

## **Conference of European Churches**

**International non-profit association**

**Registered seat : rue Joseph II, 174 at 1000 Brussels**

**Registry of Brussels 0422.232.783**

Constitution: Association Without Lucrative Purpose constituted under the name of the “Ecumenical Commission for Church and Society in the European Community” legally endowed by the Royal Article of 26 November 1981 of which the mention of the depositing of the statutes was published in the Annexes of the Moniteur Belge – under the section Associations Without Lucrative Purpose of 13 January 1982, the statutes having been published in the said Annexes of 8 April 1982 under the reference number 00.3554

Modification of the statutes: the decision of the General Assembly, published in the Annexes to the Moniteur Belge – under the section Associations Without Lucrative Purpose of 22 December 1994, under the reference number 19941222/020834.

Modification of the statutes: following the decision of the General Assembly of 13 September 1998 published in the Annexes of the Moniteur Belge – under the section Associations Without Lucrative Purpose of 11 January 2000, under the reference number 000479.

Modification of the statutes: Act received by Lawyer Stijn Joye – Notary in Brussels, 23 November 2012, published in the Annexes of the Moniteur Belge on 20 December following under the reference number 12205058.

Modification of the statutes: Act received by Lawyer Guillaume Roberti de Winghe, Notary in Louvain, who substituted for his fellow-lawyer, Lawyer Bertrand Nerincx, due to regional jurisdiction, on 4 December 2014, published in the Annexes to the Moniteur Belge on 30 March 2015 under the reference number 0046748.

### **Preamble**

The Conference of European Churches (hereafter referred to as the ‘Conference’) is an ecumenical fellowship of Churches in Europe which confess the Lord Jesus Christ as God and Saviour according to the Scriptures and therefore seek to fulfil their common calling to the glory of the one God, Father, Son and Holy Spirit.

The Member Churches of the Conference (hereafter referred to as the ‘Members’) seek, by the grace of the Triune God, to pursue together the path of growing conciliar understanding on which they have set out. In faithfulness to the Gospel, as witnessed in Holy Scripture and transmitted in and through the Member Churches of the Conference by the power of the Holy Spirit, they seek to continue to grow in a fellowship of faith, hope and love. Faithful to this Gospel, they also seek to make a common contribution to the mission of the Church, to the safeguarding of life and the well-being of all humankind.

As a fellowship of Churches, they are called to trust and respect one another. They depend on each other to achieve their common objectives. They honour and value the contribution of all, recognising that their diversity is a gift that enriches. Their commitment to mutual respect helps the Conference to grow as an inclusive and open fellowship of Churches, able and willing to both give and receive, ensuring fair and balanced representation in all its work and the composition of its bodies.

In its commitment to Europe as a whole, the Conference seeks to help the European Churches to share their spiritual life, to strengthen their common witness and service and to promote the unity of the Church and peace in the world.

As recognised by the Charta Oecumenica (2001) European Churches have a responsibility to call each other to a life of reconciliation as an expression of Christian unity and for the sake of the well-being of Europe and the world. The Conference is, therefore, also committed to continued wider ecumenical cooperation.

## **Articles of Association**

### **Article 1**

#### **Name, Legal Status, Headquarters, Duration**

(1) The name of the association is 'Conference of European Churches', hereafter called 'Conference'.

(2) The Conference is an international non-profit association. The aims and activities pursued by the Conference are of an exclusively non-profit nature. It does not seek to make a profit, either for itself or for its Members. The Conference uses its financial resources solely to fulfil the aims and activities set out in this constitution and does not offer disproportionately high remuneration to its constituent bodies, to its staff or to third parties.

(3) The Conference has its headquarters in Brussels, Rue Joseph II 174. Its legal status is an international non-profit association. It has been entered in the Brussels Trade Register (RPM).

(4) The duration of the Conference shall be unlimited. It can be dissolved at any time in accordance with this constitution.

### **Article 2**

#### **Aims and Activities (Vision, Mission and Values)**

(1) In its commitment to Europe as a whole, the vision of the Conference is to promote a community of Churches sharing their spiritual life, seeking reconciliation, strengthening their common witness and service and fostering the unity of the Church. In providing an authentic, credible and socially responsible Christian witness, it will work towards building a humane, social and sustainable Europe at peace with itself and its neighbours in which human rights and solidarity prevail.

(2) The Conference commits itself, on the basis of the conciliar process of mutual commitment to justice, peace and the integrity of creation, to continued work in particular in the following thematic areas:

- ecclesiology and theology;
- diaspora and migrant Churches, and mission;
- asylum and migration;
- youth and intergenerational dialogue;
- social responsibility and human rights.

