

# Constitution of the Conference of European Churches

## International non-profit association

Preamble	<u>COMMENTS FOR AND FROM KOAN ADVOCATES</u>
<p>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.</p> <p>The Member Churches of the Conference 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 Church 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.</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p><b>[General remark: We aim at keeping as much as possible of the constitutional text – preferably in the Budapest version, where needed in the Brussels version. CEC has seen two subsequent “constitutional assemblies” (Lyon 2009, Budapest 2013), which were dominated by discussions about the best shape for its future work. The only feasible approach is to ask the General Assembly to adopt the proposed changes <i>en bloc</i>, explaining that we need them to achieve legal security and compliance with Belgian Law and legal practice. No other changes should be adopted, unless to rectify such political changes as have been made to the Budapest Constitution without a legal need.]</b></p>

<p><b>Article 1</b> <b>Name, Legal Status, Registered Office, Duration</b></p>	
<p>(1) The name of the association is ‘Conference of European Churches’, (hereafter referred to as the ‘Conference’).</p>	
<p>(2) The Conference is an international non-profit association constituted under the provisions of Title III of the Belgian law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations (hereafter referred to as the ‘Law’). 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 bodies, to its staff or to third parties.</p>	<p><i>[The following sentence “The aims and activities pursued by the Conference are of an exclusively non-profit nature” shall be stipulated in article 2 of this Constitution].</i></p>
<p>(3) The Conference has its registered office at Rue Joseph II 174, 1000 Brussels. Its legal status is an international non-profit association.</p>	<p><i>[The following sentence “Its legal status is an international non-profit association” has been deleted as it repeats the above §2]</i></p> <p><i>[The following sentence “It has been entered in the Brussels Trade Register (RPM)” was deleted as it partially repeats the first sentence of the present paragraph and it is not correct from a legal point of view]</i></p>
<p>(4) The duration of the Conference shall be unlimited. It can be dissolved at any time in accordance with this Constitution.</p>	
<p><b>Article 2</b> <b>Aims and Activities (Vision, Mission and Values)</b></p>	

<p><b>2.1. Non-profit aims</b></p> <p>(1) The aims and activities pursued by the Conference are of an exclusively non-profit nature and of international utility.</p> <p>(2) 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.</p>	<p><i>[Article 48, 2° of the Belgian law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations requires that both (i) the aims and (ii) the activities be stipulated distinctly in the Constitution. It is thus important to clearly split the two]</i></p> <p><i>[When we shall submit this article to the Ministry of Justice for the purpose of obtaining the Royal Decree, it is important to explicitly mention that the aims of the Conference are of (i) a non-profit nature and (ii) an international utility]</i></p>
<p>(3) The Conference commits itself, on the basis of the conciliar process of justice, peace and the integrity of creation, to continued work in particular in the following thematic areas:</p> <ul style="list-style-type: none"><li>– ecclesiology and theology;</li><li>– diaspora and migrant Churches, and mission;</li><li>– asylum and migration;</li><li>– youth and intergenerational dialogue;</li><li>– social responsibility and human rights.</li></ul>	
<p>(4) Through programmatic development and research, the Conference aims at strengthening the bonds of Christian fellowship. To this end the Conference:</p> <ul style="list-style-type: none"><li>– is an instrument of the Churches for common mission in a changing Europe;</li><li>– commits itself to continuous dialogue among its Members, providing them with a space for giving and receiving the spiritual riches of their different traditions;</li><li>– facilitates dialogue and cooperation with Roman Catholic partners and with other faith communities;</li><li>– encourages Churches to speak with a common voice wherever possible.</li></ul>	
<p><b>2.2. Activities</b></p> <p>(1) To achieve the aims, the Conference may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its aims. The Conference may also establish</p>	<p><b>[We have reworded this section in order not to give precedence to the European Union among the international organisations, as the current version of the Constitution does. This wording is in line with that of the previous</b></p>

<p>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, regular and transparent dialogue with International Organisations, in particular the European Union, the Council of Europe, the Organisation for Security and Cooperation in Europe and the United Nations. It also engages in dialogue with civil society.</p>	<p><b>Budapest Assembly.]</b></p> <p><b><i>[The wording “may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its aims. The Conference may also establish” has been added. In order for the Conference to develop the activities it wishes, we strongly recommend to stipulate this wording.]</i></b></p>
<p>(2) 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.</p>	
<p>(3) Each Member has the freedom and the responsibility to implement recommendations and declarations of the Conference in its life and witness.</p>	<p><b><i>["Individual Members" has been replaced by "Each Member" for consistency purposes]</i></b></p>
<p><b>Article 3</b> <b>Membership</b></p>	<p><b><i>[According to article 48, 3° of the Belgian law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations, the conditions of admissibility of the Members, i.e. the criteria to become and be a Member of the Conference must be stipulated in the Constitution. As the conditions of admissibility of the Members are absent from the Constitution, we added them in this article</i></b></p>
<p>(1) The Conference shall have one (1) membership category: Members (hereafter referred to as the ‘Members’). The Conference shall always consist of at least ten (10) Members from at least five (5) different European countries.</p> <p>The rights and obligations of the Members shall be as defined in and pursuant to this Constitution.</p>	

<p>(2) In order to qualify for application for membership, a Church or Federation of Churches shall:</p> <ul style="list-style-type: none"> <li>(a) Have its registered office in Europe;</li> <li>(b) Be duly constituted in accordance with the laws and practices of its country of origin; and</li> <li>(c) Accept and respect the basis of the Conference in accordance with the preamble to this Constitution and the aims of the Conference as set out in article 2 of this Constitution.</li> </ul> <p>(3) Churches of the same Federation of Churches may each become Members with their own rights and obligations. When a Member is a Federation of Churches and one or more of its own member Churches are also Members, the following rules shall apply:</p> <ul style="list-style-type: none"> <li>– In determining the size of the Member being a Federation of Churches in order to establish its rights and obligations towards the Conference, only those member Churches, that are not Members of the Conference, shall be taken into account; and</li> <li>– Likewise, natural persons linked to these member Churches, being Members, may stand for offices within the Conference only for their own Church, not for the Federation of Churches.</li> </ul>	<p><b><i>[The present paragraph 3 has been redrafted to be consistent and understandable vis-à-vis third parties]</i></b></p>
<p>(4) Each Member shall assume all obligations resulting from its membership.</p>	
<p>(5) Each Member shall pay a yearly membership fee fixed by the General Assembly, on a proposal by the Governing Board.</p>	
<p>(6) Pursuant to article 4 of this Constitution, a Member may be restricted in its rights as a Member and be excluded as a Member from the Conference.</p>	
<p><b>Article 4</b></p>	
<p><b>Terms and Conditions for Accession, Resignation, Restriction of Rights and Exclusion</b></p>	
<p>(1) A Church or Federation of Churches seeking membership of the Conference shall submit a written application for admission via regular mail or any other means of written communication (including e-mail) to the General Secretary. The application shall include the acceptance and respect by that Church or Federation of Churches of the basis of the Conference in accordance with the preamble to this</p>	<p><b><i>[The following paragraph Their assent shall be assumed, if not, within three months after that notification, at least one quarter of the Members ask for a vote to be taken by the General Assembly. In such a case, the Governing Board shall ask for the</i></b></p>

