

# BRITISH UNION CONFERENCE CONSTITUTION

17 May 2009

## Article 1 – Name

The name of this organisation shall be known as the British Union Conference of Seventh-day Adventists hereinafter referred to as "this Union Conference". This Union Conference is a member and constituent unit of the Trans-European Division of the General Conference of Seventh-day Adventists hereinafter referred to as "Trans-European Division".

## Article 2 – Territory

The territory of this Union Conference shall comprise England, Wales, Scotland, Northern Ireland, Republic of Ireland, and all adjacent British Islands.

## Article 3 – Purpose

- (a) The purpose of this Union Conference (hereafter referred to as "the Purpose") is to proclaim the everlasting Gospel of our Lord and Saviour Jesus Christ, to teach the commandments of God as the supreme rule of life and to persuade people to become His disciples and responsible members of the church and to support charitable work which is in harmony with the doctrines and principles of Seventh-day Adventists.
- (b) In furtherance of the Purpose but not further or otherwise this Union Conference shall have the following powers:
- (i) to employ and remunerate such ministers, officers, teachers and other employees and to engage such volunteers as may be necessary;
  - (ii) to provide or assist in the provision of housing accommodation for such employees and volunteers to enable them to carry out their duties, and in cases of need for retired employees and their families;
  - (iii) to provide or assist (by means of grants, loans or otherwise) in the provision or improvement of churches and other buildings for use for the work of local congregations of Seventh-day Adventists;
  - (iv) to establish, conduct and provide financial assistance for schools for the education of children in which religious instruction according to the doctrines and principles of the Seventh-day Adventists is given and to provide financial assistance to students pursuing education according to those doctrines and principles;
  - (v) to publish or assist the publication of religious literature;
  - (vi) to carry out the social mission of the Gospel by the provision of humanitarian aid to those in need in any part of the world;
  - (vii) to establish, operate and provide financial assistance for convalescent, retirement and nursing homes, conducted in accordance with the doctrines and principles of Seventh-day Adventists.
  - (viii) to provide or assist in the provision of services and facilities (including buildings) for health education and medical treatments in harmony with the doctrines and principles of Seventh-day Adventists.

- (ix) to establish, assist or administer other charities having objects similar to the Purpose;
- (x) to acquire and dispose of property of any description and wherever situated (subject to such consents as may be required by law);
- (xi) to borrow money with or without giving security (subject to such consents as aforesaid);
- (xii) to raise money by any lawful means other than by permanent trading and to accept gifts either for furtherance of the work of this Union Conference or for any specific object 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 Seventh-day Adventist Association Limited incurred at the request of this Union Conference. Any such security shall be signed by at least two members of the Executive Committee as authorised by resolution.
- (xv) otherwise to further the religious mission and other charitable work of Seventh-day Adventists in the territory.

#### **Article 4 – Membership of Union Conference**

- (a) The membership of this Union Conference shall consist of such local conferences and missions as have been or shall be organised in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of the delegates at any regular session.
- (b) Local Conferences shall be associations of local churches within defined geographical regions within the territory and shall be responsible for their own decisions save for the requirement to operate in harmony with the Purpose and policy of this Union Conference.
- (c) Missions shall be organisations of local churches within defined geographical regions within the territory and shall be subject to the directions of this Union Conference on all matters including their management arrangements, the application of their funds, and the form and content of their constitutions and of any amendments thereto, and this Union Conference shall account for the application of their funds.
- (d) This Union Conference in session shall be entitled to dissolve any Mission and to take control of the assets thereof.

#### **Article 5 – Sessions**

- (a) This Union Conference shall hold a regular session at an interval of five (5) years at such time and place as the Executive Committee shall determine. A notice of such session shall be published at least four (4) weeks before the time appointed in the Union Conference official paper.
- (b) At least fifty-one percent (51%) of the authorised delegates must be present at any regular or extraordinary session to constitute a quorum for the transaction of business.
- (c) In the event of conditions arising which would make it advisable to postpone the calling of a regular session, the Executive Committee may postpone such session for a period not exceeding two (2) years. In such a case this shall require the consent of at least two-thirds of the members of the Executive Committee expressed by personal vote or by signature to a resolution in writing submitted to the members of the Executive Committee. Separate copies of the resolution may be signed for this purpose.
- (d) The Executive Committee may call an extraordinary session of this Union Conference at such a place as it deems proper, by a like notice as for regular sessions when:

- (i) it is deemed necessary by the Executive Committee, or
- (ii) it is voted by the delegates at any regular session, or
- (iii) it is requested by the Trans-European Division executive committee.

The transactions of such extraordinary sessions shall have the same authority as those of the regular sessions.

- (e) An extraordinary session may elect any such officers or other persons or committees and transact any such business and do any such other act as under this constitution a regular session or the Executive Committee between sessions may elect, transact or do provided that the business transacted at an extraordinary session shall be only as provided for in the agenda issued with the publication of the notice of such session.