(3) Through programmatic development and research, the Conference aims at strengthening the bonds of Christian fellowship. To this end the Conference

- is an instrument of the Churches for common mission in a changing Europe;
- commits itself to continuous dialogue among its Members, providing them with a space for giving and receiving the spiritual riches of their different traditions;
- facilitates dialogue and cooperation with Roman Catholic partners and with other faith communities;
- encourages Churches to speak with a common voice wherever possible.

(4) To achieve the goals, the Conference establishes fora for programmatic development and research, such as conferences, working groups and seminars for dialogue. In this, it collaborates with its Organisations in Partnership, National Councils of Churches, the World Council of Churches, and other ecumenical bodies inside and outside Europe. It maintains an open, transparent and regular dialogue with the European Union and with international organisations such as the Council of Europe, the Organisation for Security and Cooperation in Europe and the United Nations. It also engages in dialogue with civil society.

(5) The Conference has no legislative authority over its Members. The Conference may act on behalf of Members and in their name only in such matters as are referred to it by one or more Members.

(6) Individual Members have the freedom and the responsibility to implement recommendations and declarations of the Conference in their life and witness.

### **Article 3**

#### **Membership**

(1) The Members of the Conference shall be those Churches and Federations of Churches that are Members on the date on which this constitution enters into force.

(2) Where a Federation of Churches is or becomes a Member of the Conference, some members of which are Members of the Conference in their own right, the following rules shall apply:

- In determining the size of the Federation in order to establish its rights and obligations towards the Conference, these Member Churches will not be taken into account.
- The individual members of these Churches can stand for offices within the Conference only for their Church, not for the Federation.

(3) Each Member shall assume all obligations resulting from its membership.

(4) Each Member shall pay a yearly membership fee fixed by the General Assembly, on a proposal by the Governing Board.

(5) A Church or Federation of Churches may be excluded from the Conference or restricted in the exercise of its rights as a Member if it persistently and seriously fails to comply with the conditions of membership or with its obligations as a Member.

### **Article 4**

#### **Terms and Conditions for Accession, Resignation, Exclusion and Restriction of Rights**

(1) A Church or Federation of Churches seeking membership of the Conference shall submit a written application for admission to the General Secretary. The application shall include acceptance by that Church or Federation of Churches of the aims and basis set out in the preamble to this constitution. The Governing Board shall decide on the acceptance of the application by a two-thirds majority. A positive decision by the Governing Board shall be notified to all Members. If within six months one quarter at least of the Members oppose this decision, it shall become null and void. The result shall be notified to the Members. New Members shall be received at a prayer service during the following General Assembly.

(2) A Member wishing to resign from the Conference shall write to the General Secretary, who shall inform the Governing Board without delay. Resignation shall take effect six months after receipt of the letter by the General Secretary. Within this period the Member may withdraw its request to resign. A Church or Federation of Churches which has resigned from the Conference and seeks readmission as a Member shall follow the normal admission procedure.

(3) The Governing Board shall decide on the exclusion of a Member by a two-thirds majority after allowing the Member to be heard. This decision shall require confirmation by the next General Assembly by a two-thirds majority. In the meantime the membership of this Church or Federation of Churches shall be in abeyance.

(4) The Governing Board shall decide on the restriction of the rights of a Member by a two-thirds majority after allowing the Member to be heard. The decision shall become effective immediately. It shall require confirmation by the next General Assembly by a two-thirds majority; otherwise the decision will become ineffective on the day of the said Assembly.

## **Article 5**

### **Organisations in Partnership, National Councils of Churches**

(1) The Conference shall maintain a register of 'Organisations in Partnership' for specialised Church and ecumenical organisations that have responsibility for particular issues or areas, which recognise the basis of the Conference in accordance with the preamble to the constitution and the aims of the Conference as set out in art. 2, which maintain relations with the Churches in their area and are representative of their region, or which are constituted by Members of the Conference in specific regions of Europe or for particular purposes. Organisations in Partnership shall be invited to attend the General Assembly without voting rights. The rights and obligations shall be determined by the Governing Board in mutual consultation with these organisations.

(2) National Councils of Churches are the ecumenical instruments through which Churches engage nationally, and they shall each be invited to send a representative to attend the General Assembly without voting rights.

## **Article 6**

### **Organisation**

The constituent bodies of the Conference are:

- the General Assembly;
- the Governing Board.

