

# MODEL CONFERENCE CONSTITUTION

1 July 2016

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

(date)

### Article 1 – Name & Relationship

This organisation, which is a member unit of the British Union Conference of Seventh-day Adventist Church, hereinafter referred to as the "British Union Conference", shall be the \_\_\_\_\_ Conference of Seventh-day Adventists, hereinafter referred to as "this Conference" and is located in the territory of the Trans-European Division of the General Conference of Seventh-day Adventists, hereinafter referred to as the "Trans-European Division". The purposes, policies, and procedures of this Conference shall be in harmony with the purpose and policy of the British Union Conference, the working policies and procedures of the Trans-European Division and the General Conference of Seventh-day Adventists, hereinafter referenced to as "General Conference"

### Article 2 – Territory & Principal Office

The territory of this Conference shall comprise the counties of \_\_\_\_\_. The principal office for the transaction of the business of this Conference is fixed and located at \_\_\_\_\_. In an emergency, the Executive Committee may change the location of the principal office on a temporary basis.

### Article 3 – Purpose

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

- (vii) to establish, operate and provide financial assistance for convalescent, retirement and nursing homes, conducted in accordance with the doctrines and principles of Seventh-day Adventists.
- (viii) to provide or assist in the provision of services and facilities (including buildings) for health education and medical treatments in harmony with the doctrines and principles of Seventh-day Adventists.
- (ix) to establish, assist or administer other charities having objects similar to the Purpose;
- (x) to acquire and dispose of property of any description and wherever situated (subject to such consents as may be required by law);
- (xi) to borrow money with or without giving security (subject to such consents as aforesaid);
- (xii) to raise money by any lawful means other than by permanent trading and to accept gifts either for furtherance of the work of this Conference or for any specific purpose within or connected with the Purpose;
- (xiii) to invest funds in any manner permitted by law other than by means of loans to individuals, firms or private companies, and for that purpose to obtain and consider professional advice from a person or firm of good repute having the requisite knowledge and experience;
- (xiv) to provide security for the liabilities of The Seventh-day Adventist Association Limited incurred at the request of this Conference. Any such security shall be signed by at least two members of the Executive Committee as authorised by resolution.
- (xv) otherwise to further the religious mission and other charitable work of Seventh-day Adventists in the territory.

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

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

#### **Article 5 – Sessions**

- (a) This Conference shall hold regular sessions at intervals of four (4) years at such time and place as the Executive Committee shall determine and announce by a notice to be published in the British Union Conference official paper at least four (4) weeks before the appointed time. In the event that the Executive Committee fails to call a regular session within the four (4) year period, the British Union Conference Executive Committee may give notice for such a meeting and designate the time and place.
- (b) At least fifty-one per cent (51%) of the authorised delegates must be present at any regular or special session to constitute a quorum for the transaction of business.
- (c) In the event of special conditions arising which make it advisable to postpone the calling of a regular session, the Executive Committee may postpone such session for a period not exceeding one (1) year. In such a case this shall require the consent of at least two-thirds of the members of the Executive Committee expressed by personal vote or by signature to a resolution in writing submitted to the members of the Executive Committee. Separate copies of the resolution may be signed for this purpose.
- (d) The Executive Committee may call a special session of this Conference at such a time and place as it deems proper by a like notice as for regular sessions when:
  - (i) it is deemed necessary by the Executive Committee, or
  - (ii) it is deemed necessary by the delegates at any regular session, or

(iii) it is requested by XX per cent of the churches through their church boards who have voted by a two thirds majority for the request or

(iv) it is requested by the British Union Conference or the Trans-European Division or the General Conference Executive Committees.

The date for a special session in response to paragraphs (iii) and (iv) above shall not be more than 90 days from the date when the actions described in paragraphs (iii) and (iv) above are communicated to the officers/Executive Committee of this Conference.

The transactions of such a special session shall have the same authority as those of regular sessions provided that the business transacted at a special session shall be only as provided for in the agenda issued with the publication of the notice of such session.