### **Article 6 – Delegates to Session**

Each member organisation shall be represented at the sessions of this Union Conference by duly accredited delegates as follows:

Each member organisation shall be represented at the sessions of this Union Conference by duly accredited delegates as follows:

- (a)
  - (i) The total number of regular delegates shall not exceed 300. (Not less than 70% of these regular delegates shall be non-employees of the church).
  - (ii) Each local conference/mission shall be entitled to three (3) delegates without regard to membership. In addition each local conference/mission shall be entitled to a proportional number of regular delegates based on their percentage of this Conference's membership at the end of the calendar year immediately preceding the date of the regular or extraordinary session.
  - (iii) Such delegates shall be chosen by the respective local conference/mission executive committees and shall be members of the churches within their respective territories. (Not less than 70% of these regular delegates shall be non-employees of the respective local conference/mission).
- (b) In addition, delegates at large shall participate in these Union Conference sessions as follows:
  - (i) The individual members of the executive committee of this Union Conference.
  - (ii) Members of the executive committee of the General Conference of Seventh-day Adventists hereinafter referenced to as "General Conference", who may be present at any session of this Union Conference. The number of such delegates representing the General Conference shall not exceed two percent (2%) of the total number of delegates provided for hereinabove in Section (a) (i).
  - (iii) Such other persons from this Union Conference staff, church institutions owned and operated by this Union Conference, and local conferences/missions, as may be recommended by this Union Conference Executive Committee and accepted by the delegates in session; the total number of delegates from this category not to exceed fifteen percent (15%) of the total number of regular delegates provided for hereinabove in Section (a) (i).
- (c) All delegates appointed to represent the members of this Union Conference at any session shall be members in regular standing of the Seventh-day Adventist Church.

### **Article 7 – Voting**

- (a) Each delegate shall be entitled to one vote on any question. The chairman of the session shall in case of equality of votes have a casting vote. Voting shall be by ballot when determined by vote of session.

- (b) All delegates must be present in person at any session in order to be eligible to vote. There shall be no voting by proxy.

### **Article 8 – Authority of Session**

- (a) This Union Conference in regular session shall be authorised to determine all matters and things for the order and good administration of this Union Conference and the regulation of its affairs, including the management and disposal of or dealing with all real and personal property and revenues held or proposed to be acquired for or on behalf or for the use, benefit or purposes of this Union Conference, subject, however, to any specific trusts relating thereto and insofar as any such property is vested in the legal corporation of this Union Conference or in 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 Union Conference shall deem expedient in harmony with Article 20. This Union Conference in regular session may make rules to cover its own procedure.
- (b) This Union Conference in regular session shall be authorised to make adjustments in the boundaries of the local conferences and missions under its jurisdiction and to accept into membership such new conferences and missions as may be proposed by the Executive Committee of this Union Conference. These adjustments in boundaries and the acceptance into membership of conferences and missions shall require a two-thirds majority vote.

### **Article 9 – Session Committees**

- (a) (i) A Recommendations Committee shall be appointed for each regular session and where required for extraordinary session. It shall consist of thirteen (13) representatives from the South England Conference of Seventh-day Adventists, seven (7) representatives from the North England Conference of Seventh-day Adventists, and two (2) representatives from each Mission. The president of the Trans-European Division or his designee shall serve as chairman.
- (ii) The members of the Recommendations Committee shall be appointed by their respective conference/mission delegates at least eighteen (18) weeks before the session.
- (iii) The Recommendations Committee shall nominate and the delegates shall elect by postal ballot or other method, at least fourteen (14) weeks prior to the session where required:
- [i] A Nominating Committee which shall consist of not less than seventeen (17) and not more than twenty-one (21) members, including the president of the Trans-European Division or his designee serving as chairman;
  - [ii] A Constitution Committee which shall consist of nine to fifteen (9-15) members;
  - [iii] Other committees as necessary for conducting session business.
- (b) The Nominating Committee shall meet at least twelve (12) weeks prior to the session and shall nominate executive officers, departmental directors and associates, elective members of the Executive Committee and executive officers of the Missions within this Union Conference. It shall circulate a report of these nominations to all delegates prior to the session and will meet again to hear any objections from delegates at least six (6) weeks before the session.

### **Article 10 – Election**

- (a) This Union Conference in regular session shall elect:
- (i) Executive Officers;
  - (ii) Departmental Directors and Associates;
  - (iii) Elective members of the Executive Committee of this Union Conference;
  - (iv) Executive Officers of the Missions within this Union Conference.

- (b) Persons thus elected shall hold their respective offices or appointments until the next regular session of this Union Conference unless their offices or appointments are previously terminated by this Union Conference in extraordinary session, or by the Executive Committee in counsel with the Trans-European Division officers. Mission officers shall be elected by this Union Conference at the time of its regular session and by the Executive Committee not less than two (2) years and not more than three (3) years following a regular session.
- (c) This Union Conference in regular session and the Executive Committee between sessions may establish such other offices, positions, and committees as may be determined, prescribe the duties and functions thereof and elect persons thereto and vary or terminate any such office, position, or committee and may remove any member of any such committee.
- (d) This Union Conference in regular session and the Executive Committee between sessions may elect, nominate, or appoint trustees of any real or personal property or revenues mentioned in Article 8.
- (e) The Executive Committee of this Union Conference shall recommend to the respective boards and management of the institutions of this Union Conference the appointment of their officers, bursars, editors, as may be required, within the six (6) months that follow a regular session.