Constitution and the aims of the Conference as set out in article 2 of this Constitution.

The General Secretary shall submit this application for admission to the Governing Board. After having verified that all conditions for membership are complied with, the Governing Board shall decide on the admission to membership. The decisions of the Governing Board regarding the admission to membership shall obtain a two-third (2/3) majority of the votes cast by the members of the Governing Board present or represented. The decisions of the Governing Board regarding membership admissions are final and sovereign.

A positive decision by the Governing Board shall be notified by the General Secretary to all Members.

At the written request of at least one quarter (1/4) of the Members within six (6) months following the notification to all Members, the decision of admission to membership shall not take effect; otherwise it shall become effective after these six (6) months. In the case the said number of Members did ask the Governing Board's decision shall not take effect, the Governing Board shall request the General Assembly to decide on the admission to membership of the concerned Church or Federation of Churches within five (5) years of the notification to all Members.

The General Assembly can validly decide on the admission of a Church or Federation of Churches as Member only if (i) at least half of the Members are present and (ii) the decision to admit a Member obtains a simple majority of the votes cast by the Members present. The decisions of the General Assembly regarding the admission of a Member are final and sovereign.

New Members shall be received with a prayer service at the next physical meeting of the General Assembly.

A Member which has been excluded from the Conference and wishes to re-join the Conference as a Member shall be considered as an applicant to membership.

(2) Resignation from the Conference by a Member requires a written notification via regular mail or any other means of written communication (including e-mail) to the General Secretary, who shall inform the

**General Assembly's decision within no more than five years after the initial decision. If the General Assembly opposes the Governing Board's decision with a simple majority, it shall become null and void' *has been entirely redrafted for legal security purposes. If the current wording proposed by CEC is maintained, it will lead to legal issues. See article 4 (1) §§4 to 8* .**

**[The five year period for putting the matter to the GA is introduced, because the Assembly should not take this decision in the written procedure, but it in a physical meeting. This will also be applied further down concerning the restriction of rights and suspension or exclusion.]**

**[In the past, the six months have been successfully used to convince churches to remain. Unity is very important for**

Governing Board without delay. Resignation shall take effect on the first day of the sixth (6<sup>th</sup>) full month after receipt of the notification by the General Secretary. A member which has resigned from the Conference and wishes to re-join the Conference shall be considered as an applicant to membership.

(3) By way of derogation from article 4 (2) of this Constitution, a Member which has resigned from the Conference and wishes to re-join the Conference within six (6) months as from the date of its resignation, shall be readmitted as a Member upon decision of the President.

(4) A Member which persistently and seriously fails to comply with its obligations as a Member, may have one or more of its membership right(s) suspended. Before suspending the membership right(s), the Governing Board shall provide the concerned Member with the relevant details in writing via registered mail thirty (30) calendar days in advance of the proposed date on which the membership right(s) will be suspended. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of suspension. The Governing Board may decide to suspend the membership right(s), provided that the concerned Member is convened at the meeting and has received the possibility to defend its position during the meeting of the Governing Board prior to the voting on the suspension. The Governing Board can validly decide on the suspension of the membership right(s) only if: (i) at least half of the members of the Governing Board are present or represented and (ii) the decision to suspend the membership right(s) obtains a majority of two-thirds (2/3) of the votes cast by the members of the Governing Board present or represented. The decisions of the Governing Board regarding the suspension of the membership right(s) are final, sovereign and must be motivated. If the Governing Board has decided to suspend one or more voting right(s), it shall request the General Assembly to decide at its next physical meeting whether or not the membership right(s) shall continue to be suspended. The decision of the General Assembly regarding the continuation of the suspension of the membership right(s) shall be taken within five (5) years of the decision of the Governing Board to suspend the membership right(s) of the concerned Member. The General Assembly can validly decide on the suspension of the membership right(s) only if (i) at least half of the Members are present and (ii) the decision to continue to suspend the membership right(s) obtains a majority of two-thirds (2/3) of

**CEC. If Belgian law does not allow to withdraw a resignation, we must find another way serving the same purpose.]**

***[As long as the resignation is not effective, the membership rights and obligations of the concerned Member are maintained. The following part of the sentence “meanwhile full membership rights are maintained” should be deleted as it is confusing. According to the majority of Belgian legal scholars, the resignation is an unilateral and irrevocable act. Consequently, it cannot be withdrawn]***

***[Article 4 (6) is required for clarity purposes on what happens upon termination of the membership]***

**[Clarified that suspension is only possible if a Member does not meet those criteria any more with which a church may become a Member in the first place, or that softer means have not led to a solution. The GB can only suspend, while only the GA can fully exclude, with a qualified majority.]**

the votes cast by the Members present.

