

Towards a Clearer NEC Constitution

The GC Model Conference Constitution, which is in GC Working Policy, has the following preamble:

D 20 05 Local Conference Constitution and Bylaws—This model constitution shall be followed by all local conferences. Those sections of the model bylaws that appear in bold print are essential to the unity of the Church worldwide, and shall be included in the bylaws as adopted by each local conference. Other sections of the model bylaws may be modified as set out in Bylaw Article XII, provided they continue to be in full harmony with the provisions of this model. Where specific cases require modification to material in bold print, final approval for such modifications to any material in bold print must be studied and approved by the General Conference Administrative Committee after receiving a recommendation from the division executive committee and the Office of General Counsel. Amendments to the Local Conference Model Constitution shall be made by action of the Executive Committee of the General Conference of Seventh-day Adventists at any Annual Council of that Committee.

Note: From draft 16 this includes the changes to the Model Constitution Bylaw Article 2, Sections 10 & 11, voted at the October 2019 General Conference Annual Council. They are double underlined in the left-hand column. Deletion highlighted in red.

GC Model Constitution (2019)	Proposed NEC Constitution (2020)	Commentary
<p>Constitution Article I—Name The name of this organization shall be known as the _____ Conference of Seventh-day Adventists, hereinafter referred to as the conference.</p> <p>Constitution Article III—Relationships The _____ Conference is a member unit of the _____ Union Conference/Mission of the Seventh-day Adventist Church and is located in the territory of the _____ Division of the General Conference of Seventh-day Adventists. The purposes, policies, and procedures of this conference shall be in harmony with the working policies, actions, and procedures enacted by the Executive Committee of the _____ Division and the General Conference of Seventh-day Adventists. This conference shall pursue the mission of the Church in harmony with the Fundamental Beliefs, programs, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.</p>	<p>Article 1 – Name & Relationship The name of This organisation shall be known as the North England Conference of Seventh-day Adventists, hereinafter referred to as "this Conference".</p> <p>The North England Conference is a member unit of the British Union Conference/Mission of the Seventh-day Adventist Church and is located in the territory of the Trans-European Division of the General Conference of Seventh-day Adventists. The purposes, policies, and procedures of this Conference shall be in harmony with the working policies, actions, and procedures enacted by the Executive Committee of the Trans-European Division and the General Conference of Seventh-day Adventists. This conference shall pursue the mission of the Church in harmony with the Fundamental Beliefs, programs, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.</p>	<p>For readability all of the bold type text of the GC model constitution has been replaced with highlighted yellow in this document. Anything in purple is a change to the bold type text and will therefore need to be approved by the TED and GC.</p> <p>The GC Model constitution is divided into a constitution section and a bylaws section. As bylaws are rarely used in UK constitutions we have combined them into one complete constitution.</p> <p>Article 1 is a combination of Constitution Article I and Constitution Article III in the model constitution.</p> <p>GC Advice is that the final sentence must be included.</p>
<p>Constitution Article IV—Geographic Territory The territory of this conference shall consist of _____</p> <p>Bylaw Article I—Principal Office The principal office for the transaction of the business of the _____ Conference is fixed and located at _____, _____. The executive committee may in an emergency change the location of the principal office on a temporary basis.</p>	<p>Article 2 – Territory & Principal Office The territory of this conference shall consist of the Isle of Man and the English counties north of and including Northamptonshire, Warwickshire and Worcestershire. The principal office for the transaction of the business of the North England Conference is fixed and located at 22 Zulla Road, Mapperley Park, Nottingham, NG3 5DB. The executive committee may in an emergency change the location of the principal office on a temporary basis.</p>	<p>Article 2 is a combination of the Constitution Article IV and Bylaw Article I in the model constitution.</p>
<p>Constitution Article II—Purpose The purpose of this conference is to call all people within its territory to become disciples of Jesus Christ, to proclaim the everlasting gospel embraced by the three angels' messages (Revelation 14:6-12), and to prepare them for Christ's soon return.</p>	<p>Article 3 – Purpose</p> <p>(a) The purpose of this Conference, hereafter referred to as "the Purpose", is to call all people within its territory to become disciples of Jesus Christ and responsible members of the church; to proclaim the everlasting gospel embraced by the three angels' messages (Revelation 14:6-12), and to prepare them for Christ's soon return; to teach the commandments of God as the supreme rule of life; and to support charitable work which is in harmony with the doctrines and principles of Seventh-day Adventists.</p> <p>(b) In furtherance of the Purpose but not further or otherwise this Conference shall have the following powers:</p> <ul style="list-style-type: none"> (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 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; 	<p>Note that the charity commission is particularly interested in our charitable objectives.</p> <p>GC advice is that ALL of the yellow must be included.</p> <p>Additional paragraphs have been added from previous conference constitutions. Legal advice may help us to determine if they are all essential.</p>

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	<ul style="list-style-type: none"> (vii) to establish, operate, or, at its discretion, provide financial assistance for convalescent, retirement and nursing homes, that are managed 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 purpose within or connected with the Purpose; (xiii) to invest funds in any manner permitted by law other 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 The 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. 	
<p align="center">Constitution Article V—Membership/Constituency</p> <p>The membership/constituency of this conference shall consist of such churches as have been or shall be properly organized in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of the delegates at any regular or special constituency meeting.</p>	<p align="center">Article 4 – Membership/Constituency</p> <p>The membership/constituency of this Conference shall consist of such churches as have been or shall be properly organised in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of the delegates at any regular or special constituency meeting.</p>	
<p align="center">Article VI—Bylaws</p> <p>The members of this conference, acting in and through a conference constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution or with the current local conference model constitution and bylaws approved by the Executive Committee of the General Conference of Seventh-day Adventists.</p>	<p>The members of this conference, acting in and through a conference constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution or with the current local conference model constitution and bylaws approved by the Executive Committee of the General Conference of Seventh-day Adventists.</p>	<p>Karnik says, "The word bylaws may be replaced by the word Articles of Association or other terms to describe the governing document of the conference but you cannot delete the section in its entirety." We need legal advice on this. As it is all constitution now, without any bylaws, wouldn't it be covered by Article 15, "Amendments"?</p>
<p align="center">Bylaws Article II—Membership/Constituency Meetings</p> <p>Sec. 1. Regular Meeting: This conference shall hold a regular _____ (biennial, triennial, quadrennial, or quinquennial) constituency meeting at such time and place as the executive committee of the conference shall designate. In the event that the executive committee fails to call a regular constituency meeting within the quinquennial period, the _____ Union Executive Committee may give notice for such a meeting and designate the time and place. Notice of the time and place of the meeting of the delegates representing the members shall be given by:</p> <ul style="list-style-type: none"> a. A notice printed in the official publication of the _____ Union Mission/Union Conference at least four weeks before the date of the session, or b. A method approved by the _____ Conference Executive Committee, provided all member units receive notice with sufficient time to select delegates, or c. A method approved by the _____ Union Executive Committee, in the event of inaction or failure to call a constituency meeting by the _____ Conference Executive Committee. 	<p align="center">Article 5 – Membership/Constituency Meetings</p> <p>(a) Regular Constituency Meeting: This Conference shall hold a regular quadrennial constituency meeting at such time and place as the executive committee of this Conference shall designate. In the event that the executive committee fails to call a regular constituency meeting within the quadrennial period, the British Union Conference Executive Committee may give notice for such a meeting and designate the time and place. Notice of the time and place of the meeting of the delegates representing the members shall be given by:</p> <ul style="list-style-type: none"> (i) A notice printed in the official publication of the British Union Conference at least four weeks before the date of the constituency meeting, or (ii) A method approved by the North England Conference Executive Committee, provided all member units receive notice with sufficient time to select delegates, or (iii) A method approved by the British Union Conference Executive Committee, in the event of inaction or failure to call a constituency meeting by the North England Conference Executive Committee. 	
<p>Sec. 2. Special Meeting:</p> <ul style="list-style-type: none"> a. The executive committee of this conference shall call a special constituency meeting when: <ul style="list-style-type: none"> 1) It is voted by the executive committee, or 2) It is voted by the delegates at any constituency meeting, or 3) It is requested by _____ percent of the churches of the conference through their church boards, or 4) It is voted by the union executive committee, division executive committee, or General Conference Executive Committee. 	<p>(b) Special Constituency Meeting:</p> <ul style="list-style-type: none"> (i) The executive committee of this Conference shall call a special constituency meeting when: <ul style="list-style-type: none"> (1) It is voted by the executive committee, or (2) It is voted by the delegates at any constituency meeting, or (3) It is requested by fifty-one per cent (51%) percent of the churches of this Conference through their church boards, or (4) It is voted by the union executive committee, division executive committee, or General Conference Executive Committee. 	

