

THE CONSTITUTION OF THE NORTH ENGLAND CONFERENCE OF SEVENTH-DAY ADVENTISTS

September 2012

ARTICLE 1 - NAME

This organisation, within the territory of the British Union Conference of Seventh-day Adventists, hereinafter referred to as "British Union Conference", shall be known as the North England Conference of Seventh-day Adventists and is hereinafter referred to as "this Conference".

ARTICLE 2 - TERRITORY

The territory of this Conference shall consist of the Isle of Man and the English counties north of and including Northamptonshire, Warwickshire and Worcester.

ARTICLE 3 - PURPOSE

- (a) The purpose of this Conference (hereafter referred to as "the Purpose" is to proclaim and teach the everlasting gospel of our Lord and Saviour Jesus Christ in harmony with the Purpose and policy of the British Union Conference.
- (b) In furtherance of the Purpose but not further or otherwise this Conference shall have the following powers:
 - (i) to employ and remunerate such ministers, officers, teachers and other employees and to engage such volunteers as may be necessary;
 - (ii) to provide or assist in the provision of housing accommodation for such employees and volunteers to enable them to carry out their duties and in cases of need for retired employees and their families;
 - (iii) to provide or assist (by means of grants, loans or otherwise) in the provision, or improvement of churches and other buildings for use for the work of local congregations of Seventh-day Adventists;
 - (iv) to establish, conduct and provide financial assistance for schools for the education of children in which religious instruction according to the doctrines and principles of the Seventh-day Adventists is given, and to provide financial assistance to students pursuing education according to those doctrines and principles;
 - (v) to publish or assist the publication of religious literature;
 - (vi) to carry out the social mission of the Gospel by the provision of humanitarian aid to those in need in any part of the world;
 - (vii) to establish, operate and provide financial assistance for convalescent, retirement and nursing homes conducted in accordance with the doctrines and principles of Seventh-day Adventists;
 - (viii) to provide or assist in the provision of services and facilities (including buildings) for health education and medical treatments in harmony with the doctrines and principles of Seventh-day Adventists;
 - (ix) to establish, assist or administer other charities having objects similar to the Purpose;
 - (x) to acquire and dispose of property of any description and wherever situated (subject to such consents as may be required by law);
 - (xi) to borrow money with or without giving security (subject to such consents as aforesaid);
 - (xii) to raise money by any lawful means other than by permanent trading and to accept gifts either for furtherance of the work of this Conference or for any specific object within or connected with the Purpose;
 - (xiii) to invest funds in any manner permitted by law otherwise than by means of loans to individuals, firms or private companies and for that purpose to obtain and consider professional advice from a person or firm of good repute having the requisite knowledge and experience;

- (xiv) to provide security for the liabilities of Seventh-day Adventist Association Limited incurred at the request of this Conference. Any such security shall be signed by at least two members of the Executive Committee as authorised by resolution.
- (xv) otherwise to further the religious mission and other charitable work of Seventh-day Adventists in the territory.

ARTICLE 4 - MEMBERSHIP OF THIS CONFERENCE

The membership of this Conference shall consist of such Seventh-day Adventist Churches within its territory as have been, or shall be properly organised and accepted by vote of this Conference in session.

ARTICLE 5 - SESSIONS

- (a) This Conference shall hold regular sessions at intervals of four (4) years at such time and place as the Executive Committee shall designate and announce by a notice to be published in the British Union Conference paper at least twenty eight (28) days before the appointed time.
- (b) In the event of exceptional conditions arising which make it advisable to postpone the calling of a regular session, the Executive Committee may postpone such session for a period not exceeding one (1) year, provided that such action has the consent of at least two-thirds of the members of the Executive Committee.
- (c) The Executive Committee may call an extraordinary session of this Conference at such time and place as it deems proper, by a like notice as for regular sessions, and the transaction of such extraordinary sessions shall have the same force as those of the regular sessions. An extraordinary session may elect any officers or other persons or committees and transact any business and do any other acts as under this constitution, regular session, or the Executive Committee between sessions, may elect, transact or do, provided that the business transacted at an extraordinary session shall be only as provided for in the agenda issued with the publication of the notice of such session.
- (d) At least fifty-one percent (51%) of the authorized delegates must be present at any regular or extraordinary session to constitute a quorum for the transaction of business.

ARTICLE 6 - DELEGATES AT SESSIONS

The delegates to a session of this Conference shall be designated as follows:

Delegates at Large
Regular Delegates

- (a) Delegates at Large
 - (i) Attending members of the Executive Committee of this Conference.
 - (ii) Attending members of the Executive Committee of the British Union Conference.
 - (iii) Attending members of the Executive Committee of the General Conference of Seventh-day Adventists.
 - (iv) Ordained/Commissioned ministers holding credentials from this Conference.
 - (v) Directors of departments of this Conference.
 - (vi) Head Teachers of the secondary and primary schools operated by this Conference.
- (b) Regular Delegates
 - (i) Such persons as are duly accredited by the churches comprising this Conference, including the Conference Church.
 - (ii) Each organised church shall be entitled to one (1) delegate for the organisation, without regard to the size of its membership, and one (1) additional delegate for each fifty (50) members above 35, or major fraction thereof and who holds membership in the local church that accredits them.

