

**FONDATION DE LA CHAPELLE D'EMMANUEL
EMMANUEL CHURCH**

ARTICLES OF ORGANIZATION

As amended on 11 May 2014

Article 1: Preamble and Name

This Church is incorporated as a Foundation pursuant to Articles 80ff of the Swiss Civil Code under the name “Fondation de la Chapelle d’Emmanuel” (hereinafter: “the Foundation”). It is also known as “Emmanuel Church, Geneva” (“the Church”)

Article 2: Denomination & Rules governing the Church

Sec. 1: The Church recognizes and accedes to the Constitution, Canons, Doctrine, and Worship of The Episcopal Church. The Church also unconditionally accedes to the Constitution and Canons of the Convocation of Episcopal Churches in Europe as a Parish of the Convocation.

Sec. 2: The Church will be organized and governed by these Articles of Organization (“Articles”) in conjunction with the Statutes of the Foundation of 1924 (“Statutes”). In the case of discrepancy between the two, the Statutes shall prevail.

Sec. 3: No rule governing the Church shall be contrary to mandatory Swiss law.

Article 3: Vestry and Board of the Foundation

Sec. 1: The Governing body of this Church is the Vestry. The Vestry shall consist of at least nine or at most twelve members in addition to the Rector who shall chair the Vestry *ex officio*. The number of the members may be increased to twelve or decreased to nine by a vote of the Annual Assembly, without the need to modify these Articles.

Sec. 2: The Rector shall designate a Senior Warden from among the Vestry members; and the Vestry shall elect from its remaining members a Junior Warden, a Treasurer, and any such other officers as it considers necessary.

Sec. 3: A quorum of the Vestry shall be the simple majority of members, one of whom shall be the Rector or one of the Wardens.

Sec. 4: The Church is legally represented by the Board of the Foundation (Art. II, Statutes). The Vestry will designate four of its members, including the Rector, and the Treasurer, to serve as the Board of the Foundation (“the Board”).

Sec. 5: The Board implements the decisions of the Vestry. It has no power to make decisions which are not approved or ratified by the Vestry.

Sec. 6: In its dealings with third parties, the Foundation is validly represented by two members of the Board signing collectively.

Sec. 7: The Vestry will designate a clerk.

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Article 4: Annual Meeting

Sec. 1: An Annual Meeting shall be held each calendar year, on a date to be set by the Vestry. The meeting shall be chaired by the Rector, there being none, the Senior Warden.

Sec. 2: Notice of such meeting shall be given during the Morning Service on two successive Sundays immediately preceding the meeting, and in such other manner as the Vestry may direct.

Sec. 3: The Annual Meeting shall receive reports on the previous year's activities from the Rector, the Treasurer, and such other officers and committee chairpersons as the Vestry shall decide. The meeting shall approve the program of activities for the current year; suggest program activities for the coming year and elect members of the Vestry as provided in Article 5.

Sec. 4: Those entitled to vote and to hold office shall be the members of the Parish of not less than eighteen years of age who have been members of this Parish prior to the end of the preceding calendar year, and regular contributors to the support and maintenance of this Church within a period of one year preceding the meeting.

Sec. 5: The Vestry may allow absentee ballots for the election of members to the Vestry. Notice of the manner and time within which absentee ballots may be cast shall be given during the Morning Services on two successive Sundays immediately preceding the meeting and in such other manner as the Vestry may direct.

Sec. 6: Decisions of the meeting, unless otherwise provided, shall be taken by a simple majority of those qualified voters present and voting.

Article 5: Election and Appointment of Members of the Vestry

Sec. 1: At each Annual Meeting one-third of the members of the Vestry shall be elected for a term of three years. Except for the Treasurer who may serve consecutive three-year periods on request of the Vestry, a Member of the Vestry thus elected shall be ineligible for re-election at the Annual Meeting at which his or her term of office expires but shall again become eligible for election at the next Annual Meeting.

Sec. 2: Prior to the Annual Meeting the Vestry shall oversee the nomination of candidates for all vacancies in the Vestry to be presented to the Annual Meeting. Nominations may be made from the floor. Should the number of candidates exceed the number of vacancies, the election shall be by secret ballot, and the persons having the highest number of votes shall be elected.

Sec. 3: Any vacancy which shall occur in the Vestry from death or resignation may be temporarily filled by action of the Vestry. The persons thus appointed shall serve until the next Annual Meeting of the Parish, which shall then elect a member to fill the unexpired term. A member of the Vestry thus elected to a partial term shall be eligible for re-election at the Annual Meeting at which his or her initial term of office expires.

Sec. 4: Members of the Vestry, duly elected, or appointed as provided above, shall continue in office until their successors are chosen and assume the duties of their office.

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Article 6: Rector

The Rector shall be chosen by the Vestry with the approval of the Bishop-in-Charge of the Convocation of Episcopal Churches in Europe. He or she shall continue in office until his or her death, resignation, or canonical removal.

Article 7: Provisions for the annual Convention of the Convocation

Sec. 1: The Vestry shall appoint two lay delegates and two lay alternates to represent Emmanuel Church at the annual Convention of the Convocation of Episcopal Churches in Europe. The Secretary of the Vestry shall notify the Secretary of Convention in writing of this appointment at least two months prior to the Call to Convention.

Sec. 2: The Vestry shall ensure adequate funding to cover the cost of attending the Convention of the two lay delegates, resident clergy and clergy spouse(s).

Article 8: Amendments

Sec.1: These Articles of Organization may be amended, in any respect not affecting the canonical obligations of this Church, by a two-thirds vote, at a meeting of the Parish called by the Vestry for that specific purpose, and with the approval of the Bishop-in-Charge and the Council of Advice of the Convocation of Episcopal Churches in Europe.

Sec. 2: Proposals for amendments to these Articles of Organization may be made at any time by the Vestry or as agreed and formulated by ten or more voting members of the Parish. The Vestry will inform Bishop-in-Charge of the proposed amendments. Subject to the Bishop's and the Council's approval, the Vestry shall announce the meeting by giving notice of the proposed amendments not less than four weeks before the meeting.

This edition of the Articles of Organization reflects all amendments, including those adopted at the Annual General Meeting of 11 May 2014.