

Towards a Clearer BUC Constitution

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

D 10 05 Union Conference Constitution and Bylaws—This model constitution shall be followed by all union conferences. Those sections of the model bylaws that appear in bold print are essential to the unity of the Church worldwide, and shall be included in the bylaws as adopted by each union conference. Other sections of the model bylaws may be modified as set out in Bylaw Article XII, provided they continue to be in full harmony with the provisions of this model. Amendments to the Union Conference Model Constitution and Bylaws shall be made by action of the Executive Committee of the General Conference of Seventh-day Adventists at any Annual Council of that Committee.

Note: For readability, **bold** print has been replaced with **highlighted yellow**. **Purple** shows where we are changing or deleting the **bold**.

GC Model Constitution (2020) (including Annual Council revisions)	Proposed BUC Constitution (2021)	Commentary
<p>Constitution Article I—Name The name of this organization shall be the _____ Union Conference of Seventh-day Adventists, hereinafter referred to as the union or union conference.</p> <p>Constitution Article III—Relationships The _____ Union Conference is a member unit of the global Seventh-day Adventist Church and is located in the territory of the _____ Division of the General Conference of Seventh-day Adventists. The purposes, policies, and procedures of this union conference shall be in harmony with the working policies and procedures enacted by the executive committee of the _____ Division or the General Conference of Seventh-day Adventists. This union conference shall pursue the mission of the Seventh-day Adventist Church in harmony with the Fundamental Beliefs, programs, initiatives, and actions adopted and approved by the General Conference of Seventh-day Adventists at its sessions.</p>	<p>Article 1 – Name & Relationship The name of this organisation shall be known as the British Union Conference of Seventh-day Adventists, hereinafter referred to as the union or union “this Union Conference”.</p> <p>The _____ This Union Conference is a member unit of the global 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 Union 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 Union Conference shall pursue the mission of the Seventh-day Adventist denomination (“the Church”) in harmony with the Fundamental Beliefs, programs, initiatives, and actions adopted and approved by the General Conference of Seventh-day Adventists at its sessions.</p>	<p>2016 Constitution Article 1 The GC Model constitution is divided into a constitution section and a bylaws section. As bylaws are rarely used in UK charity constitutions we have combined them into one complete constitution. Article 1 is a combination of Constitution Article I and Constitution Article III in the model constitution.</p>
<p>Constitution Article IV—Geographic Territory The territory of this union conference shall consist of _____.</p> <p>Bylaw Article I—Principal Office The principal office for the transaction of the business of the _____ Union Conference is fixed and located at _____. In an emergency, the executive committee may change the location of the principal office on a temporary basis.</p>	<p>Article 2 – Territory & Principal Office The territory of this Union Conference shall consist of England, Wales, Scotland, Northern Ireland, Republic of Ireland, and all adjacent British Islands (“the Territory”). The principal office for the transaction of the business of the this Union Conference is fixed and located at Stanborough Park, St Albans Road, Watford WD25 9JZ. In an emergency, the executive committee of this Union Conference (“Executive Committee”) may change the location of the principal office on a temporary basis.</p>	<p>2016 Constitution Article 2 Article 2 is a combination of Constitution Article IV and Bylaw Article I in the model constitution. The emergency clause does not exist in the model Conference constitution – probably an oversight.</p>
<p>Constitution Article II—Purpose The purpose of this union conference is to call all people within its territory to become disciples of Jesus Christ, to proclaim the everlasting gospel embraced by the three angels’ messages (Revelation 14:6-12), and to prepare them for Christ’s soon return.</p>	<p>Article 3 – Purpose</p> <p>(a) The purpose of this Union 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.</p> <p>(b) In furtherance of the Purpose but not further or otherwise this Union Conference shall have the following powers:</p> <ul style="list-style-type: none"> (i) to employ and remunerate such ministers, officers, teachers and other employees and to engage such volunteers as may be necessary; (ii) to provide or assist in the provision of housing accommodation for such employees and volunteers to enable them to carry out their duties, and in cases of need for retired employees and their families; (iii) to provide or assist (by means of grants, loans or otherwise) in the provision or improvement of churches and other buildings for use for the work of local congregations of Seventh-day Adventists; (iv) to establish, conduct and provide financial assistance for schools for the education of children in which religious instruction according to the doctrines and principles of Seventh-day Adventists is given and to provide financial assistance to students pursuing education according to those doctrines and principles; (v) to publish or assist the publication of religious literature; (vi) to carry out the social mission of the gospel by the provision of humanitarian aid to those in need in any part of the world; 	<p>2016 Constitution Article 3 The purpose has been rearranged to fit in better with UK Charity law expectations. This is following detailed professional legal advice. It has been approved by GC Legal Counsel.</p>

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	<ul style="list-style-type: none"> (vii) to establish, operate, or, at its discretion, provide financial assistance for convalescent, retirement and nursing homes, that are managed in accordance with the doctrines and principles of Seventh-day Adventists. (viii) to provide or assist in the provision of services and facilities (including buildings) for health education and medical treatments in harmony with the doctrines and principles of Seventh-day Adventists. (ix) to establish, assist or administer other charities having objects similar to the Purpose; (x) to acquire and dispose of property of any description and wherever situated (subject to such consents as may be required by law); (xi) to borrow money with or without giving security (subject to such consents as aforesaid); (xii) to raise money by any lawful means other than by permanent trading and to accept gifts either for furtherance of the work of this Union 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 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. 	<p>We will need to obtain legal advice regarding the Seventh-day Adventist Church in Ireland (SDACI) as the laws are different there. It may need to be included here.</p>
<p style="text-align: center;">Constitution Article V—Membership/Constituency</p> <p>The membership/constituency of this union conference shall consist of such local conferences and local missions/fields/sections as have been or shall be organized in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of the delegates at any regular or special union constituency meeting.</p>	<p style="text-align: center;">Article 4 – Membership/Constituency</p> <p>The membership/constituency of this Union Conference shall consist of such local conferences and local conferences/missions/fields/sections 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 or special union constituency meeting (“Member Units”).</p>	<p style="text-align: center;">2016 Constitution Article 1</p> <p>Suggested definition: “Member Units”.</p>
<p style="text-align: center;">Constitution Article VI—Bylaws</p> <p>The members of this union conference, acting in and through a constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution.</p>	<p>The members of this union conference, acting in and through a constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution.</p>	<p>We are not using bylaws so this is covered by Article 16 – Amendments.</p>
<p style="text-align: center;">Bylaws Article II—Membership/Constituency Meetings</p> <p>Sec. 1. Regular Meeting: This union conference shall hold a regular quinquennial membership/constituency meeting at such time and place as the executive committee of the union conference shall designate. In the event that the union executive committee fails to call a regular constituency meeting within the quinquennial period, the _____ Division Executive Committee or General Conference Executive Committee in the case of unions directly attached to the General 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 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 organizations. 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 five calendar years from the date of the postponed constituency meeting. Notice of the time and place of the meeting of the delegates representing the members shall be given by:</p> <p>a. A notice printed in the official publication of the union conference at least four weeks before the date of the session, or</p> <p>b. A method approved by the _____ Union Conference Executive Committee, provided all member units receive notice with sufficient time to select delegates.</p> <p>c. A method approved by the _____ Division Executive Committee, in the event of inaction or failure to call a constituency meeting by the _____ Union Conference Executive Committee.</p>	<p style="text-align: center;">Article 5 – Membership/Constituency Meetings</p> <p>(a) Regular Constituency Meeting: This Union Conference shall hold a regular quinquennial membership/constituency meeting at such time and place as the Executive Committee of the union conference shall designate. In the event that the union Executive Committee fails to call a regular constituency meeting within the quinquennial period, the executive committee of the Trans-European Division Executive Committee 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 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 five calendar years from the date of the postponed constituency meeting. Notice of the time and place of the constituency meeting shall be given by:</p> <ul style="list-style-type: none"> (i) A notice printed in the official publication of this Union Conference at least eight weeks before the date of the constituency meeting; (ii) A method approved by the Executive Committee, provided all Member Units receive notice with sufficient time to select delegates; or (iii) A method approved by the executive committee of the Trans-European Division Executive Committee, in the event of inaction or failure to call a constituency meeting by the Union Conference Executive Committee. 	<p style="text-align: center;">2016 Constitution Articles 5,7,8,10</p> <p>Following suggestions from the Constitution Committee the period has been extended from four to eight weeks.</p>
<p>Sec. 2. Special Meeting: a. The executive committee of this union conference shall call a special constituency meeting when:</p> <p>1) It is voted by the executive committee, or</p> <p>2) It is voted by the delegates at any constituency meeting, or</p>	<p>(b) Special Constituency Meeting:</p> <ul style="list-style-type: none"> (i) The Executive Committee of this union conference shall call a special constituency meeting when: <ul style="list-style-type: none"> (1) It is voted for by the Executive Committee; or (2) It is voted for by the delegates at any constituency meeting; or 	<p>Slight rearranging of words in (b) (i) (4) and (b) (ii).</p>

