

## Constitution of the Conference of European Churches

International non-profit association (AISBL)

### Proposed Amendments, Novi Sad 2018

#### Preamble

The Conference of European Churches 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 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.

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.

**Article 1****Name, legal status, registered office, duration**

(1) The name of the association is ‘Conference of European Churches’ (hereafter referred to as the ‘Conference’).

(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 Member Churches (hereafter referred to as the ‘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.

(3) The Conference has its registered office at Rue Joseph II 174, 1000 Brussels. Its legal status is an international non-profit association.

(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)****2.1. Non-profit aims**

(1) The aims and activities pursued by the Conference are of an exclusively non-profit-making and international nature.

(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.

(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:

- ecclesiology and theology;
- diaspora and migrant Churches, and mission;
- asylum and migration;

- youth and intergenerational dialogue;
- social responsibility and human rights.

(4) Through programmatic development and research, the Conference aims to strengthen 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.

## **2.2. Activities**

The Conference may develop, alone or in collaboration with third parties, all activities that serve to achieve its aims, directly or indirectly. For example, the Conference may establish fora for programmatic development and research, such as conferences, working groups and seminars for dialogue. In doing so, 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 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.

(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.

(3) Each Member has the freedom and the responsibility to implement recommendations and declarations of the Conference in its life and witness.

## **Article 3**

### **Membership**

(1) The Conference shall have one (1) membership category: Member. The Conference shall always consist of at least ten (10) Members from at least five (5)

different European countries.

The rights and obligations of the Members shall be as defined in and pursuant to this Constitution.

(2) In order to qualify for membership, an applicant shall:

- (a) Be a Church or a Federation of Churches;
- (b) Have its registered office in Europe;
- (c) Be duly constituted in accordance with the laws and practices of its country of origin, whether it has legal personality or not; and
- (d) 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.

(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:

- 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
- Likewise, natural persons linked to those member Churches that are Members may stand for offices within the Conference only for their own Church, not for the Federation of Churches.

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

(5) Each Member shall pay a yearly membership fee fixed by the Governing Board.

(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.

#### **Article 4**

##### **Terms and conditions for accession, resignation, restriction of rights and exclusion**

(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 a validly signed statement of acceptance by that Church

or Federation of Churches of 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.

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 binding, and the Governing Board shall give reasons for its decisions.

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 of the Governing Board shall not take effect; otherwise it shall take effect after these six (6) months. If the said number of Members request that the Governing Board's decision does 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. In such a case, 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. The decisions of the General Assembly regarding the admission of a Member are final and binding, take effect immediately and the General Assembly shall not give reasons for its decisions.

New Members shall be received with a prayer service at the next physical meeting of the General Assembly according to Art. 7 (4) (a) of this Constitution.

A Member that has been excluded from the Conference and wishes to rejoin the Conference as a Member shall be considered as an applicant for membership.

(2) Resignation from the Conference by a Member requires a written notification via registered mail or any other means of written communication (including e-mail) with acknowledgment of receipt to the General Secretary, who shall inform the Governing Board without delay. Resignation shall take effect on the first day of the sixth (6th) full month after receipt of the notification by the General Secretary. A Member that has resigned from the Conference and wishes to rejoin the Conference as a Member shall be considered as an applicant for membership.

(3) By way of derogation from Article 4 (2) of this Constitution, a Member that has resigned from the Conference, and wishes to rejoin the Conference as a Member 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 that 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 Member concerned with the relevant details in writing via registered mail or via any

other means of written communication (including e-mail) with acknowledgment of receipt thirty (30) calendar days in advance of the proposed date on which the membership right(s) will be suspended. The Member concerned then has time to definitely remedy the breach or breaches having led to the proposal of suspension. The Governing Board may decide to suspend the Member's membership rights, provided that the said Member has been invited to a meeting of the Governing Board and given opportunity to defend its position, prior to voting on the decision on such a 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 and binding, and the Governing Board shall give reasons for its decisions. 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 the votes cast. The decisions of the General Assembly regarding the continuation of the suspension of the membership right(s) are final and binding, and the General Assembly shall not give reasons for its decisions.

(5) A Member (i) that 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 Member concerned with the relevant details in writing via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt thirty (30) calendar days in advance of the date on which the exclusion from membership will be recommended to the General Assembly. The Member concerned has then time to definitely remedy 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 the General Assembly the exclusion of a Member from membership, provided that the said Member has been invited to a meeting of the Governing Board and given opportunity to defend its position, prior to the vote on the decision to recommend such exclusion 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 and binding, and the Governing Board shall give reasons for its decisions. 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. The decisions of the General Assembly regarding the exclusion from membership or the permanent suspension from membership shall be final and binding, and the General Assembly shall not give reasons for its decisions.

