deem necessary. In particular, the Council of Elders shall:

- a) Decide the spiritual orientation of Westlake Nyon.
- b) Propose to the General Meeting candidates for the post of Pastor.
- b *bis*) Appoint additional pastoral staff after consultation with the EB.
- c) Propose to the General Meeting candidates for the post of Elder or the re-nomination of Elders.
- d) Propose to the General Meeting candidates for the post of Chairperson and Vice Chairperson of AWCN or their re-nomination.
- e) Receive propositions and put forward to the General Meeting nominations in respect of other members of Pastoral Staff.
- f) Appoint Ministry Leaders.
- g) Review the Pastor's performance and set objectives for the next year.
- h) Review the church-pastor relationship during the third year of the Pastor's first term and thereafter during the third year of each subsequent term.

### **Art. 9. Executive Board**

The Executive Board is the administrative body of AWCN. Its function shall be to execute the decisions of the General Meeting and to direct AWCN according to its Statutes and Statement of Faith and Practice and in particular to look after day-to-day matters in the administration of AWCN affairs.

The Executive Board shall be composed of between three and seven members, of which there shall be one Chairperson, one Vice Chairperson and one Treasurer.

The Executive Board shall govern itself. The Chairperson of AWCN shall be head of the Executive Board.

One to two members of the Council of Elders shall attend the Executive Board meetings.

The term of office of the members of the Executive Board shall be three years. The members of the Executive Board may be re-elected twice. When AWCN elects an EB member to the function of Chairperson, it is a tacit election for three years, provided that election and re-election into EB membership is granted for this person. AWCN may ask a previous Chairperson or member of the Executive Board to take up a new term of office provided that three years have passed since the end of his last term of office.

The Executive Board shall meet freely and as often as deemed necessary by the members of the Executive Board.

The Chairperson or Vice Chairperson shall call Executive Board meetings.

Members of the Executive Board have one vote each. Decisions shall be passed by a majority of at least two-thirds (2/3) of the members present, but a minimum of three-quarters (3/4) of the members must be present for a decision to be validly carried.

In particular, the Executive Board shall:

- a) Determine the amount of the membership contribution and propose this to the General Meeting for ratification.
- b) Be responsible for the internal administration and property management of the Association and in representing AWCN to third parties.
- c) Admit new members (in agreement with the Council of Elders) whilst retaining a right of refusal.

- d) Be responsible for keeping an accurate list of members and shall be responsible for the use of such list.
- e) Keep the accounts of the Association and submit them to the General Meeting for ratification.
- f) Establish the annual budget of AWCN.
- g) Call General Meetings and establish the agenda.
- h) Employ the personnel necessary for the running of the Association, and determine a job description for each of them in agreement with the Council of Elders.
- i) Propose changes to the Statutes and Statement of Faith and Practice to the General Meeting in agreement with the Council of Elders.

For the execution of special tasks, the Executive Board may designate a Committee and appoint special work groups.

#### **Art. 10. Ministry Leaders**

Ministry Leaders shall be nominated by the Council of Elders. They shall each have individual roles and responsibilities and specific practical tasks which assist the Elders in their ministry. They shall maintain a close relationship with the Council of Elders.

The number of Ministry Leaders appointed shall be according to need. They shall be elected by the Council of Elders and the term of their office will be determined by the Council of Elders and Executive Board.

Collectively, they shall work together to plan and harmonise the different ministries and services and will seek to implement the direction given by the Council of Elders and the Executive Board. Ministry Leaders may also study, research or propose new direction.

The role of Ministry Leaders is to assist the Elders and the Executive Board in accomplishing the Mission of Westlake Nyon by leading the ministry groups.

#### **Art. 11. Auditors**

The Auditors shall be composed of an auditor and an assistant auditor. They shall be appointed by the General Meeting for a one-year term which shall be renewed annually.

Their mandate is to review thoroughly the annual financial statements and report back to the AGM.

#### **Art. 12. Signing Powers**

The signature of the Chairperson or Vice Chairperson together with the signature of any other member of the Executive Board shall be binding on the Association. Signing powers may be granted to third parties for a limited period.

#### **Art. 13. Finances**

The Association shall be financed by:

- membership contributions,
- gifts, legacies, donor contributions or grants.

#### **Art. 14. Members' Liability**

All financial commitments and liabilities of the Association are guaranteed by the current assets only (Swiss Civil Code Art. 75a).

Members and Executive Board members shall not be held personally liable for any debts of the Association nor for making any further payments towards the payment of such debts.

#### **Art. 15. Accounting Year**

The accounting year shall be that of the calendar year.

#### **Art. 16. Modification of Statutes and Place of Jurisdiction**

The Statutes may be modified at any time by the General Meeting voting on a proposition from the Executive Board and Council of Elders. In order to be passed, any such proposition must be accepted by a majority of at least two-thirds (2/3) of the members.

The Place of Jurisdiction is Nyon.

**Art. 17. Dissolution**

The dissolution of the Association may be decided upon by General Meeting only (Swiss Civil Code Art. 76). A two-thirds (2/3) majority shall be required for such a decision to be validly taken.

Any remaining funds after payment of all the debts of the Association shall be given to an Association or Swiss institution exonerated from tax and pursuing a similar purpose to that of this Association.

**Approval date**

These modified Statutes were proposed at the General Meeting of 22 November 2022, and approved unanimously by 44 members, representing more than the required majority of two-thirds (2/3) of the total members (50). The present Statutes replace the previous version dated 23 March 2021.

For the Council of Elders

For the Association Westlake Church Nyon