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<p>3) It is requested by _____ percent of the executive committees of the conferences and missions/fields/sections within the union conference, or</p> <p>4) It is voted by the _____ Division Executive Committee or the General Conference Executive Committee.</p> <p>The date for such a meeting in response to paragraphs 3) and 4) above shall not be more than 90 days from the date when the actions described in paragraphs 3) and 4) above are communicated to the officers/executive committee of the union.</p> <p>b. In the absence of a timely response by the union executive committee to paragraphs 2) through 4) in Sec. 2. a. above, the _____ Division Executive Committee or General Conference Executive Committee may call a special constituency meeting of the union conference and designate the time and place for such a meeting.</p> <p>c. The agenda for special constituency meetings shall be included in the notice of the meeting.</p> <p>d. Notice as to the time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.</p>	<p>(3) It is requested by fifty-one percent (51%) of the executive committees of the conferences and missions/fields/sections within the union conference Member Units; or</p> <p>(4) It is voted for by the executive committee of the Trans-European Division Executive Committee or the executive committee of the General Conference Executive Committee.</p> <p>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 officers/executive committee of the union Executive Committee.</p> <p>(ii) In the absence of a timely response within 45 days by the union Executive Committee to paragraphs 2 to through 4 in Sec. 2. a. 5 (b) (i) above, the executive committee of the Trans-European Division Executive Committee or the executive committee of the General Conference Executive Committee may call a special constituency meeting of this the Union Conference and designate the time and place for such a meeting.</p> <p>(iii) The agenda for special constituency meetings shall be included in the notice of the meeting.</p> <p>(iv) Notice as to the time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.</p>	
<p>Sec. 3. 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.</p>	<p>(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.</p>	
<p>Sec. 4. Chair and Secretary for Constituency Meetings: The president of this union conference shall serve as chair and the secretary of this union shall serve as secretary for constituency meetings of this union. 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 division officer present. The first item of business shall be the election of a chair <i>pro tem</i>, 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 <i>pro tem</i>.</p> <p>In a similar manner, arrangements may be made for a secretary <i>pro tem</i> 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 <i>pro tem</i>.</p>	<p>(d) Chair and Secretary for Constituency Meetings: The president of this Union Conference shall serve as chair and the secretary of this Union Conference shall serve as secretary for constituency meetings of this Union 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 division officer present (meaning, in order of precedence, the president, executive secretary and treasurer of the Trans-European Division). The first item of business shall be the election of a chair <i>pro tem</i>, 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 <i>pro tem</i>.</p> <p>In a similar manner, arrangements may be made for a secretary <i>pro tem</i> 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 <i>pro tem</i>.</p>	
<p>Sec. 5. Regular Meeting Business: The business of the regular constituency meeting shall include the election/appointment of personnel for various positions (see Sec. 11. and 12. below), the receipt of reports from the president, secretary, treasurer/chief financial officer (report based on audited statements), departmental directors, and the auditor. The constituency meeting shall endorse/approve/develop plans for the conduct of the work as are desirable and in harmony with the policies of the _____ Division.</p>	<p>(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/chief financial officer (report based on audited statements), departmental directors, and the auditor. The constituency meeting shall endorse/approve/develop plans for the conduct of the work as are desirable in fulfillment of the Purpose and in harmony with the policies of the Trans-European Division.</p>	
<p>Sec. 6. Quorum: At least _____ percent of the delegates authorized hereinafter under Sec. 1. of Article III must be present at the opening of any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates remaining present shall constitute a quorum.</p>	<p>(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.</p>	<p>This section is not in bold. However, the model wording seems to allow for business to continue even if the number drops below a quorum. This is not acceptable. We have added the phrase, "or participating by electronic means" though this is not in the model, as it seems to fit with (g).</p>
<p>Sec. 7. 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.</p>	<p>(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.</p>	
<p>Sec. 8. Voting Rights of the Delegates: Each delegate appointed to act on behalf of the members of this union conference shall be entitled to one vote on each question to be decided by the body. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular constituency meeting of the union conference in which they have been designated to</p>	<p>(h) Voting Rights of the Delegates: Each delegate appointed to act on behalf of the Member Units 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 Union Conference in</p>	<p>Need to check this with legal.</p>

