

1 [Those sections and/or words below in bold type are based on the model conference Constitution in
2 General Conference policy and on legal and other requirements unique to the New Zealand legal
3 jurisdiction. Those sections below in ordinary type offer conferences some flexibility in determining the
4 wording of their Constitution in respect to those sections and/or words.]
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7 **CONSTITUTION OF THE SOUTH NEW ZEALAND CONFERENCE** 8 **OF THE SEVENTH-DAY ADVENTIST CHURCH**

9
10 **(Adopted by Constituency Meeting 15-16 September 2007)**
11

12 **Article 1 – Name**

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15 **This organisation shall be known as the South New Zealand Conference of the Seventh-day**
16 **Adventist Church and is hereinafter referred to as “the Conference”.**
17

18 **Article 2 – Purpose**

19 **Section 1. Purpose.**

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23 **The primary objective of the Conference and any affiliated entity or entities of the**
24 **Conference is to facilitate the proclamation of the everlasting gospel of our Lord and**
25 **Saviour Jesus Christ, in the context of the messages of the three angels of Revelation 14:**
26 **6-12; leading people to accept Jesus as Saviour and Lord as they become His disciples**
27 **and responsible members of the Seventh-day Adventist Church (the “Church”); and**
28 **nurturing them in preparation for His soon return.**
29

30 **Section 2. Use of Funds and No Private Pecuniary Gain.**

31
32 **Notwithstanding anything expressed or implied in this Constitution, nothing shall give**
33 **the Conference or its officers or trustees any rights, powers or privileges or permits the**
34 **Conference to operate or to use its funds for any purpose other than charitable purposes.**
35 **In particular, nothing expressed or implied in this Constitution shall permit the activities**
36 **of the Conference to be carried on for the personal pecuniary profit of any individual, and**
37 **no distribution of profit, capital or surplus may be made to any individual.**
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40 **Article 3 – Relationships**

41
42 **The Conference is a constituent of the New Zealand Pacific Union Conference of the Seventh-**
43 **day Adventist Church (the “Union Conference”), which itself is a constituent of the General**
44 **Conference of Seventh-day Adventists (the “General Conference”), a world church organisation.**
45 **The Conference and Union Conference are within the territory of the South Pacific Division (the**
46 **“Division”) which is a division of the General Conference.**
47

48 **All purposes, policies and procedures of this Conference shall be in harmony with the working**
49 **policies and procedures of the Union Conference, the Division and the General Conference. The**
50 **Conference shall pursue the mission of the Church in harmony with the doctrines, programs and**
51 **initiatives adopted and approved by the Union Conference, Division and the General Conference**
52 **at their constituency meetings or Executive Committee meetings.**
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55 **Article 4 – Territory**

56
57 **The territory of the Conference shall comprise that portion of New Zealand known as the South**
58 **Island and such other islands as are adjacent to its coastline.**
59

60
61 **Article 5 – Composition of Conference**
62

63 **The Conference shall be composed of such churches, including the Conference Church, as are, or**
64 **shall be, organised within its territory, and formally approved for membership by vote of the**
65 **delegates at any conference constituency meeting.**
66

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68 **Article 6 – Constituency Meetings**
69

70 **Section 1. Regular Constituency Meetings.**
71

72 **Regular constituency meetings of the Conference shall be held triennially at such time and**
73 **place as the Executive Committee of the Conference (the “Executive Committee”) shall**
74 **determine, and a minimum time frame shall be an evening opening constituency meeting**
75 **followed by a full day. The business to be dealt with by a regular constituency meeting**
76 **shall be:**
77

- 78 a. **Such matters as are provided for in this Constitution and policy.**
- 79
- 80 b. **Such other matters as have been recommended by the Executive Committee**
- 81
- 82 c. **Such matters as have been proposed in writing by any church board and reviewed**
83 **by the Executive Committee. Such proposals must have been received by the**
84 **General Secretary no less than three months prior to the constituency meeting.**
- 85
- 86 d. **Such matters that flow from the presentation of any of the constituency meeting**
87 **reports and ensuing discussion.**
88

