



**St. Mary & St. Mark Coptic Orthodox Church**  
**Diocese of Sydney & Affiliated Regions**  
**Special Edition Newsletter: 24 February 2020 Issue**

## **Announcement of Establishment of Coptic Orthodox Church of Japan**

On Sunday, 16<sup>th</sup> February 2020, a special meeting was held at St. Mary and St. Mark Coptic Orthodox Church to announce the establishment of the “Coptic Orthodox Church of Japan” under the Religious Corporations Law. This announcement was made in accordance with Article 12, Paragraph 3 of the Act.

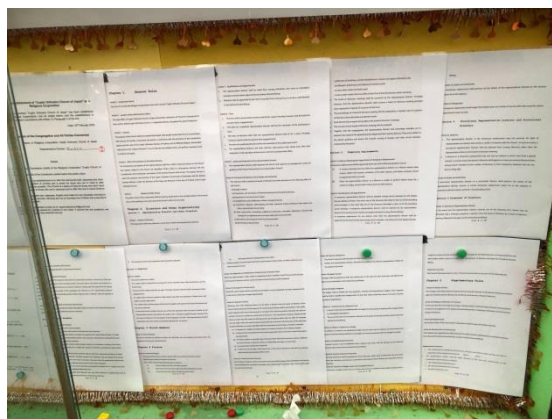
All 25 members who attended this special meeting were in favor of the establishment of the Church. Following the meeting, a public notice was posted on the church noticeboard along with a copy of the Church Constitution in both English and Japanese. Please see Attachment 1 for full details of the Church Constitution.

The purpose of the Church establishment is to offer the community both Japanese and other nationalities a place of worship and a center for those who are in need to offer services wherever possible. The Church is a place of hope for those who don't have hope and a light to those who are in darkness and to offer the love of Jesus Christ to all nations.

Languages spoken are: Japanese, English and Arabic for any translation services or to offer various services. Services are run on Sundays from 9:30am and everyone is always welcomed.

For any enquires please contact us on: [japancopticchurch@gmail.com](mailto:japancopticchurch@gmail.com)

If anyone has any questions, we would be happy to help wherever we can.



Public notice and Church Constitution posted  
on the Church noticeboard for 1 week



# Constitution of the Coptic Orthodox Church of Japan

To be read in conjunction with the Constitution of the Diocese of Sydney and its  
Affiliated Regions

February 14, 2020

St Mary & St Mark Coptic Orthodox Church, Japan  
2-1 Shimizu Saganaka, Kizugawa City, Kyoto, 619-0222

Revision 17

## **Chapter 1. General Rules**

### **Article 1. Corporation Name**

This Church is under the Religious Corporations Law and is named "Coptic Orthodox Church of Japan".

### **Article 2. Location of the Administrative Office**

The head office of Coptic Orthodox Church of Japan (hereinafter referred to as "Church") is located at St. Mary and St. Mark's Coptic Orthodox Church: 2-1 Saganaka Shimizu, Kizugawa City, Kyoto Prefecture.

### **Article 3. Purpose**

The purpose of the Church shall be to spread the Gospel, help people receive divine favor and salvation, hold services of worship, ceremonies and events in conformity with the provisions of the constitution, bylaws and the rules of the Coptic Orthodox Diocese of Sydney and its Affiliated Regions (hereinafter referred to as the "Sydney Diocese") so as to educate and enlighten laity, and perform necessary work to achieve such goals.

### **Article 4. Effect of Constitution of the Sydney Diocese**

The Constitution and bylaws of the Sydney Diocese shall be in effect where provisions on this Church and matters related to this Church are stipulated. Where there is a discrepancy between the two Constitutions, the Constitution and bylaws of the Sydney Diocese shall prevail. The Sydney Diocese is under the guidance and direction of the Coptic Orthodox Patriarchate of Alexandria and the Sydney Diocese Bishop is under the direction of the Pope and Patriarch of the See of St Mark of the Coptic Orthodox Church.

### **Article 5. Method of Public Notice**

The public notice of the Corporation shall be made by publication in the monthly bulletin of the church once, and by posting in the notice area of the Church's office for one week.

## **Chapter 2. Directors and Other Organizations**

### **Section 1. Representative Director and Other Directors**

#### **Article 6. Number of Directors**

The Corporation shall have 3 directors, one of whom shall be the representative director.

