

# CONSTITUTION OF THE CAPE CONFERENCE OF SEVENTH-DAY ADVENTISTS

## Article I—Name

**The name of this organization shall be known as the Cape Conference of Seventh-day Adventists, hereinafter referred to as the conference.**

## Article II—Purpose

**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.**

## Article III—Relationships

**The Cape Conference is a member unit of the Southern Africa Union Conference or Union Mission/Section of the Seventh-day Adventist Church and is located in the territory of the Southern Africa-Indian Ocean 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 Southern Africa-Indian Ocean 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.**

## Article IV—Geographic Territory

**The territory of this conference shall consist of Saint Helena (including Ascension, and Tristan da Cunha), and the Eastern Cape (including Mount Curry District in KwaZulu Natal Province), Northern Cape, North-Western Cape (except Mafikeng and Vryburg Districts), and Western Cape Provinces in South Africa.**

The territory shall be delineated into four (4) regions as follows:

- a. Eastern Region
- b. Northern Region
- c. Saint Helena Island Region
- d. Western Region

The regions shall be divided into district circles as determined by the executive committee in consultation with the churches in the said proposed district circles and shall operate in accordance with Article XIV Bylaws of The Cape Conference of Seventh-Day Adventists, and furthermore shall be organized as follows:

a. Pastoral Liaison Committees shall be formed from representatives of a group of churches or companies, under the care of one pastor as determined by the Executive Committee in consultation with the churches in the said proposed districts.

b. District Circles shall consist of representatives from a group of pastoral liaison committees in a geographically defined area as determined by the Executive Committee in consultation with the Pastoral Liaison Committees in the said proposed districts.

c. District Circles shall be determined by the Executive Committee in consultation with the District Circles in the said proposed districts.

#### **Article V—Membership/Constituency**

**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.**

#### **Article VI—Bylaws**

**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.**

#### **Article VII—Dissolution and Disposition of Assets**

**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 Southern Africa-Indian Ocean Division of the General Conference of Seventh-day Adventists.**

## **Article VIII—Amendments**

**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.**

## **BYLAWS OF THE CAPE CONFERENCE OF SEVENTH-DAY ADVENTISTS**

### **Article I—Principal Office**

**The principal office for the transaction of the business of the Cape Conference is fixed and located at Port Elizabeth, 7 Heugh Road, Walmer, 6070. The executive committee may change the location of the principal office on a temporary basis.**

### **Article II—Membership/Constituency Meetings**

**Sec. 1. Regular Meeting: This conference shall hold a regular triennial, 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 triennial, period, the Southern Africa Union Conference or Union Mission/Field Executive-Committee, or General Conference Executive Committee in the case of**

\*The membership/constituency meeting is a business meeting of the membership of this conference. These meetings may also be called membership/constituency sessions.

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:

- a. A notice printed in the official publication of the conference at least six weeks before the date of the session, or
- b. A method approved by the Cape Conference Executive Committee, provided all member units receive notice with sufficient time to select delegates, or
- c. **A method approved by the Southern Africa Union Executive Committee, in the event of inaction or failure to call a constituency meeting by the Cape Conference Executive Committee.**

**Sec. 2. Special Meeting: a. The executive committee of this conference shall call a special constituency meeting when:**

- 1) **It is voted by the executive committee, or**
- 2) **It is voted by the delegates at any constituency meeting, or**
- 3) **It is requested by fifty one percent of the churches of the conference through their business meetings, or**
- 4) **It is voted by the union executive committee, division executive committee, or General Conference Executive Committee.**

**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.**

**b. In the absence of a timely response by the conference executive committee to paragraphs 2) through 4) in Sec. 2. a. above the Southern Africa Union Executive Committee or Southern Africa-Indian Ocean Division Executive Committee may call a special constituency meeting of the conference and designate the time and place for such a meeting.**

**c. The agenda for special constituency meetings shall be included in the notice of the meeting.**

**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.**

**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 participating can hear each other at the same time, and participation by such means shall constitute presence in person and attendance at such a meeting. Votes cast remotely shall have the same validity as if the delegates met and voted onsite.

**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 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. The first item of business shall be the election of a chair *pro tem*, selected from the delegates present at the meeting. When the election of a president has been completed, the new president, if present at the constituency meeting, shall replace the chair *pro tem*.

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

**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 Southern Africa-Indian Ocean Division.**

Agenda Items for Regular Constituency Meetings: All items which any church member would like to place on the agenda of the constituency meeting shall be forwarded to the secretary of this Conference after approval by the respective church board.