89 **Section 2. Special Constituency Meetings.**
90

- 91 a. i. **The Executive Committee shall call a special constituency meeting, at a**
92 **time and place it deems proper when:**
 - 93 (a) **It is voted by the Executive Committee, or**
 - 94
 - 95 (b) **It is voted by the delegates at any constituency meeting, or**
 - 96
 - 97
 - 98 (c) **It is requested by not less than one third of the churches of the**
99 **Conference through their local church boards, or**
 - 100
 - 101 (d) **It is voted by the Union Conference Executive Committee or**
102 **Division Executive Committee**
 - 103
- 104 ii. **The Union Conference Executive Committee or the Division Executive**
105 **Committee may call a special constituency meeting of the Conference.**
106
- 107 b. **The business to be dealt with by a special constituency meeting shall only be the**
108 **business specified in the notice convening such meeting. Further, items may**
109 **only be added to the agenda by action of the Executive Committee.**
110
- 111 c. **Subject to compliance with the aforesaid a special constituency meeting may elect**
112 **any such officers or other persons or committees and transact any such business**
113 **and do any such other acts as under this Constitution a regular constituency**
114 **meeting or the Executive Committee between constituency meetings may elect,**
115 **transact, or do.**
116

118 **Section 3. Notice of Meeting.**

119
120 a. **Notice Period**

121
122 i. Notice of the time and place of regular constituency meetings shall be
123 given at least six weeks before the opening date.

124
125 ii. In the case of a special constituency meeting at least two weeks notice
126 shall be given before the opening date and shall include the business to be
127 dealt with by that meeting.

128
129 b. **Publication of Notice**

130
131 Notice means written notice either in a news publication published by or under
132 the auspices of the Union Conference or the Division, or in such other manner as
133 the Executive Committee may determine

134
135 **Section 4. Quorum.**

136
137 At least two thirds of the delegates authorised under Article 7, (excluding those in Article
138 7 Section 1.b.v.) must be present and registered at any constituency meeting to constitute
139 a quorum for the transaction of business. Once the meeting is declared open, the
140 delegates present at any of the business sessions of the constituency meeting shall
141 constitute a quorum.

142
143 **Section 5. Voting Rights of the Delegates.**

144
145 On all questions each delegate to a constituency meeting shall have one vote. The
146 chairperson of the meeting shall have a deliberative vote and in case of equality of votes,
147 shall have a casting vote.

148
149 **Section 6. Proxy Voting.**

150
151 All delegates must be present in person at any constituency meeting in order to be
152 eligible to vote. There shall be no voting by proxy.

153
154 **Section 7. Powers of Constituency Meeting.**

155
156 Subject as hereinafter provided the Conference at constituency meetings shall have power
157 to determine all matters and things for the order and good government of the Conference
158 and the regulation of its affairs, provided that no determination of the Conference shall
159 conflict with the policies or determinations of the Union Conference or the Division or
160 the General Conference. The Conference at constituency meetings may make rules to
161 govern its own procedure in accordance with the model constituency meeting procedures
162 and agenda guidelines as adopted by the Division Executive Committee.

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164
165 **Article 7 – Representation**

166
167 **Section 1. Representation.**

168
169 The delegates who shall be entitled to participate in the business of any constituency
170 meeting of the Conference shall be regular delegates and delegates at large.

171
172 a. **Regular Delegates**

173
174 Such persons in regular standing as shall be duly accredited by the organised
175 churches of the Conference. Each church shall be entitled to one delegate for the

176 church and one additional delegate for each 12 members or major fraction
177 thereof, who hold membership in the local church which accredits them.
178

179 Persons holding current licences, credentials and certificates, as issued by the
180 Conference, and those holding current honorary credentials may be elected by
181 their local church as one of its allocated number of regular delegates.
182

183 **b. Delegates at Large**

184
185 i. Members of the General Conference, Division and Union Conference
186 Executive Committees. The number of such delegates shall not exceed 10
187 per cent of the delegates otherwise provided for.
188

189 ii. Members of the Executive Committee.
190

191 iii. Directors of departments and association secretaries of the Conference.
192

193 iv. Members of the session nominating committee.
194

195 v. Such other church members as may be recommended to the constituency
196 meeting by the Executive Committee and are accepted by vote of the
197 delegates in constituency meeting; the number of delegates thus seated
198 shall not exceed 10 per cent of the delegates provided for in section 1.a.
199

200 The foregoing delegates at large as per b.i. to b.v. shall be entitled to meet with
201 the church where their membership is currently held with full voting rights with
202 that church in respect to all matters voted upon during the course of a duly
203 convened and constituted constituency meeting.
204