#### **Article 7. Qualifications and Appointments**

1. The representative director shall be voted from among individuals who serve as committee members and have been approved by the Sydney Diocese Bishop.

2. Directors shall be appointed by the church assembly from among church members and informed to the Sydney Diocese Bishop.

#### **Article 8. Term**

1. The term of the representative director shall be for 2 years. Provided, however, that this shall not prevent his/her reappointment.
2. The term of a substitute representative director shall be the remainder of the predecessor's term.
3. The term of directors other than the representative director shall be for 2 years. Provided, however, that this shall not prevent their reappointment.
4. The term of a substitute director shall be the remainder of the predecessor's term.
5. The representative directors and other directors shall perform their duties even after their resignation or the expiration of their terms until their successors take office.

#### **Article 9. Duties and Authorities of the Representative Director**

1. The representative director shall represent the Church and supervise its management under the guidance of the Parish Priest of this Church (hereinafter "Priest").

#### **Article 10. The Board of Directors and its Duties and Authorities**

1. The directors shall comprise the board of directors and make decisions on the following affairs of the Church:
  - (1) Budget creation
  - (2) Preparation and submission of financial statements to the Sydney Diocese.
  - (3) Disposition of annual account surplus
  - (4) Establishment and modification of basic and special assets.
  - (5) Acquisition, disposal, collateralizing and other important actions relating to real estate and other important personal property
  - (6) New construction, remodeling, additional construction, relocation, alterations, removal and change of use regarding main structures within the church premises
  - (7) Alterations and change of use of the church premises
  - (8) Borrowings and guarantees
  - (9) Revision of the Rules, and the establishment, revision and repeal of detailed rules
  - (10) Mergers, dissolutions and disposal of residual assets
  - (11) Any other matter set forth herein
  - (12) Any other matter that is an affair of the Church that the directors deem necessary.
2. The board of directors' meetings shall be convened by the representative director. Provided, however, that the representative director shall convene a board of directors meeting promptly upon request by a majority of a

quorum of directors.

3. The proceedings of a board of directors meeting shall be adopted by a majority vote of a quorum of directors unless otherwise provided for herein.
4. Each director has an equal voting right at the board of directors' meetings.
5. The minutes of each board of directors meeting shall be prepared.
6. Together with the congregation, the representative director and committee members are to attend to the needs of the appointed priest dispatched from Sydney Diocese. They are to adhere to the priest's guidance and ensure the smooth running of liturgies and other church activities conducted by the priest.

## **Section 2. Temporary Replacements**

### **Article 11. Instances Requiring the Appointment of Temporary Replacements**

A temporary replacement shall be appointed when any of the following situations occurs:

- (1) A vacancy develops because either the representative director or a director passes away, resigns, his/her term expires, cancelled, or for other reasons, and his/her successor cannot be appointed within 3 months.
- (2) Either the representative director or a director is unable to perform his/her duties for 3 months or longer, due to his/her illness, travel or other reasons.

### **Article 12. Qualifications and Appointments**

1. A temporary representative director shall be selected among church members by the Sydney Diocese Bishop or Priest in the event one of the situations described in item (1) of the preceding article develops. In the event that one of the situations described in item (2) of the preceding article develops, a temporary representative director shall be selected by the representative director from among church members and approved by the Sydney Diocese Bishop.
2. A temporary replacement for any director other than the representative director shall be appointed by the Parish Priest from among church members and informed to the Sydney Diocese Bishop.

### **Article 13. Duties and Authorities**

A temporary replacement shall perform all the duties of the representative director or the director whom he or she replaces.

### **Article 14. Resignation**

A temporary replacement shall resign from his/her post as a matter of course when the cause for his/her appointment ceases to exist.

### **Section 3. Provisional Representative Director and Provisional Directors**

#### **Article 15. Selection**

1. The representative director or the temporary replacement may not exercise his right of representation on matters that involve a conflict of interest with the Church. In such an event, a provisional representative director shall be selected from among directors other than the representative director at the board of directors meeting.
2. A director or a temporary replacement may not vote on matters in which they hold a special interest. In such an event, the board of directors shall appoint as many provisional directors from among church members as the number of directors or their temporary directors who do not have a voting right.

