

# Towards a Clearer NEC Constitution

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

D 20 05 Local Conference Constitution and Bylaws—This model constitution shall be followed by all local 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 local 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. Where specific cases require modification to material in bold print, final approval for such modifications to any material in bold print must be studied and approved by the General Conference Administrative Committee after receiving a recommendation from the division executive committee and the Office of General Counsel. Amendments to the Local Conference Model Constitution 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 (2022)	Proposed NEC Constitution (2025)	Commentary
<p align="center"><b>Article I—Name</b></p> <p>The _____ Conference of Seventh-day Adventists, hereinafter referred to as the conference.</p>	<p align="center"><b>Article 1 – Name</b></p> <p>The name of This organisation shall be known as the North England Conference of Seventh-day Adventists, hereinafter referred to as "this Conference".</p>	<p>At the NEC Constitution Committee meeting on 23 Oct 2022 it was decided to revert to the GC pattern of a Constitution and Bylaws. This will need to be checked with our lawyers.</p> <p>23 Oct 2022</p> <p>All references will need to be checked so that they match the new numbering system.</p>
<p align="center"><b>Article II—Purpose</b></p> <p>Old version: The purpose of this 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>2022 version: The purpose of this conference is to make disciples of Jesus Christ who live as His loving witnesses and proclaim to all people the everlasting gospel of the Three Angels' Messages in preparation for His soon return (Matthew 28:18-20, Acts 1:8, Revelation 14:6-12).</p>	<p align="center"><b>Article 2 – Purpose</b></p> <p>The purpose of this Conference, ("the Purpose") is to proclaim and teach the everlasting gospel of Jesus Christ (as embraced by the three angels' messages (Revelation 14:6-12)), by but not limited to, calling all people within the Territory to become disciples of Jesus Christ and preparing them for Christ's soon return.</p>	<p>There is concern that the wording of the purpose in the GC model will not be acceptable to the Charity Commission. We are therefore requesting that we be allowed to retain the wording that was presented to the NEC Session delegates at their September 2021 meeting. Note that this was approved by the Charity Commission.</p> <p>The Purpose in the 2012 constitution and the proposed 2021 constitution had a long section b, which itemised a number of powers of the conference, We need to check with our lawyers to see if these are needed. Otherwise, discard.</p> <p>23 Oct 2022.</p>
<p align="center"><b>Article III—Relationships</b></p> <p>The _____ Conference is a member unit of the _____ Union Conference or Union Mission/Section of the 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 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 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 align="center"><b>Article 3 – Relationships</b></p> <p>The _____ This Conference is a member unit of the British Union Conference or Union Mission/Section of the Seventh-day Adventist Church and is located in the territory of the Trans-European Division of the General Conference of Seventh-day Adventists ("Trans-European Division"). The purposes, policies, and procedures of this Conference shall be in harmony with the working policies and procedures enacted by the executive committee of the Trans-European Division or the General Conference of Seventh-day Adventists ("General Conference"). In fulfilment of the Purpose, this Conference shall pursue the mission of the Seventh-day Adventist denomination ("the Church") in harmony with the Fundamental Beliefs, programmes, initiatives, and actions adopted and approved by the General Conference of Seventh-day Adventists at its sessions.</p>	<p>The line "In fulfilment of the Purpose" was added at the suggestion of our lawyers in the preparation of the 2021 draft. We need to double check to see if this is required. Similarly the addition of the work "denomination" is part of the definition of the defined term, "the Church".</p> <p>23 Oct 2022</p>
<p align="center"><b>Constitution Article IV—Geographic Territory</b></p> <p>The territory of this conference shall consist of _____.</p>	<p align="center"><b>Article 4 – Territory</b></p> <p>The territory of this Conference shall consist of the Isle of Man and the counties of Worcestershire, Warwickshire, Northamptonshire, Rutland, Lincolnshire, West Midlands, Leicestershire, Staffordshire, Derbyshire, Nottinghamshire, Cheshire, Merseyside, Greater Manchester, South Yorkshire, Lancashire, West Yorkshire, North Yorkshire, East Riding of Yorkshire, Cumbria, Durham, Tyne and Wear, and Northumberland ("the Territory").</p>	<p>The list of counties was discussed at the 23 Oct 2022 meeting and Paul Haworth later confirmed the formal names of the four Yorkshire counties.</p> <p>Note that the order chosen here is from south to north. A different order could be considered.</p> <p>23 Oct 2022</p>

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
<p align="center"><b>Constitution Article V—Membership/Constituency</b></p> <p>The membership/constituency of this conference shall consist of such churches as have been or shall be properly 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 conference constituency meeting.</p>	<p align="center"><b>Article 5 – Membership/Constituency</b></p> <p>The membership/constituency of this Conference shall consist of such the churches as that have been or shall be properly organised in any part of the geographic Territory under its the Conference’s jurisdiction, as represented by their delegates (see Article 6 below), and, where ‘properly organised’ means formally approved for membership of the Conference by vote of the delegates at any regular or special conference constituency meeting (“organised churches”).</p>	<p>Legal advisors have previously pointed out that, in plain reading, “churches” can’t be the constituents, they have to be people. Hence the additional information about representation. There was considerable debate over whether or not the additional information was needed, but it was eventually decided to go with the wording and defined term as in the middle column here.</p> <p>23 Oct 2022</p>
<p align="center"><b>Constitution Article VI—Bylaws</b></p> <p>The members of this conference, acting in and through a conference constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution or with the current local conference model constitution and bylaws approved by the Executive Committee of the General Conference of Seventh-day Adventists.</p>	<p align="center"><b>Article 6 – Bylaws</b></p> <p>The members of this Conference, acting in and through a conference constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution or with the current local conference model constitution and bylaws approved by the executive committee of the General Conference of Seventh-day Adventists.</p>	<p>This section is being reintroduced as of 23 Oct 2022 as we are reverting to the GC structure (pending legal approval).</p> <p>23 Oct 2022</p>
<p align="center"><b>Constitution Article VII—Dissolution and Disposition of Assets</b></p> <p>This conference may be dissolved only by a two-thirds (2/3) majority vote of the delegates present and voting at any constituency meeting. In the event of the dissolution of this conference and unless otherwise required by local law, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the _____ Division of the General Conference of Seventh-day Adventists.</p>	<p align="center"><b>Article 7 – Dissolution and Disposition of Assets</b></p> <p>This 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 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 British Union Conference (which is the legal entity authorised by the Trans-European Division), for application in harmony with the Purpose.</p>	<p>The constitution requires a named recipient, hence the inclusion of the British Union Conference, which is the next highest level of organisation of the church.</p> <p>23 Oct 2022</p>