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represent a local conference or local mission/field/section, institution, the Division, or the General Conference of Seventh-day Adventists.	which they have been designated to represent a Member Unit, an institution, the British Union Conference, the Trans-European Division or the General Conference.	
Sec. 9. Voting: The voting on matters of business shall normally be by viva voce. The chair may call for the vote by other means, including a secret ballot, when it is deemed advisable or is requested by the membership. Votes cast remotely shall have the same validity as if the delegates met and voted onsite.	(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 it is deemed advisable or is requested by the membership 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.	
Sec. 9. Parliamentary Authority: The parliamentary authority pertaining to all rules and procedures for constituency meetings not covered by its bylaws shall be based on those published in the General Conference Rules of Order, and any adaptation or supplement approved by the division executive committee, unless otherwise determined by a two-thirds (2/3) majority vote of the constituency meeting.	(j) Parliamentary Authority: 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.	
<p>Sec. 11. Election/Appointment and Term of Office: a. Elections: All union conference officers and members of the executive committee who are not ex officio members shall be elected by the delegates at a meeting of the union conference constituency. The election of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the union 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 union institutions if and as required by the governance documents and structure for each entity.</p> <p>b. Term of Office: Persons elected at the constituency meeting and those appointed by the executive committee normally serve until the next regular constituency meeting. However, their period of service may be shorter due to resignation, voluntary retirement, retirement in situations where a mandatory retirement age policy is in effect, or removal from office, for cause, by the executive committee or a special constituency meeting.</p> <p>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 <i>Seventh-day Adventist Church Manual</i>; 4) failure to maintain regular standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea for a crime.</p>	<p>(k) Election/Appointment and Term of Office:</p> <p>(i) Elections: All Union Conference officers and members of the Executive Committee who are not ex officio members shall be elected by the delegates at a the constituency meeting of the Union Conference constituency. The election of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the Union 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 union institutions if and as required by the governance documents and structure for each entity.</p> <p>(ii) Term of Office: Persons elected at the constituency meeting and those appointed by the Executive Committee normally serve until the next regular constituency meeting. However, their period of service may be shorter due to resignation, voluntary retirement, retirement in situations where a mandatory retirement age policy is in effect, death, or removal from office, for 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.</p>	We don't have a mandatory retirement age.
<p>Sec. 12. Election of Local Mission/Field/Section Officers and Term of Office: a. Elections: The president, secretary, and treasurer/chief financial officers of local missions/fields/sections within the territory of this union conference shall be elected by the union constituency meeting or by the union executive committee between constituency meetings.</p> <p>b. Term of Office: Local mission/field/section officers elected at the constituency meeting normally serve until a midterm meeting of the union executive committee, unless they resign, voluntarily retire, retire in situations where a mandatory retirement age policy is in effect, or are removed from office, for cause, by the union conference executive committee or by a special constituency meeting (see definition of "for cause" in Sec. 11, paragraph b. above).</p> <p>(Note: Section 11 above is applicable to union conferences in whose territory there is a local mission/field/section.)</p>	<p>(l) Election of Local Mission/Field/Section Officers and Term of Office:</p> <p>(i) Elections: The president, secretary, and treasurer/chief financial officers of local missions/fields/sections within the territory of this Union Conference shall be elected by the union delegates at the constituency meeting of the Union Conference or by the union Executive Committee between constituency meetings.</p> <p>(ii) Term of Office: Local mission/field officers elected at the constituency meeting normally serve until a midterm meeting of the union Executive Committee, unless they resign, voluntarily retire, retire in situations where a mandatory retirement age policy is in effect, die, or are removed from office, for cause, by the union conference Executive Committee or by a special constituency meeting (see definition of "for cause" in Article 5 (k) (ii) above).</p>	<p>We don't have a mandatory retirement age.</p> <p>Should the note in the model refer to section 12?</p>
<p>Bylaws Article III—Representation at Constituency Meetings</p> <p>Sec. 1. Regular Delegates—Each member organization shall be represented at union conference constituency meetings by duly appointed delegates as follows:</p> <p>a. Each local conference or local mission/field/section shall be entitled to one delegate without regard to conference or mission/field/section membership and one additional delegate for each _____ church members or major fraction thereof.</p>	<p>Article 6 – Representation at Constituency Meetings</p> <p>(a) The delegates at any constituency meeting of this Union 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 eighty percent (80%) of the delegates shall be regular delegates.</p> <p>(i) Regular Delegates: Each Member Unit organization shall be represented at constituency meetings of this Union Conference constituency meetings by duly appointed delegates as follows:</p> <p>(1) Each Member Unit local conference or local mission/field/section shall be entitled to one three (3) delegates without regard to Member Unit conference or mission/field/section membership and one additional delegate for each _____ church members or major fraction thereof. In addition, each Member Unit shall be entitled to a proportional number of regular delegates</p>	<p>2016 Constitution Article 6</p> <p>As we are using a capped delegation, a number of changes are required from the model.</p> <p>We are suggesting a change from the current BUC Constitution by capping the total number of delegates rather than just the number of regular delegates. This simplifies the calculations. The numbers suggested here are designed to give roughly similar numbers to those in the current constitution.</p>

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<p>b. Such delegates shall be chosen, by the respective local conference or local mission/field/section executive committees, from among those who hold membership in a duly organized local church within the respective conference or mission/field/section or from among those who are employees of the member organization.</p> <p>c. The delegation from each conference or mission/field/section, if comprised of three or more individuals, shall include representation from laity, pastors, and/or other frontline employees of the respective conference or mission/field/section and include males and females.</p>	<p>based on their percentage of this Union Conference's membership at the end of the calendar year immediately preceding the date of the constituency meeting.</p> <p>(2) Such delegates shall be chosen, by the respective local conference or local mission/field/section executive committees of the respective Member Units, from among those who hold membership in a duly organized local church within the respective conference or mission/field/section Member Unit or from among those who are employees of the Member Unit organization.</p> <p>(3) The delegation from each Member Unit conference or mission/field/section, if comprised of three or more individuals, shall include representation from laity, pastors, and/or other frontline employees of the respective conference or mission/field/section Member Unit and include male and females.</p> <p>(4) Not less than seventy percent (70%) of these regular delegates shall be non-employees of the church.</p>	<p>We can look at the percentages to see if they are achieving the desired balance.</p>
<p>Sec. 2. Delegates At-Large—Delegates at-large to a union conference constituency meeting include:</p> <p>a. The current members of the executive committee of this union conference.</p> <p>b. Such other persons from the union conference staff, institutions owned and operated by the union, and local conferences or local missions/fields/sections, as may be recommended by the union conference executive committee and accepted by the delegates in the constituency meeting. The number of such delegates shall not exceed ten percent of the total number of regular delegates provided for hereinabove.</p> <p>c. Members of the General Conference and _____ Division executive committees, who may be present at any constituency meeting of this union conference. The number of such delegates shall not exceed ten percent of the total number of delegates otherwise provided for.</p> <p>d. 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.</p> <p>Sec. 3. Church Membership Requirement: All delegates appointed to represent the members of this union conference at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.</p>	<p>(ii) Delegates at Large: Delegates at large to constituency meetings of this a Union Conference constituency meeting include:</p> <p>(1) The current members of the Executive Committee of this union conference.</p> <p>(2) Such other persons from the staff of this Union Conference staff, institutions owned and operated by the union this Union Conference, and local conferences or local missions/fields/sections Member Units, as may be recommended by the union conference Executive Committee (if any) and approved accepted by a resolution of the delegates in at the constituency meeting. The Executive Committee shall ensure that the number of such delegates shall not exceed ten five percent (5%) of the total number of regular delegates provided for hereinabove.</p> <p>(3) Members of the executive committees of the General Conference and Trans-European Division executive committees, who may be present at any constituency meeting of this Union Conference. The number of such These committees shall ensure that their delegates shall not exceed ten two percent (2%) of the total number of delegates otherwise provided for.</p> <p>(4) 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.</p> <p>(b) Church Membership Requirement: All delegates appointed to represent the members of this union conference at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.</p> <p>(c) Lists of delegates to a constituency meeting shall be made available to delegates at that constituency meeting.</p>	
<p>Bylaws Article IV—Constituency Meeting Committees</p> <p>(Note: Division executive committees may authorize a process whereby the session organizing and nominating committees may be selected and empowered to perform their tasks in advance of the session. The process to select such committees for a session shall involve constituency representation rather than being accomplished by the executive committee alone. Unless a division executive committee has approved other arrangements as described above, the following provisions shall apply for the appointment and functioning of session committees.)</p> <p>Prior to each union conference constituency meeting, the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session.</p> <p>To facilitate the business of the session, 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:</p> <p>Sec. 1. Organizing Committee: a. An organizing committee for each constituency meeting shall be appointed. It shall consist of _____ representatives from each local conference or local mission/field/section, _____ representatives from the health care system/institution(s) serving the</p>	<p>Article 7 – Constituency Meeting Committees</p> <p>Prior to each the Union Conference's constituency meeting, the Executive Committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session constituency meeting.</p> <p>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:</p> <p>A recommendations committee A nominating committee A constitution committee Other committees as may be necessary.</p> <p>(a) Organizing Recommendations Committee:</p> <p>(i) An organizing recommendations committee for each constituency meeting shall be appointed for each constituency meeting. It shall consist of thirteen (13) representatives from each local conference or local mission/field/section, _____ representatives from the health care system/institution(s) serving the union, the South England Conference, seven (7) representatives from the North England Conference, two (2) representatives from each Mission, one representative</p>	<p>2016 Constitution Article 9</p>