(6) A Member that, 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, such as the payment of the membership fees, up to the end of the financial year in which the termination of its membership became effective, and for due confidentiality, (ii) have no claims for compensation on the Conference or for its assets, and (iii) forthwith cease to present itself as a Member of the Conference in any manner.

## **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 (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 Members 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.

(2) National Councils of Churches in Europe are the ecumenical instruments through which Churches engage nationally, and they shall each be invited to send one (1) representative to attend the General Assembly without voting rights.

## **Article 6**

### **Organisation**

The main bodies of the Conference are:

- the General Assembly and
- the Governing Board.

## **Article 7**

### **General Assembly**

(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 (3) of this Constitution in the case of a physical meeting, or Article 7b (3), (4) of this Constitution in the case a written procedure is followed. The General Assembly shall be chaired by one (1) Moderator and two (2) Vice-Moderators elected by the General Assembly.

(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 1st 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, and the Governing Board shall give reasons for its decisions. Each year before February 1st, 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 decisions of the General Assembly regarding the index number shall enter into force immediately and shall be final and binding, and the General Assembly shall not give reasons for its



decisions. 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 Member concerned present at the meeting of the General Assembly that has 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:

- to amend this Constitution and the Rules of Procedure of the General Assembly;
- to call on Members to pray together;
- to elect its Moderator and two (2) Vice-Moderators;
- to deliberate on items of its agenda, issue statements and adopt recommendations;
- to evaluate the progress made by the Conference in achieving the strategic objectives as agreed by the General Assembly;
- to define new or revised strategic objectives for the Conference;
- to receive a financial report from the Governing Board and define a financial strategy;
- to approve the annual accounts and the budget;
- if applicable, to appoint and dismiss a statutory auditor or an external accountant, determine the remuneration and grant discharge to the auditor(s) regarding the exercise of their mandate during the past financial year;
- to elect and dismiss 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
- to dissolve and liquidate the Conference, allocate the Conference’s net assets in case of dissolution, and appoint one or more liquidator(s).

(4) Depending on the nature of the items to be dealt with by the General Assembly, the Governing Board shall invite the Members:

- (a) to convene in a physical meeting; or
- (b) to decide in writing.

The General Assembly shall be convened as a physical meeting:

- for all elections and dismissals,

- to make changes to this Constitution,
- to dissolve the Conference,
- for debates on specific theological and socio-ethical questions, and
- for debates on issues relating to the strategic objectives of the Conference.

A physical meeting must be held at least once every five (5) years.

## **Article 7a**

### **Meetings of the General Assembly**

(1) The Governing Board shall call the meetings at least three (3) months in advance and at such time and place as stated in the invitation. The invitation shall include the agenda of the meeting and be notified to all the Members and the members of the Governing Board by the General Secretary via regular mail or 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. 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 or her Member. The Delegate(s) shall cast the vote(s) of his / her / their Member. If a Member is apportioned more than one Delegate, it is up to the Member to decide before the beginning of each meeting of the General Assembly whether all its Delegates shall cast their vote, concerning each motion tabled, in the same way (either in favour, against, or abstain) or whether the Delegates may cast their vote in a different way.

If a Delegate is no longer linked to the Member he/she is representing, (i) he/she shall as of right lose his or her capacity and rights as Delegate and (ii) the said Member shall have the right to 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 first and last name and the contact details, physical and electronic, 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 or her place. Unless

otherwise provided in this Constitution, a Member may not grant a proxy to another Member.

If the General Assembly has to adopt amendments to this Constitution in the presence of a notary public, because the amendments require to be recorded in a notarial deed according to Belgian law, each Member shall have the right, by way of derogation from the previous sentence, to grant proxy to a Delegate representing another Member. The Delegate(s) granted such proxies shall cast all votes apportioned to the Member he or she represents according to Article 7a (3) of this Constitution as well as all votes granted by other Members according to their respective index number. In such a proceeding, only such amendments may be adopted that have been approved by a previous physical meeting of the General Assembly outside of Belgium in accordance with the requirements laid down in Article 17 (1)-(6) of this Constitution. For this purpose, each Delegate present may hold an unlimited number of proxies. The proxy shall be granted directly to the Delegate, via regular mail or via any other means of written communication (including e-mail), provided the General Secretary receives a copy of this proxy by similar means.