205 **Section 2. Church Membership Requirement.**

206
207 All regular delegates and delegates at large for any constituency meeting shall be
208 members in regular standing of churches within the Conference except delegates at large
209 from the Union Conference, Division, and General Conference Executive Committees
210 who may hold their membership in the Church elsewhere.
211

212
213 **Article 8 – Elections**
214

215 **Section 1.**

216
217 The Conference in constituency meeting may establish such offices, positions, and committees
218 as may be determined, prescribe the duties and functions thereof and cause to be elected or
219 appointed persons thereto, and vary or terminate any such office, position or committee.
220

221 **Section 2.**

222
223 a. The Conference in regular constituency meeting shall elect:
224

225 i. **President**

226 ii. **Members of the Executive Committee**

227 iii. **Members of the appointments committee**

228 iv. Members of the Constitution committee (if other than the Executive
229 Committee)

230 v. **Other committees in harmony with principles set out in Division Working
231 Policy.**
232

233 b. Persons elected under this section shall hold their respective offices or
234 appointments until the next regular constituency meeting of the Conference
235 unless they resign; or accept another appointment; or their successor arrives to
236 take up the position (where the Executive Committee has asked that they remain
237 in office until that time); or they are removed from office, for cause*, by the
238 Executive Committee or special constituency meeting; or their offices or
239 appointments are previously terminated by the Conference by the determination
240 of a constituency meeting, or by the Executive Committee.
241

242 * *The phrase "for cause", when used in connection with removal from an elected*
243 *or appointed position, shall include incompetence and/or conduct which in the*
244 *opinion of the Executive Committee or special constituency meeting amounts to,*
245 *but is not limited to (1) persistent failure to cooperate with duly constituted*
246 *authority in substantive matters and with relevant employment and*
247 *denominational policies; and/or (2) actions which may be the subject of*
248 *discipline under the current edition of the Seventh-day Adventist Church*
249 *Manual*
250

251 c. The Executive Committee may fulfill the function of the constitution committee
252 should the Executive Committee decide so in which case no constitution
253 committee shall be elected. Where the Executive Committee functions as the
254 constitution committee, an officer of the Union Conference shall be invited to
255 participate when the agenda includes constitution committee items.
256

257 d. Where appointed, the constitution committee shall include an officer of the New
258 Zealand Pacific Union Conference, and shall be chaired by the general secretary
259 of the Conference, or his/her designee. This committee shall function between
260 the regularly scheduled constituency meetings and shall submit its reports and
261 detailed recommendations through the Executive Committee to the next regular
262 constituency meeting or special constituency meeting where required.
263

264 Section 3. The Election Process.

265
266 The process for elections shall be:

267 a. Selection Committee

268
269 A selection committee, shall be elected and function at the constituency meeting
270 as follows:
271

272 i. Selection committee membership

273
274 (a) From its appointed delegates for the constituency meeting, each
275 church within the Conference shall nominate which of these
276 delegates shall serve on the selection committee.
277

278
279 (b) Each church is entitled to appoint one representative from their
280 constituency meeting delegation to the selection committee.
281 Churches with 500 or more members shall choose one additional
282 representative for each 500 members or major fraction thereof.
283

284 ii. Work of the Selection Committee

285
286 The selection committee shall recommend and the constituency meeting
287 shall elect:
288

289 (a) Appointments committee members who are not also elected as
290 Executive Committee members.

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(b) Session nominating committee members extra to the appointments committee (refer Section 3.c.i.).

(c) A constitution committee (if other than the Executive Committee).

(d) Other committees as may be recommended by the Executive Committee.

iii. Selection Committee Meetings

The selection committee will meet at the constituency meeting at the call of the chair. The chair of the selection committee shall be the President of the Union Conference (“Union President”) or his designee.

b. Appointments Committee

An appointments committee shall be elected at the constituency meeting and function in the period of time between the constituency meeting at which it is elected and the next constituency meeting as follows:

i. Appointments Committee Membership

The appointments committee shall comprise the Executive Committee plus 5 additional persons.

ii. Work of the Appointments Committee

The appointments committee shall become effective as soon as the constituency meeting at which it is elected concludes. The first responsibility of this committee is to make appointments of officers and associate officers not appointed at the constituency meeting, as soon as practicable after the constituency meeting but in any case no later than three months after the meeting.

In respect to vacancies that occur during the triennium this committee shall appoint:

(a) Officers and associate officers.

