

**COMMONWEALTH OF THE BAHAMAS
IN THE SUPREME COURT
COMMERCIAL DIVISION
2020/COM/com/00035**

**IN THE MATTER of The Companies Act
AND
IN THE MATTER OF GOLDEN GATES ASSEMBLY WORLD OUTREACH
MINISTRIES (GGAWOM)**

BETWEEN

**ARCHBISHOP ROSTON L. DAVIS
DONNA TURNQUEST
GENESTA WILLIAMS
JOHN RIGBY
JOYOUS PICKSTOCK
(in the capacity of the Executive Committee of GGAWOM)**

Plaintiffs

**AND
ALAN STRACHAN
CLEO CASH
INEZ PINDER
ALMA YOUNG
RUTH MILLER
DWIGHT ARMBRISTER
GEORGE CAREY
VANDERA CAREY**

Defendants

Before Hon. Mr. Justice Ian R. Winder

**Appearances: Wayne Munroe QC with Devard Francis, Regina Bonaby and
Krystian Butler for the Plaintiff**

**Romona Farquharson-Seymour with Calvin Seymour for the
defendants**

**26 October, 2020 and 25 November 2020
Submissions: 20 April 2021 and 7 June 2021**

JUDGMENT

WINDER, J

This is a dispute among the membership of Golden Gates Assembly & World Outreach Ministries ("the Company") as to who are its officers and directors.

[1.] The Company was established by the Christian congregation of Golden Gates Assembly & World Outreach Ministries upon its departure from the Assemblies of God in The Bahamas.

[2.] The Company was incorporated under the Companies Act on 12 September 2001 as a company limited by guarantee. The subscribers to the Memorandum of Association and the Articles of Association were Bishop Roston Davis (Davis), Paul Rolle, Rev. Mary E. Nairn, Cleo Cash (Cash), Althea Woods and Althea Davis and Angenette Pyfrom (Pyfrom).

[3.] The Articles of Association of the Company provided at paragraphs 8-28 as follows:

GOVERNMENT

8. The administration of the Association shall be vested in the Executive Committee consisting of not less than five (5) and not more than nine (9) persons elected by the Executive Council at its annual business meeting.

9. The Executive Council shall be the final authority of the Association and any question as to who is a member of the Executive Council shall be determined by the members at the annual business meeting of the Association. The first Executive Council shall consist of the subscribers to the Memorandum of Association. The Executive Committee shall act for the Executive Council in all matters not expressly designed for the Executive Council in these Articles of Association.

10. The Executive Council is empowered to:

- (1) elect the officers to the Executive Committee at its annual business meeting;
- (2) make decision on the buying, selling, leasing or mortgaging of any land or properties;
- (3) give final decision on major issues pertaining to the operation of the Association whether spiritual or otherwise; and
- (4) discipline any offending Officer or member of the Association.

11. The duly elected Executive Committee shall have the power to act in all matters not expressly covered in these Articles of Association or the Constitution and such action taken by the Executive Committee shall stand as though executed in fact by the Executive Council.

EXECUTIVE COMMITTEE

12. The elected Officers of the Executive Committee shall be the President, Vice President, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary and the option of one representative at large as Counsel. Other Officers up to the number permitted by these Articles may be elected to the Executive Committee if deemed advisable by the Executive Council.

13. These Executive Committee shall be elected by the Executive Council at the annual business meeting of the Association and hold office for one year at a time or until their successors are duly elected. They may be returned to Office at the discretion of the Executive Council.

14. Any vacancy occurring in the Executive Committee during the year shall be filled by a member appointed by the Executive Committee until the next annual business meeting.

15. The Executive Committee shall appoint a bank for the holding of the funds of the Association and direct the Treasurer and Assistant Treasurer to deposit or withdraw such funds as the Executive Committee or the Executive Council shall determine. Handling of the funds of the Association shall be done by the Treasurer or Assistant Treasurer currently in that office and shall be checked and co-signed by the President or Secretary of the Association. The Executive Committee shall see that careful financial and secretarial records are kept for the Association.

16. The Executive Committee shall cause to be paid out of the Treasury or by other means provided all expenses incidental to the carrying forward of the work of the Association or such other worthy projects which the Executive Committee or Executive Council shall authorize.

17. The Executive Committee shall cause proper minutes to be kept of all its business meetings together with the annual and special business meetings of the Executive Council. These records shall be kept readily available at the Office.

18. The Executive Committee may meet for business at any time they deem it necessary.

19. Safe keeping of all deeds, documents and securities: These shall be in the custody of the Secretary and Treasurer and kept in the Association's bank safety box.

OFFICERS AND DUTIES

President

20. The elected President of the Association shall have the spiritual oversight of all churches belonging to the Association. He shall have authority to counsel and supervise members according to the Memorandum of Association, Constitution and these Articles of Association. He shall be chairman of the Executive Committee and Executive Council and shall have veto power of all decisions made therein. He is authorized to call business meetings of the

Executive Committee or Executive Council as needed. He may delegate any of his functions save and except for his veto power to the Vice President or other qualified Officers of the Executive Committee.