### **Article 11 – Officers**

- (a) The Executive Officers of this Union Conference shall be a president, a secretary, and a treasurer, and they shall work in consultation with each other. The secretary and the treasurer may be one individual.
- (b) The president is the chief executive officer and shall act as chairman of sessions and the Executive Committee, and work in the general interests of this Union Conference as the Executive Committee may determine and in consultation with the other Executive Officers. In his leadership he shall adhere to the policies of the Trans-European Division and work in close counsel with its executive committee.
- (c) The secretary shall work under the direction of the Executive Committee and in consultation with the other Executive Officers, and shall act as vice-chairman of the Executive Committee. It shall be the duty of the secretary to keep the minutes of the sessions of this Union Conference and of the Executive Committee meetings; to furnish copies of these minutes to all members of the Executive Committee and to the Trans-European Division officers; to collect such data as may be desired by the president or by the Executive Committee; and to perform such other duties as usually pertain to the office.
- (d) The treasurer shall work under the direction of the Executive Committee and in consultation with the other Executive Officers. It shall be the duty of the treasurer to receive all funds, to disburse them in harmony with the actions of the Executive Committee, to remit all required funds to the Trans-European Division, in harmony with Trans-European Division policy, and to render such financial statements at regular intervals as may be requested by the president or as prescribed by the Executive Committee of this Union Conference. Copies of these financial statements shall be furnished to the Trans-European Division office.
- (e) The funds of this Union Conference, including all donations, grants, rents, contributions and bequests shall be paid into such accounts in the name of this Union Conference at such bank or banks as the Executive Committee shall from time to time approve and be operated by the treasurer and/or such other individuals as may be authorised by the Executive Committee.
- (f) A vice-president may be elected to assist the president with specialised areas of administration in this Union Conference.
- (g) All officers of this Union Conference shall hold office until the next regular session, of this Union Conference or until their successors are elected, unless their appointments are previously terminated by this Union Conference in extraordinary session or by the Executive Committee.

## **Article 12 – Departmental Directors**

The departmental directors and associates shall work under the direction of the Executive Committee and the supervision of the president and shall occupy an advisory relationship to the local conferences and missions.

## **Article 13 – Appointments**

This Union Conference in regular session and the Executive Committee between sessions:

- (a) shall appoint such agents, ministers, missionaries, and other persons as may be necessary to fulfil the purpose of this Union Conference; and
- (b) may terminate or vary any such appointment.

## **Article 14 – Executive Committee**

- (a) The Executive Committee shall consist of up to thirty-one (31) persons who are members of the Seventh-day Adventist Church within this Union Conference. They shall comprise the Executive Officers of this Union Conference, the presidents of local conferences and missions, up to three (3) departmental directors of this Union Conference, the managers or heads of Union institutions, the Newbold College principal, the chief editor of the official church paper of this Union Conference, and at least fourteen (14) elective members. At least nine (9) of whom shall be lay persons, and four (4) field pastors as may be voted at the Union Session, subject to Article 18 (b).
- (b) Subject to Article 19 the Executive Committee may appoint committees of its number consisting of at least three (3) members thereof to advise it on any matter and may authorise them to co-opt non-voting members: all recommendations of such committees must be reported promptly to the Executive Committee for its consideration and decision.

## **Article 15 – Authority of Executive Committee**

- (a) Between sessions the Executive Committee shall manage the affairs of this Union Conference and may exercise such of the authority of this Union Conference in session as under this constitution are not exclusively exercisable by this Union Conference in session, but subject to this Constitution and any directions as to policy or otherwise and any regulations given or made by this Union Conference in session.
- (b) In particular and without prejudice to the general authority conferred by Section (a), the Executive Committee may between sessions exercise the authority of this Union Conference in session under Article 8 with regard to the real and personal property and revenues therein referred to.
- (c) The Executive Committee shall determine who are the approved ministers within the jurisdiction thereof, grant suitable credentials and licences to those who it shall consider suitable to serve in this Union Conference, and shall recommend for ordination or commissioning such persons as shall have given proof of their call to the ministry (in harmony with the policy of the General Conference). Any credentials, licences, or certificates granted or issued by the Executive Committee shall remain in force and be valid until the next regular session unless previously terminated by the Executive Committee.
- (d) The Executive Committee between sessions, in counsel with the Trans-European Division officers, may remove from office, for just and adequate cause, any officer of this Union Conference or from the Executive Committee any member thereof, provided that such action has the consent of at least two-thirds of the members of the full Executive Committee by personal vote.

## **Article 16 – Meetings and Notices**

- (a) Meetings of the Executive Committee may be called at any time by the president or in his absence by the secretary, or upon the written request of the majority of the members thereof.

- (b) Subject to paragraph (d), any seven (7) members of the Executive Committee including the chairman shall, after due notice to available members, constitute a quorum and shall be empowered to transact any necessary business.
- (c) Minority meetings of less than seven (7) but not less than three (3) members of the Executive Committee, including at least one (1) of the Executive Officers, may be held for the transaction of necessary urgent business, but all action at such meetings must be reported promptly to the other members of the Executive Committee and shall be minuted at the next regular meeting of the Executive Committee.
- (d) Subject to Article 19 all members of the Executive Committee who have any personal or financial interest in any matter to be discussed or determined at a meeting thereof (whether direct or indirect) must declare their interest in advance of any discussion thereon and absent themselves from the discussion, and may not vote nor be counted in the quorum for that part of the meeting.
- (e) In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
  - (i) a physical meeting;
  - (ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
  - (iii) telephone conferencing.

#### **Article 17 – Sources of Funds**

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

#### **Article 18 – Application of Funds**

- (a) All funds received by this Union Conference for its general purposes shall be applied in furtherance of the Purpose; all funds received or held in trust for another body under 17 (b) shall be transmitted to the governing body thereof; and all funds received for specific objects within or connected with the Purpose shall be applied for the specific objects for which they are respectively given.

