

The Constitution of the International Christian Fellowship of Phnom Penh

This Constitution was adopted on 31-5-1998. It was last amended by a Meeting of the Membership on the 28th November 2021 & ratified by the ICF Council on the 14th December 2021 after clause numbering corrections.

Summary

This Constitution contains the Articles of Association which define the objectives and operations of "The International Christian Fellowship of Phnom Penh" which is an independent, non-profit, English speaking, Christian church established in the early 1980's to serve the international community of Phnom Penh.

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Article 1 - Names and Definitions

- 1.1 The name of the association shall be "The International Christian Fellowship of Phnom Penh."

- 1.2 The International Christian Fellowship of Phnom Penh shall be an international, interdenominational, nonprofit, English speaking Christian church which shall be independent of all other church bodies.

1.3 Abbreviations:

Abbreviation	Description
"AGM"	The Annual General Meeting of the ICF. (See Article 9.1)
"Council"	The Council of Elders which exercises leadership of the ICF. (See Article 7)
"ICF"	The International Christian Fellowship of Phnom Penh (See Article 1.1)
"Meeting(s)"	Those Meetings of the ICF Membership convened in accordance with Article 9
"meeting(s)"	Meetings other than the Meetings of the ICF Membership.
"Member(s)"	Those who fulfil the requirements of Article 2.1
"member(s)"	Those who are members of the Council or a Committee of the Council.
"officers"	Any Member elected to any position by the ICF or appointed to any position by the Council.
"Sunday Service(s)"	The weekly meeting(s) of the ICF in accordance with Article 5.1, which shall normally be held on the Sunday of each week.

Article 2 - Membership and Ownership

- 2.1 All adults (Eighteen (18) years or older) who have regularly attended the ICF Sunday Services for at least two months and who endorse the Objectives and Doctrine of the ICF as specified in Articles 5 and 6, shall be Members of the ICF and corporately shall be the owners of all ICF property and funds. The powers and responsibilities of Members are detailed in Article 8.
- 2.2 The Members of the ICF shall delegate all authority for the leadership and management of the ICF to the Council except for those powers and responsibilities specified in Article 8.

Article 3 - Legal and Political Responsibility

- 3.1 As a recognised association in the Kingdom of Cambodia, the ICF shall use all due diligence to attempt to ensure that the ICF fulfils the legal requirements of the Government of the Kingdom of Cambodia.
- 3.2 The ICF shall accept legal responsibility for all of its actions and those of its duly elected or appointed officers. Any liabilities of the ICF arising from a legal action under the laws of the Kingdom of Cambodia is a liability of the ICF to the limits of its assets and not a liability of the Council members or Members of the ICF individually.

- 3.3 Neither the ICF, nor any of its Members in the name of the ICF, shall engage in party political activities or make public comment which favours a particular political party or publicly criticise the government of the Kingdom of Cambodia.

Article 4 - Location

- 4.1 The Office of the ICF shall be located within the vicinity of Phnom Penh, Kingdom of Cambodia.
- 4.2 The ICF shall conduct its primary activities within the vicinity of Phnom Penh, Kingdom of Cambodia

Article 5 - Objectives for the ICF

To the honour and glory of God, which is and shall be the primary purpose for all that the ICF is and does, and in accordance with the Doctrinal commitments of Article 6, the ICF shall endeavour to worship God in each of the following objectives.

- 5.1 The ICF shall keep the appointment to meet together regularly in the presence of God and to do those things appropriate to being in His presence; to praise and exalt Him, to confess our sin and weakness, to learn from His word, to listen to Him, to receive from Him, to pray to Him, to serve one another and periodically share together in the Lord's Supper. Normally such meetings shall be convened on Sunday's and in this Constitution are referred to as "Sunday Services." The ICF from time to time shall also come together to prayerfully and humbly wait on God to discern whatever He wishes to convict us of concerning the life, activities and ministry of the ICF.
- 5.2 The ICF shall develop ministries which serve each individual Christian to enable each one to grow into increasing maturity including effective discipleship, Christ-like character, a deepening relationship with God and an openness to receive the promises of the Kingdom. This service to one another shall include supporting and encouraging one another in the demands, struggles and joys of life.
- 5.3 The ICF shall develop a community life amongst the ICF family which reflects the principles and practice of being the Body of Christ. In recognition of the unity of the one Body of Christ, the ICF aims to develop cooperation, partnership and fellowship with other Christian churches, groups, communities and organisations in Cambodia.
- 5.4 For the completion of the Kingdom of God on the Day of Christ and for the benefit of the people of Cambodia, the ICF shall support and encourage its Members in their calling to work in the world through Word, Deed, Sign and Intercession. The ICF shall do this by supporting its people in the variety of work and ministry which has brought them to Cambodia and by encouraging and setting up mission opportunities when appropriate to serve the international community.