- (e) A special session may elect any such officers or other persons or committees and transact any such business and do any such other acts as under this constitution a regular session or the Executive Committee between sessions may elect, transact or do, provided that the business transacted at a special session shall be only as provided for in the agenda issued with the publication of the notice of such session.
- (f) In the absence of a timely response by this Conference Executive Committee to paragraphs (ii) to (iv) in (d) above, the British Union Conference Executive Committee or the Trans-European Division Executive Committee may call a special session of this Conference and designate the time and place for such a meeting. The agenda for special sessions shall be included in the notice of the meeting. Notice as to the time and place of special sessions shall be given in the same manner as for regularly scheduled sessions.
- (g) Persons elected at session and those appointed by the Executive Committee normally serve until the next regular session. However, their period of service may be shorter due to resignation, voluntary retirement or removal from office, for cause, by the Executive Committee or a special session.

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

The delegates to a session of this Conference shall include representation of both genders and be designated as follows:

Delegates at Large  
Regular Delegates

(a) **Delegates at Large**

- (i) All members of the Executive Committee of this Conference.
- (ii) All members of the Executive Committee of the British Union Conference.
- (iii) Attending members of the Executive Committees of the Trans-European Division and General Conference. The number of such delegates shall not exceed ten per cent (10%) of the total number of delegates otherwise provided for.
- (iv) All employees holding credentials issued by this Conference.
- (v) Directors of departments of this Conference.
- (vi) Head Teachers of the secondary and primary schools operated by this Conference.

(b) **Regular Delegates**

Either:

- (i) Such persons as are duly accredited by the churches comprising the \_\_\_\_\_ England Conference, including the Conference Church.
- (ii) Each church shall be entitled to one (1) delegate without regard to the size of its membership, and one (1) additional delegate for each \_\_\_\_\_ members or major fraction thereof and who hold membership in the local church that accredits them. Such delegates shall be chosen by the business meeting of the respective local church.

- (i) Such other persons as may be present and are recommended by the Executive Committee and voted by the delegates in session. The number of delegates so seated shall not exceed ten per cent (10%) of the other delegates.

OR where a capped delegation is used

Not less than seventy per cent (70%) of the delegates shall be regular delegates.

- (i) Regular delegates shall be chosen by each organised church comprising this Conference.
- (ii) Each organised church shall be entitled to not less than one (1) delegate without regard to the size of its membership.
- (iii) Each organised church shall be entitled to additional regular delegates within the quota allocated to regular delegates based on the proportion of the church's membership to that of this Conference as a whole.
- (iv) The membership of each organised church and this Conference shall be as reported at the end of the calendar year immediately preceding the date of the regular or special Session.
- (v) The allocation of the number of additional regular delegates to each organised church will be made by the Executive Committee of this Conference.
- (vi) All delegates chosen by each organised church shall be members in regular standing and hold membership in the local church that accredits them. Such delegates shall be chosen by the business meeting of the respective local church.
- (vii) Such other persons as may be present and are recommended by the Executive Committee and voted by the delegates in session. The number of delegates so seated shall not exceed ten per cent (10%) of the other delegates.

### **Article 7 – Voting**

- (a) On all questions only delegates may vote and each delegate shall be entitled to one vote on any question. The chairman of the session shall in case of equality of votes have a casting vote providing he has not already voted on the issue. Voting shall be by ballot or electronic means when determined by vote of session.
- (b) All delegates must be present in person at any session in order to be eligible to vote. There shall be no voting by proxy.

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

- (a) The president of this Conference shall serve as chair and the secretary of this Conference shall serve as secretary for sessions. 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 session may be called to order by the ranking division officer present. 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 or re-elected president, if present at the session, 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 session. When election of a secretary has been completed, the new or re-elected secretary, if present at the session, shall replace the secretary *pro tem*

- (b) This Conference in regular session, shall have power to determine all matters and things for the order and good administration and regulation of its affairs.

- (c) This Conference in regular session shall endorse/approve/develop plans for the conduct of the work as are desirable and in harmony with the policies of the British Union Conference and the Trans-European Division.
- (d) This Conference in regular session shall be governed by rules and procedures based on those published in the General Conference *Rules of Order* unless it has voted to make rules to cover its own procedure that have been submitted to, and approved by, the British Union Conference and the Trans-European Division.

