

**CONSTITUTION  
OF  
DOWNTOWN CHRISTIAN CENTRE**

**SECTION 1**

**ECCLESIASTICAL GOVERNMENT**

**1. DEFINITIONS:**

In this Constitution, which consists of Section 1, Section 2 and Statement of Faith (Section 3) unless the context indicates to the contrary, masculine shall include feminine gender, and singular shall include plural and vice-versa;

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|---------------------------------|---|
| 1.1 "The Act"                   | means the Income Tax Act No 58 of 1962.   |
| 1.2 "Apostolic Leadership Team" | means the Senior Members of the FFMI Executive.   |
| 1.3 "The Church"                | means: DOWNTOWN CHRISTIAN CENTRE  |
| 1.4 "The Financial Committee"   | means the Financial Committee consisting of the Pastor and other persons as provided for in this Constitution.  |
| 1.5 "Financial Year End"        | means the last day of February.   |
| 1.6 "FFMI"                      | means Five Fold Ministries International.   |
| 1.7 "The Leadership"            | means the Pastor, Eldership and Assistant Pastors as provided for in this Constitution;   |
| 1.8 "The Pastor"                | means the existing Senior Pastor, as recognized by the Eldership and serving as at the date of signature hereof.  |
| 1.9 "The Eldership"             | means the governing body of the Church, as appointed in terms of paragraph 5.2.   |
| 1.10 "The Assistant Pastors"    | means all pastors ordained by FFMI and appointed as such by the Eldership.  |
| 1.11 "The Leaders"              | means the Pastor, Assistant Pastors, Eldership, Zone Leaders and Ministry leaders.  |
| 1.12 "Members"                  | means persons duly approved as members of the Church by the Eldership.  |
| 1.13 "Net Income"               | means the net income accruing to the Church after the deduction of all operating expenses incurred by the Church in the course of furtherance of deriving such income, depreciation or otherwise. |
| 1.14 "SARS"                     | means the South African Revenue Service.  |
| 1.15 "Statement of Faith"       | means the Statement of Faith annexed hereto and specified as Section 3 of this Constitution.  |

## **2. DEFINITIONS:**

The Church shall be called: DOWNTOWN CHRISTIAN CENTRE

## **3. ADDRESS:**

The Church shall have its offices and shall be located at:  
233 Oxford Street, Southernwood, East London, or at such other address as may be decided upon by the Eldership from time to time.

## **4. PURPOSE:**

- 4.1 The Church is organized and operated exclusively for religious, charitable, educational, philanthropic and benevolent purposes and on a non-profit basis.
- 4.2 The Church is established pursuant to and subscribes to the Statement of Faith, which may be amended or repealed only by the Eldership.
- 4.3 The Church shall have the following specific purposes:
  - 4.3.1 To conduct a local church under the headship of the Lord Jesus Christ and under the direction of the Holy Spirit in accordance with all the commandments and the provisions set forth in the Holy Bible.
  - 4.3.2 To observe a creed, code of doctrine, discipline and form of worship in accordance with the Statement of Faith.
  - 4.3.3 To establish membership of the Church by congregants subscribing thereto in a manner prescribed in this Constitution.
  - 4.3.4 To establish regular religious services pursuant to Clause 4.3.2 hereof for the fellowship of its congregation.
  - 4.3.5 To establish children's ministries, youth ministries and any other ministry in the Church for the religious instruction of the children and youth.
  - 4.3.6 To spread the gospel through religious services, seminars, crusades, radio, television, audio, visual and other electronic media, establishment of Church literature and the like.
  - 4.3.7 To provide food, clothing and other necessities for the underprivileged and to raise funds for the furtherance of this cause.
  - 4.3.8 To support and undertake missionary work and the like.
  - 4.3.9 To establish any other ministries necessary to achieve the objectives of the Church.
  - 4.3.10 To promote and encourage co-operation with other similar organisations/ministries.

## **5. STRUCTURE:**

### **5.1 THE PASTOR**

- i. The spiritual leader of the Church shall be the Pastor.

