



SEVENTH-DAY ADVENTIST CHURCH

**OPERATING POLICY OF THE
WELSH MISSION OF
SEVENTH-DAY ADVENTISTS**

Amended

8 December 2016

OPERATING POLICY 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, a registered charity in England & Wales and 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", and is located in the territory of the Trans-European Division of the General Conference of Seventh-day Adventists, hereinafter referred to as "the Trans-European Division". The purposes, policies, and procedures of this Mission shall be in harmony with the purpose and policy of the British Union Conference, the working policies and procedures of the Trans-European Division and the General Conference of Seventh-day Adventists, hereinafter referenced to as "the General Conference".

ARTICLE 2 - TERRITORY

The territory of this Mission shall comprise the principality of Wales and the areas traditionally designated as Shropshire and Herefordshire. The principal office for the transaction of the business of this Mission is fixed and located at {to be decided}. In an emergency, the executive committee may change the location of the principal office on a temporary basis.

ARTICLE 3 - PURPOSE

- (a) The purpose of this 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 provide financial assistance for convalescent, retirement and nursing homes, conducted in accordance with the doctrines and principles of Seventh-day Adventists.
 - (viii) To provide or assist in the provision of services and facilities (including buildings) for health education and medical treatments in harmony with the doctrines and principles of Seventh-day Adventists.
 - (ix) To 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 other than by means of loans to individuals, firms, or private companies, and for that purpose to obtain and consider professional advice from a person or firm of good repute having the requisite knowledge and experience;
- (xiii) To provide security for the liabilities of The 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
 - (i) 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
 - (ii) 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 THIS 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 sessions at intervals of three (3) years at such time and place as the Executive Committee shall determine, in counsel with the officers of the British Union Conference, and a notice of such sessions shall be published at least four weeks (4) before the appointed time of any session in the British Union Conference official paper. In the event that the executive committee fails to call a regular session within the triennial period, the British Union Conference Executive Committee may give notice for such a meeting and designate the time and place.
- (b) At least fifty-one percent (51%) of the authorised delegates must be present at any regular or special session to constitute a quorum for the transaction of business
- (c) In the event of special conditions arising which make it advisable to postpone the calling of a regular session, the Executive Committee may postpone such sessions for a period not exceeding one (1) year, providing that 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 a time and place as it deems proper by a like notice as for regular sessions when:
 - (i) It is deemed necessary by the executive committee, or
 - (ii) It is deemed necessary by the delegates at any regular session, or
 - (iii) It is requested by 60% per cent of the churches through their church boards who have voted by a two thirds majority in favour of the request, or
 - (iv) It is voted by the British Union Conference Executive Committee.

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

- (e) The transactions of such a special session shall have the same authority as those of regular sessions provided that the business transacted at a special session shall be only as provided for in the agenda issued with the publication of the notice of such session.
- (f) In the absence of a timely response by this Mission Executive Committee to paragraphs (ii) to (iv) in (d)

above, the British Union Executive Committee may call a special session of this Mission and designate the time and place for such a meeting. The agenda for special sessions shall be included in the notice of the meeting. Notice as to the time and place of special sessions shall be given in the same manner as for regularly scheduled sessions.

- (g) Persons elected at session and those appointed by the Executive Committee normally serve until the next regular session. However, their period of service may be shorter due to resignation, voluntary retirement, or removal from office, for cause, by the Executive Committee or a special session.

ARTICLE 6 – DELEGATES TO SESSIONS

The delegates to a session of this Mission shall be designated as follows:

(a) Delegates at Large

- (i) All members of the Executive Committee of this Mission.
- (ii) All attending members of the British Union Conference executive committee.
- (iii) Attending members of the executive committees of the General Conference and the Trans-European Division of Seventh-day Adventists. The number of such delegates shall not exceed ten per cent (10%) of the total number of delegates otherwise provided for.
- (iv) Credentialed and licenced 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 the size of its membership, 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. Such delegates shall be chosen by the business meeting of the respective local church.
- (ii) Such other persons as may be present and are recommended by the Executive Committee and voted by the delegates in session. The number of delegates so seated shall not exceed fifteen per cent (15%) of the other delegates.

ARTICLE 7 – VOTING

- (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 providing he has not already voted on the issue. Voting shall be by ballot or electronic means when determined by vote of session.
- (b) All delegates must be present in person at any session in order to be eligible to vote. There shall be no voting by proxy.

