

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

## Article 1 – Name & Relationship

**This organisation shall be known as the North England Conference of Seventh-day Adventists, hereinafter referred to as “this Conference”.**

**This Conference is a member unit of the British Union Conference 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 (“Trans-European Division”). The purposes, policies, and procedures of this Conference shall be in harmony with the working policies and procedures enacted by the executive committee of the Trans-European Division or the General Conference of Seventh-day Adventists (“General Conference”). In fulfilment of the Purpose, this Conference shall pursue the mission of the Seventh-day Adventist denomination (“the Church”) in harmony with the Fundamental Beliefs, programmes, initiatives, and actions adopted and approved by the General Conference of Seventh-day Adventists at its sessions.**

## 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 Territory”). The principal office for the transaction of the business of this Conference is fixed and located at 22 Zulla Road, Mapperley Park, Nottingham, NG3 5DB. The executive committee of this Conference (“Executive Committee”) may in an emergency change the location of the principal office on a temporary basis.**

## Article 3 – Purpose

- (a) **The purpose of this Conference, (“the Purpose”), is to proclaim and teach the everlasting gospel of Jesus Christ (as embraced by the three angels’ messages (Revelation 14:6-12)), by but not limited to, calling all people within the Territory to become disciples of Jesus Christ and preparing them for Christ’s soon return.**
- (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 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, 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 (company number 00089953) 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 – Constituency**

**The constituency of this Conference consists of the churches that have been or shall be properly organised in any part of the Territory under the Conference’s jurisdiction, as represented by their delegates (see Article 6 below), where ‘properly organised’ means formally approved for membership of the Conference by vote of the delegates at any regular or special conference constituency meeting (“organised churches”).**

#### **Article 5 – Constituency Meetings**

- (a) **Regular Constituency Meeting: This Conference shall hold a regular quadrennial constituency meeting at such time and place as the Executive Committee shall designate. In the event that the Executive Committee fails to call a regular constituency meeting within the quadrennial period, the executive committee of the British Union Conference of Seventh-day**

**Adventists, charity number 1044071 (“British Union Conference”) may give notice for such a meeting and designate the time and place.** In case regional conditions make it imperative to postpone the calling of the constituency meeting, the British Union Conference executive committee, in a regular or special meeting, shall have authority to make such postponement, not to exceed one year, giving notice to all constituent organisations. In the event that the executive committee exercises its authority to postpone a constituency meeting, it shall also have the authority to set the subsequent regular constituency meeting at such time and place as it shall see fit, not to exceed four (4) calendar years from the date of the postponed constituency meeting. Notice of the time and place of the constituency meeting shall be given by:

- (i) A notice printed in the official publication of this Conference at least four weeks before the date of the constituency meeting;
- (ii) A method approved by the Executive Committee, provided all the organised churches receive notice with sufficient time to select delegates; or
- (iii) **A method approved by the executive committee of the British Union Conference, in the event of inaction or failure to call a constituency meeting by the Executive Committee.**

(b) **Special Constituency Meeting:**

- (i) **The Executive Committee shall call a special constituency meeting when:**
  - (1) **It is voted for by the Executive Committee;**
  - (2) **It is voted for by the delegates at any constituency meeting;**
  - (3) **It is requested by fifty-one percent (51%) of the organised churches through their business meetings; or**
  - (4) **It is voted for by the executive committee of the British Union Conference, the executive committee of the Trans-European Division, or the executive committee of the General Conference.**

**The date for such a meeting in response to paragraphs 2, 3 and 4 above, (unless in the case of paragraph 2 above the date for the meeting was also decided by the delegates of the constituency meeting) shall not be more than 90 days from the date when the actions described in paragraphs 2, 3 and 4 above are communicated to the Executive Committee.**

- (ii) **In the absence of a response within 45 days by the Executive Committee to paragraphs 2 to 4 in 5 (b) (i) the executive committee of the British Union Conference or the executive committee of the Trans-European Division may call a special constituency meeting of this Conference and designate the time and place for such a meeting.**
- (iii) **The agenda for special constituency meetings shall be included in the notice of the meeting.**
- (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.**

(c) **Virtual Attendance at Constituency Meetings:** Generally, regular and specially called constituency meetings are to be held in person and onsite. However, delegates when requested by the Executive Committee, and if permitted by local law, may participate by means of an electronic conference or similar communications by which all persons can hear each other at the same time, and participation by such means shall constitute presence in person and attendance at such a meeting.