### **5.1.1 MINIMUM REQUIREMENTS & STANDARDS REQUIRED OF A PASTOR**

- i. The Pastor must have been an ordained minister of the Gospel for not less than 10 years and a member of the Church for not less than 5 years. The requirement relating to the periods may be waived by the Eldership, notwithstanding what is stated above, should it deem it necessary to do so. The decision to waive the periods must, however, have a rational basis.
- ii. The Pastor must walk in accordance with the New Testament standards, as set out in 1 Timothy 3:1-7 and Titus 1:5-9 and adhere to the Statement of Faith annexed hereto marked as Section 3.
- iii. The Pastor must serve on the Eldership and meet the qualifying standards set out for appointment as an Elder, as referred to in para 5.2 below.

### **5.1.2 DUTIES OF THE PASTOR**

The Pastor shall:

- i. determine the ecclesiastical function of the Church according to Scripture;
- ii. prepare guidelines regarding the worship services of the Church, spreading and teaching the Gospel and ministering to the congregation of the Church;
- iii. serve as an overseer and shepherd with ultimate responsibility for the leadership and spiritual ministry of the church, including the supervision of the pulpit;
- iv. be accountable to the Eldership;
- v. officiate at Christian weddings, memorial services, funerals, and other occasions that usually fall to a Senior/ Lead Pastor. Where appropriate and necessary, the Pastor may delegate such responsibility to an Associate Pastor;
- vi. work in conjunction and in harmony with other Elders in coordinating and conducting the entire Church program;
- vii. carry out any other duty or responsibility, as may be agreed by the Eldership by majority resolution, at a meeting of the Eldership or in a Letter of Appointment, when a new Pastor is being appointed;
- viii. be the Chief Administrator of the Church responsible for asset, human resources and premises management or delegate a suitably qualified person(s) to fulfil such function;
- ix. actively seek to raise up and train other persons to be Pastors, Elders & Leaders.

### **5.1.3 TRANSGRESSION OF MINIMUM REQUIREMENTS & STANDARDS**

- i. The Pastor shall remain in office for as long as he adheres to the standards set out in 5.1.1.
- ii. In the event of there being any reasonable cause, by the Eldership, to suspect that the Pastor is not fulfilling these standards, in matters of doctrine, sexual immorality, financial mismanagement, or is unable or unwilling to hold office for any other reason than the Eldership shall undertake a process, in accordance with Matthew 18:15-18, in an effort to resolve the issue.

- iii. On the happening of an event described in ii) above the Eldership may suspend the Pastor's ministry immediately by a 75% vote of the other Elders present in a special meeting about which all Elders have been notified as to the time, place and purpose thereof. Such suspension shall last for the duration of the process to be undertaken as per ii) above.
- iv. In the event that the Pastor continues not to fulfill the standards referred to above, even after the process in ii) above has been undertaken than the Eldership shall inform the Pastor, in writing, of their decision to call upon the Apostolic Leadership Team to mediate and advise in the dispute in accordance with Matthew 18:15-18 and make recommendations to the Eldership at a special meeting, convened to deal with such matter.
- v. On receipt of such recommendations and on consideration thereof the Eldership shall take a decision to either suspend, dismiss the Pastor or determine any other appropriate action in the circumstances. The decision reached by the Eldership shall be binding and accepted by the Pastor.
- vi. In the event that the Pastor is either suspended, dismissed, dies, resigns (without sufficient notice) then the Eldership may proceed to appoint an acting Pastor who will serve in such position for a period of no longer than 6 months, pending the lifting of the suspension or a permanent appointment of a replacement Pastor, in terms of the provisions set out in 5.1.4 below.
- vii. Such acting Pastor shall only carry out Ecclesiastical functions and shall not have the power to hire and fire anyone. In the interim the Eldership shall ensure that the balance of the duties of the Pastor are carried out by it or by delegating any suitably competent Church member.
- viii. The decision as to who to appoint, as an acting Pastor shall be deferred to the Apostolic Leadership Team, in the event that the Eldership is unable to agree on the person to be appointed as such. In the interim the Eldership shall ensure that the duties of the Pastor are carried out by it or by delegating any suitably competent Church member.

#### **5.1.4 APPOINTMENT OF A REPLACEMENT PASTOR**

- i. On the happening of an event mentioned at 5.1.3 vi) above the Eldership shall meet as soon as reasonably possible, but not later than 7 days and undertake a process to appoint a replacement Pastor, who meets the requirements set out in 5.1.1 above.
- ii. The Eldership shall, by unanimous decision, as led by the Holy Spirit, determine the form and parameters of such a process.
- iii. Such a process must be completed within a period of 6 months from the date of the happening of any of the events mentioned at 5.1.3 vi) above.