- (iii) Such other persons as may be present and are recommended by the Executive Committee and voted by the delegates in session. The number of delegates so seated shall not exceed fifteen percent (15%) of the other delegates.

ARTICLE 7 - SESSION COMMITTEES

(a) Recommendations Committee

The Recommendations Committee to nominate standing committees at the sessions of this Conference shall be made up as follows:

- (i) Each organised church represented in the delegation at the session shall be empowered to choose, through and from its delegation, one (1) member of the Recommendations Committee.
- (ii) Each organised church with a membership of at least one hundred and fifty (150) members shall be further empowered to choose, through and from its delegation, one (1) additional member of the Recommendations Committee for its first one hundred and fifty (150) members and one for each additional two hundred and fifty (250) of its membership or major fraction thereafter.
- (iii) The persons thus selected, together with the British Union Conference president or his designee, who shall act as chairperson of this committee, shall be responsible for nominating all standing committees to be appointed by the session.

The Recommendations Committee shall nominate from the delegation the following standing committees at the sessions of this Conference:

Nominating Committee
Constitution Committee
Plans Committee
Credential and Licences Committee

(b) Nominating Committee

The chairperson of the session Nominating Committee shall be the president of the British Union Conference, or in his absence his designee; and further the Nominating Committee shall consist of from nine to fifteen (9-15) members, excluding the chair.

The composition of this committee shall be balanced, as nearly as possible, between employees of this Conference and lay persons representing various segments of the work and territories of this Conference. Incumbent officers and departmental directors shall not be members of the Nominating Committee. Incumbent members of the Conference Executive Committee shall not serve as members of the Nominating Committee.

(c) Constitution Committee

This committee shall consist of from nine to fifteen (9-15) members, excluding the chair. The committee shall function between the regular sessions as a standing committee, and shall submit its reports and detailed recommendations to the Executive Committee for consideration by the next session. (See Article 19)

(d) Plans Committee

This committee shall consist of from twenty-five to thirty-five (25-35) members, excluding the chair. Should the matters under review and study by the Plans Committee so require, the committee may divide itself into sub-sections for the purpose of drafting proposals to be approved by the full committee prior to presentation to the session.

(e) Credentials and Licences Committee

This committee shall consist of from nine to fifteen (9-15) members, excluding the chair. The committee shall recommend to this Conference in session the granting of suitable credentials and licences to such employees and lay preachers that the committee shall consider suitable to work in this Conference, and ask this Conference in session to approve the ordination/commissioning of such persons as shall have given proof of their calling to the ministry.

The credentials or licences granted or issued by this Conference in session shall remain in force and be valid until the next regular session unless previously terminated by this Conference in extraordinary session. Between sessions the Executive Committee is authorised to perform such duties.

ARTICLE 8 - VOTING

On all questions only delegates may vote and each delegate to the session shall have one vote. The chairperson of the session shall have a personal vote and in case of equality of votes shall also have a casting vote.

ARTICLE 9 - POWERS OF SESSIONS

- (a) This Conference in regular session shall have power to determine all matters and things for the order and good administration of this Conference and regulation of its affairs.
- (b) The plans and policies adopted by this Conference in session shall be in harmony with the plans and policies of the British Union Conference.

ARTICLE 10 - ELECTIONS

- (a) This Conference in regular session shall elect:
 - (i) Executive Officers
 - (ii) Departmental Directors and Associates
 - (iii) Members of the Executive Committee
- (b) Persons elected under this section shall hold their respective offices or appointments until the next regular session of this Conference unless their offices or appointments are previously terminated by this Conference in extraordinary session or by the Executive Committee in counsel with the British Union Conference officers.

ARTICLE 11 - OFFICERS AND DEPARTMENTAL DIRECTORS AND THEIR ASSOCIATES, AND THEIR DUTIES

- (a) The Executive Officers of this Conference shall be:
 - (i) President
 - (ii) Secretary
 - (iii) Treasurer

They shall work in consultation with each other.

(b) President

The President shall supervise the general work of this Conference, open and preside at sessions of this Conference, and also at all meetings of the Executive Committee, and work in the general interest of this Conference as the Executive Committee shall direct.

(c) Secretary

The Secretary shall work under the direction of the Executive Committee and shall keep a record of all proceedings of the sessions of this Conference and of the meetings of the Executive Committee and perform such other duties as usually pertain to this office.