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

- (a) **Recommendations Committee:** The Recommendations Committee which nominates standing committees at the sessions of this Conference shall be made up as follows:
  - (i) Each church represented in the delegation at the session shall be empowered to choose through and from its delegation, one (1) member of the Recommendations Committee.
  - (ii) Each church with a membership of at least \_\_\_\_ shall be further empowered to choose through and from its delegation, one (1) additional member of the Recommendations Committee for its first \_\_\_\_\_ members and one (1) for each additional \_\_\_\_ of its membership or major fraction thereafter. Where a church has more than one member of this committee it shall include representation of both genders.
  - (iii) The delegates to serve on the Recommendations Committee shall be chosen at, or prior to, the commencement of the session.
  - (iv) The persons thus selected, together with the British Union Conference president or his designee, who shall act as chairman of this committee, shall be responsible for nominating all standing committees to be appointed by the session.

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

Nominating Committee  
 Constitution Committee  
 Plans Committee  
 Credential and Licences Committee

- (b) **Nominating Committee:** The chairman of the session Nominating Committee shall be the president of the British Union Conference, or, in his absence, his designee. The Nominating Committee shall consist of from nine to fifteen (9-15) members, excluding the chair and this membership shall be balanced, as nearly as possible, between employees of this Conference and lay persons, representing various segments of the work and territories of this Conference. Incumbent officers and departmental directors shall not be members of the Nominating Committee. Incumbent members of the Executive Committee shall not serve as members of the Nominating Committee. The Nominating Committee shall limit its nominations to those positions for which persons are to be elected at the session meeting and for which budgetary provisions have been made.
- (c) **Constitution Committee:** This standing committee shall consist of from nine to fifteen (9-15) members excluding the chair. The committee shall consider amendment proposals between sessions with a view to presenting such proposals to the next Session. (See Article 19).
- (d) **Plans Committee:** This committee shall consist of from twenty-five to thirty-five (25-35) members, excluding the chair. Should the matters under review and study by the Plans Committee so require, the committee may divide itself into sub-sections for the purpose of drafting proposals to be approved by the full committee prior to presentation to the Session.
- (e) **Credentials and Licences Committee:** This committee shall consist of from nine to fifteen (9-15) members, excluding the chair. The committee shall recommend to this Conference in session the granting

of suitable credentials and licences to such employees and lay preachers that the committee shall consider suitable to work in this Conference, and ask this Conference in session to approve the ordination of such men as shall have given proof of their calling to the ministry. The credentials or licences granted or issued by this Conference in session shall remain in force and be valid until the next regular session unless previously terminated by this Conference in special session. Between sessions the Executive Committee is authorised to perform such duties. The work of this committee may be referred to the Executive Committee OR the committee may be designated as a standing committee that will serve between sessions.

### **Article 10 – Elections**

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

### **Article 11 - Officers**

- (a) The Executive Officers of this Conference shall be a President, a Secretary, and a Treasurer. It is the duty of these officers, in consultation with one another to carry forward the work according to plans, policies, and programmes voted by the British Union Conference Executive Committee and/or this Conference Executive Committee. These plans, policies, and programmes shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.
- (b) President - The President is the Chief Executive officer and shall report to the Executive Committee of this conference in consultation with the secretary and the treasurer. He shall supervise the general work of this Conference, open and preside at sessions, and also at all meetings of the Executive Committee, and work in the general interest of this Conference as the Executive Committee shall direct. In his leadership he shall adhere to the policies of the British Union Conference, the Trans-European Division and the General Conference of Seventh-day Adventists, work in harmony with the British Union Conference Committee, and in close counsel with the union officers.
- (c) Secretary - The Secretary, associated with the president as an executive officer, shall work under the direction of the Executive Committee and shall act as vice-chair of the Executive Committee. The secretary shall report to the Executive Committee of this conference. It shall be the duty of the secretary to keep the minutes of this conference sessions and of the Executive Committee meetings, to furnish copies of these minutes to all members of the Executive Committee and to the officers of the British Union Conference. The secretary shall also be responsible for providing information as may be requested by the president or the Executive Committee, and shall perform such other duties as usually pertain to this office.
- (d) The Treasurer, who is the chief financial officer, associated with the president as an executive officer, shall work under the direction of the Executive Committee and in consultation with the other Executive Officers. The treasurer/chief financial officer shall report to the Executive Committee of this conference. The treasurer/chief financial officer shall be responsible for providing financial leadership to the organisation which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the Executive Committee, for remitting all required funds to the union/division/General Conference in harmony with the Trans-European Division policy, and for providing financial information to the president and to the Executive Committee. The treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the British Union Conference officers.
- (e) The funds of this Conference, including all donations, grants, rents, contributions and bequests shall be

paid into such accounts in the name of this Conference at such bank or banks as the Executive Committee shall from time to time approve and be operated by the treasurer and/or such other individuals as may be authorised by the Executive Committee.