## **5.2 THE ELDERSHIP**

- i. The Pastor, led by the Holy Spirit, shall appoint a minimum of 5 and a maximum of 7 members of the Church to act as Elders.

### **5.2.1 MINIMUM REQUIREMENTS & STANDARDS REQUIRED OF AN ELDER**

- i. Each member of the Eldership, excluding the Pastor, shall be appointed for a period not exceeding two years and may thereafter be reappointed every two years and remain in office as long as he walks in accordance with the New Testament standards required of that office, as set out in 1 Timothy 3:1-7 and Titus 1:5-9 and adhere to the Statement of Faith annexed hereto marked as Section 3.
- ii. These persons must at all times of their appointment be *bona fide* members of the Church.
- iii. An Elder(s) may be assigned responsibility and accountability, by the Eldership, as an overseer, over one of the following ministry areas:
  - a. Family Ministries (Couples/Men's/Women's Ministries);
  - b. Youth & Young Adults;
  - c. Crèche & Kids Rock;
  - d. Church Ministries (Ushers/Worship Team/Mercy Ministry/Outreach); and
  - e. Community Care Groups.

### **5.2.2 DUTIES OF THE ELDERSHIP**

The duties of the Eldership shall be as follows: (Where appropriate, the Eldership shall delegate these duties to dully qualified individuals):

- i. Carry the ultimate responsibility and authority to see that the Church remains on a true biblical course;
- ii. Ensure that the Church's members are being appropriately shepherded;
- iii. Ensure that the body is being fed through insightful and accurate biblical teaching;
- iv. Ensure that the life of the Church is being well managed with the assistance of competent and godly leaders;
- v. Guard the body of Christ against harmful influences, confronting those who are contradicting biblical truth or continuing in a pattern of sinful behaviour;
- vi. Shepherd the church by being an example and role model;
- vii. Care about the spiritual and physical well-being of members; pray regularly for the sick;
- viii. Provide spiritual oversight;
- ix. Confront false teaching and behaviour contradictory to biblical truth and implement appropriate church discipline;
- x. Maintain the administration of Baptism and Communion as instituted by Christ;
- xi. Review and evaluate teaching and curricula for biblical accuracy and consistency with DTCC values (weekend services, classes, and sub-ministry materials);
- xii. Implement and monitor compliance with Financial Committee policies;
- xiii. Mandate ministry to the poor and distressed;
- xiv. Shepherd the Flock;
- xv. Participate (as needed) in the biblical process of conflict resolution outlined by Jesus in Matthew 18;

- xvi. Direct people into appropriate processes for guidance, assistance, and problem resolution;
- xvii. Respond to letters/phone calls from the church body, staff, or public;
- xviii. Manage the Church;
- xix. Affirm the annual DTCC budget;
- xx. Encourage the Pastor, his or her staff, and volunteers;
- xxi. Delegate to qualified assistants, staff, and/or outside experts as needed;
- xxii. Pray for the Sick; and
- xxiii. Visit participating members who are sick (at home or in the hospital) for private counsel.

### **5.2.3 TRANSGRESSION OF MINIMUM REQUIREMENTS & STANDARDS**

The provisions set out in 5.1.3 above shall apply herein, with appropriate variation.

### **5.2.4 MEETINGS OF THE ELDERSHIP**

The provisions and procedure set out in 5.3.2, in relation to meetings of the Financial Committee shall also apply to the Eldership meetings.

## **5.3 THE FINANCIAL COMMITTEE**

### **5.3.1 MINIMUM REQUIREMENTS & STANDARDS REQUIRED OF FINANCIAL COMMITTEE MEMBERS**

- i. The financial matters of the Church shall be controlled by a Financial Committee consisting of the Pastor and the persons referred to in ii. below.
- ii. The Pastor, led by the Holy Spirit, shall recommend for appointment, by the Eldership, a minimum of 3 and a maximum of 5 qualified members of the Church, as per 5.3.1 below, to serve on the Financial Committee of the Church.
- iii. The composition of the Financial Committee may include members of the Eldership. Members of the Eldership shall however not exceed more than 50% of the aggregate number of members of the Financial Committee.
- iv. Each member of the Financial Committee, excluding the Pastor, shall be appointed for a period not exceeding three years and may thereafter be reappointed for three years and remain in office as long as they walk in accordance with the New Testament standards set out in 1 Timothy 3:1-7, Acts 6:3 and Titus 1:5-9 and adhere to the Statement of Faith annexed hereto marked as Section 3.
- v. The Financial Committee may invite suitable members of the congregation, general public or of an institution, to serve in an advisory capacity to it.
- vi. Members must at all times of their appointment be *bona fide* members of the Church, with a working knowledge, of at least 5 years, of accountancy and financial matters.