(5) A Member (i) which ceases to satisfy the membership criteria set out in article 3 (2) of this Constitution or (ii) whose membership right(s) continue to be suspended following a decision of the General Assembly according to the procedure set out in article 4 (4) of this Constitution may be excluded from membership by the General Assembly on recommendation from the Governing Board. Before deciding on the recommendation of the exclusion of a Member from membership to the General Assembly, the Governing Board shall provide the concerned Member with the relevant details in writing via registered mail thirty (30) calendar days in advance of the date on which the exclusion from membership will be recommended to the General Assembly. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the recommendation of its exclusion from membership to the General Assembly. The Governing Board may decide to recommend to exclude a Member from membership to the General Assembly, provided that the concerned Member is convened at the meeting and has received the possibility to defend its position during the meeting of the Governing Board prior to the voting on the recommendation of its exclusion from membership to the General Assembly. The Governing Board can validly decide on the recommendation to exclude the Member from membership to the General Assembly only if: (i) at least half of the members of the Governing Board are present or represented and (ii) the decision to recommend to the General Assembly to exclude the Member from membership obtains a majority of two-thirds (2/3) of the votes cast by the members of the Governing Board present or represented. The decisions of the Governing Board regarding the recommendation to the General Assembly to exclude a Member from membership are final, sovereign and must be motivated. If the Governing Board has decided to recommend the exclusion of a Member from membership to the General Assembly, it shall request the General Assembly to decide at its next physical meeting whether or not the Member shall be (i) excluded from membership or (ii) permanently suspended from membership until a new decision of the General Assembly to stop the suspension. The decision of the General Assembly regarding the exclusion from membership or the permanent suspension from membership of the Member shall be taken within five (5) years of the decision of the Governing Board to recommend to the General Assembly the exclusion of the Member. The General Assembly can validly decide on the exclusion from membership or the permanent suspension from membership only if (i) at least half of the Members are present and (ii) the decision to exclude from membership or to permanently suspend from membership obtains a two-thirds (2/3) of the votes cast by the Members present.

***[The Governing Board must motivate its decision.]***

***[The General Assembly does not have to motivate its decision.]***



<p>(6) A Member which, in whatever way and for whatever reason, ceases to be a Member of the Conference shall (i) remain liable for its obligations towards the Conference, including for the payment of the membership fees, up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Conference or for its assets, (iii) forthwith cease to hold itself out as a Member of the Conference in any manner, and (iv) upon decision of the General Secretary, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Conference.</p>	
<p><b>Article 5</b> <b>Organisations in Partnership, National Councils of Churches</b></p>	
<p>(1) The Conference shall maintain a register of ‘Organisations in Partnership’ for specialised Church and ecumenical organisations that (i) have responsibility for particular issues or areas and (ii) which recognise the basis of the Conference in accordance with the preamble to this Constitution and the aims of the Conference as set out in article 2 of this constitution, and which: (aa) maintain relations with the Churches in their respective area and are representative of their respective region, or (bb) are constituted by Members 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 of the Organisations in Partnership shall be determined by the Governing Board in mutual consultation with the Organisations in Partnership.</p>	
<p>(2) National Councils of Churches are the ecumenical instruments through which Churches engage nationally, and they shall each be invited to send one representative to attend the General Assembly without voting rights.</p>	
<p><b>Article 6</b></p>	

<b>Organisation</b>	
The main bodies of the Conference are: <ul style="list-style-type: none"><li>– the General Assembly; and</li><li>– the Governing Board.</li></ul>	
<b>Article 7</b> <b>General Assembly</b>	<b>[This article has been re-drafted in a way so as to avoid the problems encountered constituting the General Assembly annually to establish the budget and accounts.]</b>
(1) The General Assembly shall be composed of all the Members of the Conference, constituting its highest authority. It shall convene at least once a year. An extraordinary meeting shall be convened by the Governing Board if at least one fifth (1/5) of the Members or two-thirds (2/3) of the members of the Governing Board so request. Each Member shall be represented by its Delegate(s) pursuant to Article 7a (2) of this Constitution. The General Assembly shall be chaired by one (1) Moderator and two (2) Deputy Moderators elected by the General Assembly.	<b><i>[It is highly advisable to indicate who chairs the meetings of the General Assembly in article 7 (1) of this Constitution which deals with the composition of the General Assembly]</i></b>

(2) In order to determine the number of votes of each Member in the General Assembly, each Member shall be apportioned an index number reflecting its numerical size. Each Member shall have voting rights according to the following weighted voting system:

- Each Member having up to but not exceeding 100,000 members shall have 1 vote,
- Each Member having up to but not exceeding 500,000 members shall have 2 votes,
- Each Member having up to but not exceeding 3 million members shall have 3 votes,
- Each Member having up to but not exceeding 10 million members shall have 4 votes,
- Each Member having over 10 million members shall have 5 votes.

The index number of each Member will be established by the Governing Board according to statistical data provided by each Member before November 1<sup>st</sup> of each year and other available statistical sources. If a Member is unable or unwilling to communicate the statistical data, the Governing Board shall try to gather statistical data for the concerned Member. The decisions of the Governing Board regarding which statistical data of a Member has been gathered are final, sovereign, and must be motivated. Each year before February 1<sup>st</sup>, the General Secretary shall publish these data and determine the index number of each Member. If a Member contests the index number established by the Governing Board, it can bring the issue to the decision of the General Assembly. The General Assembly shall decide on the index number of the concerned Member at the opening of its next meeting. The decision of the General Assembly regarding the index number shall enter into force immediately and shall be final, sovereign and must not be motivated. If the meeting of the General Assembly is held physically, the decision of the General Assembly regarding the index number shall not affect the number of Delegates of the concerned Member present at the meeting of the General Assembly having decided on the index number.

(3) The General Assembly shall have the powers specifically granted to it by law or this Constitution. In particular, the General Assembly shall have the following powers:

- amend this Constitution and the Rules of Procedure of the General Assembly;
- call on Members to pray together;
- elect its Moderator and two Deputy Moderators; 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 General Assembly;
- define new or revised strategic objectives for the Conference;
- receive a financial report from the Governing Board and define a financial strategy;

***[Please note that for the governance structure of CEC to be workable, it is advisable to grant the residual powers (i.e. all powers which are not specifically granted to other bodies of CEC) to the Governing Board. In the case of CEC, this is particularly advisable as (i) the convening period of three months of the General Assembly is quite long (not possible to quickly act) and (ii) physical meetings of the General Assembly are only held every 5 years. Granting the residual powers to the***