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<p>The date for such a meeting in response to paragraphs 3) and 4) above shall not be more than 90 days from the date when the actions described in paragraphs 3) and 4) above are communicated to the officers/executive committee of the union.</p> <p>b. In the absence of a timely response by the executive committee to paragraphs 2) through 4) in Sec. 2. a. above the _____ Union Executive Committee or _____ Division Executive Committee may call a special constituency meeting of the conference and designate the time and place for such a meeting.</p> <p>c. The agenda for special constituency meetings shall be included in the notice of the meeting.</p> <p>d. Notice as to the time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.</p>	<p>The date for such a meeting in response to paragraphs 3 and 4 above shall not be more than 90 days from the date when the actions described in paragraphs 3 and 4 above are communicated to the officers/executive committee of the union.</p> <p>(ii) In the absence of a timely response within 45 days by the executive committee to paragraphs 2 to 4 in (b) (i) above the British Union Conference Executive Committee or Trans-European Division Executive Committee may call a special constituency meeting of this Conference and designate the time and place for such a meeting.</p> <p>(iii) The agenda for special constituency meetings shall be included in the notice of the meeting.</p> <p>(iv) Notice as to the time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.</p>	<p>The NEC Constitution Committee has chosen to quantify the timely response and put "In the absence of a response within 45 days"</p>
<p>Sec. 3. Chair and Secretary for Constituency Meetings: The president of this conference shall serve as chair and the secretary of this conference shall serve as secretary for constituency meetings of the conference. The president may designate other individuals to assist in chair duties from time to time. In the event that the president's office is vacant or that the president is unavailable to serve as chair, the constituency meeting may be called to order by the ranking union officer present. The first item of business shall be the election of a chair pro tem, selected from the delegates present at the meeting.</p> <p>When the election of a president has been completed, the new or reelected president, if present at the constituency meeting, shall replace the chair pro tem.</p> <p>In a similar manner, arrangements may be made for a secretary pro tem if the secretary's office is vacant or the secretary is unavailable to serve at the constituency meeting. When election of a secretary has been completed, the new or re-elected secretary, if present at the constituency meeting, shall replace the secretary pro tem.</p> <p>A person who is not reelected a constituency meeting does not thereby lose delegate status at the current constituency meeting.</p>	<p>(c) Chair and Secretary for Constituency Meetings: The president of this Conference shall serve as chair and the secretary of this Conference shall serve as secretary for constituency meetings of this Conference. The president may designate other individuals to assist in chair duties from time to time. In the event that the president's office is vacant or that the president is unavailable to serve as chair, the constituency meeting may be called to order by the ranking union officer present. The first item of business shall be the election of a chair pro tem, selected from the delegates present at the meeting.</p> <p>When the election of a president has been completed, the new or re-elected president, if present at the constituency meeting, shall replace the chair pro tem.</p> <p>In a similar manner, arrangements may be made for a secretary pro tem if the secretary's office is vacant or the secretary is unavailable to serve at the constituency meeting. When election of a secretary has been completed, the new or re-elected secretary, if present at the constituency meeting, shall replace the secretary pro tem.</p> <p>A person who is not re-elected at a constituency meeting does not thereby lose delegate status at the current constituency meeting.</p>	
<p>Sec. 4. Regular Meeting Business: The business of the regular constituency meeting shall include the election/appointment of personnel for various positions (see Sec. 10. below), the receipt of reports from the president, secretary, treasurer/chief financial officer (report based on audited statements), departmental directors, and the auditor. The constituency meeting shall endorse/approve/develop plans for the conduct of the work as are desirable and in harmony with the policies of the _____ Division.</p>	<p>(d) Regular Meeting Business: The business of the regular constituency meeting shall include the election/appointment of personnel for various positions (see (j) below), the receipt of reports from the president, secretary, treasurer/ chief financial officer (report based on audited statements), departmental directors, and the auditor. The constituency meeting shall have power to determine all other such matters and things as are necessary for the order and good administration and regulation of its affairs, and The constituency meeting shall endorse/approve/develop plans for the conduct of the work as are desirable and in harmony with the policies of the Trans-European Division.</p>	<p>The (j) is hard to read in this version but in the final version we will try to pick a font and size that makes it more readable.</p>
<p>Sec. 5. Quorum: At least _____ percent of the delegates authorized hereinafter under Section 1. of Article III must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present shall constitute a quorum.</p>	<p>(e) Quorum: At least fifty-one percent (51%) of the delegates authorised hereinafter under Article 6 must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present shall constitute a quorum.</p>	
<p>Sec. 6. Proxy Voting: All delegates must be present in person at any constituency meeting in order to be eligible to vote. There shall be no voting by proxy.</p>	<p>(f) Proxy Voting: All delegates must be present in person at any constituency meeting in order to be eligible to vote. There shall be no voting by proxy.</p>	
<p>Sec. 7. Voting Rights of the Delegates: Each delegate appointed to act on behalf of the members of this conference shall be entitled to one vote on each question to be decided by the body. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular constituency meeting of the conference in which they have been designated to represent a local church, an institution, the _____ Union Conference, the _____ Division or the General Conference of Seventh-day Adventists.</p>	<p>(g) Voting Rights of the Delegates: Each delegate appointed to act on behalf of the members of this Conference shall be entitled to one vote on each question to be decided by the body. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular constituency meeting of this Conference in which they have been designated to represent a local church, an institution, the British Union Conference, the Trans-European Division or the General Conference of Seventh-day Adventists.</p>	
<p>Sec. 8. Voting: The voting on matters of business shall normally be by viva voce. The chair may call for the vote by other means, including a secret ballot, when it is deemed advisable or is requested by the membership.</p>	<p>(h) Voting: The voting on matters of business shall normally be by viva voce (live voice). The chair may call for the vote by other means, including a secret ballot, when it is deemed advisable or is requested by the membership.</p>	<p>Do we need to explain what "viva voce" means? It means by live voice. Check with legal counsel.</p>
<p>Sec. 9. Parliamentary Authority: The parliamentary authority pertaining to all rules and procedures for constituency meetings not covered by its bylaws shall be based on those published in the General Conference Rules of Order, and any adaptation or supplement approved by the division executive committee, unless otherwise determined by a two-thirds (2/3) majority vote of the constituency meeting.</p>	<p>(i) Parliamentary Authority: The parliamentary authority pertaining to all rules and procedures for constituency meetings not covered in this constitution shall be based on the published General Conference Rules of Order, and any adaptation or supplement approved by the Trans-European Division executive committee, unless otherwise determined by a two-thirds (2/3) majority vote of the constituency meeting.</p>	<p>Note that two-thirds is hyphenated in adjectival use but not when used as a noun. So, a "two-thirds majority" is correct, and "two thirds of those voting" is also correct.</p>