- 5.5 The ICF shall normally function in the English language and shall exist to serve the international community of Cambodia by ensuring that its services and activities are appropriate for expatriates in Cambodia. However, the services and activities of the ICF shall be open to all regardless of race, gender, nationality, personality, education, culture, religious profession or world view.

Article 6 - Doctrine

- 6.1 The ICF shall recognise the Scriptures of the Old and New Testaments as the unique and reliable written Word of God and these same Scriptures shall be supremely authoritative in all matters of faith and practice. The ICF shall endorse the doctrines of the Apostle's Creed (Copy attached).

Article 7 - Organisation and Leadership

- 7.1 There shall be a Council of Elders (see Article 10) to exercise leadership and management of the ICF.
- 7.2 The Council shall consist of the Pastor, if one has been appointed in accordance with Article 7.6, and a minimum of six (6) and ideally having eight to twelve (8-12) elders appointed in accordance with Article 10.
- 7.3 The appointment of a Member as an elder on the Council shall be for a minimum of two (2) years though obviously elders may resign or request leave of absence if unexpected circumstances arise. The appointment shall be for a maximum of five (5) years but re-appointment may be acceptable. Reappointment shall follow the procedure in Article 10. If permission to seek reappointment beyond the 5 year period is approved by Council a three month sabbatical will be implemented to enable this process. If not taken in the 6 months before the end of 5 years , the sabbatical shall be taken within 6 months of the end of the end of the 5 year period (i.e. the Elder in that case could serve for 5 years and 3 months then begin the sabbatical period). For those whose future circumstances are unclear, less than two (2) years shall be acceptable if the Council regards such an appointment as desirable.
- 7.4 The Council may appoint up to three (3) additional members of the Council from time to time not as elders but to ensure the Council has the personnel resources it may need. (See Article 7.9.) Such persons would be non-voting members. For example:
- to ensure proper representation of the range of people in ICF.
 - to access expertise in specific areas such as pastoral care, leadership, administration and Sunday School.
 - to address a particular area of concern within the ICF such as issues of unity and relationships with other Christian bodies.

- to involve a person well qualified to be an elder who is unable to commit in accordance with Article 7.3. above.
 - Other staff appointed by the ICF Council in accordance with Article 11.6.
- 7.5 There shall be a treasurer elected for a two (2) year period at a Meeting (normally the AGM. See Article 9.1.) of the ICF. The Treasurer shall report to the Council in accordance with the financial procedures and requirements determined by the Council. If the Treasurer is not an elder, the Treasurer shall attend Council meetings as required by the Council but without a vote. (See Article 7.9.)
- 7.6 There shall be a Pastor appointed by the Council if in its opinion such an appointment is needed and subject to the provisions of Articles 8.2, 8.11, 9.12. and 12.1-6.
- 7.7 If a Pastor is appointed by the Council, s/he shall be an equal voting member of the Council and have those responsibilities outlined in the Pastor's Job Description determined by the Council. (See Article 12.4 and 12.6.)
- 7.8 The financial year of the ICF shall be January 1 to December 31.
- 7.9 Membership of the ICF in accordance with Article 2.1 shall be a prerequisite for all appointments to the Council, either as an elder (Article 10) or as a non-voting member (Articles 7.4. and 11.13.), and for membership of all Council Committees (Articles 8.2, 8.8., 11.10. and 12.1.). Membership shall be a prerequisite for election as Treasurer (Article 7.5.).

