

# CONSTITUTION OF THE BRITISH UNION CONFERENCE OF SEVENTH-DAY ADVENTISTS

## Article 1 – Name & Relationship

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

**This Union Conference is a member 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.**

## 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 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.**

## Article 3 – Purpose

- (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.**
- (b) In furtherance of the Purpose but not further or otherwise this Union Conference shall have the following powers:**
  - (i) to employ and remunerate such ministers, officers, teachers and other employees and to engage such volunteers as may be necessary;**
  - (ii) to provide or assist in the provision of housing accommodation for such employees and volunteers to enable them to carry out their duties, and in cases of need for retired**

- employees and their families;
- (iii) to provide or assist (by means of grants, loans or otherwise) in the provision or improvement of churches and other buildings for use for the work of local congregations of Seventh-day Adventists;
  - (iv) to establish, conduct and provide financial assistance for schools for the education of children in which religious instruction according to the doctrines and principles of Seventh-day Adventists is given and to provide financial assistance to students pursuing education according to those doctrines and principles;
  - (v) to publish or assist the publication of religious literature;
  - (vi) to carry out the social mission of the gospel by the provision of humanitarian aid to those in need in any part of the world;
  - (vii) to establish, operate, or, at its discretion, provide financial assistance for convalescent, retirement and nursing homes, that are managed in accordance with the doctrines and principles of Seventh-day Adventists.
  - (viii) to provide or assist in the provision of services and facilities (including buildings) for health education and medical treatments in harmony with the doctrines and principles of Seventh-day Adventists.
  - (ix) to establish, assist or administer other charities having objects similar to the Purpose;
  - (x) to acquire and dispose of property of any description and wherever situated (subject to such consents as may be required by law);
  - (xi) to borrow money with or without giving security (subject to such consents as aforesaid);
  - (xii) to raise money by any lawful means other than by permanent trading and to accept gifts either for furtherance of the work of this 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.

#### **Article 4 – Constituency**

**The constituency of this Union Conference consists of such local conferences/missions/fields as have been or shall be organised in any part of the Territory and formally approved for membership by vote of the delegates at any regular or special union constituency meeting (“Member Units”).**

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

- (a) Regular Constituency Meeting: This Union Conference shall hold a regular quinquennial constituency meeting at such time and place as the Executive Committee shall designate. In the event that the Executive Committee fails to call a regular constituency meeting within**

**the quinquennial period, the executive committee of the Trans-European Division 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:

- (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, in the event of inaction or failure to call a constituency meeting by the Executive Committee.**

**(b) Special Constituency Meeting:**

- (i) **The Executive Committee shall call a special constituency meeting when:**
  - (1) **It is voted for by the Executive Committee;**
  - (2) **It is voted for by the delegates at any constituency meeting;**
  - (3) **It is requested by fifty-one percent (51%) of the executive committees of the Member Units; or**
  - (4) **It is voted for by the executive committee of the Trans-European Division or the executive committee of the General Conference.**

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

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

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

**(d) Chair and Secretary for Constituency Meetings:** **The president of this 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 pro tem, selected from the delegates present at the meeting. When the election of a president has been completed, the new president, if present at the constituency meeting, shall replace the chair pro tem.

In a similar manner, arrangements may be made for a secretary pro tem if the secretary's office is vacant or the secretary is unavailable to serve at the constituency meeting. When the election of a secretary has been completed, the new secretary, if present at the constituency meeting, shall replace the secretary pro tem.

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

meeting of the Union Conference. 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.

- (ii) **Term of Office:** Persons elected at the constituency meeting and those appointed by the Executive Committee normally serve until the next regular constituency meeting. However, their period of service may be shorter due to resignation, voluntary retirement, death, or removal from office, for cause, by the Executive Committee or a special constituency meeting. The phrase “for cause” when used in connection with removal from an elected or appointed position, or from employment, shall include but not be limited to 1) incompetence; 2) persistent failure to cooperate with duly constituted authority in substantive matters and with relevant employment and denominational policies; 3) actions which may be the subject of discipline under the Seventh-day Adventist Church Manual; 4) failure to maintain regular standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea for a crime.
- (l) **Election of Local Mission Officers and Term of Office:**
- (i) **Elections:** The president, secretary, and treasurer of local missions within the territory of this Union Conference shall be elected by the delegates at the constituency meeting of the Union Conference or by the Executive Committee between constituency meetings.
  - (ii) **Term of Office:** Local mission officers elected at the constituency meeting normally serve until a midterm meeting of the Executive Committee, unless they resign, voluntarily retire, die, or are removed from office, for cause, by the Executive Committee or by a special constituency meeting (see definition of “for cause” in Article 5 (k) (ii) above).