(d) Treasurer

The Treasurer shall receive all monies pertaining to this Conference, keep an account of same, and disburse them as the Executive Committee shall direct. The Treasurer shall make a full report thereof at regular sessions of this Conference and at such times as may be requested by the President or as prescribed by the Executive Committee, and perform such other duties as usually pertain to this office.

Bank accounts approved by the Executive Committee shall be operated by the Treasurer and/or such other individuals as may be authorised by the Executive Committee.

(e) Departmental Directors and Associates

It shall be the duty of the director and associates in charge of a department to promote the general interests of the work entrusted to that department, to provide such statistical reports as may be required, and to perform all other duties usually pertaining to the office of such departmental director and associates. Departmental directors and associates shall work under the direction of the Executive Committee and the supervision of the President and shall occupy an advisory capacity to the local churches.

ARTICLE 12 - EXECUTIVE COMMITTEE

- (a) The Executive Committee shall consist of not less than fourteen (14) and not more than seventeen (17) persons of whom the President (who shall be the Chairperson of the Committee), the Secretary (who shall be the Secretary of the Committee) and the Treasurer shall be members by virtue of their respective offices and subject to Article 15 (a).
- (b) The Executive Committee may delegate any of its functions to sub-committees of three (3) or more persons appointed by it, but at least one member of every sub-committee must be an Executive Committee member, and all proceedings of sub-committees must be reported promptly to the Executive Committee. Any subcommittee will be bound by its terms of reference.
- (c) The Executive Committee may appoint committees consisting of three (3) or more persons to advise it on any matter and may authorise them to co-opt non-voting members: all recommendations of such committees must be reported promptly to the Executive Committee for its consideration and decision.

ARTICLE 13 - AUTHORITY OF EXECUTIVE COMMITTEE

- (a) Between sessions the Executive Committee shall manage the affairs of this Conference exercising all the powers of this Conference in session subject to this Constitution and directives of this Conference in session.
- (b) The power in (a) shall include the acquisition of property (of whatsoever nature) for the use, benefit or purposes of this Conference and the power to manage, dispose of or otherwise deal with that property (subject always to the specific trusts effecting the same). Insofar as any such property is vested in the legal corporation of this Conference or any other company, corporation or person to give directions to that body or person as to the management and disposal of such property as this Conference shall deem expedient in harmony with Article 18.
- (c) The Executive Committee in counsel with the British Union Conference officers may between sessions remove from office any officers of this Conference, or from the Executive committee any members thereof, provided that such action has the consent of at least two-thirds of the members of

the Executive Committee by personal vote or by signature to a resolution in writing submitted to all the members of the Executive Committee. Separate copies of such resolutions may be signed for this purpose.

- (d) The Executive Committee shall be responsible for the implementation of plans and policies made by the Conference in session, and shall report to the next session concerning the implementation of those plans. Copies of plans voted at the previous session, and minutes, shall be made available to delegates at least fourteen (14) days prior to the session. Lists of delegates to a session shall be made available to delegates at the session.

ARTICLE 14 - EXECUTIVE COMMITTEE MEETINGS AND NOTICES

- (a) Meetings of the Executive Committee may be called at any time by the president, or in his absence by the secretary or upon the written request of the majority of the Executive Committee.
- (b) Subject to paragraph (d), fifty one percent (51%) of the Executive Committee members, including the chairperson, shall, after due notice to available members, constitute a quorum, and shall be empowered to transact any necessary business.
- (c) Minority meetings of less than fifty one percent (51%) but not less than five (5) members of the Executive Committee, including at least one (1) of the Executive Officers, may be held for the transaction of necessary urgent business, but all action at such meetings must be reported promptly to the other members of the Executive Committee and shall be minuted at the next regular meeting of the Executive Committee.
- (d) Any member of the Executive Committee who has any personal or financial interest in any matter to be discussed or determined at a meeting thereof (whether direct or indirect) must declare their interest in advance of any discussion thereon and absent themselves from the discussion, and may not vote nor be counted in the quorum for that part of the meeting.
- (e) In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
 - (i) a physical meeting
 - (ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
 - (iii) telephone conferencing.

ARTICLE 15 - REMUNERATION AND EXPENSES

- (a) Not more than half the members of the Executive Committee may be employed by this Conference.
- (b) The remuneration and expenses of any such members shall be determined annually, and may from time to time be adjusted, by the British Union Conference Executive Committee within the parameters set by its Remuneration and Audit Committee.
- (c) Subject thereto, no member of the Executive Committee may receive remuneration or any other financial benefit (excepting reimbursement of reasonable out-of-pocket expenses) at the cost of this Conference, except that the Executive Committee may have power to provide indemnity insurance for themselves out of the income of the charity. The insurance shall not extend to:
 - (i) Any claim arising from any act or omissions which:
 - (A) the members of the Executive Committee knew to be a breach of trust or breach of duty; or
 - (B) was committed by the members of the Executive Committee in reckless disregard of whether it was a breach of trust or a breach of duty or not; and
 - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Executive Committee in their capacity as trustees of the charity.
- (d) The Executive Committee, with at least one of the officers of the British Union Conference present, shall determine annually and may from time to time adjust the remuneration and expenses of all other employees for the ensuing year within the parameters set by the British Union Conference Remuneration Audit Committee.