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<p>union, one representative from each of the union conference operated institutions, and the president of the _____ Division, or his designee, who shall serve as chair.</p> <p>b. The members of the organizing committee shall be appointed by their respective delegate groups as one of the first items of business at each regularly scheduled constituency meeting.</p> <p>c. The organizing committee shall nominate, and the constituency shall elect:</p> <p>1) A nominating committee 2) A constitution and bylaws committee 3) Other committees as may be necessary.</p> <p>Sec. 2. Nominating Committee: The nominating committee shall consist of at least _____ and not more than _____ members, including the president of the _____ Division, or his designee, who shall serve as chair. The membership of the committee shall be balanced, as nearly as possible, between denominational workers and laypersons representing various segments of the work and territories of the union.</p> <p>a. Those chosen as members of the Nominating Committee must be duly appointed delegates in attendance at the constituency meeting.</p> <p>b. Persons holding elective office, as outlined in Article II, Sec. 11. and 12. in the current term, excluding non-ex officio members of the executive committee, shall not be eligible to serve on the Nominating Committee.</p> <p>c. The Nominating Committee shall limit its nominations to those positions for which persons are to be elected at the constituency meeting and for which budgetary provisions have been made.</p> <p>d. The Nominating Committee shall also nominate members for the union executive committee and for the boards of union institutions whose bylaws indicate that board members for the entity are elected at a union constituency meeting.</p> <p>Sec. 3. Standing Constitution and Bylaws Committee: The standing constitution and bylaws committee shall include an officer of the _____ Division and shall be chaired by the secretary of the _____ Union Conference, or his/her designee. This committee shall function between the regularly scheduled sessions of the constituency and shall submit its reports and detailed recommendations through the executive committee to the next regular constituency meeting.</p>	<p>from each of the Union Conference operated institutions, and the president of the Trans-European Division, or his their designee, who shall serve as chair.</p> <p>(ii) The members of the organizing recommendations committee shall be appointed from and by their respective delegate groups as one of the first items of business at each regularly scheduled at least eighteen (18) weeks before the constituency meeting.</p> <p>(iii) The organizing recommendations committee shall nominate from the delegation, and the constituency shall elect by postal ballot or other method, at least fourteen (14) weeks prior to the constituency meeting where required, the following standing committees:</p> <p>(1) A nominating committee (2) A constitution and bylaws committee (3) Other committees as may be necessary.</p> <p>(b) Nominating Committee: The nominating committee shall consist of at least seventeen (17) and not more than twenty-one (21) members, including the president of the Trans-European Division or his their designee, who shall serve as chair. The membership of the committee shall be balanced, as nearly as possible, between denominational workers and laypersons representing various segments of the work and territories of the union throughout the Territory.</p> <p>(i) Those chosen as members of the nominating committee must be duly appointed delegates in attendance at to the constituency meeting.</p> <p>(ii) Persons holding elective office, as outlined in Article 5 (k), and (l) in the current term, excluding non-ex officio members of the Executive Committee, shall not be eligible to serve on the nominating committee.</p> <p>(iii) The nominating committee shall meet at least twelve (12) weeks before the constituency meeting and shall circulate a report of its nominations to all delegates. It shall meet again to hear any objections from delegates at least six (6) weeks before the constituency meeting.</p> <p>(iv) The nominating committee shall limit its nominations to those positions for which persons are to be elected at the constituency meeting and for which budgetary provisions have been made.</p> <p>(v) The nominating committee shall also nominate members for the union Executive Committee and for the boards of Union Conference institutions whose bylaws constitutions, operating policies, or articles of association indicate that board members for the entity are elected at a Union Conference constituency meeting.</p> <p>(c) Standing Constitution and Bylaws Committee: The standing constitution and bylaws committee shall consist of at least nine (9) and not more than fifteen (15) members, excluding the chair, and shall include an officer of the Trans-European Division, and shall be chaired by the secretary of the this Union Conference, or his/her their designee. This committee shall function between the regularly scheduled sessions of the constituency meetings and shall submit its reports and detailed recommendations through the Executive Committee to the next regular or special constituency meeting.</p>	<p>As this happens in advance at the BUC we are dropping the "in attendance at" clause.</p> <p>"or special" is added in case a special constituency meeting is called just to deal with the constitution etc.</p>
<p>Bylaws Article V—Executive Committee</p> <p>Sec. 1. Membership of Executive Committee: The executive committee of the _____ Union Conference of Seventh-day Adventists shall be elected at its regularly scheduled constituency meeting and shall consist of not more than _____ members. The president, secretary, treasurer/chief financial officer, vice president(s), the chief administrator of each union conference institution, and the presidents of constituent conferences or missions/fields/sections shall be members ex officio of the executive committee. The remaining membership shall include laypersons, departmental directors, pastors, or other denominational employees. The officers of the _____ Division and of the General Conference of Seventh-day Adventists are members ex officio of the union conference executive committee; however, their membership shall be in addition to the number detailed above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten percent of the committee membership present.</p> <p>(Note: A union constituency may indicate in its bylaws the minimum percentage of laypersons on the union executive committee.)</p>	<p>Article 8 – Executive Committee</p> <p>(a) Membership of Executive Committee: The Executive Committee of the _____ Union Conference of Seventh-day Adventists shall be elected at its regularly scheduled a regular constituency meeting (or if necessary at a special constituency meeting) and shall consist of not more than thirty-one (31) members. They shall comprise of the following ex officio members:</p> <p>(i) the president, secretary, treasurer/ chief financial officer, and vice president(s), of this Union Conference, where appointed;</p> <p>(ii) and the presidents of the constituent conferences and or missions/fields/sections shall be members ex officio of the executive committee;</p> <p>(iii) the managers or heads of Union institutions;</p> <p>(iv) the Newbold College principal;</p> <p>(v) the chief editor of the official church paper of this Union Conference.</p> <p>The remaining membership shall include laypersons, departmental directors, pastors, or other denominational employees, and a minimum of twelve (12) laypersons. The officers of the Trans-European Division and of the General Conference of Seventh-day Adventists are members ex officio of the union conference executive committee; however, their membership shall be in addition to the number detailed above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten percent of the committee membership present may attend all Executive</p>	<p>2016 Constitution Articles 13,14,15,16</p> <p>Under UK charity law members of the Executive Committee are also the Trustees of the charity and are jointly and severally liable for the decisions of the committee.</p> <p>There can be no half-way house where some can come in and vote, but have no liability.</p> <p>For this reason we have decided to allow those from higher organisations to attend with voice but no vote. They are not therefore considered to be trustees.</p> <p>Following the BUC Constitution Committee meeting on Monday 30 November 2020 the minimum number of laypersons on the Executive Committee was raised to 12.</p>