Article 8 - The Powers and Responsibilities of Members

The Powers and responsibilities of the Members of the ICF shall be:

- 8.1 To participate in the selection of Elders in accordance with Article 10.
- 8.2 To elect three of its Members and three elders (See Article 7.9.) to the Council Committee responsible for the selection of a new Pastor (Article 12.1) and approve the appointment of a Pastor in accordance with Article 12.
- 8.3 To approve the appointment of the ICF Treasurer in accordance with Article 7.5.
- 8.4 Annual Reports
- 8.4.1 To receive for approval an annual report from the Council and a budget for the following financial year. (See Article 7.8 and 9.1)
- 8.4.2 To receive an annual audited Financial Statement of Income and Expenditure within three months of the end of the financial year (See Article 7.8)

- 8.5 To ask questions, move motions, make proposals. speak for and against motions and proposals, and vote at Meetings of the ICF.
- 8.6 To amend this Constitution in accordance with Article 13.
- 8.7 To receive a copy of this Constitution on request.
- 8.8 To serve as members of the Council's Committees. (See Article 7.9.)
- 8.9 To attend Council meetings as observers except when the Council determines to meet in closed session.
- 8.10 To request that specific items be placed on the agenda of Meetings or to be addressed in discussions in the Council.
- 8.11 To have final approval for all unbudgeted purchases, contracts or expenditures which per item exceed in value 10% of the total income of the ICF in the previous financial year Note Articles 8.4. and 11.4.
- 8.12 To support the life and work of the ICF with prayer, financial contributions, time and cooperation.

Article 9 - Meetings of the Membership.

- 9.1 The Council shall convene an Annual General Meeting of the ICF to be held by the 30th November each year for the presentation of reports and the election of the ICF treasurer (See Article 7.5, 8.4).
- 9.2 The Council may convene other Meetings of the Membership from time to time. The Council shall convene a Meeting if requested in a written petition signed by 10 Members and which includes specific reasons for the requested Meeting. This Meeting shall be convened within six (6) weeks of the receipt of the petition.
- 9.3 Notice of all Meetings of the ICF must be given during at least three (3) consecutive Sunday Services prior to the Meeting.
- 9.4 Meetings shall not be convened during those periods when greater than usual numbers of Members are out of the country.
- 9.5 At least three consecutive Sundays before any Meeting of the ICF, copies of agenda, proposals, recommended Constitution amendments, nominees for the election of treasurer or biographical information of a Council recommendation for appointment as Pastor shall be distributed at Sunday Services.
- 9.6 All reports shall be in writing and all annual reports shall include a summary of the activities and achievements of the year as well as objectives for the year to come. Annual reports should also note concerns and problems in the relevant area of responsibility.

- 9.7 The Chairperson of all Meetings of the ICF shall be normally the Chairperson of the Council unless determined otherwise by the Council. (See Article 9.10)
- 9.8 Meetings shall be conducted with a view to Members right to speak, be heard, move motions and amendments to motions, and vote. (See Article 8.5)
- 9.9 The Quorum for all Meetings of the ICF shall be 30% of average attendance of members at the Services of the previous calendar year.
- 9.10 All questions and motions at Meetings shall be decided by a majority vote of those present at the Meeting. In the event of an equality of votes, the matter shall be referred to the Council for resolution.
- 9.11 Voting may be by ballot or by a show of hands or by voice as decided by the Chairperson, but any Member may demand a ballot vote.
- 9.12 Exceptions to Article 9.10 shall be:
- A two-thirds majority of those present at the Meeting is necessary for all amendments to this Constitution. (Article 13.1)
 - A two-thirds majority of those present at the Meeting is necessary to approve the recommendation of the Council for the appointment or renewal of contract of a Pastor. (Articles 8.2 and 12.3)
 - A three-quarters majority of those present at the Meeting is necessary for the dissolution of the ICF. (Article 14.1)
- 9.13 The Secretary of the Council shall be responsible for producing the minutes of all Meetings of the ICF.
- 9.14 Minutes of the Meetings of the ICF shall be approved by the Council at its first normal meeting after the Meeting of the ICF Membership and copies made available to all Members on request.
- 9.15 The Council may at its discretion neglect some or all of these provisions of Article 9 if such circumstances exist as to make it necessary to reach a decision urgently, or if circumstances make some requirements impossible to fulfil, so long as the intention of each clause is fulfilled as much as is possible at the time.

