



SEVENTH-DAY ADVENTIST CHURCH

**CONSTITUTION OF THE
WELSH MISSION OF
SEVENTH-DAY ADVENTISTS**

Amended

09 December 2010

CONSTITUTION OF THE WELSH MISSION OF SEVENTH-DAY ADVENTISTS

ARTICLE 1 – NAME

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

ARTICLE 2 - TERRITORY

The territory of this Mission shall comprise the principality of Wales and the areas traditionally designated as Shropshire and Herefordshire.

ARTICLE 3 - PURPOSE

- (a) The purpose of this Mission (hereafter referred to as "the Purpose") is to further the Purpose of the British Union Conference within the territory.
- (b) In furtherance of the Purpose but not further or otherwise this Mission shall have the following powers, exercisable subject to the direction of the British Union Conference:
 - (i) To employ and remunerate such ministers, officers, teachers and other employees and to engage such volunteers as may be necessary;
 - (ii) To provide or assist in the provision of housing accommodation for such employees and volunteers, to enable them to carry out their duties, and in cases of need for retired employees, and their families;
 - (iii) To provide or assist (by means of grants, loans or otherwise) in the provision or improvement of churches and other buildings for use for the work of local congregations of Seventh-day Adventists;
 - (iv) To establish, conduct and provide financial assistance for schools for the education of children in which religious instruction according to the doctrines and principles of the Seventh-day Adventists is given and to provide financial assistance to students pursuing education according to those doctrines and principles;
 - (v) To publish or assist the publication of religious literature;
 - (vi) To carry out the social mission of the Gospel by the provision of humanitarian aid to those in need in any part of the world;
 - (vii) To establish, operate and promote financial assistance for convalescent, retirement and nursing homes, conducted in accordance with the doctrines and principles of Seventh-day Adventists.
 - (viii) To provide or assist in the provision of services and facilities (including buildings) for health education and medical treatments in harmony with the doctrines and principles of Seventh-day Adventists.
 - (ix) To acquire and dispose of property of any description and wherever situated (subject to such consents as may be required by law);
 - (x) To borrow money with or without giving security (subject to such consents as aforesaid);
 - (xi) To raise money by any lawful means other than by permanent trading and to accept gifts either for furtherance of the work of this Mission or for any specific object within or connected with the Purpose;

- (xii) To invest funds in any manner permitted by law otherwise than by means of loans to individuals, firms or private companies, and for that purpose to obtain and consider professional advice from a person or firm of good repute having the requisite knowledge and experience;
- (xiii) To provide security for the liabilities of Seventh-day Adventist Association Limited incurred at the request and for the benefit of this Mission. Any such security shall be signed by at least two members of the Executive Committee as authorised by resolution.
- (xiv) Otherwise to further the religious mission and charitable work of Seventh-day Adventists in the territory.
- (xv) The trustees shall have power to provide indemnity insurance for themselves out of the income of the charity. The insurance shall not extend to
 - (1) any claim arising from any act or omission which:
 - A. the trustees knew to be a breach of trust or breach of duty; or
 - B. was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not; and
 - (2) the costs of an unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees of the charity.

ARTICLE 4 - COMPOSITION OF MISSION

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

ARTICLE 5 - SESSIONS

- (a) This Mission shall hold regular triennial sessions at such time and place as the Executive Committee shall determine, and a notice of such sessions shall be published at least four (4) weeks before the appointed time of any session in the British Union Conference official paper.
- (b) A quorum of the session shall be fifty-one percent (51%) of the appointed regular delegates and delegates at large.
- (c) In the event of extraordinary conditions arising which make it advisable to postpone the calling of a regular session, the Executive Committee may postpone such sessions for a period not exceeding one (1) year, providing such action has the consent of at least two thirds of the members of the Executive Committee expressed by personal vote or by signature to a resolution in writing submitted to the members of the Executive Committee. Separate copies of such a resolution may be signed for this purpose.
- (d) The Executive Committee may call an extraordinary session of this Mission at such time and place as it deems proper by a like notice as for regular sessions, and the transactions of such an extraordinary session shall have the same authority as those of regular sessions provided that the business transacted at an extraordinary session shall be only as provided for in the agenda issued with the publication of the notice of such session.