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

- (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.
  - (i) **Regular Delegates:** Each Member Unit shall be represented at constituency meetings of this Union Conference by duly appointed delegates as follows:
    - (1) Each Member Unit shall be entitled to three (3) delegates without regard to Member Unit membership. In addition, each Member Unit shall be entitled to a proportional number of regular delegates 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.
    - (2) Such delegates shall be chosen, by the executive committees of the respective Member Units, from among those who hold membership in a duly organised local church within the respective Member Unit or from among those who are employees of the Member Unit.
    - (3) The delegation from each Member Unit shall include representation from laity,

**pastors, and/or other frontline employees of the respective Member Unit and include male and females.**

- (4) Not less than seventy percent (70%) of these regular delegates shall be non-employees of the church.
- (ii) **Delegates at Large: Delegates at large to constituency meetings of this Union Conference include:**
  - (1) **The current members of the Executive Committee.**
  - (2) **Such other persons from the staff of this Union Conference, institutions owned and operated by this Union Conference, and Member Units, as may be recommended by the Executive Committee (if any) and approved by a resolution of the delegates at the constituency meeting. The Executive Committee shall ensure that the number of such delegates shall not exceed five percent (5%) of the total number of delegates.**
  - (3) **Members of the executive committees of the General Conference and Trans-European Division, who may be present at any constituency meeting of this Union Conference. These committees shall ensure that their delegates shall not exceed two percent (2%) of the total number of delegates.**
  - (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.**
- (b) **All delegates shall be members in regular standing of the Church.**
- (c) Lists of delegates to a constituency meeting shall be made available to delegates at that constituency meeting.

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

**Prior to the 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 constituency meeting.**

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

- A recommendations committee
- A nominating committee
- A constitution committee
- Other committees as may be necessary.

**(a) Recommendations Committee:**

- (i) **A recommendations committee shall be appointed for each constituency meeting. It shall consist of thirteen (13) representatives from the South England Conference, seven (7) representatives from the North England Conference, two (2) representatives from each Mission, one representative from each of the Union Conference operated institutions, and the president of the Trans-European Division, or their designee, who shall serve as chair.**
- (ii) **The members of the recommendations committee shall be appointed from and by their respective delegate groups at least eighteen (18) weeks before the constituency meeting.**

- (iii) **The 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:**
  - (1) **A nominating committee**
  - (2) **A constitution committee**
  - (3) **Other committees as may be necessary.**
  
- (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 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 throughout the Territory.**
  - (i) **Those chosen as members of the nominating committee must be duly appointed delegates to the constituency meeting.**
  - (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.**
  - (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.**
  - (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.**
  - (v) **The nominating committee shall also nominate members for the Executive Committee and for the boards of Union Conference institutions whose constitutions, operating policies, or articles of association indicate that board members for the entity are elected at a Union Conference constituency meeting.**
  
- (c) **Standing Constitution Committee: The standing constitution committee shall consist of at least nine (9) and not more than fifteen (15) members, excluding the chair, and shall include an officer of the Trans-European Division, and shall be chaired by the secretary of this Union Conference, or their designee. This committee shall function between the regularly scheduled constituency meetings and shall submit its reports and detailed recommendations through the Executive Committee to the next regular or special constituency meeting.**

## **Article 8 – Executive Committee**

- (a) **Membership: The Executive Committee shall be elected at a regular constituency meeting (or if necessary at a special constituency meeting) and shall consist of not more than thirty-one (31) members. They shall comprise of the following ex officio members:**
  - (i) **the president, secretary, treasurer and vice president(s) of this Union Conference, where appointed;**
  - (ii) **the presidents of the constituent conferences and missions;**
  - (iii) **the managers or heads of Union institutions;**
  - (iv) **the Newbold College principal;**
  - (v) **the chief editor of the official church paper of this Union Conference.**