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<p>Sec. 2. Delegated Authority: The executive committee of this union conference, unless replaced at a special constituency meeting, is delegated the authority to act on behalf of the constituents between constituency meetings, including the authority to remove for cause (see definition of "for cause" in Article II, Sec. 11 above), persons who have been elected at a union constituency meeting, including officers of the union conference or local missions/fields/sections, directors of departments/services, chief administrators of institutions, and members of boards and committees whose election or appointment is a result of a constituency meeting or executive committee meeting action and to fill, for the remaining portion of the term, any vacancies thus created. The removal of those named under Article VI, Sec. 1. shall require the affirmative vote of two-thirds (2/3) of those voting at a union executive committee meeting where a majority of members is present.</p> <p>Sec. 3. Administrative Authority: The executive committee shall have full administrative authority:</p> <p>a. To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices which have been filled by union conference constituency meeting election. If a new president is to be elected, the president of the _____ Division, or his designee, shall serve as chair of the executive committee.</p> <p>b. To appoint committees, such as an administrative committee, with their terms of reference.</p> <p>c. To employ such personnel as may be necessary to execute its work effectively.</p> <p>d. To grant and withdraw credentials and licenses. The withdrawal of credentials shall require the consent of two-thirds (2/3) of the members of the union conference executive committee.</p> <p>Sec. 4. Regular Meetings: The executive committee may schedule regular meetings at such times and places as it may select.</p> <p>Sec. 5. Special Meetings: Special meetings of the executive committee may be called at any time or place by the president or, in his absence, by the secretary. In response to the written request of a majority of the members of the executive committee a special meeting shall also be called by the secretary.</p> <p>Sec. 6. Attendance at Meetings: Where allowed by local law, executive committee members may participate in meetings by means of an electronic conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.</p> <p>Sec. 7. Notice of Meetings: Notice as to time and place, and any other requirements under these bylaws, shall be provided to all members in a reasonable manner at least 48 hours prior to the meeting if the meeting is to take place by electronic conference or similar communications, or at least 96 hours if the meeting is to take place in person.</p> <p>Sec. 8. Quorum: _____ members of the executive committee, including the chair or vice-chair, shall constitute a quorum.</p>	<p>Committee meetings as observers (save where they have a conflict of interest) and have a voice but no vote.</p> <p>(b) Delegated Authority: The members of the Executive Committee are the charity trustees of this Union Conference, unless replaced at a special constituency session, is delegated the authority to act on behalf of the constituents and shall manage the affairs of this Union Conference between constituency meetings, including 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 union constituency meeting, including officers of the this Union Conference or local missions/fields/sections, directors of departments/services, chief administrators of institutions, and members of boards and committees whose election or appointment is a result of a constituency meeting or Executive Committee meeting action, and to fill, for the remaining portion of the term, any vacancies thus created. The removal of those named under the executive officers as defined in Article 9 (a) VI, Sec. 1, shall require the affirmative vote of two thirds (2/3) of those voting at a union an Executive Committee meeting where a majority of members is present.</p> <p>(c) Administrative Authority: The Executive Committee shall have full administrative authority and have all the powers of this Union Conference, in order to manage the affairs of this Union Conference, including but not limited to the following:</p> <p>(i) To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices which have been filled by election at a constituency meeting. If a new president is to be elected, the president of the Trans-European Division, or his their designee, shall serve as chair of the Executive Committee when it acts only as an appointing body for the new president.</p> <p>(ii) To appoint committees, (other than those specified in Article 7), such as an administrative committee, with their terms of reference.</p> <p>(iii) To employ such personnel as may be necessary to execute its work effectively.</p> <p>(iv) To grant and withdraw credentials and licenses in respect of employees of this Union Conference. The withdrawal of credentials shall require the consent of two thirds (2/3) of the members of the Executive Committee.</p> <p>(v) To acquire property (of whatever nature) for the use and benefit of this Union 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 Union 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 Union Conference shall deem expedient.</p> <p>(d) Regular Meetings: The Executive Committee shall schedule regular meetings at such times and places as it may select.</p> <p>(e) Special Meetings: Special meetings of the Executive Committee may be called at any time or place by the president or, in their absence, by the secretary. A special meeting shall also be called by the secretary in response to the written request of a majority of the members of the Executive Committee.</p> <p>(f) Attendance at Meetings: Where allowed by local law, Executive Committee members may participate in meetings by means of an electronic conference or similar communications by which all persons participating can hear 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.</p> <p>(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 these bylaws, 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.</p> <p>(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.</p>	<p>Note: In relation to Article 8 (c) (v) we will need to obtain legal advice regarding the Seventh-day Adventist Church in Ireland (SDACI) as the laws are different there. It may need to be included here.</p>