Article 10 - The Selection of Elders for Council Membership

[Note: the procedure here is one of appointment by the existing Council, not an election, with the ICF body having the power of veto. The reasons for having an appointment procedure rather than an election as such are mostly to do with the difficulties of enabling all in the ICF to be sufficiently well informed about all nominees. The turnover of people, the extent to which most are pre-occupied with their respective work and ministries and the size of the ICF make it quite difficult to be sufficiently informed to vote responsibly. Furthermore, an appointment procedure makes it considerably easier to ensure a proper representation of the

mixture of people in the ICF given the diversities of nationality, race, generation, gender, culture and denomination (or other church groups and traditions)]

- 10.1 The timing for the implementation of a selection procedure shall be at the discretion of the Council but within such constraints as maintaining a minimum of six (6) elders but ideally having 8-12. The procedure shall not be implemented during those periods when greater than usual numbers of Members are out of the country.
- 10.2 The appointment procedure shall be as follows.
 - 10.2.1 Following an announcement that an eldership selection procedure is about to be implemented and before proceeding to 10.2.2, the Council shall ensure suitable instruction is provided to the ICF on the Biblical requirements for the responsibilities and qualifications of eldership and call the ICF to prayer for the Father's guidance in the process to follow.
 - 10.2.2 The Council shall call for nominations in writing from the ICF with each nomination being signed by a minimum of three (3) Members. At least four (4) consecutive Sundays shall be given for the submission of nominations, the first Sunday being the day on which the first call for nominations is made.
 - 10.2.3 The Council shall prayerfully consider all nominations and determine who it would like to appoint. In addition to the Biblical requirements, care will also be given to ensure representation of the diversities of nationality, race, generation, gender, culture and denomination (or other church groups and traditions) within the ICF. No one nationality shall have numerical dominance of the Council. All potential elders must be able to wholeheartedly endorse the Objectives and Doctrine of the Constitution as detailed in Articles 5 and 6. They must also have demonstrated an active and supportive involvement in the ICF. (See Article 7.9.)
 - 10.2.4 The Council shall negotiate with those it has chosen to determine their suitability and their willingness to be appointed as an elder. For those nominees who are not willing, the matter stops at this point.
 - 10.2.5 The Council shall present the names (with basic written background information about each) of those it recommends to the ICF at three consecutive Sunday Services and ask if there are any objections for which the Council should be aware of the details. Objections may be verbal or in writing and three (3) Sundays will be allowed from the first presentation for objections to be received. On the fourth Sunday the Council shall arrange a ballot in which the ICF will be asked to vote "yes", "no" or "abstain" for each name. Prior to this fourth Sunday, sufficient

opportunity for the ICF to pray about the recommended names shall be arranged.

- 10.2.6. The Council shall prayerfully consider all objections with discernment and discretion before finalising who it will appoint as elders. In addition, the Council will not proceed with anyone about whom it estimates more than 20% of the average attendance of the three previous Sunday Services have raised objections.
- 10.2.7 The Council shall announce its appointments and arrange a service of commissioning to mark the beginning of the appointment.
- 10.2.8. The Council shall ensure that proper Pastoral care is provided for those whose names were announced but not proceeded with due to objections raised by the ICF Members.

Article 11 - The Powers and Responsibilities of the Council

The Council shall have authority to exercise leadership of the ICF to facilitate movement towards each of the Objectives of Article 5 and shall manage and administer the affairs and business of the ICF in accordance with the provisions of this Constitution and in accordance with its opinion as to what is desirable in the operation of all aspects of the life and activities of the ICF. Without reducing the generality of the foregoing, the Council shall have power and responsibility:-