### 5.3.2 DUTIES OF THE FINANCIAL COMMITTEE

- i. The Committee shall:
  - a. Ensure sound financial management of the church, in keeping with generally accepted accounting standards and develop processes and policies to this effect.
  - b. Ensure the Church's compliance with SARS regulations and legislation.
  - c. Formulate the Church's annual budget and ensure compliance therewith.
  - d. Have powers to summon the Financial Manager and any member of the Church to give account of the financial matters of the Church, in writing and on reasonable notice.
- ii. The Committee shall determine and ensure payment, to the Church's employees, fair and reasonable market related remuneration for services rendered and may, in addition, authorise the reimbursement to any person of any expense actually and necessarily incurred in their capacity as a member of the Committee or employee of the Church, or for the rendering of professional services by any professional person, whether an Elder, Financial Committee member or external party.
- iii. The Financial Committee may, at its discretion, indemnify any of its members against expenses actually, necessarily and reasonably incurred by such persons arising out of the defence of any action, suit or proceeding, where such person is made a party thereto, provided that:
  - a. Such action, suit or proceeding arises from the performance of and is within the scope of such person's employment by the Church;
  - b. Such action, suit or proceeding does not arise from negligence or misconduct on the part of such person;
  - c. The Committee may require that prior to payment by it of the legal costs arising from such action, suit or proceeding, those costs be taxed by the appropriate taxing authority, which taxed costs the Committee may also pay.
- iii. The Committee shall meet together, at least once a month, for the dispatch of business, adjourn and otherwise regulate their meetings, as they deem. The Pastor, or a member of the Committee appointed by him, shall act as Chairman of the meeting. Should the Pastor fail to attend the meeting within thirty minutes after the time advertised therefore, the members present shall appoint a member of the Committee to act as Chairman.
- iv. The Committee shall appoint a person to act as Secretary at such meetings and the Secretary shall record the minutes of the meetings. Such minutes shall be deemed, unless proved otherwise, to be an accurate record of the proceedings of the relevant meeting.
- v. Meetings shall be convened upon such notice, or in such manner and at such time, date and place, as shall be determined by the Committee from time to time, subject to the provisions of iii. above, as it relates to the minimum number of meetings per month.
- vi. A quorum shall be constituted by a majority of the members of the Committee, provided that:
  - a. If any member of the Financial Committee, who has been given proper notice of the meeting fails to attend such meeting or fails within thirty minutes after

- the time specified for such a meeting to begin, such meeting shall be deemed properly constituted without such member, should a quorum be present.
- b. Non-receipt of notice by any person entitled thereto shall not invalidate the proceedings of any meetings, provided that such notice was sent in a verifiable manner.
  - c. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting unless such attendance is for the express purpose of objecting to the transaction of any business by the Financial Committee as a result of the meeting having been unlawfully convened.
  - d. At any meeting, a resolution put to the vote shall be decided by a show of hands and a majority of those members present shall constitute an adoption by the Financial Committee of any Resolution proposed provided that:
    - i. Every member shall have one vote.
    - ii. In the event of a deadlock, the Chairman shall exercise a casting vote.
  - e. A Resolution in writing signed by all the members of the Financial Committee for the time being entitled to attend and vote at the Financial Committee meetings, shall be valid and effective as if the same had been passed at a Financial Committee meeting duly convened and held.
  - f. The Pastor shall ensure that the Financial Committee is provided with copies of the audited financial statements of the church, within a month of these being completed. The Financial Committee shall table the statements and deliberate thereon, at a meeting called for such purpose, prior to the signature and finalisation of the statements.