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	<ul style="list-style-type: none"> (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 Union 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 Union Conference at its constituency meeting and shall report to the next constituency meeting concerning the implementation of those plans. Copies of plans voted at the previous constituency meeting, and minutes, shall be made available to delegates at least fourteen (14) days prior to the constituency meeting. 	
<p style="text-align: center;">Bylaws Article VI—Officers and Their Duties</p> <p>Sec. 1. Executive Officers: The executive officers of this union conference shall be a president, a secretary, and a treasurer/chief financial officer. The secretary and treasurer/chief financial officer may be one individual known as the secretary-treasurer. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programs voted by the division executive committee, the constituency in session, and/or the union executive committee. These plans, policies, and programs shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.</p> <p>a. President: The president, who shall be an ordained minister of experience, is the first officer and shall report to the executive committee of the union conference in consultation with the secretary and the treasurer/chief financial officer. He shall act as chair of constituency meetings of the union executive committee and serve in the general interests of the union conference as the constituency and the executive committee shall determine. In his leadership he shall adhere to the policies of the _____ Division and of the General Conference of Seventh-day Adventists, work in harmony with the division executive committee and in close counsel with the division officers.</p> <p>b. Secretary: The secretary, associated with the president as an executive officer, shall serve under the direction of the executive committee and shall act as vice-chair of the executive committee. The secretary shall report to the executive committee of the union conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the union 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 division officers. The secretary shall also be responsible for providing information as may be requested by the president or by the union or division executive committee; and shall perform such other duties as usually pertain to the office.</p>	<p style="text-align: center;">Article 9 – Officers and Their Duties</p> <p>(a) Executive Officers: The executive officers of this Union Conference shall be a president, a secretary, and a treasurer/chief financial officer (“executive officers”). It is the duty of these officers, in consultation with one another to act in the best interests of the Union 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 Trans-European Division executive committee, the constituency, and/or the union Executive Committee. These plans, policies, and programmes shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in at its quinquennial sessions.</p> <p>(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 of the union conference in consultation with the secretary and the treasurer/chief financial officer. The president He shall act as chair of constituency meetings of and the Executive Committee and serve in the general interests of the this Union Conference as the constituency and the Executive Committee shall determine. In the president’s his leadership the president he shall adhere to the policies of the Trans-European Division and the General Conference of Seventh-day Adventists, work in harmony with the division executive committee and in close counsel with the division officers.</p> <p>(ii) Secretary: The secretary, associated 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 of the union conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the Union 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 division officers of the Trans-European Division. The secretary shall also be responsible for providing information as may be requested by the president, or by the union or division Executive Committee, or by the executive committee of the Trans-European division; and shall perform such other duties as usually</p>	<p style="text-align: center;">2016 Constitution Article 11</p> <p>Note that “quinquennial” has been dropped from the model conference constitution, and elsewhere in this model.</p> <p>Some wording in “a” is not really consistent in the model, so we have modified a bit.</p> <p>Following the BUC Constitution Committee on Monday 30 November 2020 the male personal pronouns used of the president were removed. This is simply for future-proofing the document and helping to comply with UK gender equality laws. The requirement for the president to be an ordained minister is of course retained.</p>

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<p>c. Treasurer/Chief Financial Officer: The treasurer/chief financial officer, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer/chief financial officer shall report to the executive committee of the union conference after consultation with the president. The treasurer/chief financial officer shall be responsible for providing financial leadership to the organization which will include, but shall not be limited to, receiving, safeguarding, and disbursing all funds in harmony with the actions of the executive committee, for remitting all required funds to the division/General Conference in harmony with the _____ Division policy, and for providing financial information to the president and to the executive committee. The treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the division officers.</p> <p>Sec. 2. Other Officers: Other individuals may serve as officers of the union conference, such as vice president, associate secretary, and associate treasurer.</p>	<p>pertain to the office.</p> <p>(iii) Treasurer/Chief Financial Officer: The treasurer/chief financial officer, associated together with the president as an executive officer, shall serve under the direction of the Executive Committee. The treasurer/chief financial officer shall report to the Executive Committee of the union conference after consultation with the president. The treasurer/chief financial officer shall be responsible for providing financial leadership to the organization this Union 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, 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/chief financial officer shall also be responsible for furnishing copies of the financial statements to the Trans-European Division officers.</p> <p>(b) Other Officers: Other individuals may serve as officers of this Union Conference, such as vice president, associate secretary, and associate treasurer.</p>	
<p>Bylaws Article VII—Directors of Departments/Associations/Services</p> <p>Sec. 1. Advisory Role: The directors of departments/associations/services of this union conference shall work under the direction of the executive committee and the president and shall serve in an advisory relationship to the field.</p> <p>Sec. 2. Departments/Associations/Services Structure: Union conference departments, associations, and services shall be organized in harmony with the department/association/service structure of the General Conference but shall not necessarily duplicate the departments/associations/services at the division or the General Conference of Seventh-day Adventists.</p>	<p>Article 10 – Directors of Departments/Associations/Services</p> <p>(a) Advisory Role: The directors of departments/associations/services of this Union Conference shall work under the direction of the Executive Committee and the president and shall serve in an advisory relationship to the field constituency.</p> <p>(b) Duties: It is the duty of the directors and associates of a department of this Union Conference to promote the general interests of the work entrusted to that department, to provide such statistical reports as may be required, and to perform all other duties usually pertaining to the office of such departmental director and associates.</p> <p>(c) Departments/Associations/Services Structure: This Union Conference's departments, associations, and services shall be organized in harmony with the department/association/service structure of the General Conference but shall not necessarily duplicate the departments/associations/services at the Trans-European Division or the General Conference.</p>	<p>2016 Constitution Article 12</p>
<p>Bylaws Article VIII—Other Organizations</p> <p>Sec. 1. Unincorporated Organizations: The _____ Union Conference may carry on its ministry through unincorporated subsidiary organizations. Constituency meetings of such organizations shall be held in conjunction with the regularly scheduled constituency meetings of the union conference.</p> <p>Sec. 2. Corporations: The _____ Union Conference may form corporate bodies provided it obtains prior approval of the _____ Division. Membership meetings and elections of boards of directors shall be held as provided by articles and bylaws of the corporations and in harmony with applicable laws.</p>	<p>Article 11 – Other Organisations</p> <p>(a) Unincorporated Organisations: This Union Conference may carry on its ministry through unincorporated subsidiary organisations.</p> <p>(b) Corporations: The _____ This Union Conference may form corporate bodies provided it obtains prior approval of the Trans-European Division. Membership meetings and elections of boards of directors shall be held as provided by articles and bylaws of the corporations and in harmony with applicable laws.</p>	<p>Not explicitly included in 2016 constitution, though mentioned in Article 8 (b).</p>
<p>Bylaws Article IX—Finance</p> <p>Sec. 1. Tithes and Offerings: The church funds managed by this union conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as received from the local conferences/missions/fields within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other donations as may be made to it.</p>	<p>Article 12 – Finance</p> <p>(a) Tithes and Offerings: The church funds managed by this Union 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 local conferences/missions/fields within its the Territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other donations as may be made to it.</p> <p>(b) Other Sources of Funds: Other sources of funds of this Union Conference shall be, without limitation, any:</p> <ul style="list-style-type: none"> (i) other grants made to this Union Conference by Seventh-day Adventist organisations and receivable by this Union Conference; (ii) rents arising from property owned by or on behalf of this Union Conference; (iii) returns from investments made by this Union Conference out of its own resources; (iv) income arising out of the day-to-day operations of this Union Conference; (v) gifts, donations, legacies, or similar moneys made or payable to this Union Conference; and (vi) other income in cash or in kind received by this Union Conference, it being understood that all such income must be used in the furtherance of the Purpose. <p>(c) Third Party Funds: This Union Conference may receive, hold in trust, and forward any third party funds channelled through it to the Trans-European Division and the General Conference 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.</p>	<p>2016 Constitution Article 17,18</p>