(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 Moderator shall regularly verify the presence of a quorum in accordance with the Rules of Procedure of the General Assembly.

If at least half of the Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 7a (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 7a (6), Article 15 (2) and Article 17 (4), (5) of this Constitution.

Further details shall be laid down in the Rules of Procedure of the General Assembly.

(6) Unless otherwise provided for 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. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the motion shall be taken as rejected. No vote shall be cast regarding an item that is not listed on the agenda. At the beginning of the meeting of the General Assembly, Delegates can request to (i) add new items on the agenda and/or (ii) delete items from the agenda, pursuant to Article 7a (5) of this Constitution with respect to quorum and majority requirements.

(7) By way of derogation from Article 7a (6) of this Constitution, a consensus mode of decision-making shall be used on specific theological or socio-ethical questions or issues. Further details shall be laid down in the Rules of Procedure of the General Assembly.

(8) Minutes shall be kept at each General Assembly meeting. A consolidated version shall be approved and signed by the minute-takers and the President and sent 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. If no Member raises any objections to the minutes within two (2) months after the distribution, the

Governing Board shall take the decision to add the minutes to the official register of minutes. If there are objections, the next General Assembly shall decide on the final wording before it takes the decision to add the minutes to the official register of minutes.

## **Article 7b**

### **Written procedure for the General Assembly**

(1) The General Assembly may take decisions via written procedure. For this purpose and by way of derogation from Article 7a (1) of this Constitution, the Governing Board shall, via regular mail and/or via any other means of written communication (including e-mail) to the Members, call upon Members to participate in the procedure at least two (2) months in advance of the final date to vote.

(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.

(3) Each Member shall be represented in a written procedure by one (1) of its Delegates only, who will cast all votes accorded to the Member based on its index number. For this purpose, each Member shall inform the General Secretary via regular mail and/or via any other means of written communication (including e-mail) of the identity and contact details, physical and electronic, of the person who shall represent it in between physical General Assemblies. This person shall receive copies of all communications of the Conference relevant to the exercise of membership rights.

(4) By way of derogation from Article 7b (3) of this Constitution, Members shall have the right to be represented in a written procedure by the same delegation that has last been notified to the Conference according to Article 7a (3) of this Constitution. If a Member is apportioned more than one Delegate, it is up to the Member to decide before the beginning of each meeting of the General Assembly whether all its Delegates shall cast their vote in the same way on each motion tabled (either in favour, against, or abstain) or whether the Delegates may cast their vote in a different way. Should the Member intend to replace one or more Delegate(s), it shall, within ten (10) calendar days after the receipt of the invitation, inform the General Secretary via regular mail and/or via any other means of written communication (including e-mail). With this notification, the Member must also provide the identity and contact details, physical and electronic, of each Delegate concerned.

(5) As from the date of the notification made by the Governing Board, each Delegate 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 within two (2) weeks of their receipt.

(6) 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.

(7) The communication according to Article 7b (6) of this Constitution 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 completed and signed, to the registered office of the Conference or any other address stated in the invitation, via regular mail or via any other means of written communication (including e-mail). A secret ballot is not possible. If by the end of the final day to vote, according to current Brussels time, less than half of the Members have returned the ballot paper(s), the motions shall be regarded as rejected. If no simple majority of the votes cast is reached in favour of the items on the agenda and the use of the written procedure within the period mentioned in the invitation for the written procedure, the motions shall be regarded as rejected. Abstentions shall not be counted. In the event of a tie, the motion shall be regarded as rejected.

(8) If by the end of the final day to vote, according to current Brussels time, less than half of the Members have returned the ballot paper(s) according to Article 7 b (7) of this Constitution, the Governing Board shall, within a term of one (1) week after the term mentioned in the invitation for the first written procedure, again call upon Members to participate in the above procedure pursuant to Article 7b (1)-(7) of this Constitution. This second written procedure shall validly take place, according to the present Article, irrespective of the number of Members participating. If in the second written procedure no simple majority of the votes cast is reached in favour of the items on the agenda and the motions tabled within the period mentioned in the invitation for the second written procedure, the motions shall be regarded as rejected. In the event of a tie, the motions shall be regarded as rejected.

(9) Further details shall be laid down in the Rules of Procedure of the General Assembly.

## **Article 8**

### **Governing Board**

(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, by way of 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; 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 natural person may 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).