## **Article 7**

### **General Assembly**

(1) The Members of the Conference shall convene as a 'General Assembly' at least once a year. An extraordinary General Assembly shall be convened if one fifth of the Members of the Conference or two thirds of the members of the Governing Board so request. The Governing Board shall call the General Assembly at least three (3) months in advance.

(2) The General Assembly shall be composed of the delegates of the Members of the Conference. Every Member is represented by one or more delegates. If a delegate cannot be present, this Member may appoint a substitute in his/her place or give its proxy vote to another Member or to a delegate of the latter. The delegates may hold several proxies.

(3) Each Member shall be apportioned a number of delegates at the General Assembly reflecting its numerical size. The total number of delegates apportioned to any one Member shall not exceed 5.

- Membership up to but not exceeding 100,000 = 1 delegate
- Up to but not exceeding 500,000 = 2 delegates
- Up to but not exceeding 3 million = 3 delegates
- Up to but not exceeding 10 million = 4 delegates
- Over 10 million = 5 delegates.

The number of members will be established according to the statistical data published yearly by the Conference and based on information provided by the members. In case of conflict, the difference of opinion shall be resolved by the Governing Board. Its decision will be enforceable until the next General Assembly.

When selecting their delegations, each Member with more than one delegate shall seek to ensure a fair and balanced representation.

The General Assembly may deliberate only if the delegates or proxies represent at least half of the Members.

(4) The General Assembly shall be the highest authority of the Conference. In particular, it alone is competent to do the following:

- adopt and/or amend the constitution and the standing orders of the Conference;
- call on Member Churches to pray together;
- deliberate on items of its agenda, issue statements and adopt recommendations;
- evaluate the progress made by the Conference in achieving the strategic objectives as agreed by the previous ordinary General Assembly;
- define new or revised objectives for the Conference by the next ordinary General Assembly;
- receive a financial report and define a financial strategy by the conclusion of the next ordinary General Assembly;
- approve the annual accounts and the budget;
- fix the amount of annual contributions;
- elect, when the law so requires, the auditor(s) commissioned to check on the financial situation of the Conference, the annual accounts and compliance with the law and the constitution and the financial transactions recorded in the annual accounts; and to give them a discharge;
- modify the present constitution;
- elect the President and two Vice-Presidents of the Conference and the other members of its Governing Board, and their proxies, if necessary remove them, and formally approve the exercise of their mandates throughout the year;
- confirm the decisions to exclude Members that have been previously adopted by the Governing Board;
- disband the Conference;
- and, in general, intervene in all cases required by the law.

(5) Decisions of the General Assembly shall be passed by a simple majority of the delegates present or represented, except in cases when a qualified majority is required by this constitution. On specific theological or socio-ethical questions or issues a consensus model of decision-making shall be used.

(6) The Governing Board may decide that the General Assembly will be conducted in writing, yet may only do so if the agenda items only require a mere approval or vote on a document or a proposal, e.g. the approval of the annual accounts and the budget.

In such a case, the Governing Board shall send the invitations to the Members of the General Assembly at least 30 days before the Assembly takes place. A copy of all documents to be discussed and approved must be enclosed with the invitations. These documents include a report by the Governing Board setting out and explaining the the proposal to be voted upon.

The Members then have 15 days to put forward any questions they might have regarding the proposal to be approved. The Governing Board will answer to all questions received. It will submit a summary of the questions and answers to the Members of the General Assembly, at least 8 days before the Assembly takes place.

On the basis of the questions and answers, the Governing Board has the right to adjust or correct any material error in the documents or proposals to be discussed or approved.

The final version of the proposal and the documents to be approved shall be sent to all Members at least 8 days before the General Assembly takes place.

Upon receipt of the final version of the proposal and the documents to be approved, each voting delegate of a Member who does not explicitly notify the Governing Board by email of his/her vote against the proposal, by the day before the General Assembly at the latest, shall be considered to have voted in favour of the proposal.

A simple majority of votes of the present or represented delegates of Members is required except in those cases where a qualified majority is a requirement according to this constitution.

(7) Regardless of the manner in which the General Assembly is held, Members shall be notified of its resolutions within a reasonable period thereafter, either by email or by letter.

## **Article 8**

### **Governing Board**

(1) The Governing Board shall be elected by the General Assembly and shall consist of a maximum of 20 members including the President and the two Vice-Presidents, and a minimum of ten (10). The Governing Board shall represent the diverse constituency of the Conference and shall possess the necessary skill sets to fulfil its governance responsibilities. Its members shall be appointed for a maximum of ten (10) years. No individual shall serve on the Governing Board, in any capacity, for more than two terms.