<p align="center"><b>Constitution Article VIII—Amendments</b></p> <p>The bolded text of this constitution and bylaws shall not be amended except to conform to the local 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 conference constitution and bylaws by a simple majority vote (unless local law requires a higher majority) of delegates present and voting at a conference constituency meeting. This conference may amend the unbolded text of the constitution and bylaws from time to time at a conference constituency meeting provided any such changes are in harmony with the spirit and intent of the model constitution and bylaws. Such amendments shall require an affirmative vote of two-thirds (2/3) of the delegates present and voting.</p>	<p align="center"><b>Article 8 – Amendments</b></p> <p>(a) The bolded text of this constitution and bylaws shall not be amended except to conform to the local conference model constitution and bylaws as specified in General Conference and Trans-European Division working policy (“model constitution”) when it is amended by action of the executive committee of the General Conference Executive Committee at an its Annual Council. Such amendments shall be adopted into the this 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 Conference’s constituency meeting.</p> <p>(b) This Conference may amend the unbolded text of the constitution and bylaws from time to time at a Conference constituency meeting provided any such changes are in harmony with the spirit and intent of the model constitution and bylaws and have been first approved by the executive committee of the North England Conference (“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> <ul style="list-style-type: none"> <li>(i) at least twenty-eight (28) days’ notice of any proposed change has been given;</li> <li>(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</li> <li>(iii) no amendment shall be made which would alter the Purpose as set forth in Article 3 (a) without the prior consent of the Charity Commission for England and Wales and no amendment shall be valid if its effect would be that this Conference ceased to be a charity according to English law.</li> </ul> <p>(c) Notification of all amendments to this constitution shall be given to the British Union Conference and to the Charity Commission whose prior written approval must be obtained for any amendment which would confer any benefit on any of the members of the Executive Committee.</p>	<p>Previous legal advice required us to add the location the local conference model constitution. Other slight modifications are for clarity.</p> <p>It was pointed out at the 23 Oct 2022 NEC constitution committee, that there are two different “bars” for the approving of the bolded and unbolded sections. Bolded require a simple majority, whereas unbolded require a 2/3 majority.</p> <p>The phrase “and have been first approved by the Executive Committee” was added at the request of our lawyers. It ensures that the text has undergone appropriate scrutiny and due diligence.</p> <p>Items (b) (i), (ii), (iii) and (c), come from legal advice and a comparison with the Amendment requirements in the Bylaws section. It was felt that the two should be largely the same.</p> <p>23 Oct 2022</p>
<p align="center"><b>BYLAWS OF THE _____ CONFERENCE OF SEVENTH-DAY ADVENTISTS</b></p>	<p align="center"><b>BYLAWS OF THE NORTH ENGLAND CONFERENCE OF SEVENTH-DAY ADVENTISTS</b></p>	
<p align="center"><b>Bylaw Article I—Principal Office</b></p> <p>The principal office for the transaction of the business of the _____ Conference is fixed and located at _____, _____. The executive committee may in an emergency change the location of the principal office on a temporary basis.</p>	<p align="center"><b>Bylaw 1 – Principal Office</b></p> <p>The principal office for the transaction of the business of the this Conference is fixed and located at 22 Zulla Road, Mapperley Park, Nottingham, NG3 5DB. The Executive Committee may in an emergency change the location of the principal office on a temporary basis.</p>	<p>At the 23 Oct 2022 meeting there was some discussion as what to call the Bylaws, as they are something of an explanation of, or expansion on, the constitution. It was felt that reusing the term “Article” could create confusion, so, for the purposes of this document we are simply referring to them as Bylaw 1, Bylaw 2 etc.</p> <p>23 Oct 2022</p>

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
<p align="center"><b>Bylaws Article II—Membership/Constituency Meetings</b></p> <p>Sec. 1. Regular Meeting: This conference shall hold a regular quinquennial membership/constituency meeting at such time and place as the executive committee of the conference shall designate. In the event that the executive committee fails to call a regular constituency meeting within the quinquennial period, the _____ Union Conference or Union Mission/Field Executive Committee, or General Conference Executive Committee in the case of conferences 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 or union mission/section 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 conference at least four weeks before the date of the session, or</p> <p>b. A method approved by the _____ Conference Executive Committee, provided all member units receive notice with sufficient time to select delegates, or</p> <p>c. A method approved by the _____ Union Executive Committee, in the event of inaction or failure to call a constituency meeting by the _____ Conference Executive Committee.</p>	<p align="center"><b>Bylaw 2 – Membership/Constituency Meetings</b></p> <p>(a) Regular Constituency Meeting: This Conference shall hold a regular quadrennial membership/constituency meeting at such time and place as the Executive Committee of this Conference shall designate. In the event that the Executive Committee fails to call a regular constituency meeting within the quadrennial period, the executive committee of the British Union Conference Executive Committee of Seventh-day Adventists, charity number 1044071 (“British Union Conference”) may give notice for such a meeting and designate the time and place. In case regional conditions make it imperative to postpone the calling of the constituency meeting, the British Union Conference executive committee, in a regular or special meeting, shall have authority to make such postponement, not to exceed one year, giving notice to all constituent organisations. In the event that the British Union Conference executive committee exercises its authority to postpone a constituency meeting, it shall also have the authority to set the subsequent regular constituency meeting at such time and place as it shall see fit, not to exceed four (4) calendar years from the date of the postponed constituency meeting. Notice of the time and place of the constituency meeting shall be given by:</p> <p>(i) A notice printed in the official publication of this Conference at least four weeks before the date of the constituency meeting;</p> <p>(ii) A method approved by the Executive Committee, provided all the organised churches receive notice with sufficient time to select delegates; or</p> <p>(iii) A method approved by the executive committee of the British Union Conference Executive Committee, in the event of inaction or failure to call a constituency meeting by the Conference Executive Committee.</p>	<p>This was the final section considered at the 23 Oct 2022 meeting. Note the change from quinquennial (in the model) to quadrennial (NEC).</p> <p>There was considerable discussion on this item as some delegates at the 2021 NEC Session had expressed concerns that this was undermining the authority of the NEC and was even “a dissolution of the NEC”. In the discussion it was affirmed that this clause only comes into effect if the NEC fails in its duty call a regular constituency meeting.</p> <p>The regional conditions and subsequent text is similarly referring to extraordinary or emergency situations.</p> <p>23 Oct 2022.</p> <p>J Surridge suggestion for next meeting: Add the words “British Union Conference” for clarity following the words “In the event that”</p>