(2) Except for the President and the two (2) Vice-Presidents, 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 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.

(4) The mandate of a member of the Governing Board terminates by expiry of his or her directorship. 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.

(5) Except for the President and the two (2) Vice-Presidents, members of the Governing Board are also free to resign from their office at any time by submitting their resignation to the President via registered mail or any other means of written communication (including e-mail) with acknowledgment of receipt.

(6) Except for the President and the two (2) Vice-Presidents, the mandate of a member of the Governing Board also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a member of the Governing Board at any time, (i) without having to justify its decision, (ii) without any compensation or cost becoming payable by the Conference, and (iii) provided that the member of the Governing Board concerned is invited to the meeting and has received the possibility to defend his or her position during the meeting of the General Assembly and prior to the vote on the dismissal.

(7) 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, who should be from the same church family and region as the replaced member of the Governing Board.

(8) Except for the President and the two (2) Vice-Presidents, each member of the Governing Board - in order to be represented at a Governing Board meeting - shall have the right, via regular mail or any other means of written communication (including e-mail), to give a proxy to a member of the 'electoral reserve', who should be from the same church family and region as the member of the Governing Board conferring his or her voting right. No member of the 'electoral reserve'

may hold more than one (1) proxy vote.

(9) 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 realise the aims of the Conference, except for those that are specifically granted to other bodies of the Conference by law or this Constitution.

The Governing Board shall, in particular, have 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 to suspend membership rights and to exclude Members to the General Assembly;
- ensure effective organisational and strategic planning;
- ensure the financial stability of the Conference;
- ensure adequate resources, including membership fees, 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 and delegate tasks to one or more working group(s), committee(s) or any such body, determine rules for their work and governance, and oversee their activities;
- appoint and dismiss a General Secretary;
- support the General Secretary and grant discharge to him or her for the exercise of this 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.

(10) The members of the Governing Board 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.

(11) The General Secretary shall call meetings of the Governing Board and invite its members via regular mail or any other means of written communication (including e-mail) at least seven (7) calendar days before the meeting. The invitations shall mention the date, time and place of the meeting. The agenda and the relevant documents necessary for the discussion shall be attached to the invitations. 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 the two (2) Vice-Presidents are all unable or unwilling to approve the agenda, the General Secretary shall approve the agenda and notify it to the members of the Governing Board.

(12) 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 if at least three (3) members of the Governing Board are 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.

(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 invitation. 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/she is not able to do so, one of the executive staff members of the Secretariat.

(14) 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.

(15) 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 General Assembly shall elect a President. The President shall have the following powers and duties:

- chair 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 Members;
- consult with the members of the Governing Board 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 Governing Board on strategic issues.

(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 have the following powers and duties:

- 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. 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 of two (2) years and a maximum of five (5) years. A Vice-President may be re-elected for one term of office as Vice-President, or elected for one term of office as President. A President may not be re-elected as President, but can be elected for one term of office as Vice-President and thereafter be re-elected as Vice-President for one additional term of office.

(4) If the President cannot complete his or her term of office, the Governing Board shall appoint one of the two (2) 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 to be replaced.

(5) The mandate of the President and the two (2) Vice-Presidents terminates by expiry of the term of their mandate. The mandate of the President and the two (2) Vice-Presidents terminate as of right and with immediate effect, (i) by death or incapacity, or (ii) if the President or the two (2) Vice-Presidents are no longer linked to the Member they are representing, or (iii) if the Member the President or the two (2) Vice-Presidents represent, for whatever reason, ceases to be a Member of the Conference. The term of office of the President and the two (2) Vice-Presidents shall commence at the closure of the General Assembly at which he or she is elected.

The President and the two (2) Vice-Presidents are also free to resign from their office at any time by submitting their resignation to the Governing Board through the remaining President or Vice-President(s) via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt. Should the President and the two (2) Vice-Presidents decide to resign in conjunction, the notice shall be submitted through the General Secretary. The respective recipient shall immediately return an acknowledgement of receipt.

Further, the General Assembly may dismiss the President as President and a Vice-President as Vice-President at any time, (i) without having to justify its decision, (ii) without any compensation or cost becoming payable by the Conference, and (iii) provided that the President or the Vice-President concerned is invited to the meeting and has received the opportunity to defend his or her position during the meeting of the General Assembly and prior to the vote on the dismissal.