(2) Those wishing to become members of the Governing Board shall be proposed by their Member Church. The General Assembly's Nomination Committee shall propose a list of candidates to be elected by the General Assembly. The list shall ensure fair and adequate representation, including at least 25% candidates from Orthodox Churches (Eastern and Oriental).

(3) Each member of the Governing Board except the President and the two Vice-Presidents shall have a named and fixed alternate (proxy) elected by the General Assembly. Wherever possible, the Proxy Board Member should come from the same Church family and same region as the Principal Board Member that she or he is linked to.

(4) The Governing Board shall ensure that the Conference lives up to its Members' expectations, as expressed through the decisions of the General Assembly. It shall be empowered to conduct the business of the Conference when the General Assembly is not meeting. In particular, it shall have the

following functions and duties:

- review periodically the Conference’s strategic statements (vision, mission and values) for accuracy and validity and where necessary propose amendments to the General Assembly;
- engage with wider societal issues in association with Organisations in Partnership, ecumenical bodies and National Councils of Churches;
- reflect on the opportunities for ecumenical encounter;
- determine and monitor the Conference’s programmes, services and working groups;
- consider applications for membership and the exclusion of Members, the latter having to be confirmed by the General Assembly;
- ensure effective organisational and strategic planning;
- ensure the financial stability of the Conference;
- ensure adequate resources for the Conference to fulfil its mission and manage them effectively;
- keep its Members informed and provide an annual report on activities and a financial report;
- every year produce the annual accounts for the previous financial year, as well as the budget for the next financial year;
- appoint a General Secretary;
- support the General Secretary and review his or her performance;
- adopt the standing orders of the Conference;
- authorise official reports and submissions;
- assess its own performance;
- enhance the Conference’s public image;
- make appropriate preparations for the General Assemblies.

(5) The Governing Board Members shall:

- promote the faith, vision, mission and values of the Conference;
- advocate for and interpret the work of the Conference, especially in their respective regions and ecclesial traditions;

(6) Each member of the Governing Board shall have one vote. The decisions of the Governing Board are taken by simple majority. In the event of a tied vote, the President has the casting vote. The transfer of voting rights to persons other than the elected Proxy is not admissible.

(7) The term of office of the Governing Board shall commence at the closure of the General Assembly at which it is elected.

(8) The Governing Board shall meet no less than twice a year.

(9) The members of the Governing Board are responsible solely for mistakes made during their management and those made in the framework of the execution of the mandate they received. They do not have any personal obligation with regard to the commitments made by the Conference.

## **Article 9**

### **President and Vice-Presidents**

(1) The Conference shall have an individual as President who is a member of the Governing Board and shall fulfil the following functions:

- oversee Governing Board meetings;
- oversee the implementation of Governing Board resolutions;
- call special meetings of the Governing Board if necessary;

- ensure the Governing Board fulfils its governance duties and responsibilities;
- provide a point of contact for leaders of the Conference’s Member Churches;
- consult with Governing Board Members on their roles and help them assess their performance;
- oversee the recruitment of the General Secretary;
- coordinate the General Secretary’s annual performance evaluation;
- speak on behalf of the Conference’s Governing Board on strategic issues.

(2) The President shall be supported in his or her role by two individuals as Vice-Presidents, who are members of the Governing Board and who shall fulfil the following functions:

- carry out special assignments as requested by the President;
- perform the President’s duties in the President’s absence or by his or her delegation;
- participate as a vital part of the Governing Board leadership.

(3) Representatives of the different Church families of the Conference (Protestant, Orthodox [Eastern, Oriental], Anglican, Old Catholic) shall be elected in turn to the offices of President and Vice-Presidents of the Conference. Immediate re-election to the same office is not possible.

(4) If the President cannot complete his or her term of office, the Governing Board shall appoint one of the Vice-Presidents acting President until the next ordinary General Assembly elects a new president. If a Vice-President is thus appointed acting President or cannot, for other reasons, complete his or her term of office, the Governing Board shall elect, from its regular members, a substitute Vice-President.

## **Article 10**

### **Management and Administration**

A General Secretary and a Secretariat are responsible for the daily administration of the Conference.

## **Article 11**

### **General Secretary**

(1) The General Secretary shall be in charge of the Secretariat of the Conference, shall be the head of the entire staff and shall act as the Secretary of the General Assembly.

(2) The functions of the General Secretary shall also include:

- implementing the strategic goals and objectives of the Conference as agreed by the General Assembly;
- acting as the Secretary to the Governing Board and participating as a non-voting member of the Conference’s Governing Board;
- acting as a spokesperson of the organisation on operational issues in accordance with the standing orders agreed by the Governing Board.