#### **Article 16 Duties and Authorities**

A provisional representative director or a provisional director shall perform the duties of the representative director, director or his/her temporary replacement whom he or she replaces in connection with the matters set forth in the preceding article.

### **Section 4 Dismissal of Directors**

#### **Article 17. Dismissal of Representative Director**

In the event that the representative director commits any of the following acts, he/she may be dismissed with a resolution passed by a decision from the board of directors at a board of directors meeting, followed by the approval of Sydney Diocese Bishop.

- (1) A clear violation of his/her official duties
- (2) A behavior inappropriate for a representative director

#### **Article 18. Dismissal of Directors**

In the event that any of the directors other than the representative director commits any of the acts mentioned under the items of the preceding article, the parish priest may dismiss the director by a decision from the board of directors at a board of directors meeting after the approval of the Sydney Diocese Bishop. For the purpose of this paragraph, the reference to the "representative director" appearing in item (2) of the preceding article shall be replaced with a "director" after the approval of the Sydney Diocese Bishop.

#### **Article 19. Dismissal of Temporary Replacements**

The provisions of the preceding two articles shall apply mutatis mutandis to the dismissal of temporary replacements for the representative director or directors.

## **Section 5 Church Assembly**

### **Article 20. Church Assembly**

1. The Church shall have a church assembly.
2. The church assembly shall consist of the Priest and church members.
3. The church assembly shall be convened once yearly by the representative director. Provided, however, that the representative director may convene an extraordinary meeting of the church assembly when deemed necessary.
4. The representative director shall promptly convene an extraordinary meeting of the church assembly upon request by a majority of a quorum of directors, excluding the representative director.
5. The moderator of the church assembly shall be either the representative director or his/her temporary replacement. Provided, however, the moderator may be selected from among priests or directors at the church assembly in the event both the representative director and his/her temporary replacement are unable to serve as the moderator.
6. The agenda items of a church assembly meeting shall be adopted with a majority vote of the attendees unless stipulated differently herein.
7. The church assembly shall deliberate upon and make resolutions on agenda items, such as Ordinations, submitted by the Priest or Sydney Diocese Bishop.
8. The minutes of each church assembly meeting shall be prepared.

## **Section 6 Auditors**

### **Article 21. Auditors**

1. The Church shall have 1 auditor.
2. The auditor shall be selected from among the church members other than the directors, by the Parish Priest.
3. The term of the auditor shall be two years. Provided, however, that this shall not prevent his/her reappointment.
4. An auditor shall continue to perform his/her duties even after the expiration of his/her term until his/her successor takes office.
5. The auditor shall audit the status of the Church's property and report to the board of directors and the church assembly.
6. In the event that the auditor commits any of the acts described under the items in Article 17, the representative director may dismiss the auditor with a resolution passed through a decision from the board of directors. For the purpose of this paragraph, the term "the representative director" appearing in item (2) in Article 17 should be replaced with "an auditor."

## **Chapter 3 Church Members**

### **Article 22. Church Members**

The church members as referred to herein are individuals who are baptized and whose names are registered on the church membership roll.

## **Chapter 4 Finance**

### **Article 23. Asset Classification**

1. The assets of the Church consist of special assets, basic assets and ordinary assets.
2. Special assets consist of treasures and fixtures.
3. Basic assets consist of the following types of property:
  - (1) Land, buildings and other real estate property
  - (2) Government and corporate bonds, and other negotiable securities
  - (3) Assets that have been built for long-term preservation
  - (4) Monetary donations designated as basic assets
4. Ordinary assets consist of assets other than special assets or basic assets, as well as yields from such assets and general income.

### **Article 24. Designation and Modification of Special Assets and Basic Assets**

Whenever special assets or basic assets are designated and/or modified, it shall first secure the decision of the board of directors and the consent of Sydney Diocese Bishop shall be obtained.

### **Article 25. Management of Basic Assets**

Cash that is basic assets shall be converted to real estate or secure negotiable securities, deposited with a safe bank or otherwise managed appropriately.