Vice-president

21. The Vice-president shall acquaint himself with the duties of the President's office and fill that office if and when the President cannot act.

Treasurer

22. The Treasurer shall keep careful financial records and give a financial account of the Association's funds in his care at any time the Executive Committee shall call for it. He shall be subject to the decisions of the Executive Committee and the Executive Council in handling and dispersing of the funds. His books of records of the funds shall be open to the Executive Committee's inspection whenever they shall call for it. He shall prepare a yearly report and have it ready for the annual meeting of the Association.

Assistant Treasurer

23. The Assistant Treasurer shall acquaint himself with the procedure of the Treasurer's office and duties and serve in that capacity when the regular Treasurer cannot serve.

Secretary

24. The Secretary shall keep the minutes of all Executive Committee and Executive Council business meetings, and make them available at the request of the members of the Executive Committee. He or she shall have permanent minutes of Official business meetings written up, signed and kept in a permanent record book at the Association's registered office and shall be the custodian of all legal documents of the Association.

25. The Secretary shall also keep record of all names and addresses of the members of the Executive Council serving each year together with the names and addresses of the Executive Committee members currently in office, together with the names and addresses of the members of the Association. A record of the names and locations of all churches represented in the Association shall be kept in a permanent record book.

Representative at Large

26. The representative at large shall be an advisor who seeks to bring to the Executive Committee mature counsel in carrying on the Lord's work.

Other Officers of the Executive Committee

27. If the Executive Council deems it advisable they may elect other officers to the Executive Committee the number of which shall not exceed a total membership of nine (9) persons.

ANNUAL AND SPECIAL BUSINESS MEETINGS

Annual General Meeting

28. There shall be an Annual General Meeting of the Association members held in the month of April of each and every year or at such time as the Executive Committee shall determine for the purpose of reviewing the Treasurer's annual financial report and any reports of other Committees appointed for special purposes. Major business of the Association may be transacted by the Executive Council at this meeting together with the election of officers to the Executive

Committee for the ensuing year and members to the Executive Council, if it is deemed necessary.

[4.] Pyfrom settled the Memorandum of Association and Articles of Association of the Company and served as the Company's secretary. On 2 May 2018, Pyfrom wrote to the Registrar General in the following terms:

Dear Sir:

**Re: Golden Gates Assembly and World Outreach Ministries
Registration Number 49,299**

At the Annual Business meeting of the Golden Gates Assembly and World Outreach Ministries held on Thursday, the 18th January 2018 at 8:30 pm, the following persons were elected as the Directors for the ensuing year:

- | | |
|---|---|
| 1. Bishop Roston L. Davis
Minister of Religion
P. O. Box N-10851
Nassau, Bahamas | 2. Pastor A. Alan Strachan
Retired Civil Servant
P.O. Box N-9887
Nassau, Bahamas |
| 3. Pastor Sheila Smith
Retired Civil Servant
P.O. Box N-10851
Nassau, Bahamas | 4. Pastor Althea W. Davis
Minister of Religion
P. O. Box N-10851
Nassau, Bahamas |
| 5. Rev. Paul A. Rolle
Asst,(sic) Commissioner – Royal Bahamas Police Force
P. O. Box N-10851
Nassau, Bahamas | |
| 6. Pastor Trent Davis
Minister of Religion
P. O. Box N-10851
Nassau, Bahamas | 7. Pastor Cleo Cash
Retired
P. O. Box N-10851
Nassau, Bahamas |
| 8. Pastor Lynn Terez Nixon
Lecturer
P. O. Box N. 10851
Nassau, Bahamas | 9. Pastor Inez Pinder
Educator
P. O. Box N-10851
Nassau, Bahamas |

The following persons were elected Officers for the year 2018 (initialled)

Bishop Roston L. Davis	-	President
Rev. Paul A. Rolle	-	Controller
John Rigby	-	Treasurer
Donna Turnquest	-	Secretary
Deaconess Genesta Williams	-	Assistant Secretary

Yours faithfully,

A Pyfrom (Signed)

Attorney

Golden Gates Assembly and World Outreach Ministries

[5.] On 1 July 2020, the defendants, styling themselves as the Executive Committee of the Company made the following resolution:

WHEREAS, a Special Business Meeting of the Executive Committee may be called at any time by three (3) Executive Committee members if it may be deemed necessary pursuant to section 29 of the Articles of Association.

AND WHEREAS, a quorum for the transaction of official business of the Executive Committee shall be four (4) of the elected officers serving on the Executive Committee at any given time pursuant to section 30 of the Articles of Association.

AND WHEREAS, business may be transacted at the Executive Council meetings by the Executive Council members present, without a quorum, providing all members have been notified of such meeting with the time and place of the meeting stated, and notice sent out to the members two weeks before the date of the scheduled business meeting pursuant to section 31 of the Articles of Association.

AND WHEREAS, the administration of the Association shall be vested in the Executive Committee consisting of not less than five (5) and not more than nine (9) persons elected by the Executive Council at its annual business meeting as per section 8 of the Articles of Association.