<ul style="list-style-type: none"> <li>– approve the annual accounts and the budget;</li> <li>– fix the amount of annual membership fees;</li> <li>– if applicable, appoint and revoke a statutory auditor or an external accountant and determine his/her/its remuneration and grant discharge to them regarding the exercise of their mandate during the past financial year;</li> <li>– elect and revoke the President and two (2) Vice-Presidents, the members of the Governing Board, and the electoral reserve, and grant discharge to them regarding the exercise of their mandate during the past financial year; and</li> <li>– Dissolve and liquidate the Conference, allocate the Conference’s net assets in case of dissolution, and appoint or more liquidator(s).</li> </ul>	<p><b><i>Governing Board shall not impact the powers that have been granted up until now to the General Assembly by the Belgian law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations and this Constitution]</i></b></p>
<p>(4) Depending on the nature of the items to be dealt with, the Governing Board shall invite the Members:</p> <ul style="list-style-type: none"> <li>a.) to convene in a physical meeting; or</li> <li>b.) to deliberate and decide in writing.</li> </ul> <p>The General Assembly shall be convened as a physical meeting for all elections, to make changes to this Constitution, and to dissolve the Conference. The Governing Board shall also convene the General Assembly as a physical meeting for debates on specific theological and socio-ethical questions or on issues relating to the strategic objectives of the Conference. A physical meeting must be held at least once every five (5) years.</p>	<p><b><i>[The following sentence “The General Assembly will generally be conducted in writing whenever the items on the agenda only require the Members’ approval, in particular to establish the annual accounts and the budget” has been deleted as it is not correct from a Belgian legal point of view and shall not be emphasised in this Constitution. Indeed, the approval of the annual accounts and the budget normally require a deliberation and not a simple approval]</i></b></p>
<p><b>Article 7 a</b></p> <p><b>Meetings of the General Assembly</b></p>	
<p>(1) The Governing Board shall call the meetings at least three (3) months in advance and at such time and place as determined in the convening notice. The invitation shall include the agenda of the meeting</p>	

and be notified to all the Members and the members of the Governing Board by the General Secretary via regular mail or via any other means of written communication (including e-mail).

(2) The agenda of the meetings of the General Assembly shall be prepared by the Governing Board, upon proposal by the President. Further details shall be laid down in the ‘Standing Orders’ of the Conference and the ‘Rules of Procedure’ of the General Assembly.

(3) Each Member shall appoint one or more natural person(s), called the ‘Delegate(s)’, to represent it within the Conference. The number of Delegates of each Member shall be determined according to the index number of each Member. Each Delegate must have full capacity powers to represent his/her Member.

If a Delegate is no longer linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity and rights as Delegate and (ii) the said Member shall immediately replace this Delegate.

Each Member shall inform, via regular mail or any other means of written communication (including e-mail), the General Secretary of the identity and the contact details, physical and electronical, of its/their Delegate(s).

(4) If a Delegate cannot be present at a meeting of the General Assembly, the Member in question may appoint another Delegate in his/her place. Unless otherwise provided in this Constitution, a Member may not grant a proxy to another Member.

By way of derogation from the previous paragraph, each Member shall have the right, via regular mail or via any other means of written communication (including e-mail), always with copy to the General Secretary via similar means, to give a proxy to another Member in case of a General Assembly having to adopt in the presence of a notary amendments to this Constitution which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the attendance and voting quorums stipulated in article 17 (2) of this Constitution. In that case, each Member may hold an unlimited number of proxies.

(5) Unless otherwise stipulated in this Constitution, the General Assembly shall be validly constituted when at least half of the Members are present. During a physical meeting of the General Assembly, the presence quorum shall regularly be verified on the basis of the votes cast by the Members present during

***[As discussed during our meeting of September 1<sup>st</sup> and November, 3<sup>st</sup>, 2017, we highly recommend to insert this paragraph as it allows to amend the Constitution***

<p>the meeting.</p> <p>If half of the Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 7 a (1) of this Constitution, at least three months after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present, in accordance with the majorities stipulated in article 7 a (6).</p> <p>Further details shall be put down in the Rules of Procedure of the General Assembly.</p>	<p><b><i>at meetings of the General Assembly being held abroad.]</i></b></p>
<p>(6) Unless otherwise provided in this Constitution, decisions are taken by vote. A decision of the General Assembly shall be adopted if it obtains the simple majority of the votes cast by the Members present. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie vote, the decision shall not be adopted. No vote shall be cast regarding an item that is not listed on the agenda.</p>	
<p>(7) By way of derogation from article 7 a (6) of this Constitution, on specific theological or socio-ethical questions or issues, a consensus model of decision-making shall be used. Further details shall be laid down in the ‘Rules of Procedure’ of the General Assembly.</p>	
<p>(8) Minutes shall be drawn up at each General Assembly meeting. A consolidated version shall be approved and signed by the minute takers and the President and send to all Members within three (3) months after the closure of that meeting of the General Assembly via regular mail or via any other means of written communication (including e-mail) by the General Secretary. The minutes shall be approved by the General Assembly before being added to the official register of minutes.</p>	<p><b>[As this Constitution sets time-frames for most things, it would be coherent and good-governance to insert a concrete time-frame here as well]</b></p>
<p><b>Article 7 b</b></p> <p><b>Written procedure for the General Assembly</b></p>	
<p>(1) The General Assembly may take decisions via written procedure. For this purpose and by way of derogation from article 7 a (1) of this Constitution, the Governing Board shall, via registered mail and/or via any other means of written communication (including e-mail) to the Members, call upon Members</p>	<p><b>THIRTY DAYS IS NOT ENOUGH, if we have Delegates and if it should be possible to deliberate in a qualified way! It is very important to have a very clear art. 7, containing a</b></p>