(b) Executive Committee members (When there is only one Executive Committee member to be appointed, this appointment may be made by the Executive Committee)

(c) Appointments committee members

(d) Session nominating committee members

iii. Appointments Committee Meetings

(a) The appointments committee shall meet at the call of the chair.

(b) The Union President or his nominee shall be the chair of the appointments committee.

(c) The quorum for meetings of the appointments committee shall be a majority of members of the committee. However, for meetings at which the appointment of conference officers is under discussion the quorum will be a majority of Executive Committee members

348 on the appointments committee, plus a majority of additional
349 persons appointed to the appointments committee.
350

351 c. Session Nominating Committee
352

353 At least three months before the next constituency meeting the appointments
354 committee shall also begin to function as a session nominating committee and shall
355 continue to do so up until and during the constituency meeting.
356

357 i. Session Nominating Committee Membership
358

359 The members of the session nominating committee shall be members of the
360 appointments committee elected at the last constituency meeting or
361 appointed since that constituency meeting by the appointments committee
362 plus an additional 5 persons elected in harmony with the provisions of this
363 constitution, plus the Union President or his designee who shall be chair of
364 the session nominating committee.
365

366 ii. Work of the Session Nominating Committee
367

368 The session nominating committee shall make recommendations to the
369 constituency meeting in respect of the following positions for the new
370 triennium:
371

372 (a) President
373

374 (b) Members of the Executive Committee
375

376 iii. Session Nominating Committee Meetings
377

378 (a) In nominating persons to fill the positions at the constituency
379 meeting, the session nominating committee is to meet at least
380 three months prior to the constituency meeting for a time of
381 prayer and to begin the process of recommending to the
382 constituency meeting, persons to fill the positions as outlined
383 above.
384

385 (b) This process of making a recommendation to the constituency
386 meeting is to be completed prior to the constituency meeting
387 subject to any appeal being lodged.
388

389 (c) The Union President or his designee shall chair all session
390 nominating committee meetings.
391

392 (d) The quorum for meetings of the session nominating committee
393 shall be a majority of members. However, for meetings at which
394 the appointment of conference officers is under discussion the
395 quorum will be a majority of the appointments Committee plus a
396 majority of extra persons appointed to the session nominating
397 committee.
398
399

400 Article 9 – Elected and Appointed Personnel
401

402 Section 1. Conference Officers.
403
404

405 a. **Executive Officers**

406
407 **The executive officers of the Conference shall be a President, a General Secretary**
408 **and a Chief Financial Officer** (The General Secretary and Chief Financial Officer may
409 be one person known as Secretary-Treasurer). **It is the duty of these officers, in**
410 **consultation with one another, to carry forward the work according to plans,**
411 **policies, and programs voted by the constituency and/or the Executive**
412 **Committee. These plans, policies, and programs shall be in harmony with the**
413 **doctrines and actions adopted and approved by the Union Conference, the**
414 **Division and the General Conference at their constituency meetings or Executive**
415 **Committee meetings.**

416
417 i. *President:*

418
419 **The President, who shall be an ordained minister of experience, is the first**
420 **officer and shall report to the Executive Committee in consultation with**
421 **the General Secretary and the Chief Financial Officer. He shall act as**
422 **chair of regular and special constituency meetings and the Executive**
423 **Committee, and work in the general interests of the Conference as the**
424 **Executive Committee may determine to the President's leadership shall**
425 **be in harmony with the policies of the Union Conference and the Division**
426 **and the General Conference and work in close counsel with the Union**
427 **Conference Executive Committee. Should he desire a representative of**
428 **the Union Conference or the Division or any member of the Executive**
429 **Committee to assist him in presiding at the constituency meetings of the**
430 **Conference or meetings of the Executive Committee, he shall have power**
431 **to call such person to the chair.**

432
433 ii. *General Secretary:*

434
435 **The General Secretary shall work under the direction of the Executive**
436 **Committee and shall serve as acting chairman of the Executive**
437 **Committee and the ranking officer in the absence of the President. It shall**
438 **be the duty of the General Secretary to keep the minutes of the**
439 **constituency meetings and of the Executive Committee meetings, to**
440 **furnish copies of these minutes to all members of the Executive**
441 **Committee and to the officers of the Union Conference, to collect such**
442 **data as may be desired by the President or by the Executive Committee,**
443 **to report to the Executive Committee in consultation with the President**
444 **and to perform such other duties as usually pertain to the office.**