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<p>Sec. 10. Election/Appointment and Term of Office:</p> <p>a. Election: All officers and members of the executive committee who are not ex officio members shall be elected by the delegates at the regular meeting of the conference constituency. The election of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the conference constituency meeting, shall be referred to the executive committee for appointment.</p> <p>b. Term of Office: Persons elected at the constituency meeting and those appointed by the executive committee normally serve until the next regular constituency meeting. However, their period of service may be shorter due to resignation, voluntary retirement, retirement in situations where a mandatory retirement age policy is in effect, or removal from office, for cause, by the executive committee or a special constituency meeting.</p> <p>Sec. 11. Executive Committee Membership: Members of the executive committee who are not ex officio members shall be elected by the delegates at the regular meeting of the conference constituency.</p>	<p>(j) Election/Appointment and Term of Office:</p> <p>(i) Election: All officers shall be elected by the delegates at the regular meeting of the Conference constituency. The election of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the Conference constituency meeting, shall be referred to the executive committee for appointment.</p> <p>(ii) Term of Office: Persons elected at the constituency meeting and those appointed by the executive committee normally serve until the next regular constituency meeting. However, their period of service may be shorter due to resignation, voluntary retirement, retirement in situations where a mandatory retirement age policy is in effect, death, or removal from office, for cause¹, by the executive committee or a special constituency meeting.</p> <p>(iii) Executive Committee Membership: Members of the executive committee who are not ex officio members shall be elected by the delegates at the regular meeting of the Conference constituency.</p>	<p>Do we need to add "death" under (j) (ii)? Surely not – it's obvious. However this question was raised at the BUC Session in 2016.</p> <p>Left-hand column Sec 10 a – section highlighted in red was removed by the GC Annual Council in October 2019.</p> <p>Section 11 was added instead.</p> <p>Can we remove "retirement in situations where a mandatory retirement age policy is in effect" as this is not allowed in the UK? Suggest we remove it.</p> <p>Death added as a criterion.</p>								
<p>The phrase "for cause" when used in connection with removal from an elected or appointed position, or from employment, shall include but not be limited to 1) incompetence; 2) persistent failure to cooperate with duly constituted authority in substantive matters and with relevant employment and denominational policies; 3) actions which may be the subject of discipline under the Seventh-day Adventist Church Manual; 4) failure to maintain regular standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea for a crime.</p>	<p>¹The phrase "for cause" when used in connection with removal from an elected or appointed position, or from employment, shall include but not be limited to 1) incompetence; 2) persistent failure to cooperate with duly constituted authority in substantive matters and with relevant employment and denominational policies; 3) actions which may be the subject of discipline under the Seventh-day Adventist Church Manual; 4) failure to maintain regular standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea for a crime.</p>	<p>This shouldn't be a footnote but needs to be incorporated into the body of the constitution. Legal advice may help with how and where to place it.</p>								
<p>Bylaws Article III—Representation</p> <p>Sec. 1. The delegates at any constituency meeting of this conference shall be regular delegates and delegates at large.</p> <p>a. Regular Delegates: All delegates duly accredited by any one of the organized churches of the conference. Each church shall be entitled to one delegate for the organization and one additional delegate for each _____ members or major fraction thereof and who hold membership in the local church which accredits them. Such delegates shall be chosen by the business meeting of the respective local church and include males and females.</p> <p>b. Delegates at large:</p> <p>1) All members of the executive committee of the _____ Conference.</p> <p>2) All members of the executive committee of the _____ Union Mission/Union Conference who may be present at any constituency meeting of this conference.</p> <p>3) All employees holding credentials or ministerial licenses issued by this conference.</p> <p>4) Members of the division executive committee who may be present at any constituency meeting of this conference. The number of such delegates representing the Division shall not exceed ten percent of the total number of delegates otherwise provided for.</p> <p>5) Such other persons as may be recommended by the executive committee and accepted by the delegates in session. The number of such delegates shall not exceed ten percent of the total number of regular delegates provided for hereinabove.</p> <p>Sec. 2. All delegates appointed to represent the members of this conference at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.</p>	<p>Article 6 – Representation</p> <p>(a) The delegates at any constituency meeting of this Conference shall be regular delegates and delegates at large. The total number of delegates shall not exceed 330. Not less than seventy percent (70%) of the delegates shall be regular delegates.</p> <p>(i) Regular Delegates: All delegates duly accredited by any one of the organised churches of this Conference and who hold membership in the local church which accredits them. Such delegates shall be chosen by the business meeting of the respective local church and where possible include males and females.</p> <p>(1) Each organised church, and the Conference church, shall be entitled to one (1) delegate without regard to the size of its membership.</p> <p>(2) Each organised church, and the Conference church, shall be entitled to additional regular delegates within the quota allocated to regular delegates based on the proportion of the church's membership to that of this Conference as a whole.</p> <p>(3) The membership of each organised church and this Conference shall be as reported at the end of the calendar year immediately preceding the date of the regular or special constituency meeting.</p> <p>(4) The allocation of the number of additional regular delegates to each organised church will be made by the executive committee of this Conference.</p> <p>(ii) Delegates at Large:</p> <p>(1) All members of the executive committee of the North England Conference.</p> <p>(2) All members of the executive committees of the British Union Conference and the Trans-European Division who may be present at any constituency meeting of this Conference. The combined number of such delegates shall not exceed ten percent (10%) of the total number of delegates.</p> <p>(3) Such employees holding credentials, ministerial licenses, or commissioned minister licences, issued by this Conference, as may be recommended by the executive committee and accepted by the delegates at the constituency meeting. The number of such delegates shall not exceed twenty percent (20%) of the total number of delegates.</p> <p>(4) Members of the division executive committee who may be present at any constituency meeting of this conference. The number of such delegates representing the Division shall not exceed ten percent of the total number of delegates otherwise provided for.</p>	<p>A long discussion on the Constitution Committee, together with numerous calculations, led to the conclusion that a capped total delegation of 330 would give a close approximation of what is prescribed by the current constitution. The Executive Committee, or the delegates at the Session, may choose a different number. A local cap will lead to cheaper constituency meetings and, arguably, better democracy (as there will be more "voice time" per delegate). 300 might be reasonable minimum, and 350 a reasonable maximum.</p> <p>There is some ambiguity in the bold type (highlighted yellow) of the GC model in the "delegates at large" section. We have "ten percent of the total number of delegates otherwise provided for" and then "ten percent of the total number of regular delegates provided for hereinabove". Relating all numbers to one fixed number (the total number of delegates), removes the ambiguity.</p> <p>Once we have the number of regular delegates in from the churches, we can easily calculate the maximum numbers allowed in the different categories of "Delegates at Large".</p> <p>In a "full house" scenario, we could have 232 regular delegates chosen by the churches, leaving a maximum of 98 delegates at large. Of these we have the following:</p> <table border="1"> <tr> <td>17</td> <td>All NEC ExCom Members</td> </tr> <tr> <td>33 (max)</td> <td>From BUC & TED ExCom</td> </tr> <tr> <td>66 (max)</td> <td>Recommended Employees</td> </tr> <tr> <td>33 (max)</td> <td>Other Persons</td> </tr> </table> <p>In the unlikely event that everyone wanted to come, this would give a total of 149 so we would have to cut 51 from either of the two sections which are subject to recommendation by the executive committee: Recommended Employees and Other Persons.</p> <p>Note: this section was altered by J Surridge on 7 Feb 2020 following advice from GC. Representation from BUC and TED combined into one group, maximum of 10%. This makes the original section 4 unnecessary.</p> <p>The percentages chosen here should guard against two extremes:</p> <p>1. The higher levels of the church trying to impose their will against the wishes of the constituency.</p>	17	All NEC ExCom Members	33 (max)	From BUC & TED ExCom	66 (max)	Recommended Employees	33 (max)	Other Persons
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33 (max)	Other Persons									