Items submitted by the church boards and approved by the executive committee, together with items that may be added by the executive committee, shall be placed on the agenda. The decision of the executive committee not to include an item on the agenda must be communicated to the church board timeously so as not to preclude the normal right of appeal to higher authority.

**Sec. 6. Quorum:** At least fifty one 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.

In the event of a quorum not being available, notice shall be given to convene a special constituency meeting in a manner referred to in Sec. 2 above. Should a quorum then not be available, those present shall constitute a quorum.

**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.**

**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.

**Sec. 9. Voting:** The voting on matters of business shall normally be by *viva voce*. The chair may call for the vote by other means, including a secret ballot or electronic voting devices 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.

**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 *General Conference Rules of Order*, 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.

**Sec. 11. Election/Appointment and Term of Office: 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.

**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.

The phrase “for cause” when used in connection with removal from an elected or appointed position, or from employment, shall include but not be limited to 1) incompetence; 2) persistent failure to cooperate with duly constituted authority in substantive matters and with relevant employment and denominational policies; 3) actions which may be the subject of discipline under the *Seventh-day Adventist Church Manual*; 4) failure to maintain regular standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea for a crime.

### **Article III—Representation at Constituency Meetings**

**Sec. 1. Regular Delegates:** 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 two hundred members 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.**

**Sec. 2. Delegates At-Large: Delegates at-large to a constituency meeting of this conference include:**

- a. The current members of the executive committee of this conference.**
- b. Members of the Southern Africa 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.**
- c. All employees holding credentials or ministerial licenses issued by this conference.**
- 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.**
- 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.**

**Sec. 3. Church Membership Requirement: 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.**

#### **Article IV— Constituency Meeting Committees**

*(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.)*

**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.**

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. **These committees include:**

**Sec. 1. Organizing Committee: 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 10 members or a major fraction thereof. In addition, the at-large delegates to the constituency meeting shall select 30, persons from the at-large delegate group to serve on the organizing committee.**

**b. Members of the organizing committee shall be chosen at or prior to the constituency meeting.**

**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.**

**d. The chair of the organizing committee shall be the president of the Southern Africa Union or his designee.**

**e. The organizing committee shall nominate, and the constituency shall elect:**

**1) A nominating committee**

**2) A constitution and bylaws committee**

The chairperson of the Southern Africa Union standing constitution committee or designee shall chair the constitution committee for the duration of the meeting. This committee shall consist of five persons excluding the chairperson.

Representations by delegates to the constituency meeting may be made to this constitution committee for consideration.

**3) Other committees as may be necessary.**

**Sec. 2. Nominating Committee:** The nominating committee shall consist of at least twenty and not more than twenty-eight members, including the president of the Southern Africa 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.

a. Those chosen as members of the Nominating Committee must be duly appointed delegates in attendance at the constituency meeting.

b. Persons holding elective office, as outlined in Article II, Sec. 11. in the current term, shall not be eligible to serve on the Nominating Committee.

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.

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.

e. After any report of the Nominating Committee has been read, moved, and seconded, there must be a break of at least ten (10) minutes for any possible objections to be discussed with the chairperson, secretary of the nominating committee and three other members of that committee, one from each region as previously appointed by the nominating committee) who may advise if the report should be referred back.

**Sec. 3. Standing Constitution and Bylaws Committee:** The standing constitution and bylaws committee shall include an officer of the Southern Africa 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.

## Article V—Executive Committee

**Sec. 1. Membership:** The executive committee of the Cape Conference of Seventh-day Adventists shall be elected at its regularly scheduled constituency meeting and shall consist of not more than twenty-nine 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 Southern Africa Union Mission/Section or Union Conference, of the Southern Africa-Indian Ocean 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.)*

**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, 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.

**Sec. 3. Administrative Authority:** The executive committee shall have full administrative authority:

a. 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 Southern**

**Africa Union Mission/Section or Union Conference, or his designee, shall serve as chair of the executive committee.**

b. To appoint committees, such as an administrative committee, with their terms of reference.

c. To employ such personnel as may be necessary to execute its work effectively.

d. 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.

**Sec. 4. Regular Meetings:** The executive committee may schedule regular meetings at such times and places as it may select.

**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.

**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.

**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.

**Sec. 8. Quorum:** fifteen members of the executive committee, of whom no fewer than seven (7) shall be non-employees of the Conference, **including the chair or vice-chair**, shall constitute a quorum.

**Sec. 9. Report:** The executive committee shall render a written report of its activities to all the churches of the constituency at least once a year in a manner determined by the executive committee.

## Article VI—Officers and Their Duties

**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.**

**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 Southern Africa Union, the Southern Africa-Indian Ocean 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.