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<p>Sec. 2. Policies: The portion of the tithe which is reserved for this union conference, as specified by policy, and all other funds shall be used in harmony with the financial policies of the _____ Division of the General Conference of Seventh-day Adventists; and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with government regulations. Tithe is shared with the division on fixed percentages as set by the division executive committee, and with the General Conference on fixed percentages as set by the Annual Council of the General Conference Executive Committee.</p> <p>Sec. 3. Bank Accounts: The funds of this union conference shall be safeguarded in harmony with the financial policies of the _____ Division of the General Conference of Seventh-day Adventists. Moneys shall be deposited in the name of the _____ Union Conference of Seventh-day Adventists in regular or special accounts in such banks or savings institutions as the executive committee shall designate and shall be withdrawn only by persons authorized by resolution of the executive committee.</p> <p>Sec. 4. Financial Statements: The _____ Union Conference shall regularly prepare statements of income and fund balances and shall be responsible for the filing of copies of the annual financial statement with the _____ Division and the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.</p>	<p>(d) Policies: The portion of the tithe which is reserved for this Union Conference, as specified by policy, and all other funds shall be applied in furtherance of the Purpose and be used in harmony with the financial policies of the Trans-European Division of the General Conference of Seventh-day Adventists; provided that this is in accordance with the law and regulations governing this Union 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 this Union Conference-government regulations. In fulfillment of the Purpose the tithe is shared with the Trans-European Division on fixed percentages as set by the division executive committee of the Trans-European Division, executive committee, and shared with the General Conference on fixed percentages as set by the Annual Council of the executive committee of the General Conference Executive Committee.</p> <p>(e) Bank Accounts: Subject at all times to compliance with the law and regulations governing this Union Conference, the funds of this Union Conference shall be safeguarded in harmony with the financial policies of the Trans-European Division of the General Conference of Seventh-day Adventists. Subject to Article 12 (h), moneys shall be deposited in the name of 'the British Union 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.</p> <p>(f) Financial Statements: This The _____ Union Conference shall regularly prepare statements of income and fund balances and shall be responsible for the filing of copies of the annual financial statement with the Trans-European Division and the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.</p> <p>(g) Payments to Individuals: Subject to Article 3 (b) (i) and Article 14, funds shall not in any circumstances be paid or lent for the benefit of individuals, firms or private companies.</p> <p>(h) Acquisition and Disposal of Church Property: The Seventh-day Adventist Association Limited shall be the regular holding trustee for this Union 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 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.</p>	<p>We will need to obtain legal advice regarding the Seventh-day Adventist Church in Ireland (SDACI) as the laws are different there. It may need to be included here.</p>
<p align="center">Bylaws Article X—Budget, Employee Compensation Review, and Financial Audit</p> <p>Sec. 1. Budget: The _____ Union Conference shall prepare an annual budget in harmony with the policies of the _____ Division of the General Conference of Seventh-day Adventists.</p> <p>Sec. 2. Employee Compensation and Expense Review: The executive committee shall appoint an employee compensation and expense review committee whose tasks are outlined in General Conference <i>Working Policy</i>.</p> <p>Sec. 3. Independent Audit: The financial statements of this union conference shall be audited at least annually by an auditor chosen in harmony with General Conference <i>Working Policy</i>; and the records of this union conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.</p>	<p align="center">Article 13 – Budget, Employee Compensation Review, and Financial Audit</p> <p>(a) Budget: The _____ This Union Conference shall prepare an annual budget in harmony with the policies of the Trans-European Division of the General Conference of Seventh-day Adventists.</p> <p>(b) Employee Compensation and Expense Review: The Executive Committee shall appoint an employee compensation and expense review committee whose tasks are outlined in General Conference <i>working policy</i>.</p> <p>(c) Independent Audit: The financial statements of this Union Conference shall be audited at least annually by an auditor chosen in harmony with General Conference <i>working policy</i>; and the records of this Union Conference or any of its subsidiaries, agencies, or institutions shall at all times be open to the said auditor.</p>	<p align="center">2016 Constitution Article 19</p>
<p align="center">Bylaws Article XI—Indemnification</p> <p>Sec. 1. To the extent permitted by law, this union 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 union conference executive committee or an officer, employee, or agent of the union conference against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the union conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.</p> <p>Sec. 2. This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the executive committee, officer, or department director may be entitled.</p> <p><i>(Note: This right of indemnification may be expanded or contracted as allowed under local law and as adopted by the constituents.)</i></p>	<p align="center">Article 14 – Indemnification</p> <p>(a) To the extent permitted by law and subject to Article 15 (c), this Union 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 Union 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 Union Conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.</p> <p>(b) This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the Executive Committee, officer or department director may be entitled.</p>	<p>This will be a new addition to the BUC constitution, though it was referenced before under finance - Article 18 (c)</p>

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	<p style="text-align: center;">Article 15 – Remuneration</p> <p>(a) Not more than half the members of the Executive Committee may be employees of this Union Conference.</p> <p>(b) The remuneration of any Executive Committee members who are employees of this Union Conference shall be determined annually in accordance with Article 15 (d).</p> <p>(c) The Executive Committee has the power to provide indemnity insurance for themselves out of the income of the Union Conference. The insurance shall not extend to:</p> <p style="margin-left: 20px;">(i) any claim arising from any act or omissions which:</p> <p style="margin-left: 40px;">(1) the members of the Executive Committee knew to be a breach of trust or breach of duty; or</p> <p style="margin-left: 40px;">(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</p> <p style="margin-left: 20px;">(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 this Union Conference.</p> <p>(d) The Executive Committee, shall determine annually and may from time to time adjust the remuneration of all employees of the Union 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.</p>	<p style="text-align: center;">2016 Constitution Article 19</p> <p>This section is required according to UK charity law and was recommended by our UK lawyer.</p>
<p style="text-align: center;">Constitution Article VIII—Amendments</p> <p>The bolded text of this constitution and bylaws shall not be amended except to conform to the union conference model constitution and bylaws when it is amended by action of the General Conference Executive Committee at an Annual Council. Such amendments shall be adopted into the union’s constitution and bylaws by a simple majority vote (unless local law requires a higher majority) of delegates present and voting at a union conference constituency meeting. This union may amend the unbolded text of the constitution and bylaws from time to time, at a union conference constituency meeting, provided any such changes are in harmony with the spirit and intent of the model constitution and bylaws. Such amendments shall require an affirmative vote of two-thirds (2/3) of the delegates present and voting.</p> <p style="text-align: center;">Bylaws Article XII—Amendments</p> <p>Amendment, Revision and Repeal: The constitution and bylaws of this union conference which are essential to the unity of the Church worldwide and are designated in bold print shall be amended or revised from time to time in order to comply with changes to the Model Union Conference Constitution and Bylaws as voted by the General Conference Executive Committee in its annual meetings. Such amendments or revisions shall be approved by a simple majority vote (unless local law requires a higher majority) of the delegates present and voting at any duly called constituency meeting of the union conference. Other sections of the constitution and bylaws may be amended, revised, or repealed by an</p>	<p style="text-align: center;">Article 16 – Amendments</p> <p>(a) The bolded text of this constitution and bylaws shall not be amended except to conform to the local Union Conference model constitution and bylaws as specified in General Conference and Trans-European Division working policy when it is amended by action of the executive committee of the General Conference Executive Committee at an its Annual Council. Such amendments shall be adopted into the this Union Conference’s constitution and bylaws by a simple majority vote (unless local law requires a higher majority) of delegates present and voting at a this Union Conference’s constituency meeting.</p> <p>(b) This Union Conference may amend the unbolded text of the constitution and bylaws from time to time, at a Union Conference constituency meeting, provided any such changes are in harmony with the spirit and intent of the model constitution and bylaws 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:</p> <p style="margin-left: 20px;">(i) at least twenty-eight (28) days’ notice of any proposed change has been given;</p> <p style="margin-left: 20px;">(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</p> <p style="margin-left: 20px;">(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 the Office of the Scottish Charity Regulator and no amendment shall be valid if its effect would be that this Union Conference ceased to be a charity according to English law.</p> <p>(c) Notification of all amendments to this constitution shall be given to the Trans-European Division 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.</p> <p style="text-align: center;">Bylaws Article XII—Amendments</p> <p>Amendment, Revision and Repeal: The constitution and bylaws of this union conference which are essential to the unity of the Church worldwide and are designated in bold print shall be amended or revised from time to time in order to comply with changes to the Model Union Conference Constitution and Bylaws as voted by the General Conference Executive Committee in its annual meetings. Such amendments or revisions shall be approved by a simple majority vote (unless local law requires a higher majority) of the delegates present and voting at any duly called constituency meeting of the union conference. Other sections of the constitution and bylaws may be amended, revised, or repealed by an affirmative vote of two-thirds (2/3) of those present</p>	<p style="text-align: center;">2016 Constitution Article 21</p> <p>“and the Office of the Scottish Charity Regulator” was added on 29 June 2021 following legal advice.</p> <p>As we are not using bylaws this duplication is not necessary.</p>