ARTICLE 6 – RECOMMENDATIONS COMMITTEE

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

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

- (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 fifty (50) members shall be further empowered to choose through and from its delegation, one (1) additional member of the Recommendations Committee for its first fifty (50) members, and one (1) for each additional fifty (50) members of its membership or major fraction thereafter.
- (iii) The persons thus selected, together with the British Union Conference president or his designee, who shall act as chairman of this committee, shall be responsible for nominating all standing committees to be appointed by the session.

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

Nominating Committee
Plans Committee
Credentials and Licenses Committee.

ARTICLE 7 - DELEGATES TO SESSIONS

The delegates to a session of this Mission shall be:

(a) Delegates at Large

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

(b) Regular Delegates

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

ARTICLE 8 - VOTING AT SESSIONS

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

ARTICLE 9 - POWERS OF SESSION

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

ARTICLE 10 - CREDENTIALS AND LICENCES

- (a) This Mission in regular session shall grant appropriate credentials and licences to such ministers, Bible Instructors, literature evangelists, church school teachers and lay preachers as it shall consider suitable to serve in this Mission. This Mission in regular session, or the Executive Committee between regular sessions, shall recommend to the British Union Conference executive committee for ordination such persons as shall have given proof of their call to the ministry.
- (b) The credentials or licences granted or issued by this Mission shall remain in force and be valid until the next regular session unless previously terminated by this Mission in extraordinary session or by the Executive Committee.

ARTICLE 11 - ELECTIONS

- (a) The Executive Officers of this Mission shall be:
 - (i) President
 - (ii) Secretary
 - (iii) Treasurer } may be filled by same person

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

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

ARTICLE 12 - DUTIES OF OFFICERS AND DEPARTMENTAL DIRECTORS/SPONSORS

- (a) President

The President shall supervise the general work of this Mission, preside at sessions of this Mission, and meetings of the Executive Committee, and serve in the general interests of this Mission in counsel with the Executive Committee.

- (b) Secretary

The Secretary shall keep a record of proceedings of the sessions of this Mission and of the meetings of the Executive Committee and perform such other duties as usually pertain to this office.

(c) Treasurer

The Treasurer shall receive all moneys pertaining to this Mission, keep an account of the same, and disburse them as the Executive Committee shall direct, and make a full report thereof at regular sessions of this Mission and at such other times as may be requested by the president or as prescribed by the Executive Committee and perform such other duties as usually pertain to this office. Bank accounts approved by the Executive Committee shall be operated by the treasurer and/or such other individuals as may be authorised by the Executive Committee.

(d) The Executive Officers of this Mission shall work in consultation with each other and in counsel with the British Union Conference officers.

(e) Departmental Directors/Sponsors

It shall be the duty of the Director/Sponsor in charge of a department to promote the general interests of the work entrusted to that department, to provide such statistical reports as may be required, and to perform all other duties usually pertaining to the office of such departmental Director/Sponsor. Departmental Directors/Sponsors shall work under the direction of the Executive Committee and the supervision of the president, and shall occupy an advisory relationship to the field.

ARTICLE 13 - EXECUTIVE COMMITTEE

(a) The Executive Committee shall consist of the Executive Officers of this Mission and nine (9) other persons duly elected by this Mission in session, of whom at least five (5) shall be lay members and in harmony with Article 16 (a).

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

ARTICLE 14 - AUTHORITY OF THE EXECUTIVE COMMITTEE

(a) Between sessions the Executive Committee shall manage the affairs of this Mission exercising all the powers of this Mission in session subject to the Constitution and directives of this Mission in session.

(b) The power in (a) shall include the acquisition of property (of whatsoever nature) for the use, benefit or purpose of this Mission and the power to manage, dispose of or otherwise deal with that property (subject always to the specific trusts effecting the same). Insofar as any such property is vested in the legal corporation of this Mission or any other company, corporation or person to give directions to that body or person as to the management and disposal of such property as this Mission shall deem expedient in harmony with Article 19.

(c) The Executive Committee in counsel with the British Union Conference officers may between sessions remove from office any Departmental Director/Sponsor of this Mission, or from the Executive Committee any member thereof, provided that such action has the consent of at least two-thirds of the members of the Executive Committee by personal vote.

ARTICLE 15 - EXECUTIVE COMMITTEE MEETINGS AND NOTICES

(a) Meetings of the Executive Committee may be called at any time by the President, or in his absence, by the Secretary/Treasurer in consultation with the British Union Conference officers.