**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.

**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 Southern Africa-Indian Ocean 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.**

**Sec. 2. Other Officers:** Other individuals may serve as officers of the local conference, such as vice president, associate secretary, and associate treasurer.

## **Article VII—Directors of Departments/Associations/Services**

**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.

**Sec. 2. Departments/Associations/Services Structure:** Conference departments, associations, and services shall be organized in harmony with the department/association/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.

## **Article VIII—Other Organizations**

**Sec. 1. Unincorporated Organizations:** The Cape 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.

**Sec. 2. Corporations:** The Cape Conference may form corporate bodies provided it obtains prior approval of the Southern Africa-Indian Ocean 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.

## **Article IX—Finance**

**Sec. 1. 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.

**Sec. 2. 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 Southern Africa-Indian Ocean 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.

**Sec. 3. Bank Accounts:** The funds of this conference shall be safeguarded in harmony with the financial policies of the Southern Africa-Indian Ocean Division of the General Conference of Seventh-day Adventists. Moneys shall be deposited in the name of the Cape 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.

**Sec. 4. Financial Statements:** The Cape 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 Southern Africa Union Conference or Union Mission/Field Section and the Southern Africa-Indian Ocean Division of the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.

#### **Article X—Budget, Employee Compensation Review, and Financial Audit**

**Sec. 1. Budget:** The Cape Conference shall prepare an annual budget in harmony with the policies of the Southern Africa-Indian Ocean Division of the General Conference of Seventh-day Adventists.

**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*.

**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.

## Article XI—Indemnification

**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.

**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.)*

## Article XII—Amendments

**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 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.

### **Article XIII— Acquisition of Immovable Property, Gifts, Legacies and Bequests**

Sec. 1. Trustee: Any immovable property bequeathed to, or acquired by, or on behalf of this Conference shall be held in trust for this Conference by SEDCOM (Incorporated Association Not for Gain) (SEDCOM), to whom it shall be transferred in due form of law in its capacity as trustee for the Conference.

Sec. 2. Acceptance of Assets: Any gifts, legacies or bequests to or in favour of this Conference of the Seventh-day Adventist Church shall be sufficiently accepted, if accepted by SEDCOM and any such gifts, legacies, or bequests, in so far as they consist of immovable property shall be transferred to SEDCOM as trustee for this Conference in accordance with 20.1.

Sec. 3. Powers of Administration: In its capacity as trustee of the Conference, SEDCOM, its council and trustees, shall have the power to receive and collect any and all rental, income or interest which may accrue and/or be receivable and to that end shall have power for the purpose of the administration of the trust to buy, sell, let, deal with and/or hire immovable and movable property and to give and take transfer of the same; to pay all rates, taxes, insurance premiums and any other charges on and pertaining to such immovable and movable property; to buy and sell all and any shares or other assets and securities; to pass and register and to cancel, cede and make over mortgage bonds; and to institute and defend legal proceedings in any competent court and to sign all documents which they may deem desirable or required to give effect to the powers vested in such trustees and for such purposes to appoint such attorneys and agents as they in their sole discretion may decide and to recover from this Conference all expenses and disbursements and also any administrative expenses which they may incur pursuant thereto.

Sec. 4. Disposal of Assets: Property held by SEDCOM on behalf of this Conference shall be alienated by SEDCOM as and when authorised by a resolution of the executive committee of the Conference, agreeing to the sale and/or transfer of such property, provided that such authorization is in accordance with this constitution, and also the constitution of SEDCOM.

### **Article XIV— Pastoral Liaison Committee, District Circles, and Regional Committee**

**Sec. 1.** The boundaries of the pastoral districts shall be determined by Executive Committee in consultation with the churches of said districts

The organized churches in a pastoral district shall form a Pastoral Liaison Committee (PLC).

Each organized church shall elect two members in regular standing to serve on the PLC, one of whom shall be the elder.

The District Pastor shall convene the meeting of the district for the purpose of election of PLC officers for the ensuing term.

The PLC shall have the power to invite on an ad hoc basis any person whom it considers as able to make a relevant contribution on a particular item on business. The said invitees shall have voice but no vote.

Representatives from the higher organizations shall be ex officio members of the PLC.

All pastors of congregations in the district shall be ex officio members of the PLC.

The chairperson of the PLC shall be the pastor of the district. In the event there are more than one pastor serving in the district, he/she will be the deputy chairperson. Where there is only one pastor, the deputy chairperson shall be elected from the members of the PLC.

The PLC members serves on a voluntary basis for a period of one (1) year, when PLC members for the ensuing term shall be elected.