**The remaining membership shall include 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 may attend all Executive Committee meetings as observers (save where they have a conflict of interest) and have a voice but no vote.**

- (b) Delegated Authority: The members of the Executive Committee are the charity trustees of this Union Conference and shall manage the affairs of this Union Conference between constituency meetings and this shall include, without limitation, the authority to remove for cause (see definition of “for cause” in Article 5 (k) (2) above) persons who have been elected at a constituency meeting, including officers of this Union Conference or local missions, 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 the executive officers as defined in Article 9 (a), shall require the affirmative vote of two thirds (2/3) of those voting at an Executive Committee meeting where a majority of members is present.**
- (c) Administrative Authority: The Executive Committee shall have full administrative authority and have all the powers of this Union Conference, in order to manage the affairs of this Union Conference, including but not limited to the following:**

  - (i)** To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices which have been filled by election at a constituency meeting. **If a new president is to be elected, the president of the Trans-European Division, or their designee, shall serve as chair of the Executive Committee** when it acts only as an appointing body for the new president.
  - (ii)** To appoint committees, (other than those specified in Article 7), such as an administrative committee, with their terms of reference.
  - (iii)** To employ such personnel as may be necessary to execute its work effectively.
  - (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.
  - (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.
- (d) Regular Meetings: The Executive Committee shall schedule regular meetings at such times and places as it may select.**
- (e) Special Meetings: Special meetings of the Executive Committee may be called at any time or place by the president or, in 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.**
- (f) Attendance at Meetings: Executive Committee members may participate in meetings by means of an electronic conference or similar communications by which all persons participating can hear and speak to each other at the same time, and participation by such**



**means shall constitute presence in person at such a meeting.** If a member of the Executive Committee has three consecutive absences without, in the opinion of the Executive Committee, a valid apology, the other members of the Executive Committee may resolve by a simple majority to remove that member from the Executive Committee.

- (g) **Notice of Meetings: Subject to Article 8 (k), notice as to time and place of meetings of the Executive Committee, and any other requirements under this constitution, shall be provided to all members of the Executive Committee in a reasonable manner at least 48 hours prior to the meeting if the meeting is to take place by electronic conference or similar communications, or at least 96 hours if the meeting is to take place in person.**
- (h) **Quorum:** Subject to Article 8 (k), fifty-one percent (51%) of the Executive Committee members, **including the chair or vice-chair**, shall constitute a quorum for meetings of the Executive Committee and shall be empowered to transact any necessary business.
- (i) **Conflict of Interest:** Subject to Article 13 (b), any member of the Executive Committee who has any personal or financial interest in any matter to be discussed or determined at a meeting thereof (whether direct or indirect) must declare their interest in advance of any discussion thereon and absent themselves from the discussion and that part of the meeting, and may not vote nor be counted in the quorum for that part of the meeting.
- (j) **Remuneration:** Subject to paragraph (a) above and Article 14, no member of the Executive Committee may receive remuneration or any other financial benefit (excepting reimbursement of reasonable out-of-pocket expenses) for their service on the Executive Committee at the cost of this 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.

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

- (a) **Executive Officers:** The executive officers of this Union Conference shall be a president, a secretary, and a treasurer (“executive officers”). It is the duty of these officers, in

**consultation with one another to act in the best interests of the 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, the constituency, and/or the Executive Committee. These plans, policies, and programmes shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference at its sessions.**

- (i) President: The president, who shall be an ordained minister (where ‘ordained’ means ordained in accordance with the rules of the Church) of experience, is the first officer and shall report to the Executive Committee in consultation with the secretary and the treasurer. The president shall act as chair of constituency meetings and the Executive Committee and serve in the general interests of this Union Conference as the constituency and the Executive Committee shall determine. In the president's leadership the president shall adhere to the policies of the Trans-European Division and the General Conference, work in harmony with the division executive committee and in close counsel with the division officers.**
- (ii) Secretary: The secretary, together with the president as an executive officer, shall serve under the direction of the Executive Committee and shall act as vice-chair of the Executive Committee. The secretary shall report to the Executive Committee after consultation with the president. It shall be the duty of the secretary to keep the minutes of the 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 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 Executive Committee, or by the executive committee of the Trans-European division; and shall perform such other duties as usually pertain to the office.**
- (iii) Treasurer: The treasurer, together with the president as an executive officer, shall serve under the direction of the Executive Committee. The treasurer shall report to the Executive Committee after consultation with the president. The treasurer shall be responsible for providing financial leadership to this 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 shall also be responsible for furnishing copies of the financial statements to the Trans-European Division officers.**
- (b) Other Officers: Other individuals may serve as officers of this Union Conference, such as vice president, associate secretary, and associate treasurer.**