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	<p>(4) Such other persons as may be recommended by the executive committee and accepted by the delegates in session at the constituency meeting. The number of such delegates shall not exceed ten percent (10%) of the total number of regular delegates provided for hereinabove.</p> <p>(b) All delegates appointed to represent the members of this Conference at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.</p> <p>(c) Lists of delegates to a constituency meeting shall be made available to delegates at that constituency meeting.</p>	<p>2. The constituency wishing to avoid the influence of, or their responsibility to, the higher levels of the church.</p> <p>As the constitution is currently worded, the regular delegates will always be able to "out-vote" the delegates at large, but it is hoped that the significant presence of delegates at large would provide a voice of balance and reason, should a situation develop where a majority was moving away from the policies, practices, beliefs or general ethos of the wider Seventh-day Adventist church.</p>
<p align="center">Bylaw Article IV— Constituency Meeting Committees</p> <p>(Note: Division executive committees may authorize a process whereby the session organizing and nominating committees may be selected and empowered to perform their tasks in advance of the session. The process to select such committees for a session shall involve constituency representation rather than being accomplished by the executive committee alone. Unless a division executive committee has approved other arrangements as described above, the following provisions shall apply for the appointment and functioning of session committees.)</p> <p>Prior to each conference constituency meeting, the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session.</p> <p>Committees that facilitate the business of the session include:</p> <p>Sec. 1. Organizing Committee:</p> <p>a. The organizing committee shall be constituted as follows: Each church represented at the constituency meeting shall choose, or empower its delegation to choose, one member plus one additional member for each _____ members or a major fraction thereof. In addition, the at-large delegates to the constituency meeting shall select _____ persons from the at-large delegate group to serve on the organizing committee.</p> <p>b. Members of the organizing committee shall be chosen at or prior to the constituency meeting.</p> <p>c. If the organizing committee is to meet prior to the constituency meeting, the time and place of the meeting shall be given in the official notice of the meeting.</p> <p>d. The chair of the organizing committee shall be the president of the _____ Union or his designee.</p> <p>e. The organizing committee shall nominate and the constituency shall elect:</p> <p>1) A nominating committee</p> <p>2) A constitution and bylaws committee</p> <p>3) Other committees as may be necessary.</p> <p>Sec. 2. Nominating Committee: The nominating committee shall consist of at least _____ and not more than _____ members, including the president of the _____ Union Mission/Conference, or his designee, who shall serve as the chair. The membership of the committee shall be balanced, as nearly as possible, between denominational workers and laypersons representing various segments of the work and territories of the conference.</p> <p>a. Those chosen as members of the Nominating Committee must be duly appointed delegates in attendance at the constituency meeting.</p> <p>b. Persons holding elective office, as outlined in Article II, Sec. 10. in the current term shall not be eligible to serve on the Nominating Committee.</p> <p>c. The Nominating Committee shall limit its nominations to those positions for which persons are to be elected at the constituency meeting and for which budgetary provisions have been made.</p> <p>d. The Nominating Committee shall also nominate members for the executive committee and for the boards of conference institutions whose bylaws indicate that board members for the entity are elected at a conference constituency meeting.</p> <p>Sec. 3. Standing Constitution and Bylaws Committee: The standing constitution and bylaws committee shall include an officer of the _____ Union Mission/Conference, and shall be chaired by the secretary of the local conference, or his/her designee. This committee shall function between the regularly scheduled constituency meetings and shall submit its reports and detailed recommendations through the conference executive committee to the next regular constituency meeting.</p>	<p align="center">Article 7 – Constituency Meeting Committees</p> <p>Prior to each conference constituency meeting, the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session constituency meeting.</p> <p>Committees that facilitate the business of the session constituency meeting, and that the constituency shall elect, include:</p> <p>A recommendation committee</p> <p>A nominating committee</p> <p>A constitution committee</p> <p>Other committees as may be necessary.</p> <p>(a) Recommendations Committee: The recommendations committee which nominates standing committees at the constituency meetings of this Conference shall be made up as follows:</p> <p>(i) Each church represented in the delegation at the constituency meeting shall be empowered to choose through and from its delegation, one (1) member of the recommendations committee.</p> <p>(ii) Each church with a membership of at least 250 shall be further empowered to choose through and from its delegation, one (1) additional member of the recommendations committee.</p> <p>(iii) The delegates to serve on the recommendations committee shall be chosen at, or prior to, the commencement of the constituency meeting.</p> <p>(iv) The persons thus selected, together with the British Union Conference president or their designee, who shall act as chair of this committee, shall be responsible for nominating all standing committees to be appointed by the constituency meeting.</p> <p>The recommendations committee shall nominate from the delegation the following standing committees at the constituency meetings of this Conference:</p> <p>Nominating Committee</p> <p>Constitution Committee</p> <p>Plans Committee</p> <p>Credential and Licences Committee</p> <p>(b) Nominating Committee: The nominating committee shall consist of at least ten and not more than sixteen members, including the president of the British Union Conference, or his designee, who shall serve as the chair. The membership of the committee shall be balanced, as nearly as possible, between denominational workers and laypersons representing various segments of the work and territories of this Conference.</p> <p>(i) Those chosen as members of the nominating committee must be duly appointed delegates in attendance at the constituency meeting.</p> <p>(ii) Persons holding elective office, as outlined in Article 5 (j) (i) and (ii), in the current term shall not be eligible to serve on the nominating committee.</p> <p>(iii) The nominating committee shall limit its nominations to those positions for which persons are to be elected at the constituency meeting and for which budgetary provisions have been made.</p> <p>(iv) The nominating committee shall also nominate members for the executive committee and for the boards of conference institutions whose bylaws constitutions, operating policies, or articles of association indicate that board members for the entity are elected at a conference constituency meeting.</p> <p>(c) Standing Constitution and Bylaws Committee: The standing constitution and bylaws committee shall consist of at least nine (9) and not more than fifteen (15) members, excluding the chair, and shall include an officer of the British Union Conference, and shall be chaired by the secretary of this Conference, or his/her designee. This committee shall function between the regularly scheduled constituency meetings</p>	<p>Session changed to constituency meeting. This has been done throughout the document. Looks like the GC model has missed some.</p> <p>Bylaws removed as we're not using them</p> <p>Note: This section was modified by J SurrIDGE on 7 Feb 2020 following advice from GC. The addition of "(i) and (ii)" after "5 (j)" allows Executive Committee members to serve on the nominating committee. Apparently, this change was approved by Annual Council.</p>