- (b) Not more than one half of the Executive Committee may be employed by this Union Conference or any mission, and receive remuneration in accordance with Article 19.
- (c) Subject thereto, no member of the Executive Committee may receive remuneration or any other financial benefit (excepting reimbursement of reasonable out-of-pocket expenses) at the cost of this Union Conference, except that the Executive Committee may have the power to provide indemnity insurance for themselves out of the income of the charity. The insurance shall not extend to:
  - (i) Any claim arising from any act or omission which:
    - (A) the members of the Executive Committee knew to be a breach of trust or breach of duty; or
    - (B) was committed by the members of the Executive Committee in reckless disregard of whether it was a breach of trust or breach of duty or not; and
  - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Executive Committee in their capacity as trustees of the charity.

### **Article 19 – Budget, Remuneration & Expenses**

- (a) This Union Conference shall prepare an annual budget in harmony with the policies of the Trans-European Division.
- (b) The Executive Committee shall appoint such persons as it thinks fit (whether or not members thereof) as the Remuneration Audit Committee to keep under review the remuneration and expenses of all the employees of this Union Conference and the employed members of the Executive Committees of the local conferences and missions and to advise the Executive Committees on a regular basis as to the appropriate rates of remuneration to be adopted. No employee or prospective employee of this Union Conference and no person who has a personal financial interest whether direct or indirect in the outcome of that committees' deliberations may be a member thereof.
- (c) In determining the remuneration to be paid to employees of this Union Conference and the employed members of the executive committees of the local conferences and missions and the salary scale of this Union Conference the Executive Committee shall have regard to the advice of the Remuneration Audit Committee and shall not set any rates of remuneration in excess of the rates so advised.
- (d) This Union Conference shall keep such accounts and financial records as are required by law and the accounts shall be audited annually by a person eligible to be a company auditor under section 25 of the Companies Act 1989 (or any provision which re-enacts or replaces it). Statements of account shall be sent annually to the Trans-European Division and to the Charity Commissioners.

### **Article 20 – Trustees**

- (a) The legal corporation, Seventh-day Adventist Association Limited, formed and controlled by this Union Conference shall be the regular trustee for this Union 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 Union 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 Union Conference.
- (b) The World-Wide Advent Mission (Ireland), a corporation formed and controlled by this Union Conference to represent and conduct all legal matters appertaining to our denominational work in The Republic of Ireland, shall be the regular trustee for this Union 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 Union Conference in the Republic of Ireland, 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 Union Conference.



## **Article 21 – Amendments**

- (a) The Constitution of this Union Conference may be amended at any duly called session by two-thirds vote of the delegates present and voting. All proposed amendments shall be considered by the standing Constitution Committee before being approved by the Session and not less than twenty-eight (28) days notice thereof shall be given.
- (b) If it is proposed to amend the Constitution at any extraordinary session, notice of such proposed amendments shall be given specifically in conjunction with the notice calling such extraordinary session.
- (c) 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 Union Conference ceased to be a charity according to English law.
- (d) The Executive Committee shall promptly provide the Charity Commissioners with a copy of any amendment made under this clause.
- (e) The members of the Executive Committee must obtain the prior written approval of the Commissioners to any amendment which would confer any benefit on any of the members of the Executive Committee.

## **Article 22 – Dissolution**

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

# MODEL CONFERENCE CONSTITUTION

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

(Date)

### Article 1 – Name

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

### Article 2 – Territory

The territory of this Conference shall comprise the counties of \_\_\_\_\_

### Article 3 – Purpose

- (a) The purpose of this Conference (hereafter referred to as "the Purpose") is to proclaim and teach the everlasting gospel of our Lord and Saviour Jesus Christ in harmony with the Purpose and policy of the British Union Conference.
- (b) In furtherance of the Purpose but not further or otherwise this Conference shall have the following powers:
- (i) to employ and remunerate such ministers, officers, teachers and other employees and to engage such volunteers as may be necessary;
  - (ii) to provide or assist in the provision of housing accommodation for such employees and volunteers to enable them to carry out their duties, and in cases of need for retired employees and their families;
  - (iii) to provide or assist (by means of grants, loans or otherwise) in the provision or improvement of churches and other buildings for use for the work of local congregations of Seventh-day Adventists;
  - (iv) to establish, conduct and provide financial assistance for schools for the education of children in which religious instruction according to the doctrines and principles of the Seventh-day Adventists is given and to provide financial assistance to students pursuing education according to those doctrines and principles;
  - (v) to publish or assist the publication of religious literature;
  - (vi) to carry out the social mission of the Gospel by the provision of humanitarian aid to those in need in any part of the world;
  - (vii) to establish, operate and provide financial assistance for convalescent, retirement and nursing homes, conducted in accordance with the doctrines and principles of Seventh-day Adventists.
  - (viii) to provide or assist in the provision of services and facilities (including buildings) for health education and medical treatments in harmony with the doctrines and principles of Seventh-day Adventists.
  - (ix) to establish, assist or administer other charities having objects similar to the Purpose;

- (x) to acquire and dispose of property of any description and wherever situated (subject to such consents as may be required by law);
- (xi) to borrow money with or without giving security (subject to such consents as aforesaid);
- (xii) to raise money by any lawful means other than by permanent trading and to accept gifts either for furtherance of the work of this Conference or for any specific purpose within or connected with the Purpose;
- (xiii) to invest funds in any manner permitted by law otherwise than by means of loans to individuals, firms or private companies, and for that purpose to obtain and consider professional advice from a person or firm of good repute having the requisite knowledge and experience;
- (xiv) to provide security for the liabilities of Seventh-day Adventist Association Limited incurred at the request of this Conference. Any such security shall be signed by at least two members of the Executive Committee as authorised by resolution.
- (xv) otherwise to further the religious mission and other charitable work of Seventh-day Adventists in the territory.