445
446 iii. *Chief Financial Officer:*

447
448 **The Chief Financial Officer shall work under the direction of the**
449 **executive committee. The Chief Financial Officer shall be responsible for**
450 **providing financial leadership to the Conference which will include, but**
451 **shall not be limited to, receiving, safeguarding and disbursing all funds in**
452 **harmony with the actions of the Executive Committee, remitting all funds**
453 **to the Union Conference in harmony with General Conference and**
454 **Division policy, and providing financial information to the President and**
455 **the Executive Committee. The Chief Financial Officer shall report to the**
456 **Executive Committee in consultation with the President and be**
457 **responsible for furnishing copies of the financial statements to the Union**
458 **Conference officers. The Chief Financial Officer shall operate in**
459 **accordance with legislation, applicable professional standards, Executive**
460 **Committee actions and denominational policies.**

463 **Section 2. Departmental Directors and Secretaries of Associations.**

464
465 a. **Appointment of Departmental Directors and Secretaries of Associations.**
466 The departmental directors, secretaries of associations and their associates and
467 assistants appointed by the Union Conference shall function also as departmental
468 directors, secretaries of associations, and associates and assistants respectively of
469 the Conference.

470
471 b. **Work of Departmental Directors and Secretaries of Associations**
472 The departmental directors, secretaries of associations, their associates and
473 assistants shall work under the direction of the President and Executive
474 Committee and shall serve in an advisory relationship to the field.
475

476 **Section 3.**

477
478 The officers shall make provision for the proper collection and tabulation of statistics and
479 reports of the activities of the Conference.
480

481
482 **Article 10 – Executive Committee**

483
484 **Section 1.**

485
486 The Conference in regular constituency meeting shall elect an Executive Committee
487 which shall consist of the President, General Secretary, Chief Financial Officer and 9
488 additional members. The number of elected members shall be balanced as evenly as
489 possible between lay persons and Church employees. It shall include at least one member
490 under 30 years of age at the beginning of the term. The officers of the Union Conference, of
491 the Division, and of the General Conference are members ex-officio of the Executive
492 Committee; however, their membership shall be in addition to the number detailed
493 above. Any such officers exercising their voting rights at any one meeting shall not make up
494 more than ten percent of the committee members present.
495

496 **Section 2.**

497
498 The Executive Committee is delegated the authority to act on behalf of the constituents
499 with all the powers of a constituency meeting between regular constituency meetings and
500 to manage the affairs of the Conference as are not managed by other affiliated entities,
501 including the authority to remove officers, directors of departments/services, conference
502 boards and committee members but subject to the Constitution and any directives as to
503 policy or otherwise and any regulations given or made by the Conference at constituency
504 meeting.
505

506 **Section 3.**

507
508 The Executive Committee may between constituency meetings remove for cause (see
509 article 8 Section 2.b.) from office any officer of the Conference or from the Executive
510 Committee, appointments committee or Constitution committee any member thereof
511 provided that such action has the consent of at least two-thirds of the members of the
512 total Executive Committee, expressed by personal vote or by signature to a resolution in
513 writing submitted to all the members of the Executive Committee. Separate copies of
514 such resolutions may be signed for this purpose. The President of the Union Conference
515 or his designee shall serve as chair of the Executive Committee in the event it is
516 considering the removal from office of the President.
517

518 **Section 4. Credentials and Licences.**

519
520 Credentials and licences shall be issued in harmony with Division policy.

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Section 5.

A majority of members of the Executive Committee (other than ex-officio members as in Section 1) shall constitute a quorum, and the members of the Executive Committee shall use their best endeavours to have representation spread as widely as practical at a meeting of the Executive Committee.

However, nothing in this section shall invalidate any meeting or anything arising out of a meeting of the Executive Committee where a majority of the Executive Committee are present.

Section 6.

An appointed member to the Executive Committee who fails to attend three consecutive regular Executive Committee meetings shall forfeit their position on the Executive Committee and be replaced unless, in the opinion of the Executive Committee, there are special or extenuating circumstances. Should an appointed Executive Committee member move and reside out of the territory of the conference they are no longer eligible to serve as an Executive Committee member and should be replaced unless there are special or extenuating circumstances. Further, should an Executive Committee member change their status and no longer come within the category in which they were elected to the committee, they shall forfeit their position on the committee and be replaced.

Section 7.

Subject to Article 11, in exercising the functions and powers conferred under this Article, the Executive Committee may delegate all or any part of its function to an affiliated entity.