<p>Sec. 2. Special Meeting:</p> <p>a. The executive committee of this conference shall call a special constituency meeting when:</p> <ol style="list-style-type: none"> <li>1) It is voted by the executive committee, or</li> <li>2) It is voted by the delegates at any constituency meeting, or</li> <li>3) It is requested by _____ percent of the churches of the conference through their business meetings, or</li> <li>4) It is voted by the union executive committee, division executive committee, or General Conference Executive Committee.</li> </ol> <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 conference.</p> <p>b. In the absence of a timely response by the executive committee to paragraphs 2) through 4) in Sec. 2. a. above the _____ Union Executive Committee or _____ Division Executive Committee may call a special constituency meeting of the 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>(b) Special Constituency Meeting:</p> <p>(i) The Executive Committee of this Conference shall call a special constituency meeting when:</p> <ol style="list-style-type: none"> <li>(1) It is voted for by the Executive Committee; or</li> <li>(2) It is voted for by the delegates at any constituency meeting; or</li> <li>(3) It is requested by fifty-one percent (51%) of the organised churches of this Conference through their business meetings; or</li> <li>(4) It is voted for by the union executive committee of the British Union Conference, division the executive committee of the Trans-European Division, or General Conference the executive committee of the General Conference.</li> </ol> <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 conference Executive Committee.</p> <p>(ii) In the absence of a timely response within 45 days by the Executive Committee to paragraphs 2 to 4 in 5 (b) (i) above the executive committee of the British Union Conference or the executive committee of the Trans-European Division may call a special constituency meeting of this Conference and designate the time and place for such a meeting.</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>The additional bracketed clause ensures that a vote at the constituency meeting to have a special constituency meeting, is not postponed indefinitely.</p> <p>We were advised to define “timely”</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>This section was added by the GC Annual Council 2020.</p>
<p>Sec. 4. Chair and Secretary for Constituency Meetings: The president of this conference shall serve as chair and the secretary of this conference shall serve as secretary for constituency meetings of the conference. The president may designate other individuals to assist in chair duties from time to time. In the event that the president’s office is vacant or that the president is unavailable to serve as chair, the constituency meeting may be called to order by the ranking union officer present. The first item of business shall be the election of a chair <i>pro tem</i>, selected from the delegates present at the meeting.</p>	<p>(d) Chair and Secretary for Constituency Meetings: The president of this Conference shall serve as chair and the secretary of this Conference shall serve as secretary for constituency meetings of this Conference. The president may designate other individuals to assist in chair duties from time to time. In the event that the president’s office is vacant or that the president is unavailable to serve as chair, the constituency meeting may be called to order by the ranking union officer present (meaning, in order of precedence, the president, executive secretary and treasurer of the British Union Conference). The first item of</p>	<p>Note that “pro tem” is italicised in the model. This has now been standardised.</p>

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
<p>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>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. 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 fulfilment of the Purpose and in harmony with the policies of the Trans-European Division.</p>	<p>The clause relating to the Purpose is helpful in our relationship with the Charity Commission.</p>
<p>Sec. 6. Quorum: At least _____ percent of the delegates authorized hereinafter under Sec. 1. of Article III must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates 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 at any regular or special constituency meeting, or participating by electronic means, to constitute a quorum for the transaction of business.</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 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 conference in which they have been designated to represent a local church, institution, the Union, the Division or the General Conference of Seventh-day Adventists.</p>	<p>(h) Voting Rights of the Delegates: Each delegate appointed to act shall be entitled to one vote on each question to be decided at a constituency meeting. The voting rights of the individual delegates shall be limited to the particular constituency meeting of this Conference in which they have been designated to represent an organised church, an institution, the British Union Conference, the Trans-European Division, or the General Conference.</p>	
<p>Sec. 9. Voting: The voting on matters of business shall normally be by <i>viva voce</i>. 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.</p>	<p>(i) Voting: The voting on matters of business shall normally be by <i>viva voce</i> (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.</p>	<p>The wording has been changed and expanded here for clarity. This followed UK legal advice. The remote voting clause was added by the 2020 GC Annual Council.</p>
<p>Sec. 10. 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 <i>General Conference Rules of Order</i>, 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.</p>	<p>(j) Parliamentary Authority: Rules and Procedures: The rules and procedures for constituency meetings not covered in this constitution shall be based on the published <i>General Conference Rules of Order</i>, 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>	<p>This section used to be in bold type, but this was changed at the 2020 GC Annual Council. Provision at the end from legal advice.</p>
<p>Sec. 11. Election/Appointment and Term of Office:</p> <p>a. Election: All 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 conference constituency. The election of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the conference constituency meeting, shall be referred to the executive committee for appointment. Other positions to be filled by election may include the chief administrator(s) and board members of conference institutions if and as required by the governance documents and structure for each entity.</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</i></p>	<p>(k) Election/Appointment and Term of Office:</p> <p>(i) Election: All conference officers and members of the Executive Committee who are not ex officio members shall be elected by the delegates at a constituency meeting of the Conference constituency. The election of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the Conference constituency meeting, shall be referred to the Executive Committee for appointment. Other positions to be filled by election may include the chief administrator(s) and board members of conference institutions if and as required by the governance documents and structure for each entity.</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 <i>Seventh-day Adventist Church Manual</i>; 4)</p>	<p>Within the territory of the BUC we do not have a mandatory retirement age. "Death" is obvious but is added for completeness.</p>

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