- 11.1 To ensure the implementation of all the requirements of this Constitution.
- 11.2 To purchase, hold, maintain or dispose of all ICF property subject to the requirements of Article 8.11.
- 11.3 To enter into contracts or lend or borrow money subject to the requirements of Article 8.11.
- 11.4 To ensure that accurate, detailed financial records are kept and that:
 - 11.4.1 An annual budget, including a current financial statement, is presented for approval by the Council prior to the Annual General Meeting. (See Articles 8.4.1 and 9.1)
 - 11.4.2 An annual independent audited financial statement is presented for approval within three months of the end of the financial year (See Articles 7.8, 8.4.2)
- 11.5 To implement a search procedure for a new Pastor when required (Article 12.1-2) and to determine whether or not a renewal of contract should be offered to an existing Pastor. Before proceeding to an appointment or renewal of contract, the Council must obtain a two thirds majority approval (Articles 8.2 and 12.3) from a properly constituted Meeting of the ICF. (See Article 9)

- 11.6 To appoint other staff subject to the constraints of the budget and Article 8.11. Prior to appointment, the Council shall ensure that the potential staff person wholeheartedly agrees with the Objectives and Doctrine of the Constitution as detailed in Articles 5 and 6.
- 11.7 To determine the job description for the Pastor and other staff noting the requirements of Articles 12.4 and 12.6.
- 11.8 The Council is empowered
 - 11.8.1 To ensure that salaries, terms and conditions for all staff are just and sufficient to attract and keep quality personnel for the ICF.
 - 11.8.2 To provide for the support and pastoral care of all staff-and their families.
 - 11.8.3 To ensure that opportunities for professional development are made available to all staff.
- 11.9 To ensure cooperative liaison with the Government of the Kingdom of Cambodia.
- 11.10 To delegate the responsibility of an area of the ICF's life and ministry to a permanent or temporary committee established by the Council for such purposes. The Council shall include at least one Council member on each of its Committees, specify the exact responsibilities of the Committee and ensure that it shall receive regular reports of the activities of the Committee. (See Article 7.9)
- 11.11 To present to the Annual General Meeting an annual report noting the requirements of Articles 8.4. 9.1 and 9.6 and how the ICF measures up to the Objectives of Article 5.
- 11.12 To make policies and regulations concerning any matter connected with the affairs and business of the ICF within the constraints of this Constitution.
- 11.13 To co-opt up to three (3) non-voting members to the Council. (See Articles 7.4, 7.9 and 11.15.1)
- 11.14 To convene Meetings of the ICF and determine the dates and times of such Meetings in accordance with Article 9.
- 11.15 To appoint officers of the Council from amongst its members at its first meeting after the AGM, including Chairperson, Vice-chairperson and Secretary, and develop policies to determine the respective powers and responsibilities of Council officers and members.
 - 11.15.1 A non-member of the Council may be appointed as minute secretary. (See Article 11.13)
 - 11.15.2 The Chair of the meeting shall have a casting vote only.
- 11.16 To ensure it maintains a quorum of 50% of the number of current elders. If, in the opinion of the Chairperson, a matter of some sensitivity or importance

requires an increase in the size of the quorum for that matter, s/he may increase the quorum to up to 75% of the number of current elders provided that notice of this is received by each Council member at least one week in advance of the relevant Council meeting.

- 11.17 To implement the requirements of Article 10 for the selection and appointment of new elders.
- 11.18 The Council may suspend or dismiss an elder from the Council for serious misconduct or neglect of responsibilities or bringing serious disrepute upon the ICF.
 - 11.18.1 A suspension will be immediate. The elder concerned shall be given sufficient opportunity to resolve the matters of complaint. Restoration, with a view to Article 5.2, shall be a primary consideration in the process.
 - 11.18.2 A dismissal shall only be determined after sustained discussion and prayer and, where appropriate, after counselling and mediation. The elder concerned shall be given sufficient opportunity to resolve the matters of complaint. The dismissal itself must be preceded by a letter which details the issues and gives at least one month of opportunity for the elder to substantially address these issues. Restoration, with a view to Article 5.2, shall be a primary consideration in the process. The ICF shall be informed of this decision within a month.
- 11.19 To meet in closed session when sensitive matters are to be addressed.

Article 12 - The Selection, Powers and Responsibilities of the Pastor.