(d) **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 (meaning, in order of precedence, the president, executive secretary and treasurer of the British Union Conference). The first item of business shall be the election of a chair pro tem, selected from the delegates present at the meeting.**

**When the election of a president has been completed, the new president, if present at the constituency meeting, shall replace the chair pro tem.**

**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 the election of a secretary has been completed, the new secretary, if present at the constituency meeting, shall replace the secretary pro tem.**

- (e) **Regular Meeting Business:** The business of the regular constituency meeting shall include the election/appointment of personnel for various positions (see (k) below), the receipt of reports from the president, secretary, treasurer (report based on audited statements), departmental directors, and the auditor. The constituency meeting shall endorse/approve/develop plans for the conduct of the work in fulfilment of the Purpose in harmony with the policies of the Trans-European Division.
- (f) **Quorum:** At least fifty-one percent (51%) of the delegates authorised hereinafter under Article 6 must be present, or participating by electronic means, at any regular or special constituency meeting to constitute a quorum for the transaction of business.
- (g) **Proxy Voting:** All delegates must be present in person at any constituency meeting, or participating by electronic means, in order to be eligible to vote. There shall be no voting by proxy.
- (h) **Voting Rights of the Delegates:** Each delegate appointed to act shall be entitled to one vote on each question to be decided at a constituency meeting. The voting rights of the individual delegates shall be limited to the particular constituency meeting of this Conference in which they have been designated to represent an organised church, an institution, the British Union Conference, the Trans-European Division or the General Conference.
- (i) **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 the chair deems it advisable or the delegates pass a resolution requiring voting to be held by other means. Such a resolution can be tabled by any delegate. Votes cast remotely shall have the same validity as if the delegates met and voted onsite.
- (j) **Rules and Procedures:** The 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 executive committee of the Trans-European Division, unless otherwise determined by a two-thirds (2/3) majority vote of the constituency meeting provided always that if there is any conflict between this constitution and the General Conference Rules of Order, this constitution shall take precedence.
- (k) **Election/Appointment and Term of Office:**
  - (i) **Election:** All conference officers and members of the Executive Committee who are not ex officio members shall be elected by the delegates at a constituency meeting of

**the Conference. 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. Other positions to be filled by election may include the chief administrator(s) and board members of conference institutions if and as required by the governance documents and structure for each entity.**

- (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, death, or removal from office, for cause, by the Executive Committee or a special constituency meeting.** 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.

#### **Article 6 – Representation at Constituency Meetings**

- (a) **The delegates at any constituency meeting of this Conference shall be regular delegates and delegates at large (known collectively as “delegates”).** The total number of delegates shall not exceed 350. Not less than seventy percent (70%) of the delegates shall be regular delegates.

(i) **Regular Delegates:**

- (1) **Each organised church shall be entitled to one (1) regular delegate without regard to the size of its membership.**
- (2) **To be appointed as a regular delegate a person must hold membership in the organised church which appoints them. Such regular delegates shall be chosen by the business meeting of the respective organised church, and where possible the appointment of regular delegates shall include males and females.**
- (3) Each organised church shall be entitled to additional regular delegates within the quota allocated to regular delegates based on the proportion of the organised church’s membership to that of this Conference as a whole.
- (4) The membership of each organised church shall be as reported at the end of the calendar year immediately preceding the date of the regular or special constituency meeting.
- (5) The allocation of the number of additional regular delegates (if any) to each organised church will be made by the Executive Committee based on the numbers reported in accordance with subclause (4) above.
- (6) Regular delegates are appointed as representatives of the organised church.

(ii) **Delegates at Large:**

**Subject to Article 6 (b) the delegates at large entitled to attend and vote at a constituency meeting consist of:**

- (1) **The current members of the Executive Committee.**
- (2) **Members of the executive committee of the British Union Conference who may be present at any constituency meeting of this Conference. This committee shall**

**ensure that its delegates do not exceed five percent (5%) of the total number of delegates.**

- (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.
  - (4) **Such other persons as may be recommended by the Executive Committee (if any) and approved by a resolution of the delegates at the constituency meeting. The Executive Committee shall ensure that the number of such delegates shall not exceed five percent (5%) of the total number of delegates.**
  - (5) **A person who is not elected to a new term of office at a constituency meeting does not thereby lose delegate status at the current constituency meeting.**
- (b) **Church Membership Requirement: All delegates must be members in regular standing of the Church.**
- (c) Lists of delegates to a constituency meeting shall be made available to delegates at that constituency meeting.