AND WHEREAS, the Executive Committee shall be elected by the Executive Council at the annual business meeting of the Association and hold office for one year at a time or until their successors are duly elected as per section 13 of the Articles of Association.

AND WHEREAS, the elected Officers of the Executive Committee shall be the President, Vice President, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary and the option of one representative at large as Counsel, as well as other Officers up to the number permitted by the Articles of Association if deemed advisable by the Executive Council pursuant to section 12 of the Articles of Association.

AND WHEREAS, the Executive Committee shall appoint a bank for the holding of the funds of the Association and direct the Treasurer and Assistant Treasurer to deposit or withdraw such funds as the Executive Committee or the Executive Council shall determine pursuant to section 15 of the Articles of Association.

AND WHEREAS, based on the fact that Archbishop Roston Davis does not have the authority to appoint, and/or install Pastor Trent E. Davis as the next Senior Pastor of Golden Gates Assembly & World Outreach Ministries.

AND WHEREAS, every company incorporated under the Companies Act shall file an Annual Return.

BE IT RESOLVED, that a Special Business Meeting of the Executive Committee was called on Wednesday, July 1st, 2020 by three (3) Executive Committee members, namely Pastor Alan Strachan, Pastor Cleo Cash, and Pastor Inez Cash of Golden Gates Assembly & World Outreach Ministries as it was deemed necessary pursuant to section 29 of the Articles of Association.

AND RESOLVED, that the quorum was satisfied for the transaction of official business of the Executive Committee of four (4) officers serving on the Executive Committee, namely Pastor Alan Strachan, Pastor Cleo Cash, Pastor Inez Pinder, and Pastor Shiela Smith (via teleconference), as per section 30 of the Articles of Association.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Inez Pinder, and carried by majority to suspend the two weeks' notice based on the misrepresentation from Archbishop Roston Davis as to Pastor Trent Davis being appointed as Senior Pastor and that business be transacted at the Executive Council meeting by the Executive Council members present, being Pastor Alan Strachan, Pastor Cleo Cash, Pastor Inez Pinder, Pastor Shiela Smith (via teleconference), Pastor Cynthia Wilson (via teleconference), Pastor Maurice Rolle (via teleconference), Pastor Alma Young, Pastor Ruth Miller, Pastor Dwight Armbrister, Pastor George Carey and Pastor Vandera Carey without a quorum because all members have been notified of the Special Business meeting on Wednesday, July 1st, 2020 at Golden Gates Assembly & World Outreach Ministries at 6 pm.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Dwight Armbrister that the purported Executive Committee members shall be elected by the Executive Council according to section 8 of the Articles of Association.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor George Carey and unanimously carried that Archbishop Roston Davis be elected as a member of the Executive Committee pursuant to section 13 of the Articles of Association.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Alma Young and carried by majority that Pastor Alan Strachan, Pastor Inez Pinder, Pastor Cleo Cash, Pastor Maurice Rolle, Pastor Ruth Miller, Pastor Dwight Armbrister, Pastor George Carey, and Pastor Vandera Carey be elected also as members of the Executive Committee pursuant to section 13 of the Articles of Association.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Vandera Carey and unanimously carried that Archbishop Roston Davis be elected as President of the Executive Committee pursuant to section 12 of the Articles of Association.

And Resolved, that a motion was made by Pastor Alan Strachan, seconded by Pastor Cleo Cash and carried by majority that Pastor Alan Strachan be elected as Vice President, that Pastor Inez Pinder be elected as Treasurer, that Pastor Alma Young be elected as Assistant Treasurer, that Pastor Vandera Carey be elected as Secretary, that Pastor Dwight Armbrister be elected as Assistant

Secretary, and that Pastor George T. Carey be elected as Representative at Large.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Cleo Cash and carried by majority that the Executive Committee change the signatories of the respective appointed banks accounts to sign jointly by any two of the following:- Archbishop Roston Davis as President, Pastor Alan Strachan as Vice President, Pastor Inez Pinder as Treasurer, Pastor Alma Young as Assistant Treasurer, and Pastor Paul Rolle.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Cleo Cash and carried by majority that the next Senior Pastor of Golden Gates Assembly & World Outreach Ministries be elected by both the Executive Council and active tithe paying Members of Golden Gates Assembly & World Outreach Ministries.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Dwight Armbrister and carried by majority that Pastor Trent E. Davis not be appointed and/or install as the next Senior Pastor of Golden Gates Assembly & World Outreach Ministries without an election by both the Executive Council and active tithe paying Members of Golden Gates Assembly & World Outreach Ministries.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Inez Pinder and carried by majority that (1) the elected Executive Committee Members by this resolution be named as the Directors of Golden Gates Assembly & World Outreach Ministries, and (2) this Resolution of the Special Business Meeting be filed with the Companies Registry.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Alma Young and carried by Majority that the Annual Returns be updated and filed with the Companies Registry.

AND RESOLVED, that a motion was made by Pastor Alan Strachan, seconded by Pastor Ruth Miller and carried by majority that the meeting be adjourned to Monday, August 10th, 2020 at 7 p.m.