<p><i>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>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 align="center"><b>Bylaws Article III—Representation at Constituency Meetings</b></p> <p><b>Sec. 1. Regular Delegates:</b> All delegates duly accredited by any one of the organized churches of the conference. Each church shall be entitled to one delegate for the organization and one additional delegate for each _____ members or major fraction thereof and who hold membership in the local church which accredits them. Such delegates shall be chosen by the business meeting of the respective local church and include males and females.</p> <p><b>Sec. 2. Delegates At-Large:</b> Delegates at-large to a constituency meeting of this conference include:</p> <p>a. The current members of the executive committee of this conference.</p> <p>b. Members of the Union Mission/Section or Union Conference Committees who may be present at any constituency meeting of this conference. The number of such delegates shall not exceed ten percent of the total number of delegates otherwise provided for.</p> <p>c. All employees holding credentials or ministerial licenses issued by this conference.</p> <p>d. Such other persons as may be recommended by the executive committee and accepted by the delegates in session. The number of such delegates shall not exceed ten percent of the total number of regular delegates provided for hereinabove.</p> <p>e. 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>Sec. 3. Church Membership Requirement:</b> All delegates appointed to represent the members of this conference at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.</p>	<p align="center"><b>Bylaw 3 – Representation at Constituency Meetings</b></p> <p>(a) The delegates at any constituency meeting of this Conference shall be regular delegates and delegates at large (known collectively as “delegates”). The total number of delegates shall not exceed 350. Not less than seventy percent (70%) of the delegates shall be regular delegates.</p> <p>(i) <b>Regular Delegates:</b> All delegates duly accredited by any one of the organized churches of the conference.</p> <p>(1) Each organised church shall be entitled to one (1) regular delegate without regard to the size of its membership.</p> <p>(2) To be appointed as a regular delegate a person must hold membership in the organised local church which accredits appoints them. Such regular delegates shall be chosen by the business meeting of the respective local organised church, and where possible the appointment of regular delegates shall include males and females.</p> <p>(3) Each organised church shall be entitled to additional regular delegates within the quota allocated to regular delegates based on the proportion of the organised church’s membership to that of this Conference as a whole.</p> <p>(4) The membership of each organised church shall be as reported at the end of the calendar year immediately preceding the date of the regular or special constituency meeting.</p> <p>(5) The allocation of the number of additional regular delegates (if any) to each organised church will be made by the Executive Committee based on the numbers reported in accordance with subclause (4) above.</p> <p>(6) Regular delegates are appointed as representatives of the organised church.</p> <p>(ii) <b>Delegates at Large:</b> Subject to Article 6 (b) the delegates at large to be entitled to attend and vote at a constituency meeting of this conference include consist of:</p> <p>(1) The current members of the Executive Committee of the _____ Conference.</p> <p>(2) Members of the executive committee of the British Union Conference who may be present at any constituency meeting of this Conference. The number of such _____ These committees shall ensure that their delegates shall do not exceed ten five percent (5%) of the total number of delegates otherwise provided for.</p> <p>(3) Such employees holding credentials, ministerial licenses, or commissioned minister licences, issued by this Conference, as may be recommended by the Executive Committee and accepted by the delegates at the constituency meeting.</p> <p>(4) Such other persons as may be recommended by the Executive Committee (if any) and approved accepted by a resolution of the delegates in session 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>(5) A person who is not elected to a new term of office at a constituency meeting does not thereby lose delegate status at the current constituency meeting.</p> <p>(b) <b>Church Membership Requirement.</b> All delegates appointed to represent the members of this Conference at any constituency meeting shall must 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>Discussion at the NEC Session led to a vote to accept the number of 350 for the delegate cap. This is a maximum cap and there is nothing wrong with going for a lower number in times of financial difficult.</p> <p>Following consultation with GC Legal Counsel the Delegates at Large section has been reworked and percentages reduced so as to increase the representation from the Conference.</p>
<p align="center"><b>Bylaw Article IV— Constituency Meeting Committees</b></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 align="center"><b>Bylaw 4 – Constituency Meeting Committees</b></p> <p>Prior to each the Conference’s constituency meeting, the Executive Committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the 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>	

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
<p>Prior to each 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. <b>These committees include:</b></p> <p><b>Sec. 1. Organizing Committee:</b></p> <p>a. The organizing committee shall be constituted as follows: Each church represented at the constituency meeting shall choose, or empower its delegation to choose, one member plus one additional member for each _____ members or a major fraction thereof. In addition, the at-large delegates to the constituency meeting shall select _____ persons from the at-large delegate group to serve on the organizing committee.</p> <p>b. Members of the organizing committee shall be chosen at or prior to the constituency meeting.</p> <p>c. If the organizing committee is to meet prior to the constituency meeting, the time and place of the meeting shall be given in the official notice of the meeting.</p> <p>d. The chair of the organizing committee shall be the president of the _____ Union or his designee.</p> <p>e. The organizing committee shall nominate and the constituency shall elect:</p> <ol style="list-style-type: none"> <li>1) A nominating committee</li> <li>2) A constitution and bylaws committee</li> <li>3) Other committees as may be necessary.</li> </ol> <p><b>Sec. 2. Nominating Committee:</b> The nominating committee shall consist of at least _____ and not more than _____ members, including the president of the _____ Union, or his designee, who shall serve as the chair. The membership of the committee shall be balanced, as nearly as possible, between denominational workers and laypersons representing various segments of the work and territories of the conference.</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. 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 conference executive committee and for the boards of conference institutions whose bylaws indicate that board members for the entity are elected at a conference constituency meeting.</p> <p><b>Sec. 3. Standing Constitution and Bylaws Committee:</b> The standing constitution and bylaws committee shall include an officer of the _____ Union Mission/Section or Union Conference, and shall be chaired by the secretary of the local conference, or his/her designee. This committee shall function between the regularly scheduled constituency meetings and shall submit its reports and detailed recommendations through the conference executive committee to the next regular constituency meeting.</p>	<p>A recommendations committee  A nominating committee  A constitution committee  Other committees as may be necessary.