### **Article 7 – Constituency Meeting Committees**

**Prior to the Conference’s constituency meeting, the Executive Committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the constituency meeting.**

To facilitate the business of the constituency meeting, constituency meeting committees may convene by means of an electronic conference or similar communications by which all persons participating can hear each other at the same time. **These committees include:**

**A recommendations committee**

**A nominating committee**

**A constitution committee**

Other committees as may be necessary.

- (a) **Recommendations Committee: The recommendations committee** which nominates the members of standing committees to be appointed at the constituency meetings of this Conference **shall be made up as follows:**
- (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. In addition, the at-large delegates to the constituency meeting shall select five (5) persons from the at-large delegate group to serve on the recommendations committee.**
  - (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.**
  - (iii) **The delegates to serve on the recommendations committee shall be selected by the churches from among their chosen delegates, at, or prior to, the commencement of the constituency meeting.**
  - (iv) **The chair of the recommendations committee shall be the president of the British Union Conference or his designee.**

**The recommendations committee shall nominate from the delegation, and the constituency**

**shall elect**, the following standing committees at the constituency meetings of this Conference:

**Nominating Committee**

**Constitution Committee**

Plans Committee

Credentials and Licences Committee

- (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 of this Conference throughout the Territory.**
- (i) **Those chosen as members of the nominating committee must be duly appointed delegates in attendance at the constituency meeting.**
- (ii) **Persons holding elective office, as outlined in Article 5 (k) (i) and (ii), in the current term, excluding non ex-officio members of the executive committee, shall not be eligible to serve on the nominating committee.**
- (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.**
- (iv) **The nominating committee shall also nominate members for the Executive Committee and for the boards of Conference institutions whose constitutions, operating policies, or articles of association indicate that board members for the entity are elected at a Conference constituency meeting.**
- (c) **Standing Constitution Committee: The standing constitution 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 and shall submit its reports and detailed recommendations through the Executive Committee to the next regular constituency meeting.**
- (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.**
- (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 that the committee shall consider suitable to work in this Conference, according to General Conference Working Policy E05 and E10, 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 though the Executive Committee may still decide to delegate such duties to this committee.**

## **Article 8 – Executive Committee**

- (a) **Membership:** The Executive Committee shall be elected at a regular constituency meeting (or if necessary at a special constituency meeting) and shall consist of at least fourteen (14) and not more than seventeen (17) members. The president, secretary, treasurer, and vice president(s) where appointed, of this Conference, shall be members ex officio of the Executive Committee. The membership of the Executive 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 president, executive secretary and treasurer of the British Union Conference are also members ex officio of the Executive Committee and these shall be in addition to the number detailed above. The officers of the Trans-European Division and of the General Conference may attend all Executive Committee meetings as observers (save where they have a conflict of interest) and have a voice but no vote.
- (b) **Delegated Authority:** The members of the Executive Committee are the charity trustees of this Conference and shall manage the affairs of this Conference between constituency meetings and this shall include, without limitation, the authority to remove for cause (see definition of “for cause” in Article 5 (k) (2) above) persons who have been elected at a 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 the executive officers as defined in Article 9 (a), 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.
- (c) **Administrative Authority:** The Executive Committee shall have full administrative authority and have all the powers of this Conference, in order to manage and have oversight of the affairs of this Conference, including but not limited to the following:
- (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 election at a constituency meeting. **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.**
  - (ii) To appoint committees, (other than those specified in Article 7), such as an administrative committee, with their terms of reference.
  - (iii) To employ such personnel as may be necessary for the work of this Conference.
  - (iv) To grant and withdraw credentials and licenses in respect of employees of this Conference. The withdrawal of credentials shall require the consent of two thirds (2/3) of the members of the Executive Committee.
  - (v) To acquire property (of whatever nature) for the use and benefit of this Conference, and to manage, dispose of or otherwise deal with that property. Insofar as any such property is vested in the Seventh-day Adventist Association Limited (being 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.
- (d) **Regular Meetings:** The Executive Committee shall schedule regular meetings at such times and places as it may select.
- (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.