Article 11 – Trustees

Section 1.

All the real and personal property of the Conference shall be acquired held managed disposed of or dealt with for and on behalf of or for the use benefit or purposes of the Conference by the trustee or trustees as shall be selected in writing from time to time by the Executive Committee, pursuant to the provisions of section 4 of this Article 11, and in the absence of any selection from time to time, by Seventh-day Adventist Property Trustee (NZ) Limited.

Section 2.

All real and personal property of the Conference held by such trustee or trustees shall be held subject to any specific trusts relating to such property.

Section 3.

Such trustee or trustees shall generally conform with such directions if any as are from time to time given to it or them by the Executive Committee.

Section 4.

The Executive Committee may from time to time select (in its sole discretion) as the trustee or trustees of all or any part of its real or personal property, any one or more of the following:

- 579 a. Seventh-day Adventist Property Trustee (NZ) Limited.
580
581 b. A New Zealand body or bodies corporate promoted and incorporated by the
582 Executive Committee, to acquire, hold, manage, dispose or deal with real or
583 personal property for and on behalf or for the use, benefit or purposes of the
584 Church in New Zealand, and
585
586 c. A Charitable Trust or Trusts (under the Charitable Trusts Act 1957) settled and
587 established by the Executive Committee, to acquire, hold, manage, dispose of or
588 deal with real or personal property for and on behalf or for the use benefit or
589 purposes of the Church in New Zealand.
590

591 **Section 5.**

592
593 Subject to the Executive Committee on each occasion obtaining the prior written
594 approval of the Union Conference and the Division the Executive Committee of the
595 Conference is hereby empowered and authorised to promote, incorporate, settle, and
596 otherwise establish the New Zealand body or bodies corporate and Charitable Trust or
597 Trusts as are referred to in section 4 of this Article 11.
598

599 **Section 6.**

600
601 The Executive Committee may from time to time require or permit any real or personal
602 property of the Conference held on trust by any one trustee, to be transferred to another of
603 the trustees referred to in section 4 of this Article 11.
604

605 **Article 12 – Audit**

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607
608 The auditors of the Conference shall be the General Conference Auditing Service or a duly
609 appointed Division approved external auditor, whose duty it shall be to audit annually the
610 accounts and financial statements of the Conference and its institutions, and to report upon same
611 to the Executive Committee, in harmony with Division policy.
612

613 **Article 13 – Indemnification**

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615
616 **Section 1. Definitions.**

617
618 In this Article:

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620 “legal action” means any legal proceeding or action whatsoever, and, without limiting the
621 generality of the above, includes a threatened or prospective legal action, a quasi judicial
622 proceeding, and an investigative or disciplinary proceeding conducted by a government
623 authority or pursuant to statute, but does not include a legal proceeding to which:

- 624
625 a. the Conference itself is or is proposed to be a party, or
626
627 b. the Church or any of its administrative entities, affiliated entities, institutions,
628 agencies or services is or is proposed to be a party

629
630 having an interest divergent to that of the office-holder.

631
632 “legal costs and disbursements” means the cost of legal services provided by legal
633 practitioners and disbursements incurred with the prior or subsequent written approval of
634 the Executive Committee;
635

636 “liabilities” include, but are not limited to, expenses, awards of damages and
637 compensation, amounts paid in settlement, fines, penalties, interest, legal costs (on a
638 solicitor and client basis) and disbursements;

639
640 “office holder” means any person who is or was:

- 641
- 642 a. a member of the Executive Committee; or
 - 643
 - 644 b. a member of a committee or sub-committee of the Conference or of any of its
645 institutions, agencies or services, who was appointed by the Conference or any of
646 its institutions, agencies or services; or
 - 647
 - 648 c. an officer, agent or employee of the Conference, or any of its institutions, agencies
649 or services, other than an agent, who, not being an employee, acts as such for fee
650 or reward;

651
652 But does not include an office-holder of an affiliated entity.

653
654 “Office holder of an affiliated entity” means any person who is or was:

- 655
- 656 a. A member of a committee or sub-committee of an affiliated entity of the
657 Conference; or
 - 658
 - 659 b. An officer, agent or employee of an affiliated entity of the Conference, other
660 than an agent who, not being an employee, acts as such for fee or reward.

661
662 “affiliated entity” means any corporation established by the Division, the Union
663 Conference, or the Conference and designated as an affiliated entity by the Executive
664 Committee.