(b) Subject to paragraph (d) any four (4) members of the Executive Committee, including the Chairman, shall, after due notice to the available members, constitute a quorum and shall be empowered to transact any necessary business.

- (c) Minority meetings of less than four (4) members of the Executive Committee including at least one (1) of the Executive Officers, may be held for the transaction of emergency business, but all action at such meetings must be reported promptly to the other members of the Executive Committee and shall be minuted at the next regular meeting of the Executive Committee.
- (d) Members of the Executive Committee who have any personal or financial interest in any matter to be discussed or determined at a meeting thereof (whether direct or indirect) must declare their interest in advance of any discussion thereon and absent themselves from the discussion, and may not vote nor be counted in the quorum for that part of the meeting.
- (e) In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
 - (i) A physical meeting;
 - (ii) A video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
 - (iii) Telephone conferencing.

ARTICLE 16 - SALARIES, REMUNERATION AND EXPENSES

- (a) Not more than one half of the Executive Committee may be employed by this Mission.
- (b) The remuneration and expenses of any such members who are employees of this Mission shall be determined annually by the executive committee of the British Union Conference within the parameters set by its Remuneration Audit Committee.
- (c) Subject thereto, no member of the Executive Committee may receive remuneration or any other financial benefit (excepting reimbursement of reasonable out-of-pocket expenses) at the cost of this Mission.
- (d) The Executive Committee in consultation with the British Union Conference shall determine annually, and may from time to time adjust the remuneration including expenses of all other employees of this Mission within the parameters set by the British Union Conference Remuneration Audit Committee.
- (e) The remuneration and expenses of persons who may be temporarily employed by this Mission, shall be determined by the Executive Committee.

ARTICLE 17 - SOURCES OF FUNDS

- (a) The sources of funds of this Mission shall be;
 - (i) Tithe income from the churches, companies and isolated members or other donors within its territory granted by virtue of their acceptance of the policies of the British Union Conference;
 - (ii) Any other grants made to this Mission;
 - (iii) Any rents arising from property owned by or on behalf of this Mission;
 - (iv) Any returns from investments made by this Mission out of its own resources;
 - (v) Any income arising out of the day to day business operations of this Mission;
 - (vi) Any gifts, donations, legacies, or similar monies made or payable to this Mission;
 - (vii) Any other income in cash or in kind reasonably deemed to be receivable by this Mission.

It being understood that all such income should be subject to legal entitlement on the part of this Mission and be given for and used in the furtherance of its Purpose.

- (b) This Mission may receive, hold in trust, and forward any third party funds channelled through it to the British Union Conference, Trans-European Division of Seventh-day Adventists and the General Conference of Seventh-day Adventists, or within the territory of this Mission to the Seventh-day Adventist Retirement Plan or to any conference, mission or Seventh-day Adventist institution.

ARTICLE 18 – APPLICATION OF FUNDS

- (a) The funds of this Mission, including all donations, grants, rents, contributions and bequests shall be paid into such accounts in the name of the Welsh Mission of Seventh-day Adventists at such bank or banks as the Executive Committee shall from time to time approve, and shall be withdrawn only by persons authorised by resolution of the Executive Committee.
- (b) All funds received by this Mission for its general purposes shall be applied in furtherance of the Purpose; all funds received or held in trust for another body under 17 (b) shall be transmitted to the governing body thereof; and all funds received for specific objects within or connected with the Purpose shall be applied for the specific objects for which they are respectively given.
- (c) Subject to Article 3 (b) (ii) funds shall not in any circumstances be paid or lent for the benefit of individuals, firms or private companies.
- (d) This Mission shall be responsible for the books of account of the local church treasurers to be audited at least once each calendar year.

ARTICLE 19 – ACQUISITION AND DISPOSAL OF PROPERTY

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

ARTICLE 21 – AMENDMENTS

- (a) This Constitution may be amended at the written direction of the British Union Conference;
- (b) All amendments must be in harmony with the Constitution of the British Union Conference.
- (c) No amendment shall be made which would alter the Purpose as set forth in Article 3 (a) and no amendment shall be valid if its effect would be that this Mission or the British Union Conference ceased to be a charity according to English law.
- (d) The Executive Committee shall promptly provide the Charity Commissioners with a copy of any amendment made under this clause.

ARTICLE 20 - DISSOLUTION OF THIS MISSION

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