#### **Article 4 – Membership of This Conference**

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

#### **Article 5 – Sessions**

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

#### **Article 6 – Delegates at Sessions**

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

Delegates at Large  
Regular Delegates

- (a) **Delegates at Large**
  - (i) Attending members of the Executive Committee of this Conference.
  - (ii) Attending members of the executive committee of the British Union Conference.

- (iii) Attending members of the executive committee of the General Conference of Seventh-day Adventists.
- (iv) All employees holding credentials from this Conference.
- (v) Directors of departments of this Conference.
- (vi) Head Teachers of the secondary and primary schools operated by this Conference.

(b) **Regular Delegates**

- (i) Such persons as are duly accredited by the churches comprising the \_\_\_\_\_ England Conference, including the Conference Church.
- (ii) Each church shall be entitled to one (1) delegate without regard to the size of its membership, and one (1) additional delegate for each thirty (30) members or major fraction thereof and who hold membership in the local church that accredits them.
- (iii) Such other persons as may be present and are recommended by the Executive Committee and voted by the delegates in session. The number of delegates so seated shall not exceed fifteen percent (15%) of the other delegates.

### Article 7 – Session Committees

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

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

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

Nominating Committee  
 Constitution Committee  
 Plans Committee  
 Credential and Licences Committee

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

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

(c) **Constitution Committee:** This committee shall consist of from nine to fifteen (9-15) members excluding the chair. The committee shall consider amendment proposals with a view to presenting such proposals to the Session. (See Article 19).

- (d) **Plans Committee:** This committee shall consist of from twenty-five to thirty-five (25-35) members, excluding the chair. Should the matters under review and study by the Plans Committee so require, the committee may divide itself into sub-sections for the purpose of drafting proposals to be approved by the full committee prior to presentation to the Session.
- (e) **Credentials and Licences Committee:** This committee shall consist of from nine to fifteen (9-15) members, excluding the chair. The committee shall recommend to the Conference in session the granting of suitable credentials and licences to such employees and lay preachers that the committee shall consider suitable to work in this Conference, and ask this Conference in session to approve the ordination of such men as shall have given proof of their calling to the ministry. The credentials or licences granted or issued by this Conference in session shall remain in force and be valid until the next regular session unless previously terminated by this Conference in extraordinary session. Between sessions the Executive Committee is authorised to perform such duties.

### **Article 8 – Voting**

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

### **Article 9 – Powers of Session**

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

### **Article 10 – Elections**

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

### **Article 11 - Officers & Departmental Directors & Their Associates, & Their Duties**

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

They shall work in consultation with each other.
- (b) President - The President shall supervise the general work of this Conference, open and preside at sessions of this Conference, and also at all meetings of the Executive Committee, and work in the general interest of this Conference as the Executive Committee shall direct.
- (c) Secretary - The Secretary shall work under the direction of the Executive Committee and he shall keep a record of all proceedings of the sessions of this Conference and of the meetings of the Executive Committee and perform such other duties as usually pertain to this office.

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

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

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

### **Article 12 – Executive Committee**

- (a) The Executive Committee shall consist of not less than fourteen (14) persons of whom the President (who shall be the Chairman of the Committee), the Secretary (who shall be the Secretary of the Committee) and the Treasurer shall be members by virtue of their respective offices and subject to Article 15 (a).
- (b) The Executive Committee may appoint committees of its number consisting of at least three (3) members thereof, to advise it on any matter and may authorise them to co-opt non-voting members: all recommendations of such committees must be reported promptly to the Executive Committee for its consideration and decision.

### **Article 13 – Authority of Executive Committee**

- (a) Between sessions the Executive Committee shall manage the affairs of this Conference exercising all the powers of this Conference in session subject to the Constitution and directives of this Conference in session.
- (b) The power in (a) shall include the acquisition of property (of whatsoever nature) for the use, benefit or purpose of this Conference and the power to manage, dispose of or otherwise deal with that property (subject always to the specific trusts effecting the same). Insofar as any such property is vested in the legal corporation of this Conference or any other company, corporation or person to give directions to that body or person as to the management and disposal of such property as this Conference shall deem expedient in harmony with Article 18.
- (c) The Executive Committee in counsel with the British Union Conference officers may between sessions remove from office any officers of this Conference, or from the Executive committee any members thereof, provided that such action has the consent of at least two-thirds of the members of the Executive Committee by personal vote or by signature to a resolution in writing submitted to all the members of the Executive Committee. Separate copies of such resolutions may be signed for this purpose.
- (d) The Executive Committee shall be responsible for the implementation of plans and policies made by this Conference in session, and shall report to the next session concerning the implementation of those plans. Copies of plans voted at the previous session, and minutes, shall be made available to delegates at least fourteen (14) days prior to the session. Lists of delegates to a session shall be made available to delegates at the session.

### **Article 14 – Executive Committee Meetings and Notices**

- (a) Meetings of the Executive Committee may be called at any time by the president, or in his absence, by the secretary or upon the written request of the majority of the Executive Committee.
- (b) Subject to paragraph (d), fifty percent (50%) of the Executive Committee members, including the chairman, shall, after due notice to available members, constitute a quorum, and shall be empowered to

transact any necessary business.

- (c) Minority meetings of less than fifty percent (50%) but not less than three (3) members of the Executive Committee, including at least one (1) of the Executive Officers, may be held for the transaction of necessary urgent business but all action at such meetings must be reported promptly to the other members of the Executive Committee and shall be minuted at the next regular meeting of the Executive Committee.
- (d) Any member of the Executive Committee who has any personal or financial interest in any matter to be discussed or determined at a meeting thereof (whether direct or indirect) must declare his interest in advance of any discussion thereon and absent himself from the discussion, and may not vote nor be counted in the quorum for that part of the meeting.
- (e) In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
  - (i) a physical meeting;
  - (ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
  - (iii) telephone conferencing.