GC Model Constitution (2020) (including Annual Council revisions)	Proposed BUC Constitution (2021)	Commentary
affirmative vote of two-thirds (2/3) of those present and voting, provided such changes are in harmony with the spirit of the Union Conference Model Constitution and Bylaws, and have been processed through the union conference executive committee. Notice of any proposed changes to the Bylaws of this union conference shall be given specifically in conjunction with the publication of notice for the constituency meeting.	and voting, provided such changes are in harmony with the spirit of the Union Conference Model Constitution and Bylaws, and have been processed through the union conference executive committee. Notice of any proposed changes to the Bylaws of this union conference shall be given specifically in conjunction with the publication of notice for the constituency meeting.	
<p>Constitution Article VII—Dissolution and Disposition of Assets</p> <p>This union conference may be dissolved only by a two-thirds (2/3) majority vote of the delegates present and voting at any constituency meeting.</p> <p>In the event of the dissolution of this union conference and unless otherwise required by local law, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the _____ Division of the General Conference of Seventh-day Adventists.</p>	<p>Article 17 – Dissolution and Disposition of Assets</p> <p>This Union Conference may be dissolved only by a two-thirds (2/3) majority vote of the delegates present and voting at any constituency meeting.</p> <p>In the event of the dissolution of this Union Conference and unless otherwise required by local law, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the _____ Division of the General Conference of Seventh-day Adventists, the Trans-European Division for application in harmony with the Purpose.</p>	2016 Constitution Article 22
	<p>Article 18 – Interpretation</p> <p>For the avoidance of doubt the system of law governing this constitution is the law of England and Wales and in this constitution:</p> <p>(a) references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;</p> <p>(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</p> <p>(c) headings are not to affect the interpretation of the constitution.</p> <p>(d) the expression ‘meeting’ includes, except where inconsistent with any legal obligation:</p> <p>(i) a physical meeting;</p> <p>(ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and</p> <p>(iii) telephone conferencing.</p>	This section was added by our UK lawyer to comply with UK charity law.

Structural Comparison

GC Model Union Conference Constitution	GC Model Mission Operating Policy	2016 BUC Constitution	Proposed new BUC Constitution (2021)
Constitution Article I—Name	Article I—Name	Article 1 – Name & Relationship	Article 1 – Name & Relationship
Constitution Article II—Purpose	Article II—Purpose	Article 3 – Purpose	Article 3 – Purpose
Constitution Article III—Relationships	Article III—Relationships	Article 1 – Name & Relationship	Article 1 – Name & Relationship
Constitution Article IV—Geographic Territory	Article IV—Geographic Territory	Article 2 – Territory & Principal Office	Article 2 – Territory & Principal Office
Constitution Article V—Membership/Constituency	Article V—Membership/Constituency	Article 4 – Membership of This Union Conference	Article 4 – Membership/Constituency
Constitution Article VI—Bylaws			Not applicable
Constitution Article VII—Dissolution and Disposition of Assets	Article XV—Dissolution and Disposition of Assets	Article 22 – Dissolution	Article 17 - Dissolution and Disposition of Assets
Constitution Article VIII—Amendments		Article 21 - Amendments	Article 16 – Amendments
Bylaws Article I—Principal Office	Article VI—Principal Office	Article 2 – Territory & Principal Office	Article 2 – Territory & Principal Office
Bylaws Article II—Membership/Constituency Meetings	Article VII—Membership/Constituency Meetings	Article 5 – Sessions Article 7 – Voting Article 8 – Authority of Session Article 10 – Election	Article 5 – Membership/Constituency Meetings
Bylaws Article III—Representation at Constituency Meetings	Article VIII—Representation	Article 6 – Delegates at Sessions	Article 6 – Representation
Bylaws Article IV—Constituency Meeting Committees	Article IX—Constituency Meeting Committees	Article 9 – Session Committees	Article 7 – Constituency Meeting Committees
Bylaws Article V—Executive Committee	Article X—Executive Committee	Article 13 – Appointments Article 14 – Executive Committee Article 15 – Authority of Executive Committee Article 16 – Meetings and Notices	Article 8 – Executive Committee
Bylaws Article VI—Officers	Article XI—Officers and Their Duties	Article – 11 Officers	Article 9 – Officers
Bylaws Article VII—Directors of Departments/Associations/Services	Article XII—Directors of Departments/Associations/Services	Article – 12 Departmental Directors	Article 10 – Directors of Departments/Associations/Services
Bylaws Article VIII—Other Organizations			Article 11 – Other Organisations
Bylaws Article IX—Finance	Article XIII—Finance	Article 17 – Sources of Funds Article 18 – Application of Funds	Article 12 – Finance

Bylaws Article X—Budget, Employee Compensation Review, and Financial Audit Doesn't Exist	Article XIV—Budget, Employee Compensation Review, and Financial Audit	Article 19 – Budget, Remuneration & Expenses	Article 13 – Budget, Employee Compensation Review, and Financial Audit
Bylaws Article XI—Indemnification	Article XVI—Indemnification	Article 20 – Trustees	Now included in 12
		Article 18	Article 14 – Indemnification
		Article 19	Article 15 – Remuneration
Bylaws Article XII—Amendments	Article XVII—Amendments	Article 21 - Amendments	Article 16 – Amendments
			Article 18 – Interpretation