Golden Gates Assembly & World Outreach Ministries

Pastor Alan Strachan
Member of the
Executive Committee

Pastor Cleo Cash
Member of the
Executive Committee

Pastor Inez Pinder
Member of the
Executive Committee

[6.] This action was commenced by the plaintiffs, identifying themselves as the Executive Committee of the Company. The Originating Summons dated 21 July 2020 seeks the following relief:

1. A Declaration that the members of the Executive Committee of [the Company] are Officers as listed in a letter dated the 2nd May, 2018.

2. A Declaration that the purported Resolution dated the 1st July, 2020 is not a resolution of the Executive Committee of [the Company]
3. An injunction restraining the Defendants, their servants, agents and anyone purporting to act pursuant to the purported resolution dated the 1st of July, 2020 from interfering with the business or operation of [the Company].

[7.] The Originating Summons is supported by the affidavits of Davis and Sheila Smith. The Defendants filed the affidavits of Alan Strachan (Strachan), Inez Pinder (Pinder), Cash, Dwight Armbrister (Armbrister) and George Carey (Carey) in support of their case. The affiants were subject to cross examination on their affidavits.

[8.] According to Davis' affidavit of 20 July 2020 filed in support of the Originating Summons:

...

2. Following the departure of the ministry of GGAWOM from the Assemblies of God in The Bahamas the company limited by guarantee was incorporated on Wednesday 12th September, 2001. Now produced and shown to me marked RD 1 is a copy of the Certificate of Incorporation together with the Memorandum and Articles of Association of GGAWOM.
3. Since the incorporation of GGAWOM the company has not finalized a Constitution.
4. I have served as President of the GGAWOM and Senior Pastor of the church that utilizes the assets of the company.
5. Over the years we have elected Executive Council members who are styled Directors in returns to the Registrar General's Department. ...
6. The Directors (Executive Council) and Officers (Executive Committee) remain as per the 2018 returns save that Paul Rolle, OPM as a result of his appointment as the Commissioner of Police for The Bahamas has taken a sabbatical from the Executive Committee as Controller.
7. Over the years I have appointed a number of persons Pastors in the church.
8. On Sunday 23rd February, 2020, I announced at the church anniversary service that I selected Pastor Trent E. Davis as the next Senior Pastor of GGAWOM. This announcement was met with disapprovals from some of the other fourteen (14) Pastors. A question was raised about my authority to appoint a senior pastor notwithstanding that I had appointed all of the Pastors.
9. The State of Emergency intervened before the installation service for Trent Davis as Senior Pastor could take place.
10. The issue of the installation of Trent Davis as Senior Pastor arose as the Competent Authority moved to permit reopening of churches.
11. In order to have an understanding of my authority with regard to the appointment, it was determined that the church would seek counsel from Leading Counsel.

...

13. The advice of Mrs. [krystal] Rolle, QC was that in the absence of a Constitution one would have recourse to the customary practice of the church. It was agreed that the customary practice of the church was that as Senior Pastor I consulted the Board of Pastors on the position of appointment of Pastors but in the end the choice was mine after prayerful consultation.
14. This confirmed that priority of my selection.
15. On Tuesday 30th June, 2020, I received a Whatsapp message from Pastor Dwight Armbrister in the Pastors Group Chat requesting a Pastoral meeting for 1st July, 2020 which was 24 hours' notice. I replied that I did not sanction a meeting; there would be no meeting and they should govern themselves accordingly.
16. On Wednesday 1st July, 2020, the Defendants purported to meet via teleconference it would appear.
17. They purported to issue a Written Resolution of a Special Business Meeting of the Executive Committee dated 1st July, 2020 (hereinafter Resolution) signed by only three of the purported participants. ...

...

19. This was not a meeting of the Executive Committee as none of the 4 members of the Executive Committee who are listed as Officers in the annual returns to the Registrar's General Department were present.
20. The three persons who signed the Resolution are in fact members of the Executive Council and are listed as Directors in the Returns to the Registrar General's Department.
21. On Thursday 2nd July, 2020, the installation of Trent Davis as Senior Pastor of the church took place in due and solemn form. ...

[9.] Under cross examination Davis suggested that elections took place but could not account for the absence of any of the minutes or resolutions, reflecting any elections. He stated that the pastoral board would discuss matters such as salary for staff members but there is an administration board which handles that. He says that all of the finances are handled by the Controller, Pastor Rolle. He did not accept that the church is run or governed by the Executive Council and stated that in order for meetings not to drag on, all board members would meet at the same time. Sometimes the pastoral board would therefore meet at the same time as the Executive Council.

[10.] Davis could not say when his co-plaintiffs Donna Turnquest, John Rigby or Genesta Williams were made Executive Committee members or who was present at their election. At one point he sought to say that he and Pyform identified the

members of the Executive Committee but when pressed he sought to “expunge” that statement from his evidence. According to Davis, Alan Strachan, Cleo Cash and Inez Pinder were a part of the Executive Council. The Executive Committee are the administrative part of the church and those are himself Roston Davis, Paul Rolle, John Rigby, the secretary Donna Turnquest and Genesta Williams. The Executive Committee does the work of the church. The Executive Council governs the church not the pastoral board. He accepted that he has produced no minutes or resolutions to support that contention.