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	<p>and shall submit its reports and detailed recommendations through the Conference executive committee to the next regular constituency meeting.</p> <p>(d) Plans Committee: The plans committee shall consist of at least twenty-five (25) and not more than thirty-five (35) members, excluding the chair. Should the matters under review and study 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 constituency meeting.</p> <p>(e) Credentials and Licences Committee: The credentials and licences committee shall consist of at least nine (9) and not more than fifteen (15) members, excluding the chair. The committee shall recommend to the constituency meeting of this Conference, 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 the constituency meeting of this Conference to approve the ordination or commissioning of those who have given proof of their calling to the ministry. The credentials or licences granted or issued by a constituency meeting of this Conference shall remain in force and be valid until the next constituency meeting or the conclusion of their term of employment. Between constituency meetings the executive committee is authorised to perform such duties. The work of this committee may be referred to the executive committee.</p>	<p>The Credentials & Licences Committee is not specified in Working Policy but it is something that we traditionally practice here in the BUC. The committee has a due diligence function, scrutinising a list which has come to the session via the conference secretariat and executive committee. Ken wonders if there may be a need to explain things further.</p> <p>"or the conclusion of their term of employment" added by JS 7 Feb 2020 following advice from General Conference.</p>
<p align="center">Bylaws Article V—Executive Committee</p> <p>Sec. 1. Membership: The executive committee of the _____ Conference shall be elected at its regularly scheduled constituency meeting and shall consist of not more than _____ members. The president, secretary, treasurer/chief financial officer, and vice president(s) of the conference shall be members ex officio of the executive committee. The membership of the committee may include at least one departmental director and one institutional representative with the remaining membership balanced as nearly as possible between laypersons and pastors or other denominational employees from various sections of the conference. The officers of the _____ Union Mission/Conference, of the _____ Division and of the General Conference of Seventh-day Adventists are members ex officio of the local conference executive committee; however, their membership shall be in addition to the number detailed above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten percent of the committee membership present.</p> <p>(Note: A constituency may indicate in its bylaws the minimum percentage of laypersons on the executive committee.)</p> <p>Sec. 2. Delegated Authority: The executive committee of this conference, unless replaced at a special constituency session, is delegated the authority to act on behalf of the constituents between regular sessions, including the authority to remove for cause (see definition of "for cause" in Article II, Sec. 10 above) persons who have been elected at a conference constituency meeting, including officers of the conference, directors of departments/services, members of boards and committees whose election or appointment is a result of a constituency meeting or executive committee meeting action and to fill, for the remaining portion of the term, any vacancies thus created. The removal of those named under Article VI, Sec. 1., shall require the affirmative vote of two-thirds (2/3) of those voting at an executive committee meeting where a majority of members is present.</p> <p>Sec. 3. Administrative Authority: The executive committee shall have full administrative authority:</p> <p>a. To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices which have been filled by conference election. If a new president is to be elected, the president of the _____ Union Mission/Union Conference or his designee, shall serve as chair of the executive committee.</p> <p>b. To appoint committees, such as an administrative committee, with their terms of reference.</p> <p>c. To employ ministers, secretaries, teachers, and other persons as deemed necessary for the work of the conference.</p> <p>d. To grant and withdraw credentials and licenses. The withdrawal of credentials shall require the consent of two-thirds (2/3) of the members of the executive committee.</p> <p>Sec. 4. Regular Meetings: The executive committee may schedule regular meetings at such times and places as it may select.</p> <p>Sec. 5. Special Meetings: Special meetings of the executive committee may be called at any time or place by the president or, in his absence, by the secretary. A special meeting shall also be called by the secretary in response to the written request of a majority of the members of the executive committee.</p>	<p align="center">Article 8 – Executive Committee</p> <p>(a) Membership: The executive committee of the North England Conference shall be elected at its regularly scheduled constituency meeting and shall consist of at least fourteen (14) and not more than seventeen (17) members. The president, secretary, treasurer/ chief financial officer, and vice president(s) where appointed, of this Conference shall be members ex officio of the executive committee. The membership of the committee may include at least one departmental director and one institutional representative with the remaining membership balanced as nearly as possible between laypersons and pastors or other denominational employees from various sections of this Conference. The officers of the British Union Conference, of the Trans-European Division and of the General Conference of Seventh-day Adventists are members ex officio of the local conference executive committee; however, their membership shall be in addition to the number detailed above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten (10) percent of the committee membership present.</p> <p>(b) Delegated Authority: The executive committee of this Conference, unless replaced at a special constituency session meeting, is delegated the authority to act on behalf of the constituents between regular sessions constituency meetings, including the authority to remove for cause (see definition of "for cause" in Article 5 above) persons who have been elected at a conference constituency meeting, including officers of this Conference, directors of departments/services, members of boards and committees whose election or appointment is a result of a constituency meeting or executive committee meeting action, and to fill, for the remaining portion of the term, any vacancies thus created. The removal of those named under Article 9 (a) VI, Sec. 1., shall require the affirmative vote of two-thirds (2/3) of those voting at an executive committee meeting where a majority of members is present.</p> <p>(c) Administrative Authority: The executive committee shall have full administrative authority:</p> <p>(i) To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices which have been filled by conference election. If a new president is to be elected, the president of the British Union Conference or his designee, shall serve as chair of the executive committee.</p> <p>(ii) To appoint committees, such as an administrative committee, with their terms of reference.</p> <p>(iii) To employ ministers, secretaries, teachers, and other persons as deemed necessary for the work of this Conference.</p> <p>(iv) To grant and withdraw credentials and licenses. The withdrawal of credentials shall require the consent of two thirds (2/3) of the members of the executive committee.</p> <p>(v) To acquire property (of whatever nature) for the use, benefit, or purpose of this Conference, and to manage, dispose of or otherwise deal with that property. 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 12 (i).</p> <p>(d) Regular Meetings: The executive committee may schedule regular meetings at such times and places as it may select.</p>	<p>Paragraphs (i) to (n) have come from previous conference constitutions.</p> <p>A question has been asked about the total number of non-employees on the Executive Committee. Our understanding is that we operate a "unitary board" system, rather than the usual separation of non-employed trustees and an employed executive. We may need to get legal guidance on this but some info is at: https://ogs.charitycommission.gov.uk/g515a004.aspx</p> <p>The current BUC Executive Committee, as provided for in its constitution, has more employees than lay members due to the high number of ex-officio members</p>

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<p>Sec. 6. Attendance at Meetings: Where allowed by local law, executive committee members may participate in meetings by means of an electronic conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.</p> <p>Sec. 7. Notice of Meetings: Notice as to time and place, and any other requirements under these bylaws, shall be provided to all members in a reasonable manner at least 48 hours prior to the meeting if the meeting is to take place by electronic conference or similar communications, or at least 96 hours if the meeting is to take place in person.</p> <p>Sec. 8. Quorum: _____ members of the executive committee shall constitute a quorum.</p>	<p>(e) Special Meetings: Special meetings of the executive committee may be called at any time or place by the president or, in his absence, by the secretary. A special meeting shall also be called by the secretary in response to the written request of a majority of the members of the executive committee.</p> <p>(f) Attendance at Meetings: Where allowed by local law, executive committee members may participate in meetings by means of an electronic conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting. Three consecutive absences without a valid apology may result in removal from the executive committee.</p> <p>(g) Notice of Meetings: Notice as to time and place, and any other requirements under this constitution these bylaws, shall be provided to all members in a reasonable manner at least 48 hours prior to the meeting if the meeting is to take place by electronic conference or similar communications, or at least 96 hours if the meeting is to take place in person.</p> <p>(h) Quorum: Subject to paragraph (i) below, fifty-one percent (51%) of the executive committee members including the chair, shall, after due notice to available members, constitute a quorum, and shall be empowered to transact any necessary business.</p> <p>(i) Conflict of Interest. Subject to Article 13 (b) 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.</p> <p>(j) Subject to paragraph (a) above, no member of the executive committee may receive remuneration or any other financial benefit (excepting reimbursement of reasonable out-of-pocket expenses) for their service on the executive committee at the cost of this Conference.</p> <p>(k) Minority Meetings. 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 actions 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.</p> <p>(l) Electronic Consent Agendas: Electronic consent agendas (written resolutions) may be used to record and approve matters such as the routine applications of policy, travel authorisations, service requests and employment items and any other routine matters that the executive committee gives approval for. Fifty-one percent (51%) of executive committee members are required to respond in favour for such actions to stand.</p> <p>(m) Sub-committees: The executive committee may delegate any of its functions to sub-committees of three (3) or more persons appointed by them, but at least one (1) member of every sub-committee must be an executive committee member. All proceedings of sub-committees must be reported promptly to the executive committee.</p> <p>(n) Advisory Committees: 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 advisory committees must be reported promptly to the executive committee for its consideration and decision.</p> <p>(o) Plans. The executive committee shall be responsible for the implementation of plans and policies made by this Conference at its constituency meeting, and shall report to the next constituency meeting concerning the implementation of those plans. Copies of plans voted at the previous constituency meeting, and minutes, shall be made available to delegates at least fourteen (14) days prior to the constituency meeting.</p>	<p>Presumably we can drop "Where allowed by local law" when we have determined if it is actually allowed by local law. We need legal guidance on this.</p> <p>"for their service on the executive committee" added by J Surridge 7 Feb 2020 following advice from the General Conference.</p> <p>Need to check on the legal standing of minority meetings.</p> <p>General Conference have some concerns about Electronic Consent Agendas and would prefer them to require 100% participation. However, in practice we never get 100% participation and the current wording has two safeguards: 1. They are only to be used for routine matters 2. 51% in favour means a minimum of 8 people (with a 14 member ExCom) and a minimum of 9 people with the current 17 member ExCom. 100% participation with 51% in favour still gives the same minimum numbers as above.</p>