ARTICLE 8 – AUTHORITY OF SESSION

- (a) The president of this Mission shall serve as chair and the secretary of this Mission shall serve as secretary for sessions. The president may designate other individuals to assist in chair duties from time to time. In the event that the president's office is vacant or that the president is unavailable to serve as chair, the session may be called to order by the ranking union officer present. The first item of business shall be the election of a chair *pro tem*, selected from the delegates present at the meeting. When the election of a president has been completed, the new or re-elected president, if present at the session, shall replace the chair *pro tem*.

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

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

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

ARTICLE 9 – SESSION COMMITTEES

Prior to each session of this Mission, the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session.

- (a) **Recommendations Committee:** The standing committees of any session shall be nominated by a Recommendations Committee which 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 for the Recommendations Committee.
 - A. Each church with a membership of at least fifty (50) 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) of its membership or major fraction thereafter.
 - B. The delegates to serve on the Recommendations Committee shall be chosen at, or prior to, the commencement of the session.
 - C. 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.
 - (ii) The Recommendations Committee shall nominate from the delegation the following standing committees at the session of this Mission:
 - A. Nominating Committee
 - B. Other Committees as may be necessary
- (b) **Nominating Committee:** The Nominating Committee shall consist of from nine to eleven (9-11) members, excluding the chair, who must be duly appointed delegates in attendance.
 - (i) The membership shall be balanced, as nearly as possible, between employees of this Mission and lay persons, representing various segments of the work and territories of this Mission.
 - (ii) Incumbent officers and departmental directors / sponsors shall not be members of the Nominating Committee.
 - (iii) Incumbent members of the Executive Committee shall not serve as members of the Nominating Committee.
 - (iv) The Nominating Committee shall limit its nominations to those positions for which persons are to be elected at the session meeting and for which budgetary provisions has been made.
 - (v) The Nominating Committee shall also nominate members, other than the ex officio members, for the Mission Executive Committee
- (c) **Credentials and Licences Committee:** This committee shall consist of from five to seven (5-7) members, excluding the chair. The committee shall recommend to this Mission in session the granting of suitable credentials and licences to such employees and lay preachers that the committee shall consider suitable to work in this Mission, and ask this Mission in session to approve the ordination of such men as shall have given proof of their calling to the ministry. The credentials or licences granted or issued by this Mission in session shall remain in force and are valid until the next regular session unless previously terminated by this Mission in extraordinary session. Between sessions the Executive Committee is authorised to perform such duties.
- (d) **Plans Committee:** This committee shall consist of from ten to fifteen (10-15) members, excluding the

chair. Should the matters under review and study by the Plans Committee so require, the committee may divide itself into sub-sections for the purpose of drafting proposals to be approved by the full committee prior to presentation to the Session. Alternatively, the delegates in session may vote that the whole delegation spend time to operate as a Plans Committee.

ARTICLE 10 - ELECTIONS

The Executive Officers of this Mission shall be: a President, a Secretary and a Treasurer. The same person may fill the position of Secretary/Treasurer.

The Executive Officers 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.

- (a) This Mission in regular session shall elect:
 - (i) Departmental Sponsors
 - (ii) Members of the Executive Committee
- (b) Persons elected under (i) 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 11 - OFFICERS

The Executive Officers of this Mission shall be a president, a secretary and a treasurer. It is the duty of these officers, in consultation with one another and in counsel with the British Union Conference officers, to carry forward the work according to plans, policies, and programmes voted by the constituency and/or the Mission executive committee. These plans, policies, and programmes shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

- (a) President - The President, is the Chief Executive officer and shall report to the executive committee of this Mission in consultation with the secretary and the treasurer. He shall supervise the general work of this Mission, open and preside at sessions, and meetings of the Executive Committee, and work in the general interests of this Mission in counsel with the Executive Committee. In his leadership he shall adhere to the policies of the British Union Conference, the Trans-European Division and of the General Conference of Seventh-day Adventists, work in harmony with the British Union committee and in close counsel with the Union officers.
- (b) Secretary - The secretary, associated with the president as an executive officer, shall work under the direction of the executive committee and shall act as vice-chair of the executive committee. The secretary shall report to the executive committee of this Mission. It shall be the duty of the secretary to keep the minutes of the Mission sessions and of the executive committee and to furnish copies of these minutes to all members of the executive committee and to the officers of the British Union Conference. The secretary shall also be responsible for providing information as may be requested by the president or the union and local mission committees, and shall perform such other duties as pertain to the office.
- (c) Treasurer - The treasurer/chief financial officer, associated with the president as an executive officer, shall work under the direction of the executive committee. The treasurer shall report to the executive committee of this Mission. The treasurer shall be responsible for providing financial leadership to the organisation which will include, but shall not be limited to, receiving, safeguarding, and disbursing all funds in harmony with the actions of the executive committee, for remitting all required funds to the union/division/General Conference in harmony with the Trans-European_Division policy, and for providing financial information to the president and to the executive committee. The treasurer shall also be responsible for furnishing copies of the financial statements to the British Union Conference officers 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.