[11.] Davis accepted reluctantly that the pastoral board played a significant role in the administration of the church.

[12.] According to Smith’s affidavit:

...

2. That I have been a member of Golden Gates Assembly & World Outreach Ministries formerly known as Golden Gates Assembly (“GGAWOM”) since March 1978.
3. That I was appointed Pastor in February 2003 by Archbishop Roston L. Davis on the 34th anniversary of GGAWOM ...
4. That I am listed as one of the Directors of GGAWOM as per the letter dated 2 May 2018 of Attorney Angenette Pyfrom filed with the Companies Registry...
5. That on 30 June 2020 at approximately 9:36 pm, Dwight Armbrister sent a message in the Pastor’s whatsapp group chat which stated “Good Day Pastors we will call a Special Business Meeting for ALL Pastors tomorrow at 6pm. At Golden Gates Assembly & World Outreach Ministries”.
6. That on 30 June 2020 at approximately 10:41 pm, Archbishop Roston L. Davis responded via the said Pastor’s whatsapp group chat with a voice note that stated “Good evening Pastors this is Archbishop Davis, I have not authorized any such pastors meeting. Dwight Armbrister is totally out of order. No such meeting will take place at the church tomorrow or at any day without my approval. Please govern yourselves accordingly.”
7. That on 1 July 2020 at approximately 6:00 pm, Alan Strachan called my cell phone and asked if I knew about the meeting. At which point I advised that I saw Dwight Armbrister’s message but I also heard Archbishop Roston L. Davis response.
8. That Alan Strachan asked if I wanted to be on the Pastors zoom call to which I responded “No, I am not interested” and I hung up the phone.
9. That the Pastors meeting resulted in a Written Resolution which incorrectly stated that I made up the quorum of four (4) officers serving on the Executive Committee.

Smith was not subject to any cross examination.

[13.] Strachan settled three affidavits. According to Strachan, in his 1 September 2020 affidavit:

- ...
2. Except where I indicate otherwise, the facts stated herein are within my personal knowledge and they are true and correct to the best of my knowledge, information and belief. Where the facts are not within my personal knowledge, I state the source of my knowledge and belief.
 3. Bishop Roston Davis was elected as senior pastor of Golden Gates Assembly, and at a Special Called meeting on the 18th day of June 1980, the members of the church ratified his position.
 4. I was elected as Assistant Pastor along with Pastor Arlington Rahming in March 1989.
 5. Presently, I serve as the Pastor responsible for the marriage ministry of the church.
 6. I agree with paragraph 2 of the said Affidavit of Bishop Roston Davis. However, while I agree that there has not been a finalized Constitution, Bishop Roston Davis and the Pastoral Board have always referred to the Memorandum and Articles of Association as the governing rules of the Pastoral Board, which we fashioned and referred to as "the Constitution". ...
- ...
8. I disagree with paragraphs 5, and assert that I did not attend any elections nor was I aware of any annual return for the year 2018 as exhibited in the Affidavit of Roston Davis filed on the 21st July, A.D., 2020, and find this unethical to include me as a Director to an election that I did not participate in. Therefore, I put Bishop Roston Davis to strict proof of same.
 9. I disagree with paragraph 6 of the Affidavit and note that while the Board of Pastors elected new pastors over the years, there has been no elections of pastors to the Executive Council; nor has there been any elections of Officers to the Executive Committee at any Annual Business Meeting as prescribed and required pursuant to Article 13 of the Articles of the Association, since the original subscribers, at the incorporation of the GGAWOM company on September 12, 2001.
- ...
11. Paragraph 7 is neither admitted nor denied. Nevertheless, there has never been an appointment of a Senior Pastor in the history of Golden Gates Assembly and World Outreach Ministries. Bishop Davis was an elected senior pastor under the Assemblies of God regime, and presently, the Articles of Association require there to be an election of the President of the Association.
- ...
17. The breakdown in relations between Bishop Davis, his family and the Pastors resulted from Bishop Davis' unilateral announcement at the Church's Anniversary Service on the 23rd day of February, A.D., 2020. Bishop Davis, without knowledge or prior approval of the Pastoral Board/Executive

Committee, made an announcement to the church that he wished to name his successor in the person of Pastor Trent Davis, who should now be referred to as "Bishop Elect Trent Davis". ...

...

[14.] Under cross examination Strachan stated that apart from Davis, he would be the next senior person, the most senior pastor. He didn't subscribe to the Articles and Memorandum of the Company. He stated that the pastoral board is the same as the Executive Committee and the Executive Council rolled up into one. That, he says, is how they have been operating the church. He believes there were some fifteen pastors but in recent times one or two of them have tendered their resignations.

[15.] Strachan stated that to his understanding they were operating all along under the umbrella of the pastoral board. There was no such thing as Executive Committee and Executive Council. Those terms just came about recently when Davis would have brought in Krystal Rolle QC. The whole matter as it relates to the Executive Committee and the Executive Council became clearer. There was never an election for the Executive Council of this church in nineteen years. There has never been an election for the Executive Council or the Executive Committee.