</p> <p>(a) <b>Organizing Recommendations Committee:</b> The organizing recommendations committee which nominates the members of standing committees to be appointed at the constituency meetings of this Conference shall be constituted made up as follows:</p> <ol style="list-style-type: none"> <li>(i) Each church represented in the delegation at the constituency meeting shall choose, or empower its delegation to choose, through and from its delegation, one (1) member plus one additional member for each _____ members or a major fraction thereof of the recommendations committee. In addition, the at-large delegates to the constituency meeting shall select five (5) persons from the at-large delegate group to serve on the organizing recommendations committee.</li> <li>(ii) Each church with a membership of at least 250 shall be further empowered to choose through and from its delegation, one (1) additional member of the recommendations committee.</li> <li>(iii) Members of the organizing committee shall be chosen selected by the churches from among their chosen delegates, at, or prior to, the commencement of the constituency meeting.</li> <li>(iv) The chair of the organizing recommendations committee shall be the president of the British Union Conference or his designee.</li> </ol> <p>The organizing recommendations committee shall nominate from the delegation, and the constituency shall elect, the following standing committees at the constituency meetings of this Conference:</p> <ul style="list-style-type: none"> <li>A Nominating Committee</li> <li>A Constitution and bylaws Committee</li> <li>Plans Committee</li> <li>Credential and Licences Committee</li> </ul> <p>(b) <b>Nominating Committee:</b> The nominating committee shall consist of at least ten and not more than sixteen members, including the president of the British Union Conference, or his designee, who shall serve as the chair. The membership of the committee shall be balanced, as nearly as possible, between denominational workers and laypersons representing various segments of the work and territories of the conference, of this Conference throughout the Territory.</p> <ol style="list-style-type: none"> <li>(i) Those chosen as members of the nominating committee must be duly appointed delegates in attendance at the constituency meeting.</li> <li>(ii) Persons holding elective office, as outlined in Article 5 (j) (i) and (ii), in the current term, excluding non ex-officio members of the executive committee, shall not be eligible to serve on the nominating committee.</li> <li>(iii) The nominating committee shall limit its nominations to those positions for which persons are to be elected at the constituency meeting and for which budgetary provisions have been made.</li> <li>(iv) The nominating committee shall also nominate members for the conference Executive Committee and for the boards of Conference institutions whose bylaws constitutions, operating policies, or articles of association indicate that board members for the entity are elected at a Conference constituency meeting.</li> </ol> <p>(c) <b>Standing Constitution and Bylaws Committee:</b> 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 Union Mission/Section or British Union Conference, and shall be chaired by the secretary of this Conference, or his/her designee. This committee shall function between the regularly scheduled constituency meetings and shall submit its reports and detailed recommendations through the conference Executive Committee to the next regular constituency meeting.</p> <p>(d) <b>Plans Committee:</b> The plans committee shall consist of at least twenty-five (25) and not more than thirty-five (35) members, excluding the chair. Should the matters under review and study so require, the committee may divide itself into sub-sections for the purpose of drafting proposals to be approved by the full committee prior to presentation to the constituency meeting.</p> <p>(e) <b>Credentials and Licences Committee:</b> The credentials and licences committee shall consist of at least nine (9) and not more than fifteen (15) members, excluding the chair. The committee shall recommend to the</p>	<p>We need to decide how many members of the recommendations committee the at-large delegates can select.</p> <p>Note that in the BUC Constitution the sections referring to the Plans Committee and the Credentials and Licences Committee have been removed. The work formerly done by the Plans Committee is largely done through a strategic planning process, and at Sessions the Plans</p>

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
	<p>constituency meeting of this Conference, the granting of suitable credentials and licences to such employees that the committee shall consider suitable to work in this Conference, according to General Conference Working Policy E05 and E10, and ask the constituency meeting of this Conference to approve the ordination or commissioning of those who have given proof of their calling to the ministry. The credentials or licences granted or issued by a constituency meeting of this Conference shall remain in force and be valid until the next constituency meeting or the conclusion of their term of employment. Between constituency meetings the Executive Committee is authorised to perform such duties though the Executive Committee may still decide to delegate such duties to this committee.</p>	<p>Committee is often carried out by the entire body of delegates.</p> <p>Credentials and Licences are a function of employment and therefore this function needs to be carried out by the administration of the Conference and voted by the Executive Committee.</p>
<p align="center"><b>Bylaws Article V—Executive Committee</b></p> <p>Sec. 1. Membership: The executive committee of the _____ 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, and vice president(s) of the conference shall be members ex officio of the executive committee. The membership of the committee may include at least one departmental director and one institutional representative with the remaining membership balanced as nearly as possible between laypersons and pastors or other denominational employees from various sections of the conference. The officers of the _____ Union Mission/Section or Union Conference, of the _____ Division and of the General Conference of Seventh-day Adventists are members ex officio of the 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. (Note: A conference constituency may indicate in its bylaws the minimum percentage of laypersons on the conference executive committee.)</p> <p>Sec. 2. Delegated Authority: The executive committee of this conference, unless replaced at a special constituency session, 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 conference constituency meeting, including officers of the conference, directors of departments/services, members of boards and committees whose election or appointment is a result of a constituency meeting or executive committee meeting action and to fill, for the remaining portion of the term, any vacancies thus created. The removal of those named under Article VI, Sec. 1., shall require the affirmative vote of two-thirds (2/3) of those voting at a conference 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> <ol style="list-style-type: none"> <li>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 conference constituency meeting election. If a new president is to be elected, the president of the _____ Union Mission/Section or Union Conference, or his designee, shall serve as chair of the executive committee.</li> <li>To appoint committees, such as an administrative committee, with their terms of reference.</li> <li>To employ such personnel as may be necessary to execute its work effectively.</li> <li>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 conference executive committee.</li> </ol> <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. 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>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 align="center"><b>Bylaw 5 – Executive Committee</b></p> <p>(a) Membership: The Executive Committee of the _____ 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 at least fourteen (14) and not more than seventeen (17) members. 