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<p style="text-align: center;">Bylaws Article VI—Officers</p> <p>Sec. 1. Executive Officers: The executive officers of this conference shall be a president, a secretary, and a treasurer/chief financial officer. The secretary and treasurer/chief financial officer may be one individual known as the secretary-treasurer. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programs voted by the union executive committee, the constituency, and/or the conference executive committee. These plans, policies, and programs shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.</p> <p>a. President: The president, who shall be an ordained minister of experience, is the first officer and shall report to the executive committee of the conference in consultation with the secretary and the treasurer/chief financial officer. He shall act as chair of the constituency meetings and the executive committee, and serve in the general interests of the _____ Conference as the constituency and the executive committee shall determine. In his leadership he shall adhere to the policies of the _____ Union Mission/Union Conference, the _____ Division and the General Conference of Seventh-day Adventists, work in harmony with the _____ Union Mission/Union Conference Committee, and in close counsel with the union officers.</p> <p>b. Secretary: The secretary, associated with the president as an executive officer, shall serve under the direction of the executive committee and shall act as vice-chair of the executive committee. The secretary shall report to the executive committee of the conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the conference constituency meetings and of the executive committee meetings, to furnish copies of these minutes to all members of the executive committee and to the officers of the _____ Union Mission/Union Conference. The secretary shall also be responsible for providing information as may be requested by the president or by the executive committee, and shall perform such other duties as usually pertain to the office.</p> <p>c. Treasurer/Chief Financial Officer: The treasurer/chief financial officer, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer/chief financial officer shall report to the executive committee of the conference after consultation with the president. The treasurer/chief financial officer shall be responsible for providing financial leadership to the organization which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the executive committee, for remitting all required funds to the union/division/General Conference in harmony with the _____ Division policy, and for providing financial information to the president and to the executive committee. The treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the _____ Union officers.</p> <p>Sec. 2. Other Officers: Other individuals may serve as officers of the local conference, such as vice president, associate secretary, and associate treasurer.</p>	<p style="text-align: center;">Article 9 - Officers</p> <p>(a) Executive Officers: The executive officers of this Conference shall be a president, a secretary, and a treasurer/chief financial officer. It is the duty of these officers, in consultation with one another to carry forward the work according to plans, policies, and programmes, voted by the British Union Conference executive committee, the constituency, and/or the Conference executive committee. These plans, policies, and programmes shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.</p> <p>(i) President: The president, who shall be an ordained minister of experience, is the first officer and shall report to the executive committee of this Conference in consultation with the secretary and the treasurer/chief financial officer. He shall act as chair of the constituency meetings and the executive committee, and serve in the general interests of the North England Conference as the constituency and the executive committee shall determine. In his leadership he shall adhere to the policies of the British Union Conference, the Trans-European Division and the General Conference of Seventh-day Adventists, work in harmony with the British Union Conference executive committee, and in close counsel with the union officers.</p> <p>(ii) Secretary: The secretary, associated with the president as an executive officer, shall serve under the direction of the executive committee and shall act as vice-chair of the executive committee. The secretary shall report to the executive committee of this Conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the Conference constituency meetings and of the executive committee meetings, to furnish copies of these minutes to all members of the executive committee and to the officers of the British Union Conference. The secretary shall also be responsible for providing information as may be requested by the president or by the executive committee, and shall perform such other duties as usually pertain to the office.</p> <p>(iii) Treasurer/Chief Financial Officer: The treasurer/chief financial officer, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer/chief financial officer shall report to the executive committee of this Conference after consultation with the president. The treasurer/chief financial officer shall be responsible for providing financial leadership to the organisation which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the executive committee, for remitting all required funds to the union/division/General Conference in harmony with the Trans-European Division policy, and for providing financial information to the president and to the executive committee. The treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the British Union Conference officers.</p> <p>(b) Other Officers: Other individuals may serve as officers of this Conference, such as vice president, associate secretary, and associate treasurer.</p>	<p>We need to check to see if the sections in blue are acceptable to the Charity Commission as this could be seen as undue influence from an external body.</p>
<p style="text-align: center;">Bylaws Article VII—Directors of Departments/Associations/Services</p> <p>Sec. 1. Advisory Role: The directors of departments/associations/ services of this conference shall work under the direction of the executive committee of the conference and the president and shall serve in an advisory relationship to the field.</p> <p>Sec. 2. Departments/Services Structure: Conference departments/services shall be organized in harmony with the departmental/service structure of the General Conference but shall not necessarily duplicate the departments/services in the union, division, or General Conference.</p>	<p style="text-align: center;">Article 10 – Directors of Departments/Associations/Services</p> <p>(a) Advisory Role: The directors of departments/associations/services of this Conference shall work under the direction of the executive committee of this Conference and the president and shall serve in an advisory relationship to the field.</p> <p>(b) Duties: It is the duty of the directors and associates of a department of this Conference 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.</p> <p>(c) Departments/Services Structure: Conference departments/services shall be organised in harmony with the departmental/service structure of the General Conference but shall not necessarily duplicate the departments/services in the union, division, or General Conference.</p>	