[16.] According to Cash in her affidavit:

...

4. That I joined Golden Gates Assembly in 1984, and Golden Gates Assembly, was incorporated on June 4th, 1986 limited by guarantee and registered with limited liability without the word "LIMITED" to its name pursuant to section 14 of the Companies Act.

...

6. That GGAWOM has a Memorandum and Articles of Association that was always referred to as the constitution of the Church. ...

7. That I was one of the Subscribers of the Memorandum and Articles of Association (MMA's) of GGAWOM, and a current member of the Executive Council as per paragraph 9 of the MMA's.

8. That as a Subscriber I confirm that the position of Senior Pastor of the Church and President of GGAWOM was always one in the same.

9. That Bishop Roston Davis' ('Bishop Davis') position of the President (sic) of GGAWOM being separate from the position of Senior pastor of the Church is against the original intention of the incorporation of the Company for the Church and practice from the inception of the Church.

...

[17.] Under cross examination Cash stated that she was elected by Davis, and the pastors of the board, to the Executive Council. Strachan, Pinder, Smith and Pastor Mary Nairn are the other members of the Executive Council. She confirmed that she was one of six people who signed the Memorandum and Articles of Association along with Davis, Paul Rolle, Mary Nairn, Althea Davis and Pyfrom.

[18.] According to Pinder in her Affidavit:

1. That I am a Former Treasurer, Director, and Pastor of Golden Gates Assembly & World Outreach Ministries (hereinafter called 'GGAWOM').
- ...
4. That I joined Golden Gates Assembly in 1986...
- ...
6. That GGAWOM has a Memorandum and Articles of Association that was always referred to as the Constitution of the Church.
- ...
10. That the Members, Deacons, Ministers, Elders, and Pastors of the Church were never informed that they did not own the Building that the Church utilizes (as an asset) and the various properties that were mortgage and purchased on behalf of the Church through their tithes, offerings, donations, and labour.
- ...
13. That there were no elections of the directors (Executive Council), or Officers (Executive Committee) of GGAWOM from the incorporation of GGAWOM at any Annual Business Meeting as prescribed and required by the Articles of Association, (or by the original subscribers according to Pastor Cleo Cash) until Wednesday, July 1st, 2020 as per the Resolution filed in the Registrar Generals Department on Thursday, July 2nd, 2020.
14. That the Board of Pastors acted in the capacity of both the Executive Committee, and the Executive Council, and the Pastoral Meetings were the only meeting for (a) the administration of the Church and Association; and (b) the final authority of the Church and Association.
15. That Donna Turnquest only recorded the Minutes of the Board of Pastors, and that (i) Genesta Williams; (ii) John Rigby; and (iii) Joyous Pickstock never attended a Board of Pastors Meeting or Executive Committee Meeting for the administration of the Church (Association) or attended to any administrative duties.
16. That John Rigby and Joyous Pickstock were never elected as members of the Executive Committee by the Executive Council, according to the Minutes of the Annual Business Meetings dated January 17th, 2018 and January 9th, 2019.

...

18. That as Treasurer I counted the tithes and offering (along with the Treasury Team) of the Church Service, and I report the same to Pastor Paul Rolle as Controller, and Bishop Davis. That the financial report is compiled and prepared by Pastor Paul Rolle for both the Board of Pastors Meeting and Annual General Meeting.
19. That I was still performing the duties of the Treasurer in the absence of John Rigby because of travel, being quarantine from travel as a safety precaution, and general absence from Church.
20. That I was elected to the Board of Pastors and ordained as a Pastor of GGAWOM on February 19th, 2008...
21. That I served as Director (Executive Council) from February 19th, 2009 as per the said Returns of GGAWOM and that there were no elections or meetings of the Directors (Executive Council) from then until Wednesday, July 1st, 2020 as per the said Resolutions.
22. That there was no election of the officers (Executive Committee) or Directors (Executive Council) of GGAWOM during my time as a member of Board of Pastors from February 19th, 2009 to the date of this Affidavit as per sections 10(1) and 12 of the Articles of Association of GGAWOM.
23. That Bishop Davis did not appoint a number of persons as Pastor, and I contend along with the other Pastors that they were elected by a majority of the members of the Board of Pastors with Pastor Alan Strachan often being one of the dissenting voters.

...

[19.] Under cross examination Pinder stated that the pastoral board are the directors or the Executive Council. She was never elected as Treasurer. When there was no longer the Treasurer and as the Assistant Treasurer, she had to assume the role as the Treasurer whether she wanted it or not. There was no election. Elections for pastors took place at the board meeting not at the annual church meeting. Bishop Davis did not appoint persons as pastors. They were elected but not by secret ballot. Bishop Davis would bring the names and there would be a discussion and if you want to agree or disagree you have an opportunity to do so. Afterwards, Bishop Davis would say 'all in favor', by raising your hand or something like that but there was no election.

[20.] It was her understanding that the Executive Committee and the Executive Council are the same.