The purpose of the PLC shall be to arrange for training and equipping of members, to co-ordinate ministries of the church, to promote and execute evangelism and to facilitate general planning and joint action of the churches in the district, to plan, organize and co-ordinate camp meetings/district rallies in the PLC or jointly with other PLC's.

All activities of the PLC shall be in harmony with the working policies of the Seventh-day Adventist Church.

The PLC shall meet at least once per quarter.

A quorum of the PLC shall be determined at the beginning of each year.

Any PLC member who fails to attend two consecutive meetings without apology shall be replaced.

The PLC may appoint a secretary and treasurer from its membership as it deems necessary. The two offices may be held by one person.

Such funds as are entrusted to the PLC shall be operated and audited in accordance with the accepted policies of the Seventh-day Adventist Church.

The PLC shall not be entitled to acquire or dispose of immovable property.

The PLC shall not be entitled to sue and be sued in its own name.

In the event of the PLC terminating its activities or being dissolved, all assets in its possession shall become the property of the Conference.

The PLC may make suggestions to the Executive Committee regarding the qualities and the capabilities of the pastor to fit the profile-needs of the District.

The PLC shall annually appoint 2 representatives to serve on the District Circle.

**Sec. 2.** Several Pastoral Liaison Committees in a geographical area, as determined by Executive Committee in consultation with the said Pastoral Liaison Committees, will be organized into a District Circle.

In a duly called Pastoral Liaison Committee meeting, two members shall be elected from among the membership of the PLC to serve as representatives at the District Circle, one of them shall be an elder.

All district pastors within a District Circle shall serve as ex officio members.

At an initial meeting of representatives and pastors from various Pastoral Liaison Committee, chaired by the Regional Personal Ministries Director, a chairperson will be elected from among the pastors in that District Circle.

The chairperson shall be on a rotational basis from among pastors, and its term shall be a year.

The meeting shall elect District Circle Secretary and Treasurer as deem necessary, the two offices may be held by one person, whose term of office shall be one year.

The function of the District Circle is to deal specifically with church growth by:

- a. Identifying capable pastors and lay persons who can assist in the training of members in specialized areas of church growth.
- b. Co-ordinating church growth activities within the district circle.
- c. Collating out-reach activity reports from all PLCs. Subsequently, submit a written evangelistic report in a Regional Committee.

Representatives from the higher organizations shall serve as ex officio members.

All activities of the District Circle shall be in harmony with the working policies of the Seventh-day Adventist Church

The quorum shall be determined at the beginning of each year.

Any District Circle member who fails to attend two consecutive meetings without apology shall be replaced.

The District Circle shall not be entitled to acquire or dispose of immovable property.

The District Circle shall not be entitled to sue and be sued in its own name.

In the event of the District Circle terminating its activities or being dissolved, all assets in its possession shall become the property of the Conference.

The District Circle shall annually appoint 2 representatives to serve on the Regional Committee.

**Sec. 3.** A Regional Committee composed of all District Circle representatives within the region, shall be formed.

The Regional Committee shall consist of all the pastors and 2 representatives from each District Circle.

Each region shall be divided into a number of District Circles. The number of District Circles shall be determined by the Executive Committee in consultation with the Pastoral Districts within the respective regions.

All the representatives from the higher organizations shall be ex officio members of the Regional Committee.

The Regional Committee shall serve as a link between the District Circles and the Conference officers, thereby strengthening the communication channel between the officers and the local churches.

The Regional Personal Ministries Director shall serve as the chairperson of the Regional Committee and the Regional Youth Ministries Director shall serve as the deputy chairperson.

Members of the Regional Committee shall on a voluntary basis for a period of one year.

All activities of the Regional Committee shall be in harmony with the policies of the Seventh-day Adventist Church.

The Regional Committee shall be convened prior to the Conference Executive Committee or as deemed necessary by the Regional Personal Ministries Director.

Based on the inputs from the District Circles, the Regional Committee may make certain recommendations to the Executive Committee on matters pertaining to the activities aimed at promoting evangelism and church growth.

The quorum of the Regional Committee shall be determined at the beginning of each year.

The function of the Regional Committee shall be to:

- a. to ensure that the Regional Office serves as a resource and training centre with a focus on church growth;

- b. to ensure that the Regional Office serves as to be the centre from which the church Departmental Regional Personal Ministries Director will be able to serve churches in the region;
- c. to plan, monitor and evaluate church growth activities within the region based on reports received from the District Circles;
- d. to receive quarterly reports from the regional departmental directors on interactions with local churches, Pastoral Districts and District Circles.