## **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 General Secretary shall have the powers specifically granted to him or her by this Constitution. In particular, the General Secretary shall have the following powers:

- the daily management of the Conference, within the approved budget;
- implementing the strategic goals and objectives of the Conference as agreed by the General Assembly;
- hiring and dismissing the staff of the Secretariat, according to the procedure laid down in the Standing Orders of the Conference;
- acting as the Secretary to the Governing Board and participating in an advisory capacity to the meetings of the Governing Board;
- acting as a spokesperson of the Conference on operational issues in accordance with the Standing Orders of the Conference 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 Governing Board shall appoint a natural person, who is not a member of the Governing Board, as General Secretary. His or her office may be remunerated. The General Secretary's mandate may be of a definite duration. The terms and conditions of his or her office shall be determined by the Governing Board.

The mandate of the General Secretary ends as of right and with immediate effect by death or incapacity, or 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.

The General Secretary is free to resign from his or her office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) acknowledgment of receipt, his or her resignation to the Governing Board, through the President or, if he or she is unable or unwilling to receive it, one of the two (2) Vice-Presidents, who shall return an acknowledgement of receipt immediately. This provision is without prejudice to mandatory labour law provisions, if applicable.

Unless otherwise agreed, the Governing Board may dismiss the General Secretary at any time and possibly with immediate effect, (i) without having to justify its decision, (ii) without any compensation or cost becoming payable by the Conference, and (iii) without prejudice to mandatory labour law provisions, if applicable.

**Article 12****Legal representation**

(1) The Conference shall be validly represented in court by (i) the President and (ii) the General Secretary or a Vice-President, acting jointly.

(2) Out of court (i.e. for extra-judicial deeds), the Conference shall be validly represented vis-à-vis third parties:

- either by the signature of (i) the President and (ii) the General Secretary or a Vice-President, acting jointly;
- or by the signature of the two (2) Vice-Presidents, acting jointly;
- or by the signature of the General Secretary and a person duly authorised by the Governing Board, acting jointly.

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.

**Article 13****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, 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.

(4) The Secretariat is responsible for particular projects that have been agreed by the Governing Board as necessary for achieving the strategic objectives set by the General Assembly.

(5) Secretariat staff should be representative of the constituency of the Conference.

**Article 14****Budgets and accounts**

(1) The Conference shall be financed by membership fees and contributions from the Members, or by 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 each Member with due regard to their financial resources.

(4) Each year, the Governing Board shall, on a proposal from its Budget Committee, draw up the draft annual accounts of the past financial year, as well as the draft budget for the next financial year.

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.

If the law so requires, the General Assembly shall appoint a statutory auditor, chosen among the members of the Belgian Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren, for a term of three (3) years.

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.

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.

(5) Annual accounts shall be transmitted to the competent authority under the applicable national legislation.

(6) The legal liability of the Conference shall be strictly limited to its own assets.

**Article 15****Dissolution and liquidation**

(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.

(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. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the motion shall be regarded as rejected.

(3) Any proposal to dissolve the Conference shall be explicitly mentioned in the agenda attached to the invitation to the Members and the members of the Governing Board.

(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.

(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, on condition, however, that the net assets of the Conference may only be allocated to a charitable aim. 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 aims to benefit Churches in Europe. The trustee shall also undertake to found 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 aims consistent with the aims pursued by the Conference.

## **Article 16**

### **Languages, special provisions**

(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, simultaneous interpretation into any of the official languages shall be available, as far as possible, if Delegates so request.

(2) Anything that is not provided for in this Constitution, or the Standing Orders of the Conference, or the Rules of Procedure of the General Assembly, 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 and the Rules of Procedure of the General Assembly, or any other kind of internal rules and regulations of the Conference, this Constitution shall prevail.

**Article 17****Amending the Constitution**

(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.

(2) The main terms of any proposal to amend this Constitution shall be explicitly mentioned in the agenda attached to the invitation to the Members and the members of the Governing Board.

(3) Amending this Constitution requires at least two readings. Details shall be laid down in the Rules of Procedure of the General Assembly.

(4) At the meeting of the General Assembly deciding on amendments to this Constitution, amendments to the proposed amendments to this Constitution may be proposed by Delegates according the relevant regulations in the Rules of Procedure of the General Assembly 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) at least half of the Members are present 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.

(5) The General Assembly can validly decide on amendments to this Constitution, including adopted amendments to the proposed amendments only if (i) at least half of the Members are present 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.

(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 7a (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 Members being present, in accordance with the majority stipulated in the Article 17(5) 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), if at least one fifth (1/5) of the Members are 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, 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.