<p>to participate in the procedure at least two (2) months in advance of the final date to vote.</p>	<p><b>detailed ‘user manual’ especially for assemblies conducted in writing. This is a requirement under Belgian law. Additionally, it should serve persons without a legal background to easily cope with the provisions. It must make it possible for churches to actually participate in the decision making process and voting. It must allow the Governing Board/Secretariat to give substantiated answers to questions posed].</b></p> <p><b>[Note: In the proposed procedure, it is only possible to accept or reject a proposal, it is not possible, however, to table amendments. I am not sure that that is enough to satisfy legal expectations as to the exercise of membership rights in the annual General Assembly, especially with regards to the budget and accounts].</b></p>
<p>(2) The invitation shall contain the agenda of the General Assembly, including the detailed time frame for the procedure, the motions to be decided upon, the reasons for the proposals in question, and a copy of documents relevant to the decision making process.</p>	
<p>(3) Members shall generally be represented in a written procedure by one Delegate only, who will cast all votes accorded to the Member based on its index number. For this purpose, Members are obliged to inform the General Secretary via registered mail and/or via any other means of written communication (including e-mail) of the identity and contact details, physical and electronical, of the person who shall represent it in between physical General Assemblies. This person shall also receive all communications of the Conference relevant to the exercise of its membership rights.</p>	
<p>(4) By way of derogation from (3), Members shall have to right to be represented in a written procedure by the same delegation that has last been notified to the Conference according to art. 7 (a) (3). Should the Member intend to replace one or more Delegates, it shall, within ten (10) calendar days after the receipt of the invitation, inform the General Secretary via registered mail and/or via any other means of written communication (including e-mail). With this notification, the Member must also provide the name and address, physical and electronical, of each Delegate concerned.</p>	
<p>(4) As from the date of the notification made by the Governing Board, the Delegates shall have the right within one (1) month, to send questions to the Governing Board via regular mail or via any other means of written communication (including e-mail) relating to the agenda and the motions to be voted on. The Governing Board shall answer all questions received within two (2) weeks.</p>	
<p>(5) On the basis of the questions and answers, the Governing Board shall have the right to adjust or correct any material error in the documents provided or motions tabled, or to withdraw one or more of them. At least eight (8) calendar days before the final date to vote, the Governing Board shall send to all Delegates the final version of the motions to be voted on and the documents to be approved, including a summary of all questions received and answers given.</p>	
<p>(6) The communication according to (5) shall include a ballot paper with a numbered list of motions, and with the options to agree, reject or abstain for every motion thus tabled individually. This ballot paper shall be returned, duly signed, to the registered office of the Conference or any other address stated in</p>	

<p>the letter, via regular mail or via any other means of written communication (including e-mail). A secret ballot is not possible. Abstentions shall not be counted. In the event of a tie, the decision shall be taken as rejected.</p> <p>(7) If at the final day to vote less than half of the Members have returned the ballot paper according to (6), the Governing Board shall, within a term of one (1) week after the term mentioned in the letter for the first written procedure, again call upon Members to participate in the above procedure pursuant to article 7 b (1)-(6) of this Constitution. This second written procedure shall validly take place irrespective of the number of Members participating. If the approval of at least half of the Members participating in the second written procedure regarding the items on the agenda and regarding the procedure in writing is not received within the period mentioned in the letter for the second written procedure, the decisions are taken as rejected. In the event of a tie, the decisions taken as rejected.</p>	
<p>(8) Further details shall be laid down in the ‘Rules of Procedure’ of the General Assembly.</p>	
<p><b>Article 8</b> <b>Governing Board</b></p>	
<p>(1) The members of the Governing Board shall consist of natural persons elected by the General Assembly, with a maximum of twenty (20) members, and a minimum of ten (10) members, including the President and the two (2) Vice-Presidents. The President and the two (2) Vice-Presidents shall be members of the Governing Board as of right. The Governing Board shall represent the diverse constituency of the Conference, shall ensure fair and adequate representation, including at least twenty-five percent (25%) candidates from Orthodox Churches (Eastern and Oriental) and shall be diversified in terms of qualifications and each member of the Governing Board shall be able to fulfil its governance responsibilities. The members of the Governing Board shall be appointed for a mandate of minimum two (2) years and maximum of five (5) years. No person shall be a member of the Governing Board, in any capacity (i.e. as member of the Governing Board, President, or Vice-President), for more than ten (10) years (whether consecutive or not).</p>	<p>[Here we should rather keep “shall represent” than “shall seek to represent”. Balances are very important to the Members, so a weaker phrase would certainly risk acceptance of the changes proposed.]</p>
<p>(2) Natural persons wishing to become members of the Governing Board shall be proposed by their Member to the General Assembly’s Nominations Committee. This Committee shall then propose a</p>	



shortlist of up to seventeen (17) candidates to be elected by the General Assembly, taking into account the diversity criteria provided for in article 8 (1) of this Constitution.

(3) The term of office of each member of the Governing Board shall commence at the closure of the General Assembly at which he/she is elected. It ends upon the closure of the General Assembly at which a new Governing Board is elected. The mandate of a member of the Governing Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Governing Board is no longer linked to the Member he/she is representing, or (iii) if the Member the member of the Governing Board represents, for whatever reason, ceases to be a Member of the Conference.

(4) The mandate of a member of the Governing Board also terminates upon revocation by the General Assembly. The General Assembly may revoke a member of the Governing Board at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Conference, and provided that the member of the Governing Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the revocation.

(5) Members of the Governing Board are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the President.

(6) The General Assembly shall also elect an ‘electoral reserve’ of up to seventeen (17) potential members of the Governing Board, taking into account the diversity criteria provided in article 8 (1) of this Constitution. Except for the President and the two (2) Vice-Presidents, if the mandate of a member of the Governing Board ceases before its term, for whatever reasons, the Governing Board may freely appoint (by co-optation) a new member of the Governing Board from this ‘electoral reserve’ for the remainder of the term, provided that the member of the Governing Board appointed (by co-optation) fulfils the criteria for the composition of the Governing Board of the replaced member of the Governing Board.

(7) 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 conduct the business of the Conference. The Governing Board shall have all powers necessary to accomplish the purpose of the Conference, except for the powers that are specifically granted to other bodies of the Conference by law

***[The paragraphs 3, 4, and 5, that we added, are legally mandatory in the Constitution of a Belgian association internationale sans but lucratif (hereafter referred to as ‘AISBL’). Indeed, article 48, 6° of the Belgian law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations requires that the Constitution contains provisions relating to the appointment, the resignation and the dismissal procedures of the members of the Governing Board]***

***[From a Belgian law point of view, the terms ‘it shall be empowered to conduct the business of the Conference’ do not mean that the Governing Board is empowered with the residual powers. The granting of***

or this Constitution

The Governing Board shall have in particular the following powers:

- 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 submit proposals of exclusions of Members to 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 that must be submitted to the General Assembly for approval;
- take the decisions to establish, determine the working and governance rules of, and delegate tasks to one or more Working Group(s), Committee(s) or any such body(ies) and the overseeing of this/these;
- appoint and revoke a General Secretary;
- support the General Secretary and grant discharge to him/her regarding the exercise of his/her mandate during the past financial year;
- act as the internal appeal tribunal in cases of labour conflict within the Secretariat;
- adopt the ‘Standing Orders’ of the Conference;
- authorise official reports and submissions;
- assess its own performance;
- enhance the Conference’s public image;
- transfer the Conference’s registered office; and
- make appropriate preparations for the General Assemblies.