### **Article 26. Disposal of Assets**

Whenever one of the following actions is to be taken, a decision from the board of directors of the Church shall be obtained and the approval of Sydney Diocese Bishop shall be secured first. Then, public notice explaining the action must be given to members of the church and other individuals who have an interest in the action at least one month prior to the action. This requirement, however, shall be waived when an action that falls under the following items (3) through (5) either does not allow for adequate time for public notice, the work involved occupies less than one-third of the total area of the real estate property affected, or an action that falls under item (5) takes at most 28 days (4



weeks) to complete.

- (1) To dispose of or pledge real estate property or a treasure listed on the inventory of assets
- (2) To take out loans (excluding short-term loans repaid with revenue from the current fiscal year) or give guarantees
- (3) To newly construct or remodel major structures within the church premises, construct additions to such structures, or relocate, remove or substantially rearrange such structures
- (4) To substantially renovate church grounds.
- (5) To alter the use of major church structures or the church premises or use them for purposes other than the main purposes of the church.

#### **Article 27. Creating Inventory of Assets**

The inventory of assets as of the end of each fiscal year shall be prepared and submitted to the Sydney Diocese Bishop after an audit by the auditor and a decision by the directors within three months after the end of the fiscal year.

#### **Article 28. Payment of Expenses**

1. The Church's expenses shall be paid out of its ordinary assets.
2. Neither the representative director, directors nor auditors may receive compensation strictly for the positions they hold.

#### **Article 29. Budget Creation**

A budget shall be prepared at least one month prior to the start of a new fiscal year, decided by the directors and submitted to the Sydney Diocese Bishop.

#### **Article 30. Budget Categories**

The budget shall be divided into two segments: ordinary and extraordinary budgets. Each segment shall be further classified into budget items so that they clearly reveal the nature of revenue and the purpose of expenditures.

#### **Article 31. Creation and Use of Reserve Fund**

1. A reserve fund may be established within a budget for the purpose of dealing with a budget deficit or unbudgeted expenditures.
2. The use of the reserve fund requires a decision by the board of directors and the consent from the Sydney Diocese Bishop.

#### **Article 32. Addition or Revision to a Budget**

An addition or revision to an established budget may be made with the decision by the directors and approval of Sydney Diocese Bishop if unavoidable circumstances develop after the budget is created.

**Article 33.            Establishing Special Account**

A special account may be established when a special need arises with the decision by the board of directors and consent from the Sydney Diocese Bishop.

**Article 34.            Financial Statement Preparation**

Financial statements shall be prepared for each fiscal year, within three months after the end of the fiscal year, decided by the directors, submitted to the Sydney Diocese Bishop and reported to Church Assembly.

**Article 35.            Treatment of Budget Surplus and Unbudgeted Revenue**

In the event a budget surplus occurs or income not previously contained in the budget is gained, such a surplus or income may be carried forward to the budget for the following year, or incorporated into the basic assets, either in part or in whole, with the decision of directors and approval of Sydney Diocese Bishop.

**Article 36.            Fiscal Year**

The Church's fiscal year starts on July 1<sup>st</sup> of each year and ends on June 30<sup>th</sup> of the following year.

**Chapter 5.            Supplementary Rules**

**Article 37.            Revision of Rules**

Any change to the Rules shall be made by first securing the decision of the Board of Directors and the approval of Sydney Diocese Bishop and certified by the Governor of Kyoto Prefecture.

**Article 38.            Merging or Dissolution Procedures**

In the event that the Church plans to merge or dissolve itself, it shall first obtain decision from the board of directors and approval of the Sydney Diocese Bishop before obtaining certification of the Governor of Kyoto Prefecture.

**Article 39.            Residual Assets**

Any residual assets of the Church after its dissolution shall belong to the Sydney Diocese.

**Article 40.            Detailed Rules of Enforcement**

The detailed rules regarding the enforcement of the Rules shall be established by securing the decision from the board of directors and with the consent of Sydney Diocese Bishop.

## Supplementary Provisions

1. This Constitution is certified by the Governor of Kyoto and shall be enforced from the date of registration of the establishment (on the      day of      2020).
2. The representative director and the other directors at the time the enforcement of the Constitution commenced are as follows:
  - Rev. Father Moses Ayad (Director)
  - Mr. Mina Aziz (Representative Director)
  - Mr. Mina Kamal (Director)

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Issued by: St. Mary & St. Mark Coptic Orthodox Church.  
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