[21.] According to Armbrister in his affidavit evidence:

1. That I am an Executive Member, and Pastor of Golden Gates Assembly & World Outreach Ministries (GGAWOM).
- ...
5. That at a Pastors Meeting on December 11th, 2018, I noticed some points of concern as to the persons listed in the 2018 Return, and I immediately, sought clarity from Ms. Angenette Pyfrom, the Church's Attorney as to the qualification or what qualifies one to be on such listings.
- ...
7. That during this Meeting I further asked Ms. Angenette Pyfrom if the Senior Pastor and President are one and the same, and she replied 'yes'.
8. That at this meeting Bishop Roston Davis (hereinafter 'Bishop') asked the Pastors to ratify the selection of Pastor Trent Davis (hereinafter Pastor Trent) as the next Senior Pastor without any prior notice to the Board of Pastors/Executive Committee.
9. That I, along with three quarters of the Pastors present voted against Pastor Trent as the next Senior Pastor. That I specifically I recall 10 of the 13 Pastors present voted against Pastor Trent assuming this position. Pastor Bishop Davis did not vote at this meeting.
- ...
11. That I also inquired of Ms. Pyfrom to explain the difference between the Executive Council and the Executive Committee at the meeting. She stated that the Executive Council and the Executive Committee are virtually one and the same, with ALL of the Pastors being on the Executive Council, and the Executive Council selects amongst its members, Pastors to sit on the Executive Committee.
12. For assurance and clarity, I restated then that those Pastors who direct the affairs of the church formed the Executive Committee. She agreed.

...

[22.] Under cross examination Armbrister accepted that the Memorandum of Association and Articles of Association of the Company do not mention pastors as an office holder in the Company. He says that he is a member of the Executive Council as of 1 July 2021. Before 1 July he was a member of the Executive Council by virtue of being a pastor since the pastoral board exercised the authority over the administration of the church. There was no election of the Executive Council or Executive Committee at the 2018 annual general meeting or before.

[23.] According to Carey's affidavit evidence:

...

6. That I am reliably informed that the Members of the Church were never told that the Church utilize the building as an assets of Company, which is contrary to their intention for their financially contributions to pay off the mortgage of the Church.

- ...
9. That I am also informed by different Members of the Church that they were shocked when they found out that the Church was incorporated as a Company limited by guarantee, and not a Non-Profit Entity.
 10. That I conducted a search in the Companies Registry without success for either (a) business or trading name; or (b) non-profit license, in the name of the Church because Bishop Davis is contending that the Church is separate from the Company.
 11. That my preliminary search only revealed (i) The Golden Gates Assembly, incorporated on June 4th, 1986 limited by guarantee and registered with limited liability without the word "LIMITED"; and (ii) Golden Gates Assembly & World Outreach Ministries, incorporated on September 12th, 2001, limited by guarantee and registered with limited liability without the word "LIMITED"; and (iii) Annual Returns.
 12. That I never saw an election of the Executive Council (Directors); or an Executive Committee (Officers) at the Annual General Meeting or Special Business Meeting from 2010 until July 1st, 2020 and July 6th, 2020 which are filed in the Company Registry ...
 13. That the Board of Pastors acted in the capacity of both the Executive Committee, and the Executive Council, and the Pastoral Meetings were the only meeting for (a) the administration of the Church (and Association); and (b) the final authority of the Church (and Association), ...
 14. That some of the Pastors heard the terms Executive Council (Directors) and Executive Committee (Officers) for the first time at a Board of Pastors Meeting on December 11th, 2018.
 15. That at that meeting the Pastors was surprised to see the Church's Attorney, Ms. Agenette Pyfrom (hereinafter called 'Ms. Pyfrom') at the Meeting.
 16. That Bishop Davis asked the Board of Pastors to ratify the selection of Pastor Trent (hereinafter called 'Pastor Trent') as the next Senior Pastor of GGAWOM.
 17. That this unexpected question came as a shock to the Pastors, and the majority of the Pastors at that Meeting voted against Pastor Trent as the next Senior Pastor.
- ...
25. That the Annual Returns in the name of GGAWOM and filed in the Companies Registry from 2000 through 2018 are incorrect because there was never an election of Directors (Executive Council), and Officers (Executive Committee), which are attached hereto and marked as Exhibit 'GC4'.
 26. That the Annual Returns filed are (incorrect being) a matter of form and not of substance for instance, (a) the Returns dated (i) June 1st, 2000 effective June 24th, 2000 and filed on September 8th, 2006; and (ii) June 1st, 2001 effective June 24th, 2001 and filed on September 8th, 2006, state that GGAWOM was incorporated prior to September 12th, 2001; and (b) the Return letter dated July 19th, 2009 but meeting held on February 18th, 2010 and filed July 22nd, 2010.
- ...

[24.] Under cross examination Carey stated that he never saw an election of the Executive Council or Executive Committee at the annual general meeting or special business meetings from 2010 until 1 July 2020. He first heard about these terms on the 1 December, 2018. He was first elected as a pastor in 2014.