#### **Article 15 – Remuneration and Expenses**

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

#### **Article 16 – Sources of Funds**

- (a) The sources of funds of this Conference shall be:
  - (i) Tithe income from the churches, companies and isolated members within its territory.

- (ii) Any other grants made to this Conference by Seventh-day Adventist organisations and receivable by this Conference;
  - (iii) Any rents arising from property owned by or on behalf of this Conference;
  - (iv) Any returns from investments made by this Conference out of its own resources;
  - (v) Any income arising out of the day to day business operations of this Conference;
  - (vi) Any gifts, donations, legacies, or similar monies made or payable to this Conference;
  - (vii) Any other income in cash or in kind reasonably deemed to be receivable by this Conference;
  - (viii) 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 Purpose.
- (b) This Conference may receive, hold in trust, and forward any third party funds channelled through it to the British Union Conference, or the Trans-European Division of Seventh-day Adventists and the General Conference of Seventh-day Adventists or, within the territory of the British Union Conference, to the Seventh-day Adventist Retirement Plan or to any conference, mission, or Seventh-day Adventist institution.

### **Article 17 – Application of Funds**

- (a) The funds of this Conference, including all donations, grants, rents, contributions and bequests shall be paid into such accounts in the name of the . . . Conference of Seventh-day Adventists at such banks as the Executive Committee shall from time to time approve, and shall be withdrawn only by persons authorised by resolution of the Executive Committee.
- (b) All funds by this Conference for its general purposes shall be applied in furtherance of the Purpose; all funds received or held in trust for another body under 16 (b) shall be transmitted to the governing body thereof; and all funds received for specific objects within or connected with the Purpose shall be applied for the specific objects for which they are respectively given.
- (c) Subject to Article 3 (b) (ii) funds shall not in any circumstances be paid or lent for the benefit of individuals, firms or private companies.
- (d) This Conference shall be responsible for the books of account of the local church treasurers to be audited at least once each calendar year.

### **Article 18 – Acquisition and Disposal of Church Property**

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

### **Article 19 – Amendments**

- (a) This Constitution may be amended by a resolution passed by a two-thirds majority of the voters present and voting at any regular session, provided that:
  - (i) at least twenty-eight (28) days notice of any proposed change has been given.
  - (ii) should it be necessary at any time to call an extraordinary session for the amending of this Constitution, due notice shall be given in the call for such extraordinary session of any proposal concerning any amendment or amendments.



- (iii) no amendment shall be made which would alter the Purpose as set forth in Article 3 (a) and no amendment shall be valid if its effect would be that this Conference ceased to be a charity according to English law.
- (b) Notification of all amendments to this Constitution shall be given to the British Union Conference and to the Charity Commissioners, whose prior written approval must be obtained to any amendment which would confer any benefit on any of the members of the Executive Committee.

#### **Article 20 – Dissolution of Conference**

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

# MODEL MISSION CONSTITUTION

## CONSTITUTION OF THE MISSION OF SEVENTH-DAY ADVENTISTS

(Date)

### Article 1 – Name

This organisation, which is a branch of the British Union Conference of Seventh-day Adventists, hereinafter referred to as "the British Union Conference" shall be known as the \_\_\_\_\_ Mission of Seventh-day Adventists, hereinafter referred to as "this Mission".

### Article 2 – Territory

The territory of this Mission shall comprise \_\_\_\_\_

### Article 3 – Purpose

- (a) The purpose of this Mission (hereafter referred to as "the Purpose") is to further the Purpose of the British Union Conference within the territory.
- (b) In furtherance of the Purpose but not further or otherwise this Mission shall have the following powers, exercisable subject to the direction of the British Union Conference:
- (i) to employ and remunerate such ministers, officers, teachers and other employees and to engage such volunteers as may be necessary;
  - (ii) to provide or assist in the provision of housing accommodation for such employees and volunteers, to enable them to carry out their duties, and in cases of need for retired employees, and their families;
  - (iii) to provide or assist (by means of grants, loans or otherwise) in the provision or improvement of churches and other buildings for use for the work of local congregations of Seventh-day Adventists;
  - (iv) to establish, conduct and provide financial assistance for schools for the education of children in which religious instruction according to the doctrines and principles of the Seventh-day Adventists is given and to provide financial assistance to students pursuing education according to those doctrines and principles;
  - (v) to publish or assist the publication of religious literature;
  - (vi) to carry out the social mission of the Gospel by the provision of humanitarian aid to those in need in any part of the world;
  - (vii) to establish, operate and promote financial assistance for convalescent, retirement and nursing homes, conducted in accordance with the doctrines and principles of Seventh-day Adventists.
  - (viii) to provide or assist in the provision of services and facilities (including buildings) for health education and medical treatments in harmony with the doctrines and principles of Seventh-day Adventists.
  - (ix) to acquire and dispose of property of any description and wherever situated (subject to such consents as may be required by law);

- (x) to borrow money with or without giving security (subject to such consents as aforesaid);
- (xi) to raise money by any lawful means other than by permanent trading and to accept gifts either for furtherance of the work of this Mission or for any specific object within or connected with the Purpose;
- (xii) to invest funds in any manner permitted by law otherwise than by means of loans to individuals, firms or private companies, and for that purpose to obtain and consider professional advice from a person or firm of good repute having the requisite knowledge and experience;
- (xiii) to provide security for the liabilities of Seventh-day Adventist Association Limited (for the Irish Mission also, 'and World Wide Advent Missions-Ireland') incurred at the request and for the benefit of the Mission. Any such security shall be signed by at least two members of the Executive Committee as authorised by resolution.
- (xiv) otherwise to further the religious mission and charitable work of Seventh-day Adventists in the territory.