665
666 “performance of duties” includes an attempt to perform duties and a failure to perform
667 duties.

668
669 **Section 2. Office Holders.**

670
671 Subject to sections 3 and 4 of this Article, the Conference shall indemnify an office-holder
672 against all liabilities incurred in consequence of any legal action to which he or she is a
673 party or to which it is proposed that he or she be a party arising out of or in connection
674 with any act or omission of the office-holder’s performance of his or her duties as an
675 office-holder.

676
677 **Section 3. Exclusions.**

678
679 The indemnity granted by section 2 does not extend to liabilities incurred as a result of:

- 680
- 681 a. Acts or omissions of the office-holder, where he or she was aware prior to January
682 1 , 1998, that those acts or omissions might result in legal action to which he or
683 she might be a party unless the Executive Committee, in its absolute discretion,
684 otherwise determines;
 - 685
 - 686 b. Legal action initiated or threatened by the office-holder without the prior written
687 consent of the Executive Committee, which the Executive Committee may at its
688 sole discretion withhold;
 - 689
 - 690 c. The deliberate commission of a tort or other civil wrong, or dishonest or
691 malicious conduct by the office-holder;
- 692

- 693 d. The commission of a criminal offence by the office-holder, unless in the view of
694 the Executive Committee at its sole discretion, the office-holder did not
695 intentionally commit the act or omissions constituting the offence;
696
- 697 e. Conduct (including omissions) of the office-holder, where he or she fails to satisfy
698 the Executive Committee at its sole discretion that he or she held an honest and
699 reasonable belief that the conduct would further the legitimate interests of the
700 Conference;
701
- 702 f. Liabilities (other than those imposed by a court or other public authority without
703 the consent of the office-holder) incurred by the office-holder without the prior
704 written consent of the Executive Committee, such consent not to be unreasonably
705 withheld.
706

707 Section 4. Office Holders of an Affiliated Entity.

708

709 Where an office-holder has the benefit of an indemnity against liabilities arising out of or
710 in connection with the office-holder's performance of his or her duties as an office-holder
711 of an affiliated entity of the Conference pursuant to the Constitution of the affiliated
712 entity, the indemnity in Section 2 shall only apply to legal costs and disbursements that
713 arise out of or in connection with the office-holder's performance of duties for the
714 conference.
715

716 Section 5. Notice in Writing.

717

718 Notice in Writing: No indemnity shall be granted under section 2 unless the office-holder
719 gives notice in writing to the Executive Committee as soon as is reasonably practicable
720 after becoming aware of any occurrence which may result in an indemnity being sought
721 under section 2, unless the Executive Committee, in its absolute discretion, otherwise
722 determines.
723

724 Section 6. Executive Committee Intervention.

725

726 As a condition of the grant of an indemnity under section 2 the Executive Committee or
727 its nominee shall be entitled to take over and conduct in the name of the office-holder the
728 conduct and settlement of the legal action (other than the defence to a criminal
729 prosecution), and the office-holder shall not admit any civil liability or settle any claim
730 against him or her without the consent of the Executive Committee or its nominee.
731

732 Section 7. Executive Committee Action.

733

- 734 a. Where the office-holder is not eligible for an indemnity under Section 2, the
735 Executive Committee may, in its absolute discretion, pay all or part of the legal
736 costs (on a solicitor and client basis) of an office-holder who is in name or
737 substance a defendant to any legal action, whether civil or criminal, where the
738 Executive Committee considers, in its absolute discretion, that the reasons the
739 office-holder has been made a defendant are substantially due to the fact that he
740 or she is an office-holder, and that it would be just and proper for the Conference
741 to make the payment.
742
- 743 b. The Conference or the Executive Committee shall be under no legal obligation to
744 make a payment authorised by paragraph a) or to consider whether a payment
745 should be made in any individual case.
746
- 747 c. The Executive Committee may impose such conditions as in its absolute
748 discretion it sees fit on the making of a payment under paragraph a).
749
750

751 **Section 8. Executive Committee Discretion.**

752
753 a. Noting that an office-holder of an affiliated entity is not eligible for an indemnity
754 under Section 2 of this Article, the Executive Committee may, in its absolute
755 discretion, indemnify an office-holder of an affiliated entity against all liabilities
756 incurred in consequence of any legal proceeding to which he or she is a party or
757 to which it is proposed that he or she be a party arising out of or in connection
758 with the office-holder's performance of his or her duties as an office-holder of an
759 affiliated entity, and where the Executive Committee considers that it would be
760 just and proper for the Conference to make the payment.