Analysis and disposition

[25.] It was agreed that the Court need only determine the principal question as to who were the members of the Executive Committee of the Company. This is essentially the declaration sought in the first prayer of the Originating Summons, that "*the Executive Committee of [the Company] are Officers as listed in a letter dated the 2nd May, 2018*". The resolution of this question was clearly determinative of all of the other prayers for relief in the action.

[26.] It should be stated, albeit obvious, that this case, as pleaded, is concerned with solely with the membership of the administrative organs of the Company. The Company is said to hold the assets of the Church. The Company was organized by virtue of its Memorandum of Association (the Memorandum) and Articles of Association (the Articles). There is reference to a constitution in Article 11 of the Articles but there is no evidence of any such document coming into existence. The Company is to be managed/administered by two bodies, namely the Executive Council (the Council). and the Executive Committee (the Committee). Albeit, inelegantly drafted, the Articles suggest that these bodies should generally mirror directors and officers of company.

[27.] According to Article 9, the final authority of the Company is the Executive Council. The members of the Company is the ultimate arbiter of who attains membership in the Council. Article 9 also provides that the first Council of the Company shall consist of the subscribers of the Memorandum. This means that Davis, Paul Rolle, Rev. Mary E. Nairn, Cash, Althea Woods, Althea Davis and Pyfrom comprised the first Council of the Company and would remain Council members until their death, resignation or removal by the members of the Company.

[28.] According to Article 10 of the Articles, the Council is specifically empowered to:

- (1) elect the officers to the Executive Committee at its annual business meeting;
- (2) make decision on the buying, selling, leasing or mortgaging of any land or properties;
- (3) give final decision on major issues pertaining to the operation of the Association whether spiritual or otherwise; and
- (4) discipline any offending Officer or member of the Association.

The Committee is empowered to act as the agent for the Council in all matters not expressly covered in the Articles or the Constitution and such action taken by the Committee shall stand as though executed in fact by the Council.

[29.] According to Article 8 of the Articles, the Committee is charged with the administration of the Company. It shall consist of 5-9 members who are ***elected*** by the Council at its annual business meeting. Members of the Committee could hold office for one year at a time or until their successors are duly elected. The Committee shall act for the Council in all matters not expressly designed for the Council in the Articles. The Articles also provide that the elected Officers of the Committee shall be the President, Vice President, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary and the option of one representative at large as Counsel. Other Officers, up to nine, may be elected to the Committee if deemed advisable by the Council.

[30.] Having seen and heard the evidence of the witnesses, I am satisfied that there has never been any election to any office in the Council or on the Committee. Notwithstanding corporate returns have been filed annually by the Company those returns refer to directors and officers, which are not the nomenclature of the Articles, which speaks of the Committee and the Council. The evidence, which I accept, is that whilst there have been annual meetings of the Company at the Church, the business of elections did not take place at those annual meetings. None of the names listed as officers and/or directors reflect the result of any election to those offices. I accept Davis' initial evidence under cross examination, which he sought to retract, that the names identified in the corporate returns were given to Pyfrom by him for submission. I find therefore that the original subscribers, Davis, Paul Rolle, Rev. Mary E. Nairn, Cash, Althea Woods, Althea Davis and Pyfrom, insofar as they have not died or resigned, have remained the members of

the Council. Ultimately of course, the membership at large of the Company, in its annual general meeting is empowered to determine who shall comprise the membership of the Council.

[31.] I accept that traditionally the management of the Church was governed by the Board of Pastors who were undoubtedly directed by Davis, up to the time of the dispute which caused the implementation of these proceedings.

[32.] The Board of Pastors, however, despite their de facto operations in the church, is not the Council or the Committee of the Company as they have never been elected as such. On the evidence which I accept, pastors are appointed to the Board of Pastors by a system of ratification of names advanced by Davis. As the election of new members to the Council, it seems, is a matter for the Company in general meeting, there having been no such meetings with respect to any of the pastors, the pastors do not form the Council.

[33.] The Board of Pastors are likewise not the Committee. It seems on the evidence that some actual members of the Council, such as Cash, were unaware of their status as a first Council members. Cash's evidence was that she was elected to the Council by Davis and the other pastors. In those circumstances it does not appear that there has ever been a meeting of that first Council, let alone an election by them for members of the Committee. In any event the pastors number as high as 15, more than the amount allowable for members of the Committee.

[34.] In as much as the plaintiffs do not form the membership of the Committee, notwithstanding the corporate return dated 2 May 2018, the defendants (as the majority of the board of pastors) likewise were not empowered to issue the resolution it did on 21 July 2020, as the Committee.

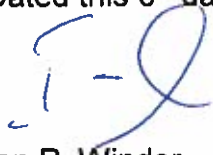
Conclusion

[35.] In the circumstances therefore, no Committee having been elected, the officers of the Committee are neither the officers indicated in the letter dated 2 May, 2018 nor is it the Board of Pastors. The Originating Summons is dismissed.

[36.] Ultimately, it is for the membership of the Company, in annual meeting, to decide the make-up of the Council which will be empowered to elect the membership of the Committee for the management of the Company and by extension the Church.

[37.] I shall hear the parties on the issue of costs by written submissions within 28 days.

Dated this 8th day of October 2021



Ian R. Winder

Justice