#### **Article 4 – Composition of Mission**

This Mission shall be composed of such Seventh-day Adventist churches within its territory as have been, or shall be, properly organised and accepted by vote of this Mission in session.

#### **Article 5 – Sessions**

- (a) This Mission shall hold regular triennial sessions at such time and place as the Executive Committee shall determine, and a notice of such sessions shall be published at least four weeks (4) before the appointed time of any session in the British Union Conference official paper.
- (b) A quorum of the session shall be fifty-one percent (51%) of the appointed regular delegates and delegates at large.
- (c) In the event of extraordinary conditions arising which make it advisable to postpone the calling of a regular session, the Executive Committee may postpone such sessions for a period not exceeding one year, providing such action has the consent of at least two thirds of the members of the Executive Committee expressed by personal vote or by signature to a resolution in writing submitted to the members of the Executive Committee. Separate copies of such a resolution may be signed for this purpose.
- (d) The Executive Committee may call an extraordinary session of this Mission at such time and place as it deems proper by a like notice as for regular sessions, and the transactions of such an extraordinary session shall have the same authority as those of regular sessions provided that the business transacted at an extraordinary session shall be only as provided for in the agenda issued with the publication of the notice of such session.

#### **Article 6 – Recommendations Committee**

The standing committees of any session shall be nominated by a Recommendations Committee.

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

Each church represented in the delegation at the session shall be empowered to choose through and from its delegation, one member (1) of the Recommendations Committee.

- (i) Each church with a membership of at least \_\_\_\_\_ shall be further empowered to choose through and from its delegation, one (1) additional member of the Recommendations Committee for its first \_\_\_\_\_ members and one (1) for each additional \_\_\_\_\_ of its membership or major fraction thereafter.

- (ii) The persons thus selected, together with the British Union Conference president or his designee, who shall act as chairman of this committee, shall be responsible for nominating all standing committees to be appointed by the session.

The Recommendations Committee shall nominate from the delegation the following standing committees at the session of this Mission:

Nominating Committee  
Plans Committee  
Credential and Licences Committee

### **Article 7 – Delegates to Sessions**

The delegates to a session of this Mission shall be:

(a) **Delegates at Large**

- (i) Attending members of the executive committee of the General Conference of Seventh-day Adventists.
- (ii) Attending members of the British Union Conference executive committee.
- (iii) All members of the Executive Committee of this Mission.
- (iv) Ordained ministers of this Mission.
- (v) Directors/Sponsors of departments of this Mission.
- (vi) Denominational employees who hold current Missionary Credentials from this Mission.

(b) **Regular Delegates**

- (i) Such persons as are duly accredited by the churches comprising this Mission, including the Mission church. Each church shall be entitled to one (1) delegate without regard to its membership size, and one (1) additional delegate for each seven members (7) or major fraction thereof and who hold membership in the local church that accredits them.
- (ii) Such other persons as may be present and are recommended by the Executive Committee and voted by the delegation in session. The number of delegates so seated shall not exceed fifteen percent (15%) of the other delegates

### **Article 8 – Voting at Sessions**

- (a) Each delegate shall be entitled to one (1) vote on any question. The chairman of the session shall in case of equality of votes, have a casting vote. Voting shall be by ballot when determined by vote of session.
- (b) All delegates must be present in person at any session in order to be eligible to vote. There shall be no voting by proxy.

### **Article 9 – Powers of Session**

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

### **Article 10 – Credentials and Licences**

- (a) This Mission in regular session shall grant appropriate credentials and licences to such ministers, Bible Instructors, literature evangelists, church school teachers and lay preachers as it shall consider suitable to serve in this Mission. This Mission in regular session, or the Executive Committee between regular sessions, shall recommend to the British Union Conference executive committee for ordination such persons as shall have given proof of their call to the ministry.

- (b) The credentials or licences granted or issued by this Mission shall remain in force and be valid until the next regular session unless previously terminated by this Mission in extraordinary session or by the Executive Committee.

### **Article 11 – Elections**

- (a) The Executive Officers of this Mission shall be:

- (i) President  
(ii) Secretary } may be filled by same person  
(iii) Treasurer }

and shall be elected by the British Union Conference at the time of its regular session and by the British Union Conference executive committee not less than two (2) years and not more than three (3) years following a regular session.

- (b) This Mission in regular session shall elect:

- (i) Departmental Directors or Sponsors  
(ii) Members of the Executive Committee

- (c) Persons elected under (b) shall hold their respective offices or appointments until the next regular session of this Mission unless their offices or appointments are previously terminated by this Mission in extraordinary session or by the Executive Committee in counsel with the British Union Conference officers.