761
762 b. The Conference or the Executive Committee shall be under no legal obligation to
763 make a payment authorised by paragraph a. of this Section or to consider whether
764 a payment should be made in any individual case.

765
766 c. Where the Executive Committee resolves to indemnify an office-holder of an
767 affiliated entity pursuant to Section 7 a., and where the beneficiary of the
768 indemnity is also:

- 769 i. a member of the Executive Committee; or
- 770
- 771 ii. the parent, spouse, child or sibling of a member of the Executive
- 772 Committee; or
- 773
- 774 iii. the parent, child or sibling of a spouse of a member of the Executive
- 775 Committee.
- 776

777
778 The indemnity shall be of no effect until approved by the Executive Committee of
779 the Union Conference. The Union Conference Executive Committee shall be
780 under no legal obligation to authorise any payment or indemnity authorised by
781 paragraph a. or to consider whether a payment or indemnity should be made in
782 any individual case.

783
784
785 **Article 14 – Amendments**

786
787 **The Conference may amend this Constitution from time to time at duly called constituency**
788 **meetings.**

789
790 **No amendment shall be made to this Constitution if it would change the exclusively charitable**
791 **nature of the Conference, or to Article 2, section 2, or to Article 15 unless and until:**

792
793 a. Any motion to amend the Constitution has been considered by the Executive
794 Committee at least two calendar months prior to the opening date of the
795 constituency meeting, and

796
797 b. The Executive Committee has recommended the motion to amend the
798 Constitution to the constituency meeting, and

799
800 c. Prior to the constituency meeting, the amendment has been referred by the
801 Executive Committee to the Union Conference Executive Committee, which shall
802 consider such amendment and report thereon in writing to the forthcoming
803 constituency meeting; and

804
805 d. The motion is passed at the regular or special constituency meeting by a majority
806 of not less than two-thirds of the delegates present and voting
807

808 **PROVIDED THAT** any intended amendment which in the opinion of the Executive Committee
809 may have legal implications shall, before submission to the Constitution Committee of the Union
810 Conference and the constituency meeting, be referred to the solicitors for the Conference for their
811 advice as to the legal effect of such amendment, and as to whether such amendment will require
812 any, and if so what, consequential amendment of this Constitution
813

814 **ALSO PROVIDED THAT** there shall be no amendment to this Constitution which would
815 change the exclusively charitable nature of the Conference.
816

817 This Constitution and any amendments thereto shall conform to the model local conference
818 Constitution as voted by action of the Division Executive Committee at its half-yearly or annual
819 meeting which in turn conforms with the model Constitution as voted by the General Conference
820 Executive Committee. The Executive Committee may from time to time recommend through
821 the Union Conference to the Division amendments to the model Constitution.
822

823 **Article 15 – Dissolution and Disposition of Assets** 824

825
826 **The Conference may be dissolved only by a two-thirds majority vote of the delegates present and**
827 **voting at any constituency meeting**
828

829 **In the event of the dissolution of the Conference:**
830

- 831 a. all assets of the Conference that comprise all tithes, offerings and donations
832 received for charitable purposes in respect of New Zealand, strictly excluding any
833 funds received in association with overseas charitable projects or purposes, and
834 any property or other assets purchased using such donations (the “South New
835 Zealand Conference Fund”) remaining after all claims have been satisfied, shall
836 be:
837
- 838 i. paid given or transferred to the Church in New Zealand in accordance
839 with the direction of the Division or trustees nominated by the Division
840 for the Church in New Zealand to be held in trust for the charitable
841 purposes of the Church in New Zealand;
842
- 843 ii. in the event it is found from any cause to be impracticable to pay, give or
844 transfer such remaining property or assets to the Church in New Zealand
845 or to the trustees for the Church in New Zealand then and in such case
846 such property and assets shall be paid, given or transferred to some other
847 institution or institutions having religious and charitable and educational
848 objects similar to purposes of the Church in New Zealand to be selected
849 by the Division of the General Conference at or immediately prior to the
850 time of dissolution or in default of any such selection by the High Court of
851 New Zealand having jurisdiction in relation to the subject matter of the
852 proceeding in question.
853
- 854 b. all other assets remaining after all claims have been satisfied shall be transferred
855 to a legal entity authorised by the Division or the General Conference.