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<p align="center">Article VIII—Other Organizations</p> <p>Sec. 1. Unincorporated Organizations: The _____ Conference may carry on its ministry through unincorporated subsidiary organizations. Constituency meetings of such organizations shall be held in conjunction with the regularly scheduled constituency meetings of the conference.</p> <p>Sec. 2. Corporations: The _____ Conference may form corporate bodies provided it obtains prior approval of the _____ Division. Membership meetings and elections of boards of directors shall be held as provided by articles and bylaws of the corporations and in harmony with applicable laws.</p>	<p align="center">Article 11 —Other Organizations</p> <p>(a) Unincorporated Organizations: The North England Conference may carry on its ministry through unincorporated subsidiary organisations. Constituency meetings of such organisations shall be held in conjunction with the regularly scheduled constituency meetings of this Conference.</p> <p>(b) Corporations: The North England Conference may form corporate bodies provided it obtains prior approval of the Trans-European Division. Membership meetings and elections of boards of directors shall be held as provided by articles and bylaws of the corporations and in harmony with applicable laws.</p>	<p>This is new to our conference constitution.</p> <p>Need to check about corporations and their relation to charities. We may not be able to include this.</p>
<p align="center">Bylaws Article IX—Finance</p> <p>Sec. 1. Tithes and Offerings: The church funds managed by this conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as received from within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other donations as may be made to it.</p> <p>Sec. 2. Policies: The portion of the tithe which is reserved for this conference, as specified by policy, and all other funds shall be used in harmony with the financial policies of the _____ Division of the General Conference of Seventh-day Adventists; and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with government regulations. Tithe is shared with the union and division on fixed percentages as set by the division executive committee, and with the General Conference on fixed percentages as set by the Annual Council of the General Conference Executive Committee.</p> <p>Sec. 3. Bank Accounts: The funds of this conference shall be safeguarded in harmony with the financial policies of the _____ Division of the General Conference of Seventh-day Adventists. Moneys shall be deposited in the name of the _____ Conference of Seventh-day Adventists in regular or special accounts, in such banks or savings institutions as the executive committee shall designate, and shall be withdrawn only by persons authorized by resolution of the executive committee.</p> <p>Sec. 4. Financial Statements: The _____ Conference shall prepare regularly appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the _____ Union and the _____ Division of the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.</p>	<p align="center">Article 12 - Finance</p> <p>(a) Tithes and Offerings: The church funds managed by this Conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as received from within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other donations as may be made to it.</p> <p>(b) Other Sources of Funds: Other sources of funds of this Conference shall be:</p> <ul style="list-style-type: none"> (i) Any other grants made to this Conference by Seventh-day Adventist organisations and receivable by this Conference; (ii) Any rents arising from property owned by or on behalf of this Conference; (iii) Any returns from investments made by this Conference out of its own resources; (iv) Any income arising out of the day-to-day business operations of this Conference; (v) Any gifts, donations, legacies, or similar moneys made or payable to this Conference; (vi) Any other income in cash or in kind reasonably deemed to be receivable by this Conference; (vii) It being understood that all such income should be subject to legal entitlement on the part of this Conference, and be given for and used in the furtherance of its charitable purpose. <p>(c) Third Party Funds: 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 and the General Conference 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.</p> <p>(d) Policies: The portion of the tithe which is reserved for this Conference, as specified by policy, and all other funds, shall be applied in furtherance of the Purpose and be used in harmony with the financial policies of the Trans-European Division of the General Conference of Seventh-day Adventists; and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with government regulations. Tithe is shared with the union and division on fixed percentages as set by the division executive committee, and with the General Conference on fixed percentages as set by the Annual Council of the General Conference Executive Committee.</p> <p>(e) Bank Accounts: The funds of this Conference shall be safeguarded in harmony with the financial policies of the Trans-European Division of the General Conference of Seventh-day Adventists. Moneys shall be deposited in the name of the North England Conference of Seventh-day Adventists in regular or special accounts, in such banks or savings institutions as the executive committee shall designate, and shall be withdrawn only by persons authorized by resolution of the executive committee.</p> <p>(f) Financial Statements: The North England Conference shall prepare regularly appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the British Union Conference and the Trans-European Division of the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.</p> <p>(g) Payments to Individuals: 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.</p> <p>(h) Local Church Audits. This Conference shall be responsible for the books of account of the local church treasurers to be audited at least once each calendar year.</p> <p>(i) 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 (if required by the executive committee) personal property for and on behalf of or for the use, benefit, or purposes of this</p>	<p>Existing constitutions divide this into two sections: Sources of Funds and Application of Funds. We need to find out if this is a necessary requirement of UK charity law.</p> <p>Not entirely sure what is meant by "direct tithe". Also, what is meant by "devises"? Is this a legal term? Is there an English word for it? Need legal advice.</p> <p>Additional items added from previous conference constitutions. Are they all necessary?</p> <p>Under (g) do we need to think about rents and accommodation? The NEC does not provide much (or any?) accommodation at the moment, but we may need to retain this provision. Also, what about our "Good Samaritan" funds? Would this exclude them?</p> <p>Do we need to define what we mean by "Property"? We understand it to mean buildings mainly, but what about the carpets and fittings in a church? Need legal advice.</p>

GC Model Constitution (2019)	Proposed NEC Constitution (2020)	Commentary
	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.	
<p>Bylaws Article X—Budget, Employee Compensation Review, and Financial Audit</p> <p>Sec. 1. Budget: The _____ Conference shall prepare an annual budget in harmony with the policies of the _____ Division of the General Conference of Seventh-day Adventists.</p> <p>Sec. 2. Employee Compensation and Expense Review: The executive committee shall appoint an employee compensation review committee whose tasks are outlined in General Conference Working Policy.</p> <p>Sec. 3. Independent Audit: All accounting records of this conference shall be audited at least annually by an auditor chosen in harmony with General Conference Working Policy and the records of this conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.</p>	<p>Article 13 – Budget, Employee Compensation Review, and Financial Audit</p> <p>(a) Budget: The North England Conference shall prepare an annual budget in harmony with the policies of the Trans-European Division of the General Conference of Seventh-day Adventists.</p> <p>(b) Employee Compensation and Expense Review: The executive committee shall appoint an employee compensation review committee whose tasks are outlined in General Conference Working Policy.</p> <p>(c) Independent Audit: All accounting records of this Conference shall be audited at least annually by an auditor chosen in harmony with General Conference Working Policy and the records of this Conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.</p>	
<p>Article XI—Indemnification</p> <p>Sec. 1. To the extent permitted by law, this conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because he/she is or was a member of the conference executive committee or an officer, employee, or agent of the conference against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.</p> <p>Sec. 2. This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the executive committee, or an officer or department director may be entitled. (Note: This right of indemnification may be expanded or contracted as allowed under local law and as adopted by the constituents.)</p>	<p>Article 14 – Indemnification</p> <p>(a) To the extent permitted by law, this Conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because he/she is or was a member of the Conference executive committee or an officer, employee, or agent of this Conference, against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of this Conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.</p> <p>(b) This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the executive committee, or an officer or department director may be entitled.</p>	This will be a new addition to the NEC constitution, though it was referenced before under finance.
<p>Constitution Article VIII—Amendments</p> <p>The bolded text of this constitution shall not be amended except to conform to the local conference model constitution when it is amended by action of the General Conference Executive Committee at an Annual Council. Such amendments shall be adopted into the conference constitution by a simple majority vote (unless local law requires a higher majority) of delegates present and voting at a conference constituency meeting. This conference may amend the unbolded text of the constitution from time to time at a conference constituency meeting provided any such changes are in harmony with the spirit and intent of the model constitution. Such amendments shall require an affirmative vote of two-thirds (2/3) of the delegates present and voting. The conference executive committee may recommend to the General Conference, through the _____ Union Conference/Union Mission and the _____ Division of the General Conference of Seventh-day Adventists, amendments to the model constitution.</p> <p>Bylaws Article XII—Amendments</p> <p>Amendment, Revision, and Repeal: The bylaws of this conference which are essential to the unity of the Church worldwide, and are designated in bold print shall be amended or revised from time to time in order to comply with changes to the Local Conference Model Constitution and Bylaws as voted by the General Conference Executive Committee in its annual meetings. Such amendments or revisions shall be approved by a simple majority vote (unless local law requires a higher majority) of the delegates present and voting at any duly called constituency meeting of the local conference. Other sections of the bylaws may be amended, revised, or repealed, by an affirmative vote of two-thirds (2/3) of those present and voting, provided such changes are in harmony with the spirit of the Local Conference Model</p>	<p>Article 15 – Amendments</p> <p>The bolded text of this constitution shall not be amended except to conform to the local conference model constitution when it is amended by action of the General Conference Executive Committee at an Annual Council. Such amendments shall be adopted into the conference constitution by a simple majority vote (unless local law requires a higher majority) of delegates present and voting at a conference constituency meeting. This Conference may amend the unbolded text of the constitution from time to time at a conference constituency meeting provided any such changes are in harmony with the spirit and intent of the model constitution and have been processed through the Conference executive committee.</p> <p>(a) Such amendments shall require an affirmative vote of two-thirds (2/3) of the delegates present and voting, provided that:</p> <ul style="list-style-type: none"> (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 a special constituency meeting for the amending of this constitution, due notice shall be given in the call for such special constituency meeting 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. <p>(b) Notification of all amendments to this constitution shall be given to the British Union Conference and to the Charity Commissioners whose prior written approval must be obtained for any amendment which would confer any benefit on any of the members of the executive committee.</p> <p>(c) The Conference executive committee may recommend to the General Conference, through the British Union Conference and the Trans-European Division of the General Conference of Seventh-day Adventists, amendments to the model constitution.</p> <p>Amendment, Revision, and Repeal: The bylaws of this conference which are essential to the unity of the Church worldwide, and are designated in bold print shall be amended or revised from time to time in order to comply with changes to the Local Conference Model Constitution and Bylaws as voted by the General Conference Executive Committee in its annual meetings. Such amendments or revisions shall be approved by</p>	<p>GC advice says, "Normally amendments do not need a super majority (2/3) but we have chosen that. We have indicated that any changes other than those amendments to comply with the model still need super majority but those which are to comply with model only need simple majority. The reason for the simple majority is that the model must be adopted and is not seen as undue influence since it still needs a simple majority to pass."</p> <p>Following this advice JS altered the proposed constitution back to the model.</p> <p>As we are not using bylaws, the unnecessary duplication in the GC model bylaws section has been deleted. GC advice says that this is okay.</p>