ARTICLE 12 - DEPARTMENTAL SPONSORS

Departmental Sponsors - It shall be the duty of the 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 Sponsor. Departmental 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 – APPOINTMENTS

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

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

ARTICLE 14 - EXECUTIVE COMMITTEE

- (a) The Mission Executive Committee, of which the President shall be the chair and the secretary/secretary-treasurer shall be the secretary, shall consist of the Executive Officers (ex officio members) 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), and all its proceedings shall be reported promptly to the Executive Committee of the British Union Conference.
- (b) The officers of the British Union Conference, the Trans-European Division, and the General Conference of Seventh-day Adventists are members ex officio of this mission 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 per cent of the committee membership present.
- (c) The Executive Committee may delegate any of its functions to sub-committees consisting of three (3) or more persons appointed by them, but at least one (1) member of every sub-committee must be an Executive Committee member, and all proceedings of sub-committees must be reported promptly to the Executive Committee.
- (d) The Executive Committee may appoint committees consisting of three (3) or more persons to advise it on any matter, and may authorise 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 15 - AUTHORITY OF THE EXECUTIVE COMMITTEE

- (a) Between sessions the Executive Committee is delegated the authority to 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 18.
- (c) The Executive Committee in counsel with the British Union Conference officers may between sessions remove, for just and adequate cause, 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.
- (d) The Executive Committee shall be responsible for the implementation of plans and policies made by this Mission in session, and shall report to the next session concerning the implementation of those plans. Copies of plans voted at the previous session, and minutes, shall be made available to delegates at least fourteen (14) days prior to the session. Lists of delegates to a session shall be made available to delegates at the session.

ARTICLE 16 - MEETINGS AND NOTICES

- (a) Meetings of the Executive Committee may be called at any time by the President, or in his absence, by the Secretary / Secretary/Treasurer in consultation with the British Union Conference officers or upon the written request of the majority of the members thereof.
- (b) Subject to paragraph (e below), 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 session of the Executive Committee.
- (d) Notice as to time and place, shall be provided to all members in a reasonable manner, at least 48 hours prior to the meeting if the meeting is to take place by electronic conference or similar communications, or at least 96 hours if the meeting is to take place in person.
- (e) Subject to Article 19 any member of the Executive Committee who has any personal or financial interest in any matter to be discussed or determined at a meeting thereof (whether direct or indirect) must declare their interest in advance of any discussion thereon and absent themselves from the discussion, and may not vote nor be counted in the quorum for that part of the meeting.
- (f) Electronic consent agendas (written resolutions) may be used to record and approve matters such as the routine applications of policy, travel authorisations, service requests and employment items and any other routine matters that the Executive Committee gives approval for. Fifty one per cent (51%) of Executive Committee members are required to respond in favour for such actions to stand.
- (g) In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
 - (i) a physical meeting;
 - (ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
 - (iii) telephone conferencing.

ARTICLE 17 - SOURCES OF FUNDS

- (a) The sources of funds of this 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 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 tithe, 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. The portion of the tithe which is reserved for this Mission, as specified by policy, and all other funds shall be used in harmony with the financial policies of the Trans-European Division of the General Conference of Seventh-day Adventists; and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with government regulations. Tithe is shared with the union and division on fixed percentages as set by the British Union Executive Committee and the Trans-European Division Executive Committee, and with the General Conference on fixed percentages as set by the Annual Council of the General Conference Executive Committee.
- (b) All funds received by this 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 - BUDGET, REMUNERATION, AND EXPENSES

- (a) No 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.
- (a) 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, except that the Executive Committee may have the power to provide indemnity insurance for themselves out of the income of the charity. The insurance shall not extend to:
 - (i) Any claim arising from any act or omission which:
 - (A) the members of the Executive Committee knew to be a breach of trust or breach of duty; or
 - (B) was committed by the members of the Executive Committee in reckless disregard of whether it was a breach of trust or breach of duty or not; and
 - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Executive Committee in their capacity as trustees of the charity.
- (c) 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.
- (d) The remuneration and expenses of persons who may be temporarily employed by this Mission, shall be determined by the Executive Committee.

ARTICLE 20 – ACQUISITION AND DISPOSAL OF PROPERTY

The legal corporation, The 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 (if required by the Executive Committee) 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 Operating Policy 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 and must not be inconsistent with the Constitution of the General Conference and the working policy of the Trans-European Division.
- (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 22 - 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.