(See Article 7.6)

- 12.1 The Selection process for a new Pastor shall be delegated by the Council to a Committee of the Council which shall consist of three (3) to four (4) elders selected by the Council and an equal number of three (3) to four (4) members (See Article 7.9) each elected by majority vote at a properly constituted Meeting of the Membership. The Council shall appoint the chairperson of this Committee and specify any particular requirements that it expects of the selection procedure. This Committee shall make recommendations to the Council for the appointment of a new Pastor. The Council may accept or reject the recommendation. (See Article 11.5)
- 12.2 The Council shall ensure that the selection procedure includes obtaining the assurance of the potential Pastor that s/he wholeheartedly agrees with the Objectives and Doctrine of the Constitution as detailed in Articles 5 and 6. This assurance shall be obtained in writing before the name of the recommended Pastor is presented to the ICF Members (Article 12.3).

- 12.2.1 The Council shall ensure that the Pastor is representative of the international and expatriate nature of the ICF and is fluent in the English language. (See Article 5.5 and 10.2.3)
- 12.3 The Council shall obtain the approval of at least a two-thirds majority of a properly constituted Meeting of the ICF before appointing or two-thirds council majority for re-appointing a Pastor. (See Articles 8.2 and 9.12)
- 12.4 The Pastor shall have those responsibilities outlined in the Pastor's Job Description determined by the Council (See Article 11.7) and shall be an equal voting member of the Council. (Article 7.7) In the event of the Pastor being the chairperson, the requirements of Articles 9.10 and 11.15.2 still apply.
- 12.5 The Council shall determine, in consultation with the Pastor prior to appointment, the contract details for the appointment which shall include appropriate salary, allowances for work related expenses, leave and sickness entitlements, health and evacuation insurance provisions, workers compensation provisions, relocation and travel provisions, any other terms and conditions, grievance procedures (Note Article 11.18.1) and Job Description with appropriate provision for dependents. (See Article 11.8)
- 12.6 The Pastor shall be accountable to the Council who are informed by an annual performance review including feedback from the congregation but the Council shall ensure that the Pastor's Job Description gives sufficient freedom to the Pastor for him/her to exercise real authority in leadership of the ICF especially in the leadership of the Sunday Services. The Job Description shall ensure that both requirements of Article 11 (The Powers and Responsibilities of the Council) and the freedom of the Pastor to exercise authority in leadership are preserved.

Article 13 - Amendment of the Constitution.

- 13.1 Amendments to this Constitution may be adopted by a two-thirds majority of a properly constituted Meeting of the ICF provided that the requirements of Article 9 are adhered to.
- 13.2 The Council or any Member of the ICF (see Article 9.2 and 9.3) may initiate such a procedure.

Article 14 - Dissolution of the ICF.

- 14.1 The ICF may be dissolved by a three-quarters majority of a properly constituted Meeting of the ICF provided that the reasons for and against dissolution are distributed in writing to all Members at least three Sundays in advance of the Meeting. All other requirements of Article 9 must be met.
- 14.2 Upon dissolution of the ICF, all debts and liabilities of the ICF to staff and others shall be paid before any remaining assets of the ICF shall be distributed

at the Council's discretion to Christian agencies or churches (international or Cambodian) within Cambodia provided such bodies endorse the truths of Article 6 and provided no denomination is favoured above any other.

- 14.3 Three months prior to the point that financial predictions indicate ICF would reach the point of only having cash flow (ie expected income and costs are accounted for) for 3 months running costs and contractual obligations (including rent liabilities, relocation etc.), then a council meeting is triggered. The council would only be allowed to knowingly expose ICF to further debt if individuals would accept the liability of underwriting defined levels of debt. Beyond this, it is the Councils duty to direct the dissolution of ICF before it creates debt that cannot be paid.

The Apostles Creed (note Article 6)

*I believe in God, the Father Almighty,
creator of heaven and earth.
I believe in Jesus Christ,
his only Son, our Lord,
who was conceived by the Holy Spirit,
born of the virgin Mary,
suffered under Pontius Pilate,
was crucified, died, and was buried;
he descended to the dead.
On the third day he rose again from the dead;
he ascended into heaven,
and is seated at the right hand of the Father;
from there he will come to judge
the living and the dead.
I believe in the Holy Spirit,
the holy Christian church,
the communion of saints,
the forgiveness of sins,
the resurrection of the body,
and the life everlasting.
Amen.*