GC Model Constitution (2019)	Proposed NEC Constitution (2020)	Commentary
<p>Constitution and Bylaws, and have been processed through the conference executive committee. Notice of any proposed changes to the bylaws of this conference shall be given specifically in conjunction with the publication of notice for the session.</p> <p>The constituency or the conference executive committee may recommend to the General Conference through the _____ Union Mission/Union Conference and the _____ Division of the General Conference of Seventh-day Adventists amendments to the Local Conference Model Constitution and Bylaws.</p>	<p>a simple majority vote (unless local law requires a higher majority) of the delegates present and voting at any duly called constituency meeting of the local conference. Other sections of the bylaws may be amended, revised, or repealed, by an affirmative vote of two-thirds (2/3) of those present and voting, provided such changes are in harmony with the spirit of the Local Conference Model Constitution and Bylaws, and have been processed through the conference executive committee. Notice of any proposed changes to the bylaws of this conference shall be given specifically in conjunction with the publication of notice for the session.</p> <p>The constituency or the conference executive committee may recommend to the General Conference through the _____ Union Mission/Union Conference and the _____ Division of the General Conference of Seventh-day Adventists amendments to the Local Conference Model Constitution and Bylaws.</p>	
<p>Constitution Article VII—Dissolution and Disposition of Assets</p> <p>This conference may be dissolved only by a two-thirds (2/3) majority vote of the delegates present and voting at any constituency meeting. In the event of the dissolution of this conference and unless otherwise required by local law, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the _____ Division of the General Conference of Seventh-day Adventists.</p>	<p>Article 16 - Dissolution and Disposition of Assets</p> <p>(a) This Conference may be dissolved only by a two-thirds (2/3) majority vote of the delegates present and voting at any constituency meeting. In the event of the dissolution of this Conference and unless otherwise required by local law, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the _____ Division of the General Conference of Seventh-day Adventists the British Union Conference (which is the legal entity authorised by the Trans-European Division), for application in harmony with its Purpose,</p>	<p>The British Union Conference is the legal entity authorised by the Trans-European Division of the General Conference of Seventh-day Adventists.</p> <p>GC advice however, says that we should include the Trans-European Division. JS therefore added, "(which is the legal entity authorised by the Trans-European Division)" on 7 Feb 2020.</p>

Structural Comparison

GC Model Conference Constitution	GC Model Mission Operating Policy	2012 NEC Constitution	Proposed new NEC Constitution (2020)
Constitution Article I—Name	Article I—Name	Article 1 – Name	Article 1 – Name & Relationship
Constitution Article II—Purpose	Article II—Purpose	Article 3 – Purpose	Article 3 – Purpose
Constitution Article III—Relationships	Article III—Relationships		Article 1 – Name & Relationship
Constitution Article IV—Geographic Territory	Article IV—Geographic Territory	Article 2 – Territory	Article 2 – Territory & Principal Office
Constitution Article V—Membership/Constituency	Article V—Membership/Constituency	Article 4 – Membership	Article 4 – Membership/Constituency
Constitution Article VI—Bylaws			Not applicable
Constitution Article VII—Dissolution and Disposition of Assets	Article XV—Dissolution and Disposition of Assets	Article 20 – Dissolution of Conference	Article 16 - Dissolution and Disposition of Assets
Constitution Article VIII—Amendments			Article 15 – Amendments
Bylaws Article I—Principal Office	Article VI—Principal Office		Article 2 – Territory & Principal Office
Bylaws Article II—Membership/Constituency Meetings	Article VII—Membership/Constituency Meetings	Article 5 – Sessions Article 8 – Voting Article 9 – Powers of Sessions Article 10 – Elections	Article 5 – Membership/Constituency Meetings
Bylaws Article III—Representation	Article VIII—Representation	Article 6 – Delegates at Sessions	Article 6 – Representation
Bylaws Article IV—Constituency Meeting Committees	Article IX—Constituency Meeting Committees	Article 7 – Session Committees	Article 9 – Constituency Meeting Committees
Bylaws Article V—Executive Committee	Article X—Executive Committee	Article 12 – Executive Committee Article 13 – Authority of Executive Committee Article 14 – Executive Committee Meetings and Notices Article 15 – Remuneration and Expenses	Article 8 - Executive Committee
Bylaws Article VI—Officers	Article XI—Officers and Their Duties	Article – 11 Officers and Departmental Directors and their Associates, and their Duties	Article 9 - Officers
Bylaws Article VII—Directors of Departments/Associations/Services	Article XII—Directors of Departments/Associations/Services	Article – 11 Officers and Departmental Directors and their Associates, and their Duties	Article 10 – Directors of Departments/Associations/Services
Bylaws Article VIII—Other Organizations			Article 11 – Other Organisations
Bylaws Article IX—Finance	Article XIII—Finance	Article 16 – Sources of Funds Article 17 – Application of Funds	Article 12 – Finance
Bylaws Article X—Budget, Employee Compensation Review, and Financial Audit	Article XIV—Budget, Employee Compensation Review, and Financial Audit		Article 13 – Budget, Employee Compensation Review, and Financial Audit
Doesn't Exist		Article 18 – Acquisition and Disposal of Church Property	Now included in 12
Bylaws Article XI—Indemnification	Article XVI—Indemnification	Article 15 – Remuneration and Expenses	Article 14 – Indemnification
Bylaws Article XII—Amendments	Article XVII—Amendments	Article 19 - Amendments	Article 15 – Amendments