(3) The General Secretary shall be accountable to the Governing Board for his or her activities and the work of the Secretariat.

(4) The Conference makes valid commitments with respect to third parties:

- either by the signature of the General Secretary and, or the President, or a Vice-Presidents, acting jointly;
- or by the signature of the President or a Vice-President, acting jointly;
- or by the signature of the two Vice-Presidents, acting jointly;



- or by the signature of the General Secretary and a person duly authorised by the Governing Board, acting jointly.

The General Secretary may authorise someone to sign in his or her stead.

## **Article 12**

### **Secretariat**

- (1) The Secretariat shall serve and facilitate the mission and work of the Conference.
- (2) The Secretariat shall facilitate the interaction between the Members of the Conference, Organisations in Partnership and National Councils of Churches. It shall deliver the following core functions:
  - programmatic development and research;
  - political engagement.
- (3) The Secretariat shall be organised according to the functions and objectives listed in this constitution and the strategic and programmatic decisions of the General Assembly.
- (5) The Secretariat is responsible for particular projects that have been agreed by the Governing Board as necessary to achieving the strategic objectives set by the General Assembly.
- (6) Secretariat staff should be representative of the constituency of the Conference.

## **Article 13**

### **Budgets and Accounts**

- (1) The Conference shall be financed by membership fees and contributions from the Members of the Conference, or by loans, donations or grants from third parties.
- (2) The financial year shall be the calendar year.
- (3) The Governing Board shall devise the annual budget and the staffing plan for the Secretariat of the Conference on the basis of the financial plan agreed by the General Assembly and shall determine the contributions expected from the individual Members with due regard to their financial resources.
- (4) The Governing Board shall elect a Budget Committee and the auditors, discuss their annual reports, approve the financial report and give a final discharge to the General Secretary. The General Assembly shall approve the annual accounts and the budget each year.
- (5) Annual accounts shall be transmitted to the competent authority under the applicable national legislation.
- (6) General Assemblies shall be invited to approve a report of all accounts and budgets previously adopted by the Governing Board and to give a discharge to the Governing Board; this report shall be transmitted to the competent authority.
- (7) The legal liability of the Conference shall be strictly limited to its own assets.

## **Article 14**

## Dissolution and Liquidation

(1) A motion for the dissolution of the Conference may be submitted by a two-thirds majority of the Governing Board or by one fifth of the Members of the Conference. Its adoption shall require a two-thirds majority of valid votes cast at a General Assembly.

(2) If the General Assembly decides to proceed to the dissolution, it shall also determine the date on which it will take effect. The Governing Board shall be responsible for the winding-up arrangements.

(3) Should the Conference be dissolved, the Governing Board shall ensure that a Church organisation is appointed as trustee for the assets of the Conference. The trustee shall undertake to administer the assets and, after deduction of costs, use its revenue for a charitable purpose to benefit Churches in Europe, pending the foundation of a new European conference of Churches. If within twenty years after the dissolution of the Conference no new European conference of Churches has been founded, the trustee may use the assets for charitable purposes consistent with the objectives pursued by the Conference.

## Article 15

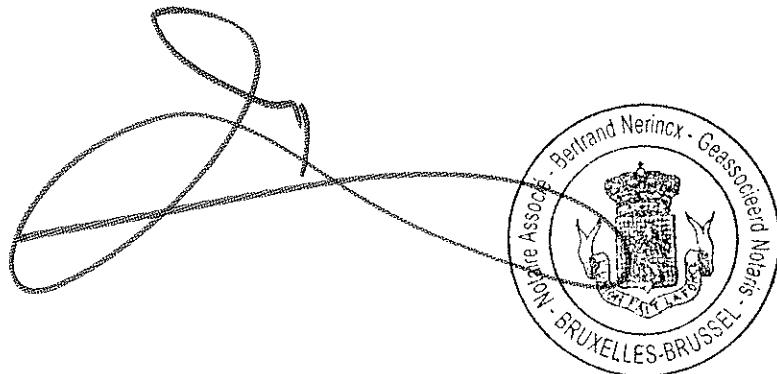
### Languages, Special Provisions

(1) The official languages of the Conference are English, French, German and Russian. The constitution of the Conference must be drafted in French as long as its headquarters are in Brussels.

(2) A motion to amend the constitution may be submitted by a two-thirds majority of the Governing Board or by one fifth of the Members of the Conference. Its adoption by the General Assembly shall require a two-thirds majority of valid votes cast.

**Adopted on 4 December 2014**

*Certified conform to the original drafted in French.*



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