#### **5.4 THE MEMBERS OF THE CHURCH**

- i. The Church members shall constitute the congregation.
  - a. These are all those persons irrespective of race or colour who have submitted a membership application form to the Eldership and whose applications have been approved, subsequent to a formal interview with the Eldership or any other Church member who has been so delegated.
  - b. The membership application shall be in such form as may be prescribed by the Eldership and it shall include the acceptance certificate of the Statement of Faith and an undertaking to abide by the provisions of this Constitution.
- ii. The membership of the Church is established pursuant to the scriptures of Romans 12:5 and 1 Corinthians 3:9 and is intended to further those principles.
- iii. Each member shall seek diligently to live in accordance with the pattern of the New Testament for believers. They shall seek to attend the services regularly, (Hebrews 10:24-25), participate faithfully in giving of their means as the Lord may prosper (2 Corinthians 9:6-7), to pray for and support the leadership of the church (Hebrews 13:17-18), and to promote the spiritual welfare of the church by influence and example (Ephesians 4:15-16). Each member shall make themselves available for service in the church in accordance with their gifts (1 Corinthians 12:7).
- iv. A member may, at any time, resign from the Church, provided that notice of such resignation is addressed to the Eldership in writing. Such resignation shall be deemed to take effect upon receipt of such notice by the Eldership.

- v. The Eldership reserves the right to withdraw the membership of any member for serious, unrepentant misconduct or similar cause or failure to comply with the Statement of Faith and the provisions of this Constitution.
  - a. The church is commanded by Scripture to discipline those who continue in open and/or habitual sin (Matthew 18:15-20 & 1 Corinthians 5).
  - b. The cause of church discipline is disobedience to God's Word. Discipline that goes beyond private rebuke does so because of either unrepentance or the public nature of the sin. Serious matters of sin include:
    - i. Doctrinal deviation or heresy (Titus 3:9; Romans 16:17-18; 2 Thessalonians 3:14-15; 2 John 1:10; 2 Peter 2:1-2; 1 Timothy 6:3-5);
    - ii. Immoral conduct (1 Corinthians 5; 2 Corinthians 6:14-17);
    - iii. Sowing discord or causing division (Proverbs 6:19; Romans 16:17; Titus 3:10-11; and
    - iv. Living in a disorderly manner (2 Thessalonians 3:6-15).
  - c. The manner of any disciplinary action that is deemed necessary shall be in the spirit of love and meekness (2 Thessalonians 3:14-15; Galatians 6:1).
  - d. The steps of Church discipline shall be as follows:
    - i. The individual in sin is confronted/admonished by a fellow believer with the goal of correction, reconciliation and restoration. If the individual does not listen, then step ii below follows (Matthew 18:15; Galatians 6:1).
    - ii. The individual in sin is confronted/admonished again, with two or three witnesses present, with the goal of correction, reconciliation and restoration, and to establish the facts. If possible, one of the witnesses should be an Elder of the church. If the individual does not listen, then Step iii below follows (Matthew 18:16).
    - iii. The matter is brought to the Elders. Charges are to be put in writing and placed in the hands of the accused, requesting a meeting with the Elders within two weeks. If reconciliation is not achieved and the Elders determine the accused is in sin, the individual shall be removed from active ministry, then Step iv below follows (Matthew 18:16; Galatians 6:1).
    - iv. If the individual does not repent within a month of Step iii, the individual's membership shall be withdrawn and the individual may no longer participate in the Church programmes or events (Matthew 18:17).
- vi. Members, whose membership has been withdrawn shall be notified by letter, sent digitally or by physical mail.
- vii. Future restoration of a former member is possible upon repentance and reconciliation with those offended. Such a member must meet with the Elders to determine what "fruit of repentance" they will require for restoration (Psalm 51; Matthew 3:8; 2 Corinthians 7:9-11). Once the Elders are satisfied that a member has repented and been restored they shall then decide whether to restore the member to membership. Such vote shall be unanimous.
- viii. Letters of recommendation or transfer to churches of like faith may be granted to those members in good standing requesting one. The request should be made in

writing stating the name and address of the church to which the member desires to affiliate. The Elders will take action on the request.

- ix. No rights or privileges of membership shall be transferable or transmissible in any way. All rights and privileges shall cease upon the death, resignation or cessation of membership, for any reason whatsoever, of the member.