- (f) A vice-president may be elected to assist the president with specialised areas of administration in this Conference.
- (g) All officers of this Conference shall hold office until the next regular session, of this Conference or until their successors are elected, unless their appointments are previously terminated by this Conference in special session or by the Executive Committee.

### **Article 12 – Departmental Directors, Associates & Their Duties**

It is the duty of the directors and associates of a department of this conference to promote the general interests of the work entrusted to that department, to provide such statistical reports as may be required, and to perform all other duties usually pertaining to the office of such departmental director and associates. Departmental directors and associates shall work under the direction of the Executive Committee and the supervision of the president and shall occupy an advisory relationship to the field.

### **Article 13 – Appointments**

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

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

### **Article 14 – Executive Committee**

- (a) The Executive Committee of this Conference shall consist of not less than fourteen (14) persons. The president, secretary, treasurer/chief financial officer, and vice-president(s) where appointed, of this conference shall be members ex officio of the Executive Committee. The membership of this committee may include at least one departmental director and one institutional representative, with the remaining membership, subject to Article 19 (b), balanced as nearly as possible between laypersons and pastors or other denominational employees from various sections of this Conference.
- (b) The officers of the British Union Conference, of the Trans-European Division and of the General Conference of Seventh-day Adventists are members ex-officio of this Conference Executive Committee; however, their membership shall be in addition to the number detailed in (a) above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten per cent (10%) of the committee membership present.
- (c) The Executive Committee may delegate any of its functions to sub-committees consisting of three (3) or more persons appointed by them, but at least one (1) member of every sub-committee must be an Executive Committee member, and all proceedings of sub-committees must be reported promptly to the Executive Committee.
- (d) 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 such committees must be reported promptly to the Executive Committee for its consideration and decision.

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

- (a) The Executive Committee shall have full administrative authority to:

- (i) Fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices which have been filled by conference election. If a new president is to be elected, the president of the British Union Conference or his designee, shall serve as chair of the Executive Committee.
  - (ii) Appoint committees, such as an administrative committee, with their terms of reference.
  - (iii) Employ ministers, secretaries, teachers, and other persons as deemed necessary for the work of this Conference.
  - (iv) Grant and withdraw credentials and licences. The withdrawal of credentials shall require the consent of two-thirds of the members of the Executive Committee.
- (b) Between sessions the Executive Committee shall manage the affairs of this Conference exercising all the powers of this Conference in session subject to the Constitution and directives of this Conference in session.
  - (c) The power in (b) shall include the acquisition of property (of whatsoever nature) for the use, benefit or purpose of this Conference and the power to manage, dispose of or otherwise deal with that property (subject always to the specific trusts effecting the same). Insofar as any such property is vested in the legal corporation of this Conference or any other company, corporation or person to give directions to that body or person as to the management and disposal of such property as this Conference shall deem expedient in harmony with Article 18.
  - (d) The Executive Committee in counsel with the British Union Conference officers may between sessions remove for just and adequate cause from office any officers of this Conference, or from the Executive committee any members thereof, provided that such action has the consent of at least two-thirds of the members of the Executive Committee by personal vote or by signature to a resolution in writing submitted to all the members of the Executive Committee. Separate copies of such resolutions may be signed for this purpose.
  - (e) The Executive Committee shall be responsible for the implementation of plans and policies made by this Conference in session, and shall report to the next session concerning the implementation of those plans. Copies of plans voted at the previous session, and minutes, shall be made available to delegates at least fourteen (14) days prior to the session. Lists of delegates to a session shall be made available to delegates at the session.

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

- (a) Meetings of the Executive Committee may be called at any time by the president, or in his absence, by the secretary or upon the written request of the majority of the members thereof.
- (b) Subject to paragraph (e) below, fifty one per cent (51%) of the Executive Committee members, including the chairman, shall, after due notice to available members, constitute a quorum, and shall be empowered to transact any necessary business.
- (c) Minority meetings of less than fifty one per cent (51%) but not less than three (3) members of the Executive Committee, including at least one (1) of the Executive Officers, may be held for the transaction of necessary urgent business but all action at such meetings must be reported promptly to the other members of the Executive Committee and shall be minuted at the next regular meeting of the Executive Committee.
- (d) Notice as to time and place, and any other materials requirements, 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
- (e) Subject to Article 19 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 himself from the discussion, and may not vote nor be counted in the quorum for that part of the meeting.