### **Article 12 – Duties of Officers & Departmental Directors/Sponsors**

- (a) President - The President shall supervise the general work of this Mission, preside at sessions of this Mission, and meetings of the Executive Committee, and serve in the general interests of this Mission in counsel with the Executive Committee.
- (b) Secretary - The Secretary shall keep a record of proceedings of the sessions of this Mission and of the meetings of the Executive Committee and perform such other duties as usually pertain to this office.
- (c) Treasurer - The Treasurer shall receive all monies pertaining to this Mission, keep an account of the same, and disburse them as the Executive Committee shall direct, and make a full report thereof at regular sessions of this Mission and at such other times as may be requested by the president or as prescribed by the Executive Committee and perform such other duties as usually pertain to this office.
- (d) Bank accounts approved by the Executive Committee shall be operated by the treasurer and/or such other individuals as may be authorised by the Executive Committee.
- (e) The Executive Officers of this Mission shall work in consultation with each other and in counsel with the British Union Conference officers.
- (f) Departmental Directors/Sponsors - It shall be the duty of the Director/Sponsor in charge of a department to promote the general interests of the work entrusted to that department, to provide such statistical reports as may be required, and to perform all other duties usually pertaining to the office of such departmental Director/Sponsor. Departmental Directors/Sponsors shall work under the direction of the Executive Committee and the supervision of the president, and shall occupy an advisory relationship to the field.

### **Article 13 – Executive Committee**

- (a) The Executive Committee shall consist of the Executive Officers of this Mission and seven (7) other persons duly elected by this Mission in session, of whom at least four (4) shall be lay members and in harmony with Article 16 (a).

- (b) The Executive Committee may appoint committees of its number consisting of at least three (3) members thereof to advise it on any matter, and may authorise such committees to co-opt non-voting members: all recommendations of such committees must be reported promptly to the Executive Committee for its consideration and decision.

#### **Article 14 – Authority of the Executive Committee**

- (a) Between sessions the Executive Committee shall manage the affairs of this Mission exercising all the powers of this Mission in session subject to the Constitution and directives of this Mission in session.
- (b) The power in (a) shall include the acquisition of property (of whatsoever nature) for the use, benefit or purpose of this Mission and the power to manage, dispose of or otherwise deal with that property (subject always to the specific trusts effecting the same). Insofar as any such property is vested in the legal corporation of this Mission 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 Mission shall deem expedient in harmony with Article 19.
- (c) the Executive Committee in counsel with the British Union Conference officers may between sessions remove from office any Departmental Director/Sponsor of this Mission, or from the Executive Committee any member thereof, provided that such action has the consent of at least two-thirds of the members of the Executive Committee by personal vote.

#### **Article 15 – Executive Committee Meetings and Notices**

- (a) Meetings of the Executive Committee may be called at any time by the President, or in his absence, by the Secretary/Treasurer in consultation with the British Union Conference officers.
- (b) Subject to paragraph (d), any four (4) members of the Executive Committee, including the Chairman, shall, after due notice to the available members, constitute a quorum and shall be empowered to transact any necessary business.
- (c) Minority meetings of less than four (4) members of the Executive Committee, including at least one (1) of the Executive Officers, may be held for the transaction of emergency business, but all action at such meetings must be reported promptly to the other members of the Executive Committee and shall be minuted at the next regular session of the Executive Committee.
- (d) Members of the Executive Committee who have any personal or financial interest in any matter to be discussed or determined at a meeting thereof (whether direct or indirect) must declare their interest in advance of any discussion thereon and absent themselves from the discussion, and may not vote nor be counted in the quorum for that part of the meeting.
- (e) In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
  - (i) a physical meeting;
  - (ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
  - (iii) telephone conferencing.

#### **Article 16 – Remuneration and Expenses**

- (a) Not more than one half of the Executive Committee may be employed by this Mission.
- (b) The remuneration and expenses of any such members who are employees of the Mission shall be determined annually by the executive committee of the British Union Conference within the parameters set by its Remuneration Audit Committee.

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

#### **Article 17 – Sources of Funds**

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

#### **Article 18 – Application of Funds**

- (a) The funds of this Mission, including all donations, grants, rents, contributions and bequests shall be paid into such accounts in the name of the . . . Mission of Seventh-day Adventists at such bank or banks as the Executive Committee shall from time to time approve, and shall be withdrawn only by persons authorised by resolution of the Executive Committee.

- (b) All funds received by this Mission for its general purposes shall be applied in furtherance of the Purpose; all funds received or held in trust for another body under 17 (b) shall be transmitted to the governing body thereof; and all funds received for specific objects within or connected with the Purpose shall be applied for the specific objects for which they are respectively given.
- (c) Subject to Article 3 (b) (ii) funds shall not in any circumstances be paid or lent for the benefit of individuals, firms or private companies.
- (d) This Mission shall be responsible for the books of account of the local church treasurers to be audited at least once each calendar year.

### **Article 19 – Acquisition and Disposal of Property**

The legal corporation(s), Seventh-day Adventist Association Ltd, (for the Irish Mission also, 'and World Wide Advent Missions-Ireland') formed and controlled by the British Union Conference shall be the regular trustee for this Mission to acquire, hold, manage, dispose of or deal with real and personal property for and on behalf of, or for the use, benefit, or purpose of this Mission, 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 the British Union Conference.

### **Article 20 – Amendments**

- (a) This Constitution may be amended at the written direction of the British Union Conference;
- (b) All amendments must be in harmony with the Constitution of the British Union Conference.
- (c) 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 Mission or the British Union Conference ceased to be a charity according to English law.
- (d) The Executive Committee shall promptly provide the Charity Commissioners with a copy of any amendment made under this clause, and seek prior written approval to any amendment which will confer any benefit on any of the members of the Executive Committee.

### **Article 21 – Dissolution of This Mission**

- (a) This Mission may be dissolved only by action of the British Union Conference in regular or extraordinary session.
- (b) After all claims against this Mission have been satisfied, including claims made by any former employees or members of their families arising out of previous employment, any remaining funds shall be transferred to the British Union Conference for application for its Purpose.