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

- (a) Advisory Role: The directors of departments/associations/services of this Union Conference shall work under the direction of the Executive Committee and the president and shall serve in an advisory relationship to the constituency.**
- (b) Duties: It is the duty of the directors and associates of a department of this 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.

- (c) **Departments/Associations/Services Structure:** This Union Conference's departments, associations, and services shall be organised in harmony with the department/association/ service structure of the General Conference but shall not necessarily duplicate the departments/associations/services at the Trans-European Division or the General Conference.

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

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

### **Article 12 – Finance**

- (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 within the Territory, and such gifts, legacies, bequests, appropriations, reverted funds, and other donations as may be made to it.
- (b) **Other Sources of Funds:** Other sources of funds of this Union Conference shall be, without limitation, any:
- (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.
- (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.
- (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 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. In fulfilment of the Purpose the tithe is shared with the Trans-European Division on fixed percentages as set by the executive committee of the Trans-European Division, and shared with the General Conference on fixed percentages as set by the Annual Council of the executive committee of the General Conference.

- (e) Bank Accounts: Subject at all times to compliance with the law and regulations governing this Union Conference, the funds of this Union Conference shall be safeguarded in harmony with the financial policies of the Trans-European Division. Subject to Article 12 (h), moneys shall be deposited in the name of ‘the 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.**
- (f) Financial Statements: This 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 and, to the extent required by law, with any branch of local or national government.**
- (g) Payments to Individuals: Subject to Article 3 (b) (i) and Article 14, funds shall not in any circumstances be paid or lent for the benefit of individuals, firms or private companies.**
- (h) 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.**

### **Article 13 – Budget, Employee Compensation Review, and Financial Audit**

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

### **Article 14 – Indemnification**

- (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.**
- (b) This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the Executive Committee, officer or department director may be entitled.**

### **Article 15 – Remuneration**

- (a) Not more than half the members of the Executive Committee may be employees of this Union Conference.
- (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).
- (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:
  - (i) any claim arising from any act or omissions which:
    - (1) the members of the Executive Committee knew to be a breach of trust or breach of duty; or
    - (2) was committed by the members of the Executive Committee in reckless disregard of whether it was a breach of trust or a breach of duty or not; and
  - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Executive Committee in their capacity as trustees of this Union Conference.
- (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.

#### **Article 16 – Amendments**

- (a) **The bolded text of this constitution shall not be amended except to conform to the local Union Conference model constitution** 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 at its Annual Council. Such amendments shall be adopted into this Union Conference’s constitution by a simple majority vote of delegates present and voting at this Union Conference’s constituency meeting.**
- (b) **This Union Conference may amend the unbolded text of the constitution 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 have been first approved by the Executive Committee. **Such amendments shall require an affirmative vote of two thirds (2/3) of the delegates present and voting** at the constituency meeting, provided that:
  - (i) at least twenty-eight (28) days’ notice of any proposed change has been given;
  - (ii) should it be necessary at any time to call a special constituency meeting for the amending of this constitution, due notice shall be given in the call for such special constituency meeting of any proposal concerning any amendment or amendments; and
  - (iii) no amendment shall be made which would alter the Purpose as set forth in Article 3 (a) without the prior consent of the Charity Commission for England and Wales and 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.
- (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.

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

**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.**

**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 the Trans-European Division for application in harmony with the Purpose.**

### **Article 18 – Interpretation**

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

- (a) references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- (b) references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it; and
- (c) headings are not to affect the interpretation of the constitution.
- (d) the expression ‘meeting’ includes, except where inconsistent with any legal obligation:
  - (i) a physical meeting;
  - (ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
  - (iii) telephone conferencing.

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Revision from draft 18:

Article 16 (b) (iii) following legal advice, “and the Office of the Scottish Charity Regulator” added after the word “Wales”.