- (f) **Attendance at Meetings: Executive Committee members may participate in meetings by means of an electronic conference or similar communications by which all persons participating can hear and speak to each other at the same time, and participation by such means shall constitute presence in person at such a meeting.** If a member of the Executive Committee has three consecutive absences without, in the opinion of the Executive Committee, a valid apology, the other members of the Executive Committee may resolve by a simple majority to remove that member from the Executive Committee.
- (g) **Notice of Meetings: Subject to Article 8 (k), notice as to time and place of meetings of the Executive Committee, and any other requirements under this constitution, shall be provided to all members of the Executive Committee 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.**
- (h) **Quorum:** Subject to Article 8 (k), fifty-one percent (51%) of the Executive Committee members, including the chair or vice-chair, shall constitute a quorum for meetings of the Executive Committee and shall be empowered to transact any necessary business.
- (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 that part of the meeting, and may not vote nor be counted in the quorum for that part of the meeting.
- (j) **Remuneration:** Subject to paragraph (a) above and Article 14, 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.
- (k) **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.
- (l) **Sub-committees:** The Executive Committee may delegate any of its functions or powers to sub-committees of three (3) or more committee members appointed by them. Additional non-voting persons may be invitees on such sub-committees. The Executive Committee must determine the terms of reference for its sub-committees and may at any time alter those terms of reference. All proceedings of sub-committees must be reported promptly to the Executive Committee.
- (m) **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.
- (n) **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.

### **Article 9 – Officers and Their Duties**

- (a) **Executive Officers:** The executive officers of this Conference shall be a president, a secretary, and a treasurer (“executive officers”). It is the duty of these officers, in consultation with one another to act in the best interests of the Conference to fulfil the Purpose, which may include carrying forward the work according to plans, policies, and programmes that have been voted by the executive committee of the British Union Conference, the constituency at a constituency meeting, and/or the Executive Committee. These plans, policies, and programmes shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference at its sessions.
- (i) **President:** The president, who shall be an ordained minister (where ‘ordained’ means ordained in accordance with the rules of the Church) of experience, is the first officer and shall report to the Executive Committee in consultation with the secretary and the treasurer. He shall act as chair of the constituency meetings and the Executive Committee and serve in the general interests of this 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, work in harmony with the executive committee of the British Union Conference, and in close counsel with the officers of the British Union Conference.
- (ii) **Secretary:** The secretary, together 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 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, or by the executive committees of the British Union Conference or Trans-European Division, and shall perform such other duties as usually pertain to the office.
- (iii) **Treasurer:** The treasurer, together with the president as an executive officer, shall serve under the direction of the Executive Committee. The treasurer shall report to the Executive Committee after consultation with the president. The treasurer shall be responsible for providing financial leadership to this Conference 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 British Union Conference, Trans-European Division and the 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 shall also be responsible for furnishing copies of the financial statements to the British Union Conference officers.
- (b) **Other Officers:** Other individuals may serve as officers of this Conference, such as vice president, associate secretary, and associate treasurer.

### **Article 10 – Directors of Departments/Associations/Services**

- (a) **Advisory Role: The directors of departments/associations/services of this Conference shall work under the direction of the Executive Committee and the president and shall serve in an advisory relationship to the constituency.**
- (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.
- (c) Departments/Associations/Services Structure: This Conference's departments, associations, and services shall be organised in harmony with the department/association/service structure of the General Conference but shall not necessarily duplicate the departments/associations/services in the British Union Conference, Trans-European Division, or the General Conference.

### **Article 11 – Other Organisations**

- (a) Unincorporated Organisations: This Conference may carry on its ministry through unincorporated subsidiary organisations.
- (b) **Corporations: This 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 of the corporations and in harmony with applicable laws.**

### **Article 12 – Finance**

- (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 in accordance with Article 12 (d) and as received from the organised churches within the Territory, and such gifts, legacies, bequests, appropriations, reverted funds, and other donations as may be made to it.**
- (b) Other Sources of Funds: Other sources of funds of this Conference shall be, without limitation, any:
  - (i) other grants made to this Conference by Seventh-day Adventist organisations and receivable by this Conference;
  - (ii) rents arising from property owned by or on behalf of this Conference;
  - (iii) returns from investments made by this Conference out of its own resources;
  - (iv) income arising out of the day-to-day operations of this Conference;
  - (v) gifts, donations, legacies, or similar moneys made or payable to this Conference; and
  - (vi) other income in cash or in kind received by this Conference,it being understood that all such income must be used in the furtherance of the Purpose.
- (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.
- (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 provided that this is in accordance**