***the residual powers to the Governing Board must be explicitly stipulated in this Constitution. For the governance structure of CEC to be workable, it is, however, advisable to grant the residual powers (i.e. all powers which are not specifically granted to other bodies of CEC) to the Governing Board. In the case of CEC, this is particularly advisable as (i) the convening period of three months of the General Assembly is quite long (not possible to quickly act) and (ii) physical meetings of the General Assembly are only held every 5 years. Granting the residual powers to the Governing Board shall not impact the powers that have been granted up until now to the General Assembly by the Belgian law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations and this Constitution]***

(8) The Governing Board Members shall:

- promote the faith, vision, mission and values of the Conference; and

– advocate for and interpret the work of the Conference, especially in their respective regions and ecclesial traditions.

(9) The Governing Board shall be chaired by the President. If the President is unable or unwilling to chair the Governing Board, the Governing Board shall be chaired by a Vice-President. If the President and the two (2) Vice-Presidents are all unable or unwilling to chair the Governing Board, the Governing Board shall be chaired by a member of the Governing Board designated for this purpose by the Governing Board.

(10) Convening notices for the Governing Board shall be notified to the members of the Governing Board by the General Secretary via regular mail or via any other means of written communication (including e-mail) at least seven (7) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Governing Board shall be prepared by the General Secretary and approved by the President. If the President is unable or unwilling to approve the agenda, it shall be approved by a Vice-President. If the President and both Vice-Presidents are all unable or unwilling to approve the agenda, the General Secretary shall notify it to the members of the Governing Board on his own authority.

(11) Unless otherwise stipulated in this Constitution, the Governing Board shall be validly constituted when at least half of the members of the Governing Board are present or represented. In any case, the Governing Board shall always be constituted of at least three (3) members of the Governing Board present. Unless otherwise stipulated in this Constitution, decisions of the Governing Board shall be validly adopted if they obtain the simple majority of the votes cast by the members of the Governing Board present or represented. Each member of the Governing Board shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President has the casting vote.

(12) Except for the President and the two (2) Vice-Presidents, each member of the Governing Board shall have the right, via regular mail or via any other means of written communication (including e-mail), to give a proxy to a member of the ‘electoral reserve’, to be represented at a Governing Board meeting. No

**[The GB might consider to align this with the other provisions for tie situations “In the event of a tie, the motion shall be taken as rejected”. – A casting vote for the President follows very much the logic of economic or political entities, where it is mandatory to have a strong leader and to reach a majority decision. In the ecumenical context of CEC this means that – for five years – one of our three church families has a stronger voice than the other two. This might not be seen as desirable. If no majority, even less a consensus can be found – maybe CEC shouldn’t pursue the proposal.]**

**[The majority of the Belgian legal scholars considers that within an association sans but lucratif (hereafter**

<p>member of the ‘electoral reserve’ may hold more than one (1) proxy.</p>	<p><i>referred to as ‘ASBL’) and a public limited liability company, members of the management body cannot grant proxies to third parties for the purpose of representing them at meetings of this management body. This is linked to the principle of the confidentiality and secrecy of the affairs within the management body of the ASBL or public limited liability company. In an AISBL, there is more contractual flexibility allowed by the Belgian law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations. Consequently, the possibility for members of the management body of an AISBL to grant proxies to third parties could be stipulated in the Constitution. However, we advise CEC to avoid to stipulate in this Constitution that members of the Governing Board could grant a proxy to a member of the ‘electoral reserve’ as it could lead to legal issues / questions in case of disagreement among the members of the Governing Board. But we understand from our meeting of November 3 that CEC wishes to maintain the possibility to grant proxies to third parties (i.e. members of the ‘electoral reserve’)].</i></p>
<p>(13) The Governing Board shall meet no less than twice a year, upon convening by the President, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Governing Board, the Governing Board shall be convened by a Vice-President. If the President and the two (2) Vice-Presidents are all unable or unwilling to convene the Governing Board, the Governing Board shall be convened by the General Secretary or, if he or she is not able to do so, one of the executive staff members of the Secretariat.</p>	
<p>(14) 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.</p>	
<p><b>Article 9</b> <b>President and Vice-Presidents</b></p>	
<p>(1) The General Assembly shall elect a President. The President shall have the following powers and duties:</p> <ul style="list-style-type: none"> <li>– preside Governing Board meetings;</li> <li>– oversee the implementation of Governing Board resolutions;</li> </ul>	

<ul style="list-style-type: none"> <li>– call special meetings of the Governing Board, if necessary;</li> <li>– ensure the Governing Board fulfils its governance duties and responsibilities;</li> <li>– provide a point of contact for leaders of the Members;</li> <li>– consult with the members of the Governing Board on their roles and help them assess their performance;</li> <li>– oversee the recruitment of the General Secretary;</li> <li>– coordinate the General Secretary’s annual performance evaluation;</li> <li>– speak on behalf of the Governing Board on strategic issues.</li> </ul>	
<p>(2) The President shall be supported in his or her role by two (2) Vice-Presidents, who shall be elected by the General Assembly and who shall fulfil the following powers and duties:</p> <ul style="list-style-type: none"> <li>– carry out special assignments as requested by the President;</li> <li>– perform the President’s duties in the President’s absence or by his or her delegation;</li> <li>– participate as a vital part of the Governing Board leadership.</li> </ul>	
<p>(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. The President and the two (2) Vice-Presidents shall be three (3) distinct natural persons. Their mandate shall be non-remunerated. Their term of office is a minimum two (2) years term and a maximum five (5) years term. A Vice-President may be re-elected for one term of office as Vice-President, or elected as President, while a President may not be re-elected as President, but can be elected as Vice-President once.</p>	
<p>(4) If the President cannot complete his or her term of office, the Governing Board shall appoint one of the Vice-Presidents as President for the remainder of the term of the President to be replaced. If a Vice-President is appointed as President or cannot, for other reasons, complete his or her term of office, the Governing Board shall elect, among the members of the Governing Board, a new Vice-President who shall be only appointed for the remainder of the term of the Vice-President being replaced.</p> <p>(5) The mandate of the President and the two (2) Vice-Presidents ends upon the closure of the General Assembly at which a new President and two (2) new Vice-Presidents are elected.</p> <p>The General Assembly may further revoke the President as President and a Vice-President as Vice-President, at any time and does not need to motivate its decision, without any compensation or cost</p>	<p><b><i>[Either a person is appointed as President either he/she is not. The notion of “acting president” does not exist under Belgian law]</i></b></p> <p><b><i>[The President and the Vice-Presidents have the power to represent the Conference vis-à-vis third parties.]</i></b></p>