- (e) The salaries of persons who may be temporarily employed by this Conference shall be fixed by the Executive Committee.

ARTICLE 16 - SOURCES OF FUNDS

- (a) The sources of funds of this Conference shall be:
 - (i) Tithe income from the organised churches, companies and isolated members within its territory.
 - (ii) Any other grants made to this Conference by Seventh-day Adventist organisations and receivable by this Conference;
 - (iii) Any rents arising from property owned by or on behalf of this Conference;
 - (iv) Any returns from investments made by this Conference out of its own resources;
 - (v) Any income arising out of the day to day business operations of this Conference;
 - (vi) Any gifts, donations, legacies, or similar monies made or payable to this Conference;
 - (vii) Any other income in cash or in kind reasonably deemed to be receivable by this Conference;it being understood that all such income should be subject to legal entitlement on the part of this Conference, and should be given for and used in the furtherance of its Purpose.
- (b) This Conference may receive, hold in trust, and forward any third party funds channelled through it to the British Union Conference, or the Trans-European Division of Seventh-day Adventists and the General Conference of Seventh-day Adventists or, within the territory of the British Union Conference, to the Seventh-day Adventist Retirement Plan or to any conference, mission, or Seventh-day Adventist institution.

ARTICLE 17 – APPLICATION OF FUNDS

- (a) The funds of this Conference, including all donations, grants, rents, contributions and bequests shall be paid into such accounts in the name of the North England Conference of Seventh-day Adventists at such bank or banks as the Executive Committee shall from time to time approve, and shall be withdrawn only by persons authorised by resolution of the Executive Committee.
- (b) All funds received by this Conference for its general purposes shall be applied in furtherance of the Purpose; all funds received or held in trust for another body under Article 16 (b) shall be transmitted to the governing body thereof; and all funds received for specific objects within or connected with the Purpose shall be applied for the specific objects for which they are respectively given.
- (c) Subject to Article 3 (b) (ii) funds shall not in any circumstances be paid or lent for the benefit of individuals, firms or private companies.
- (d) This Conference shall keep such accounts and financial records as are required by law, and the accounts shall be audited annually by a person eligible to be a company auditor under section 25 of the Companies Act 1989 (or any provision which re-enacts or replaces it). Statements of account shall be sent annually to the British Union Conference and the Charity Commissioners.
- (e) This Conference shall be responsible for the books of account of the local church treasurers to be audited at least once each calendar year.

ARTICLE 18 - ACQUISITION AND DISPOSAL OF CHURCH PROPERTY

The legal corporation, Seventh-day Adventist Association Limited, formed and controlled by the British Union Conference shall be the regular trustee for this Conference to acquire, hold, manage, dispose of or deal with real and personal property for and on behalf of or for the use, benefit, or purposes of this Conference, but subject to any specific trusts relating to such property and generally to conform with such directions, if any, as are from time to time given to it by or on behalf of this Conference.

ARTICLE 19 - AMENDMENTS

- (a) This Constitution may be amended by a resolution passed by a two-thirds majority of the voters present and voting at any regular session, provided that:
 - (i) at least twenty-eight (28) days notice of any proposed change has been given.
 - (ii) should it be necessary at any time to call an extraordinary session for the amending of this Constitution, due notice shall be given in the call for such extraordinary session of any proposal concerning any amendment or amendments.
 - (iii) no amendment shall be made which would alter the Purpose as set forth in Article 3 (a) and no amendment shall be valid if its effect would be that this Conference ceased to be a charity according to English law.
- (b) Notification of all amendments to this Constitution shall be given to the British Union Conference and to the Charity Commissioners. Prior written approval for any amendment which would confer any benefit on any of the members of the Executive Committee must be obtained from both Organisations.

ARTICLE 20 - DISSOLUTION OF CONFERENCE

- (a) The dissolution of this Conference may be effected by a three-fourths vote of the delegates present and voting, at any regular or extraordinary session of this Conference, provided that, if it is proposed to dissolve this Conference at an extraordinary session, notice of the proposal to dissolve shall be given in the call for an extraordinary session.
- (b) After all claims against this Conference have been satisfied, including claims made by any former employees or members of their families arising out of previous employment, any remaining funds shall be transferred to the British Union Conference for application in harmony with its Purpose.