**with the law and regulations governing the Conference; and in the case of donations, their use shall be applied in furtherance of the Purpose, in harmony with the specifications of donors and in compliance with the law and regulations governing the Conference. In fulfilment of the Purpose the tithe is shared with the British Union Conference and the Trans-European Division on fixed percentages as set by the executive committee of the Trans-European Division and shared with the General Conference on fixed percentages as set by the Annual Council of the executive committee of the General Conference.**

- (e) **Bank Accounts:** Subject at all times to compliance with the law and regulations governing the Conference, the funds of this Conference shall be safeguarded in harmony with the financial policies of the Trans-European Division. Subject to Article 12 (h), 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 authorised by resolution of the Executive Committee.
- (f) **Financial Statements:** This 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 and, to the extent required by law, with the Charity Commission and any branch of local or national government.
- (g) **Payments to Individuals:** Subject to Article 3 (b) (i) and Article 14, funds shall not in any circumstances be paid or lent for the benefit of individuals, firms or private companies.
- (h) **Organised Church Accounts & Audits.** Organised churches will operate their own bank accounts but this Conference shall be responsible for the auditing of the books of account of the organised churches at least once each calendar year.
- (i) **Acquisition and Disposal of Church Property:** The Seventh-day Adventist Association Limited shall be the regular holding trustee for this Conference to acquire, hold, manage, dispose of or deal with real estate and (if required by the Executive Committee) personal property for and on behalf of or for the use and benefit 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 13 – Budget, Employee Compensation Review, and Financial Audit**

- (a) **Budget:** This Conference shall prepare an annual budget in harmony with the policies of the Trans-European Division.
- (b) **Employee Compensation and Expense Review:** The Executive Committee shall appoint an employee compensation and expense review committee whose tasks are outlined in General Conference working policy.
- (c) **Independent Audit:** The financial statements 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 the said auditor.

### **Article 14 – Indemnification**

- (a) To the extent permitted by law and subject to Article 15 (c), 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 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.

- (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, officer, or department director may be entitled.

### **Article 15 – Remuneration**

- (a) Not more than half the members of the Executive Committee may be employees of this Conference.
- (b) The remuneration of any Executive Committee members who are employees of the Conference shall be determined annually in accordance with Article 15 (d).
- (c) The Executive Committee has the power to provide indemnity insurance for themselves out of the income of the Conference. The insurance shall not extend to:
  - (i) any claim arising from any act or omissions which:
    - (1) the members of the Executive Committee knew to be a breach of trust or breach of duty; or
    - (2) 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 Conference.
- (d) The Executive Committee, shall determine annually and may from time to time adjust the remuneration of all employees of the Conference for the ensuing year within the parameters set by the employee compensation review committee (established in accordance with Article 13 (b)), provided that in respect of any decision concerning the remuneration of a member of the Executive Committee or anyone connected to that member, such member must absent themselves from the discussion and that part of the Executive Committee meeting, and may not vote nor be counted in the quorum for that part of the meeting.

### **Article 16 – Amendments**

- (a) **The bolded text of this constitution shall not be amended except to conform to the local conference model constitution as specified in General Conference and Trans-European Division working policy (“model constitution”) when it is amended by action of the executive committee of the General Conference at its Annual Council. Such amendments shall be adopted into this Conference’s constitution by a simple majority vote of delegates present and voting at this Conference’s constituency meeting.**
- (b) **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 first approved by the Executive Committee. Such amendments shall require an affirmative vote of two thirds (2/3) of the**

**delegates present and voting at the constituency meeting**, 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 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; and
  - (iii) no amendment shall be made which would alter the Purpose as set forth in Article 3 (a) without the prior consent of the Charity Commission for England and Wales and no amendment shall be valid if its effect would be that this Conference ceased to be a charity according to English law.
- (c) Notification of all amendments to this constitution shall be given to the British Union Conference and to the Charity Commission whose prior written approval must be obtained for any amendment which would confer any benefit on any of the members of the Executive Committee.

### **Article 17 – Dissolution and Disposition of Assets**

**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 the British Union Conference (which is the legal entity authorised by the Trans-European Division), for application in harmony with the Purpose.**

### **Article 18 – Interpretation**

For the avoidance of doubt the system of law governing this constitution is the law of England and Wales and in this constitution:

- (a) references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- (b) references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it; and
- (c) headings are not to affect the interpretation of the constitution.
- (d) 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.

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Revision from draft 36:

Article 18 – Interpretation. Clause (d) added