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 the Executive Committee may include at least one departmental director and one institutional representative with the remaining membership balanced as nearly as possible between laypersons and pastors or other denominational employees from various sections of this Conference. The officers president, executive secretary and treasurer of the British Union Conference, the Trans-European Division and of the General Conference of Seventh-day Adventists are members ex officio of the 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 members present may attend all Executive 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 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 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 conference constituency meeting, including officers of this Conference, directors of departments/services, members of boards and committees whose election or appointment is a result of a constituency meeting or Executive Committee meeting action, and to fill, for the remaining portion of the term, any vacancies thus created. The removal of 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 conference 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 Conference, in order to manage and have oversight of the affairs of this Conference, including but not limited to the following:</p> <ol style="list-style-type: none"> <li>To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices which have been filled by election at a constituency meeting. If a new president is to be elected, the president of the British Union Mission/Section or Conference or his designee, shall serve as chair of the Executive Committee.</li> <li>To appoint committees, (other than those specified in Article 7), such as an administrative committee, with their terms of reference.</li> <li>To employ ministers, secretaries, teachers, and other persons as deemed necessary for the work of this Conference.</li> <li>To grant and withdraw credentials and licenses in respect of employees of this Conference. The withdrawal of credentials shall require the consent of two thirds (2/3) of the members of the Executive Committee.</li> <li>To acquire property (of whatever nature) for the use and benefit of this Conference, and to manage, dispose of or otherwise deal with that property. Insofar as any such property is vested in the Seventh-day Adventist Association Limited (being the legal corporation of this Conference) or any other company, corporation or person, to give directions to that body or person as to the management and disposal of such property as this Conference shall deem expedient.</li> </ol> <p>(d) Regular Meetings: The Executive Committee shall schedule regular meetings at such times and places as it may select.</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 responsibility liability. The possible solutions were discussed at the NEC Session in 2021 and the body voted not to have any Union officers as full members (and therefore trustees) of the Conference. Note that this is in keeping with a similar decision made at the BUC Session in 2021.</p> <p>The expansion of this paragraph was at the request of the previous Constitution Committee. We may want to remove the words “and have all the powers of this Conference, in order to manage and have oversight of the affairs of this Conference,”</p>

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
	<p>(e) Special Meetings: Special meetings of the Executive Committee may be called at any time or place by the president or, in his absence, by the secretary. A special meeting shall also be called by the secretary in response to the written request of a majority of the members of the Executive Committee.</p> <p>(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.</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>(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.</p> <p>(j) Remuneration: Subject to paragraph (a) above and Article 14, no member of the Executive Committee may receive remuneration or any other financial benefit (excepting reimbursement of reasonable out-of-pocket expenses) for their service on the Executive Committee at the cost of this Conference.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(n) Plans: The Executive Committee shall be responsible for the implementation of plans and policies made by this Conference at its constituency meeting and shall report to the next constituency meeting concerning the implementation of those plans. Copies of plans voted at the previous constituency meeting, and minutes, shall be made available to delegates at least fourteen (14) days prior to the constituency meeting.</p>	
<p align="center"><b>Bylaws Article VI—Officers and Their Duties</b></p> <p>Sec. 1. Executive Officers: The executive officers of this 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 union executive committee, the constituency in session, and/or the conference 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 align="center"><b>Bylaw 6 – Officers and Their Duties</b></p> <p>(a) Executive Officers: The executive officers of this 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 Conference to fulfil the Purpose, which may include carrying carry forward the work according to plans, policies, and programmes, that have been voted by the executive committee of the British Union Conference, the constituency in session at a constituency meeting, and/or the conference Executive Committee. These plans, policies, and programmes shall be in</p>	



GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
<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 conference in consultation with the secretary and the treasurer/chief financial officer. He shall act as chair of the constituency meetings and the executive committee, and serve in the general interests of the conference as the constituency and the executive committee shall determine. In his leadership he shall adhere to the policies of the _____ Union, the _____ Division, and the General Conference of Seventh-day Adventists, work in harmony with the union executive committee, and in close counsel with the union 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 conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the conference constituency meetings and of the executive committee meetings, to furnish copies of these minutes to all members of the executive committee and to the union officers. The secretary shall also be responsible for providing information as may be requested by the president or by the conference, union, or division executive committee, and shall perform such other duties as usually pertain to the office.</p> <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 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 union/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 union officers.</p> <p>Sec. 2. Other Officers: Other individuals may serve as officers of the local conference, such as vice president, associate secretary, and associate treasurer.</p>	<p>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 _____ Conference in consultation with the secretary and the treasurer/chief financial officer. He shall act as chair of the constituency meetings and the Executive Committee and serve in the general interests of the this Conference as the constituency and the Executive Committee shall determine. In his leadership he shall adhere to the policies of the British Union Conference, the Trans-European Division and the General Conference of Seventh-day Adventists, work in harmony with the union executive committee of the British Union Conference, and in close counsel with the union officers of the British Union Conference.</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 Conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the Conference constituency meetings and of the Executive Committee meetings, to furnish copies of these minutes to all members of the Executive Committee and to the union officers of the British Union Conference. The secretary shall also be responsible for providing information as may be requested by the president or by the conference Executive Committee, or by the executive committees of the British Union Conference or Trans-European Division, and shall perform such other duties as usually pertain to the office.</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 this Conference after consultation with the president. The treasurer/chief financial officer shall be responsible for providing financial leadership to the organisation this Conference which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the Executive Committee, for remitting all required funds to the union/division/ British Union Conference, Trans-European Division and the General Conference in harmony with the Trans-European Division policy, and for providing financial information to the president and to the Executive Committee. The treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the British Union Conference officers.</p> <p>(b) Other Officers: Other individuals may serve as officers of this Conference, such as vice president, associate secretary, and associate treasurer.</p>	