<p>becoming due by the Conference, and provided that the President or the Vice-President concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the revocation.</p> <p>The President and the two (2) Vice-Presidents are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Governing Board.</p>	<p><b><i>According to article 48, 6° of the Belgian law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations, the procedure of election / revocation / resignation of the persons who can represent an AISBL vis-à-vis third parties must be stipulated in the Constitution]</i></b></p>
<p><b>Article 10</b></p> <p><b>Management and Administration</b></p>	
<p>A General Secretary and a Secretariat are responsible for the daily administration of the Conference.</p>	
<p><b>Article 11</b></p> <p><b>General Secretary</b></p>	
<p>(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.</p>	<p><b>[It is specified in Art. 8 (4) that the Governing Board appoints the General Secretary. A more detailed procedure is specified in the ‘Standing Orders’.]</b></p>
<p>(2) The General Secretary shall have the powers specifically granted to him/her by this Constitution. In particular, the General Secretary shall have the following powers:</p> <ul style="list-style-type: none"> <li>– the daily management of the Conference, within the approved budget;</li> <li>– implementing the strategic goals and objectives of the Conference as agreed by the General Assembly;</li> <li>– hiring and dismissing the staff of the Secretariat, upon consultation with the President and the two (2) Vice-Presidents;</li> <li>– acting as the Secretary to the Governing Board and participating in an advisory capacity to the meetings of the Governing Board;</li> </ul>	

<p>– acting as a spokesperson of the Conference on operational issues in accordance with the ‘Standing Orders’ of the Conference agreed by the Governing Board.</p>	
<p>(3) The General Secretary shall be accountable to the Governing Board for his or her activities and the work of the Secretariat.</p> <p>(4) The Governing Board shall appoint a natural person, not being a member of the Governing Board, as General Secretary. His/her office may be remunerated. The General Secretary’s mandate may be of a definite duration. The terms and conditions of his/her office shall be determined by the Governing Board.</p> <p>The mandate of the General Secretary terminates as of right and with immediate effect by death or incapacity, or (ii) if the General Secretary is declared bankrupt, insolvent or is submitted to the collective debts settlement, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.</p> <p>Unless otherwise agreed, the Governing Board may revoke the General Secretary at any time and possibly with immediate effect, without (i) having to justify its decision, (ii) any compensation or cost becoming due by the Conference, and (iii) prejudice to the mandatory labour law provisions, if applicable.</p> <p>The General Secretary is free to resign from his/her office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, his/her resignation to the Governing Board, without prejudice to the mandatory labor law provisions, if applicable.</p>	<p><b><i>[The General Secretary has the power to represent the Conference vis-à-vis third parties. According to article 48, 6° of the Belgian law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations, the procedure of election / revocation / resignation of the persons who can represent the Conference vis-à-vis third parties must be stipulated in the Constitution]</i></b></p>
<p><b>Article 12</b></p> <p><b>Legal representation</b></p>	<p><b>[This is systematically different from laying down the powers and duties of the General Secretary, so it should go into a separate article.]</b></p>
<p>(1) The Conference shall be validly represented in court by (i) the President and (ii) the General Secretary or a Vice-President, acting jointly.</p>	<p><b>[Representation in and out of court should be dealt with separately, too.]</b></p>
<p>(2) Out of court (i.e. for extra-judicial deeds), the Conference shall be validly represented vis-à-vis third parties:</p> <p>– either by the signature of (i) the President and (ii) the General Secretary or a Vice-President, acting</p>	<p><b><i>[The second indent “or by the signature of the President</i></b></p>

<p>jointly;</p> <ul style="list-style-type: none"> <li>– or by the signature of the two (2) Vice-Presidents, acting jointly;</li> <li>– or by the signature of the General Secretary and a person duly authorised by the Governing Board, acting jointly.</li> </ul> <p>Within the framework of daily management, the Conference shall also be validly represented vis-à-vis third parties by the General Secretary, acting alone. In such cases, the General Secretary may authorise executive staff to sign in his or her stead. Such authorisation requires written form.</p>	<p><b>or a Vice-president, acting jointly” has been deleted as it is covered by the first ident of article 12 (2)]</b></p>
<p><b>Article 13</b></p> <p><b>Secretariat</b></p>	
<p>(1) The Secretariat shall serve and facilitate the mission and work of the Conference.</p>	
<p>(2) The Secretariat shall facilitate the interaction between the Members, Organisations in Partnership and National Councils of Churches. It shall deliver the following core functions:</p> <ul style="list-style-type: none"> <li>– programmatic development and research;</li> <li>– political engagement.</li> </ul>	
<p>(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.</p>	
<p>(4) 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.</p>	
<p>(5) Secretariat staff should be representative of the constituency of the Conference.</p>	
<p><b>Article 14</b></p>	



<b>Budgets and Accounts</b>	
<p>(1) The Conference shall be financed by membership fees and contributions from the Members, or by [-], donations or grants from third parties.</p>	<p><b>["Loans" were not mentioned in the Budapest Constitution. Taking loans is a financial risk that should not be introduces without the GA deliberating the pros and cons of such a way of financing CEC.]</b></p>
<p>(2) The financial year shall be the calendar year.</p>	
<p>(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 propose to the General Assembly the amount of the membership fees to be paid per year by each Member.</p>	
<p>(4) The Governing Board shall, on a proposal from its Budget Committee, establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year.</p> <p>Each year, within six (6) months following the end of the financial year, the Governing Board shall submit the draft annual accounts and the draft budget to the General Assembly for approval.</p> <p>If the law so requires, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren", for a three (3) years term.</p> <p>If the Conference is not required by law to appoint a statutory auditor, the General Assembly shall still appoint an external accountant to audit the annual accounts.</p> <p>The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Conference. This report shall be submitted to the General Assembly before the approval of the annual accounts.</p>	<p><b><i>Discharge must be granted every year to the members of the Governing Board at the occasion of the General Assembly approving the annual accounts and the budget. This is stipulated in article 7, §5 of this Constitution]</i></b></p> <p><b><i>[Article 53, §5 of the law of June 27, 1921 on non-profit associations, foundations, European political parties and European political foundations provides that the statutory auditor of an AISBL is appointed among the members of the Belgian 'Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren']</i></b>.</p>
<p>(5) Annual accounts shall be transmitted to the competent authority under the applicable national legislation.</p>	