- (f) 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 per cent (51%) of Executive Committee members are required to respond in favour for such actions to stand.
- (g) In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
  - (i) a physical meeting;
  - (ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
  - (iii) telephone conferencing.

### **Article 17 – Sources of Funds**

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

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

- (a) The funds of this Conference, including tithe, all donations, grants, rents, contributions and bequests shall be paid into such accounts in the name of the . . . Conference of Seventh-day Adventists at such banks as the Executive Committee shall from time to time approve, and shall be withdrawn only by persons authorised by resolution of the Executive Committee. The portion of the tithe which is reserved for this Conference, as specified by policy, and all other funds shall be used in harmony with the financial policies of the Trans-European Division of the General Conference of Seventh-day Adventists; and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with government regulations. Tithe is shared with the union and division on fixed percentages as set by the division Executive Committee, and with the General Conference on fixed percentages as set by the Annual Council of the General Conference Executive Committee.
- (b) All funds received by this Conference for its general purposes shall be applied in furtherance of the

Purpose; all funds received or held in trust for another body under 17 (b) shall be transmitted to the governing body thereof; and all funds received for specific objects within or connected with the Purpose shall be applied for the specific objects for which they are respectively given.

- (c) Not more than half the members of the Executive Committee may be employed by this Conference. The Executive Committee, with at least one of the officers of the British Union Conference present, shall determine annually and may from time to time adjust the remuneration and expenses of all other employees for the ensuing year within the parameters set by the British Union Conference Remuneration Audit Committee.) The salaries of persons who may be temporarily employed by this Conference office, shall be fixed by the Executive Committee.
- (d) Subject thereto, no member of the Executive Committee may receive remuneration or any other financial benefit (excepting reimbursement of reasonable out-of-pocket expenses) at the cost of this Conference except that the Executive Committee may have the power to provide indemnity insurance for themselves out of the income of the charity. The insurance shall not extend to:
  - (i) Any claim arising from any act or omission which:
    - a. the members of the Executive Committee knew to be a breach of trust or breach of duty; or
    - b. was committed by the members of the Executive Committee in reckless disregard of whether it was a breach of trust or breach of duty or not; and
  - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Executive Committee in their capacity as trustees of the charity.
- (e)
- (f) Subject to Article 3 (b) (ii) funds shall not in any circumstances be paid or lent for the benefit of individuals, firms or private companies.
- (g) This Conference shall be responsible for the books of account of the local church treasurers to be audited at least once each calendar year.

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

- (a) This Conference shall prepare an annual budget in harmony with the policies of the General Conference of Seventh-day Adventists, Trans-European Division and British Union Conference. The Executive Committee shall appoint an employee compensation review committee whose tasks are outlined in General Conference *Working Policy*.
- (b) All accounting records of this Conference shall be audited at least annually by an auditor chosen in harmony with the General Conference *Working Policy* and the records of this conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.

### **Article 20 – Trustees - Acquisition and Disposal of Church Property**

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

### **Article 21 – Amendments**

- (a) This Constitution may be amended by a resolution passed by a two-thirds majority of the voters present and voting at any regular session, provided that:

- (i) at least twenty-eight (28) days notice of any proposed change has been given.
  - (ii) should it be necessary at any time to call a special session for the amending of this Constitution, due notice shall be given in the call for such special session of any proposal concerning any amendment or amendments.
  - (iii) no amendment shall be made which would alter the Purpose as set forth in Article 3 (a) and no amendment shall be valid if its effect would be that this Conference ceased to be a charity according to English law.
- (b) Amendments may be necessary for this constitution to conform with the model constitution when it is amended or revised from time to time in order to comply with changes to the model constitution as voted by action of the General Conference Executive Committee at an Annual Council.
- (c) Notification of all amendments to this Constitution shall be given to the British Union Conference and to the Charity Commissioners, whose prior written approval must be obtained to any amendment which would confer any benefit on any of the members of the Executive Committee.

### **Article 22 – Dissolution of Conference**

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