<p><b>Bylaws Article VII—Directors of Departments/Associations/Services</b></p> <p>Sec. 1. Advisory Role: The directors of departments/associations/ services of this conference shall work under the direction of the executive committee and the president and shall serve in an advisory relationship to the field.</p> <p>Sec. 2. Departments/Association/Services Structure: Conference departments, associations, and services shall be organized in harmony with the department/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><b>Bylaw 7 – Directors of Departments/Associations/Services</b></p> <p>(a) Advisory Role: The directors of departments/associations/services of this Conference shall work under the direction of the Executive Committee and the president and shall serve in an advisory relationship to the field constituency.</p> <p>(b) Duties: It is the duty of the directors and associates of a department of this Conference to promote the general interests of the work entrusted to that department, to provide such statistical reports as may be required, and to perform all other duties usually pertaining to the office of such departmental director and associates.</p> <p>(c) Departments/Associations/Services Structure: This Conference's departments/services shall be organised in harmony with the departmental/association/service structure of the General Conference but shall not necessarily duplicate the departments/associations/services in the British Union Conference, Trans-European Division, or the General Conference.</p>	

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
<p align="center"><b>Bylaws Article VIII—Other Organizations</b></p> <p><b>Sec. 1.</b> Unincorporated Organizations: The _____ 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 conference.</p> <p><b>Sec. 2.</b> Corporations: The _____ 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 align="center"><b>Bylaw 8 – Other Organisations</b></p> <p>(a) Unincorporated Organisations: The _____ This Conference may carry on its ministry through unincorporated subsidiary organisations.</p> <p>(b) Corporations: The _____ This Conference may form corporate bodies provided it obtains prior approval of the Trans-European Division. Membership meetings and elections of boards of directors shall be held as provided by articles and bylaws of the corporations and in harmony with applicable laws.</p>	
<p align="center"><b>Bylaws Article IX—Finance</b></p> <p><b>Sec. 1.</b> Tithes and Offerings: The church funds managed by this conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as received from the local churches within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other donations as may be made to it.</p> <p><b>Sec. 2.</b> Policies: 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 _____ 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.</p> <p><b>Sec. 3.</b> Bank Accounts: The funds of this 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 _____ 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><b>Sec. 4.</b> Financial Statements: The _____ Conference shall prepare regularly appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the _____ Union Conference or Union Mission/Field Section and the _____ Division of the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.</p>	<p align="center"><b>Bylaw 9 – Finance</b></p> <p>(a) Tithes and Offerings: The church funds managed by this Conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy in accordance with Article 12 (d) and as received from the local organised churches 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 Conference shall be, without limitation, any:</p> <ul style="list-style-type: none"> <li>(i) other grants made to this Conference by Seventh-day Adventist organisations and receivable by this Conference;</li> <li>(ii) rents arising from property owned by or on behalf of this Conference;</li> <li>(iii) returns from investments made by this Conference out of its own resources;</li> <li>(iv) income arising out of the day-to-day operations of this Conference;</li> <li>(v) gifts, donations, legacies, or similar moneys made or payable to this Conference; and</li> <li>(vi) other income in cash or in kind received by this Conference, it being understood that all such income must be used in the furtherance of the Purpose.</li> </ul> <p>(c) Third Party Funds: This Conference may receive, hold in trust, and forward any third party funds channelled through it to the British Union Conference, or the Trans-European Division and the General Conference or, within the territory of the British Union Conference, to the Seventh-day Adventist Retirement Plan or to any conference, mission, or Seventh-day Adventist institution.</p> <p>(d) Policies: The portion of the tithe which is reserved for this Conference, as specified by policy and all other funds, shall be applied in furtherance of the Purpose and be used in harmony with the financial policies of the Trans-European Division provided that this is in accordance with the law and regulations governing the Conference; of the General Conference of Seventh-day Adventists; and in the case of donations, their use shall be applied in furtherance of the Purpose, in harmony with the specifications of donors and in compliance with the law and regulations governing the Conference government regulations. In fulfilment of the Purpose the tithe is shared with the British Union Conference and the Trans-European Division on fixed percentages as set by the executive committee of the Trans-European Division 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 the Conference, the funds of this 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 North England Conference of Seventh-day Adventists' in regular or special accounts, in such banks or savings institutions as the Executive Committee shall designate and shall be withdrawn only by persons authorised by resolution of the Executive Committee.</p> <p>(f) Financial Statements: This The _____ Conference shall prepare regularly appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the British Union Conference or Union Mission/Field Section and the Trans-European Division of the General Conference of Seventh-day Adventists and, to the extent required by law, with the Charity Commission and 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) Organised Church Accounts &amp; Audits. Organised churches will operate their own bank accounts but this Conference shall be responsible for the auditing of the books of account of the organised churches at least once each calendar year.</p>	<p>The term "devises" is not recognised here in the UK.</p>

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
	(i) Acquisition and Disposal of Church Property: The Seventh-day Adventist Association Limited shall be the regular holding trustee for this Conference to acquire, hold, manage, dispose of or deal with real estate and (if required by the Executive Committee) personal property for and on behalf of or for the use and benefit of this Conference, but subject to any specific trusts relating to such property and generally to conform with such directions, if any, as are from time to time given to it by or on behalf of this Conference.	