## **5.5 SPECIAL GENERAL MEETINGS**

- i. Special general Meetings of the Church shall be held only after public notice, in a verifiable manner, has been given thereof, which notice shall state the whole of the business to be transacted thereat. For the purpose of this clause public notice shall be defined to be a notice which is announced at both divine services in the morning on the two Sundays preceding the day appointed for the meeting; or which is published by means of a printed or written notice affixed to the door or notice board of the Church, during the aforementioned Sundays.
- ii. At a Special General Meeting only duly admitted members of the Church, who have been members for a period of at least six months, and who have at the date of such meeting attained the age of eighteen years, shall be entitled to vote.
- iii. The Eldership may convene Special General Meetings at any time.
- iv. The Elders shall convene, by no later than the end of November each year, a Special Annual General Meeting, where all the Leaders of the Church who are in good standing and not undergoing any disciplinary proceedings, at the time the meeting will be sitting, shall be entitled to attend. The said meeting shall be convened for:
  - a. Reporting on the financial status and evaluation of the current year's programmes of the Church,
  - b. Informing the Leaders of the following year's budget and programme,
  - c. Giving of feedback by the Leaders, and
  - d. Dealing with any other matter arising from the engagement, as per the discretion of the Elders.
- v. The Special Annual General Meeting shall be chaired by the Pastor or any other Elder, as the Eldership may unanimously agree. The format of such meeting will also be decided by the Eldership unanimously.

## **6. ORDINATION**

- i. When, in the judgment of the Pastor, a member of the church evidences a divine call to Christian ministry, the Eldership shall thoroughly examine the candidate regarding his personal Christian experience, call to the ministry, educational training, doctrinal belief, reputation, and demonstrated service in Christian work. The level of examination shall be at least equivalent to that for Elders.
- ii. The Elders may interview relevant Leaders of the Church, as part of the examination process.
- iii. Upon completion of the examination of the candidate, a unanimous vote shall be required to approve the ordination of the member concerned.
- iv. Once a member has been approved for ordination, a public ordination service shall be arranged by the Elders, at which an Ordination Certificate shall be issued.

- vi. The Elders shall have the power to discipline, even to the revoking of the Ordination Certificate, if the member is found guilty of doctrinal or moral defection after an impartial hearing conducted in the spirit of 1 Corinthians 13.

## **7. FINANCIAL TRANSACTIONS**

- i. All financial transactions of the Church shall be conducted by means of a banking account.

## **8. AUTONOMY**

- i. The Church shall be an independent body corporate existing in its own right, with an identity and existence distinct from its members and office bearers.
- ii. The Church shall have the ability to own property and other possessions and to sue and be sued in its own name and shall have the ability to take out loans and bonds over properties in order to raise finance in terms of this Constitution, as determined by the Financial Committee of the Church.
- iii. The Church, a Body Corporate, shall enjoy a continued existence notwithstanding changes in the composition of its members or office bearers and may only be dissolved as provided for below.

## **9. STATEMENT OF FAITH**

The Statement of Faith, annexed hereto as Annexure 3, shall only be amended by a unanimous decision of the members of the church at a Special General Meeting, convened, for such purpose, as per clause 5.4.

## **10. AMENDMENTS**

- i. This Constitution, or any portion thereof may only be amended or repealed by way of a Resolution of the Eldership, which is approved at a Special Meeting convened for that purpose.
- ii. The meeting shall be convened and constituted in the manner prescribed in the Constitution.
- iii. The Pastor, as Chairman, shall preside over the meeting.
- iv. The vote shall be unanimous. However, no single person may directly or indirectly control the decision-making process relating to the Church.
- v. Amendments to Section I should not contradict any clauses in Section II & III.
- vi. Notice must be taken of the preamble to Section II.
- vii. In order for the Church to continue to qualify for exemption from payment of income tax and donations tax, Section II shall not be amended without having obtained the prior written consent of the Commissioner for SARS. The same shall apply for any amendments made to any clauses that would contradict the said clauses in Section II.
- viii. Amendments to this Constitution will only become binding after they have been approved by the Eldership.

**11. DISSOLUTION OF THE CHURCH**

- i. The Church may be dissolved if at least two-thirds of the members present and voting at a Special Meeting convened for the purpose of considering such matters are in favour of such dissolution, subject to the limitations and requirements as set out in paragraph 7 of Section II hereto.