<p>(6) The legal liability of the Conference shall be strictly limited to its own assets.</p>	
<p><b>Article 15</b> <b>Dissolution and Liquidation</b></p>	
<p>(1) Two-thirds (2/3) of the members of the Governing Board or one fifth (1/5) of the Members may request the Governing Board to convene an extraordinary General Assembly in order to decide on the dissolution and liquidation of the Conference.</p> <p>(2) The General Assembly can validly pronounce the dissolution of the Conference only if (i) at least two-thirds (2/3) of the Members are present and (ii) the decision obtains a two-thirds (2/3) majority of the votes cast by the Members present. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decision shall be taken as rejected.</p> <p>(3) Any proposition to dissolve the Conference shall be explicitly mentioned in the agenda of the convening notice to the Members and the members of the Governing Board.</p>	
<p>(4) If the General Assembly decides to proceed to the dissolution, it shall also determine the date on which it will take effect and appoint up to three liquidators, one of whom must be admissible to the bar in Belgium.</p>	
<p>(5) Should the Conference be dissolved, the Governing Board shall ensure that a Church organisation is appointed as trustee for the net assets of the Conference, provided however that the net assets of the Conference may only be allocated to a charitable purpose. The trustee shall undertake to administer the net assets and, after deduction of costs, use the revenues generated by the net assets, if any, for charitable purposes to benefit Churches in Europe. The trustee shall also undertake to find within twenty-one (21) years after the closure of the liquidation of the Conference a new European conference of Churches. If within twenty-one (21) years after the closure of the liquidation of the Conference no new European conference of Churches has been founded, the trustee may use the net assets for charitable purposes consistent with the aims pursued by the Conference.</p>	<p><b>[In case of a dissolution, it is important to find a way of keeping the net assets for a minimum time of twenty years for the purpose of setting up a new European Ecumenical Organisation with similar aims and objectives, rather than putting the money into any other church-related project.]</b></p>

<p><b>Article 16</b> <b>Special Provisions</b></p>	
<p>(1) The official languages of the Conference are English, French, German and Russian. Without prejudice to applicable legal obligations, English shall be the working language. Upon request of the Governing Board, translations of relevant documents shall be provided in any of the official languages. While the French version is binding by law, officially approved translations of this Constitution shall be published in all four languages. For General Assemblies, interpretation into any of the official languages shall be available, as far as possible, if Delegates so request.</p> <p>(2) Anything that is not provided for in this Constitution or the ‘Standing Orders’ of the Conference, if any, or the Rules of Procedure of the General Assembly, if any, shall be governed by the provisions of Title III of the Law. In the event of a conflict between this Constitution, the ‘Standing Orders’ of the Conference, if any, and the Rules of Procedure of the General Assembly, if any, or any other kind of internal rules and regulations of the Conference, this Constitution shall prevail.</p>	<p><b>[Working language: This reference to current practice within CEC could be introduced so as to make clear that there is no right to have every single exchange within the Conference interpreted/translated. That would not be feasible. It should be limited to important documents and the proceedings of the GA (not any working group, either)].</b></p>
<p><b>Article 17</b> <b>Amending the Constitution</b></p>	
<p>(1) Two-thirds (2/3) of the members of the Governing Board or one fifth (1/5) of the Members may request the Governing Board to convene an extraordinary General Assembly in order to decide on the amendment of this Constitution.</p> <p>(2) The main terms of any proposal to amend this Constitution shall be explicitly mentioned in the agenda of the convening notice to the Members and the members of the Governing Board.</p> <p>(3) Amending this Constitution requires at least two readings. Details shall be laid down in the ‘Rules of Procedure’ of the General Assembly.</p> <p>(4) At the meeting of the General Assembly deciding on amendments to this Constitution, amendments</p>	<p><b>[Current Article 17, (2) to (4) have been deleted for clarity purposes. They can be added in the Rules of Procedure of the General Assembly]</b></p> <p><b>[We need to take care here when to use “the amendment” or “an amendment” for purposes of</b></p>

to the proposed amendments to this Constitution may be proposed by Delegates present according the relevant regulations in the General Assembly’s ‘Rules of Procedure’ and shall be voted upon by the General Assembly. The General Assembly can validly decide to adopt amendments to the proposed amendments to this Constitution only if (i) Delegates present represent at least half of the Members and if (ii) the decision to adopt the amendments to the proposed amendments to this Constitution (in accordance with article 17 (2) of this Constitution) obtains the simple majority of the votes cast by the Delegates present.

***clarity of procedure.]***

(5) The General Assembly can validly decide on amendments to this Constitution, including adopted amendments to the proposed amendments only if (i) Delegates present represent at least half of the Members and if (ii) the decision to adopt the amendments to this Constitution, including the adopted amendments to the proposed amendments obtains a two-thirds majority (2/3) of the votes cast by the Delegates present.

(6) If half of the Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to article 7 a (1) of this Constitution, at least three (3) months after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate irrespective of the number of Delegates present, in accordance with the majorities stipulated in the article 17 (3) of this Constitution, and decide on the amendments to this Constitution including the adopted amendments to the proposed amendments (in accordance with article 17 (2) of this Constitution). However, the General Assembly shall always be composed of at least thirty (30) Delegates physically present.

(7) Without prejudice to the requirements of applicable law, the date on which adopted amendments to this Constitution shall enter into force shall be determined in the ‘Rules of Procedure’ of the General Assembly, if any, or by the decision of the General Assembly regarding the amendments in question.

(8) Any decision of the General Assembly relating to amendments of this Constitution is subject to the requirements imposed by applicable law. In particular, when the law requires it, the amendments to this Constitution must be acknowledged by a Royal Decree or recorded in a notarial deed.