<p><b>Bylaws Article X—Budget, Employee Compensation Review, and Financial Audit</b></p> <p>Sec. 1. Budget: The _____ 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 Working Policy.</p> <p>Sec. 3. Independent Audit: The financial statements of this conference shall be audited at least annually by an auditor chosen in harmony with General Conference Working Policy and the records of this conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.</p>	<p><b>Bylaw 10 – Budget, Employee Compensation Review, and Financial Audit</b></p> <p>(a) Budget: The _____ This 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 working policy.</p> <p>(c) Independent Audit: The financial statements of this Conference shall be audited at least annually by an auditor chosen in harmony with General Conference working policy and the records of this Conference or any of its subsidiaries, agencies, or institutions shall at all times be open to the said auditor.</p>	
<p><b>Bylaws Article XI—Indemnification</b></p> <p>Sec. 1. To the extent permitted by law, this conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because he/she is or was a member of the conference executive committee or an officer, employee, or agent of the 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 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. (Note: This right of indemnification may be expanded or contracted as allowed under local law and as adopted by the constituents.)</p>	<p><b>Bylaw 11 – Indemnification</b></p> <p>(a) To the extent permitted by law and subject to Article 15 (c) [need to change this], this Conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because he/she is or was a member of the Executive Committee or an officer, employee, or agent of this Conference, against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of this Conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.</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>	This will be a new addition to the NEC constitution, though it was referenced previously under finance.
	<p><b>Remuneration</b></p> <p>(a) Not more than half the members of the Executive Committee may be employees of this Conference.</p> <p>(b) The remuneration of any Executive Committee members who are employees of the Conference shall be determined annually in accordance with Article 15 (d) [need to change this].</p> <p>(c) The Executive Committee has the power to provide indemnity insurance for themselves out of the income of the Conference. The insurance shall not extend to:</p> <p>(i) any claim arising from any act or omissions which:</p> <p>(1) the members of the Executive Committee knew to be a breach of trust or breach of duty; or</p> <p>(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>(ii) the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Executive Committee in their capacity as trustees of the Conference.</p> <p>(d) The Executive Committee, shall determine annually and may from time to time adjust the remuneration of all employees of the Conference for the ensuing year within the parameters set by the employee compensation review committee (established in accordance with Article 13 (b)), provided that in respect of any decision concerning the remuneration of a member of the Executive Committee or anyone connected to that member, such member must absent themselves from the discussion and that part of the Executive Committee meeting, and may not vote nor be counted in the quorum for that part of the meeting.</p>	This section is required according to UK charity law and was recommended by our UK lawyer.  J Surridge – It may be possible to add this section to one of the other Bylaws (perhaps under 9 – Finance)
<p><b>Bylaws Article XII—Amendments</b></p> <p>Amendment, Revision, and Repeal: The constitution and bylaws of this 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 Local Conference Model Constitution and Bylaws as</p>	<p><b>Bylaw 12 – Amendments</b></p> <p>Amendment, Revision, and Repeal: The constitution and bylaws of this 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 Local Conference Model Constitution and Bylaws as voted by the</p>	If we are going to include this section we may need to check it carefully with the Amendments statement in the Constitution section.

GC Model Constitution (2022)	Proposed NEC Constitution (2025)	Commentary
<p>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 local 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 and voting, provided such changes are in harmony with the spirit of the Local Conference Model Constitution and Bylaws, and have been processed through the conference executive committee. Notice of any proposed changes to the bylaws of this conference shall be given specifically in conjunction with the publication of notice for the session.</p>	<p>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 local 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 and voting, provided such changes are in harmony with the spirit of the Local Conference Model Constitution and Bylaws, and have been processed through the conference Executive Committee. Notice of any proposed changes to the bylaws of this conference shall be given specifically in conjunction with the publication of notice for the session.</p>	
	<p style="text-align: center;"><b>Bylaw 13 – Interpretation</b></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> <ul style="list-style-type: none"> <li>(a) references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;</li> <li>(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</li> <li>(c) headings are not to affect the interpretation of the constitution.</li> <li>(d) the expression ‘meeting’ includes, except where inconsistent with any legal obligation: <ul style="list-style-type: none"> <li>(i) a physical meeting;</li> <li>(ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and</li> <li>(iii) telephone conferencing.</li> </ul> </li> </ul>	<p>This section was added by our UK lawyer to comply with UK charity law. We probably need to add the words “and bylaws” after the word “constitution”.</p>