

# Constitution of the Conference of European Churches

adopted on the 7<sup>th</sup> of July 2013



## Preamble

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

The Member Churches of the Conference (hereafter referred to as the ‘Members’) seek, by the grace of the Triune God, to pursue together the path of growing conciliar understanding on which they have set out. In faithfulness to the Gospel, as witnessed in the 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, Headquarters, Duration

- (1) The name of the corporation is ‘Conference of European Churches’.
- (2) The Conference is a non-profit-making corporation. Aims and objectives pursued by the Conference are of an exclusively non-profit nature. It does not seek to make a profit, either for itself or for its Members. The Conference uses its financial resources solely to fulfil the aims and objectives set out in this constitution and does not offer disproportionately high remuneration to its constituent bodies, to its staff or to third parties.
- (3) The Conference has its headquarters in Geneva, Switzerland. It constitutes an Association under the terms of art. 60 ff. of the Swiss Civil Code and shall be entered in the Register of Commerce.
- (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 Objectives (Vision, Mission and Values)**

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

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

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

(3) Through programmatic development and research, the Conference works 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.

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

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

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

## **Article 3**

### **Membership**

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

(2) Where a Federation is or becomes a Member of the Conference, some members of which

are Members of the Conference in their own right, the following rules shall apply:

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

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

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

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

#### **Article 4**

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

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

(2) Resignation from the Conference by a Member requires a written notification to the General Secretary, who shall inform the Governing Board without delay. Resignation shall take effect six months after receipt of the notification by the General Secretary. Within this period the notification of resignation may be withdrawn by the Member. A Church or Federation of Churches which has resigned from the Conference and seeks readmission as a Member shall follow the normal admission procedure.

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

(4) The Governing Board shall decide on the restriction of the rights of a Member by a two-thirds majority after allowing the Member to be heard. The decision shall become effective immediately. It has to be confirmed by the following General Assembly by a two-thirds majority.

#### **Article 5**

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

(1) The Conference shall maintain a register of 'Organisations in Partnership' for specialised Church and ecumenical organisations that have responsibility for particular issues or areas, which recognise the basis of the Conference in accordance with the preamble to the

constitution and the aims of the Conference as set out in art. 2, which maintain relations with the Churches in their area and are representative of their region, or which are constituted by Members of the Conference in specific regions of Europe or for particular purposes. Organisations in Partnership shall be invited to attend the General Assembly without voting rights. The rights and obligations shall be determined by the Governing Board in mutual consultation with these organisations.

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

## **Article 6**

### **Organisation**

The constituent bodies of the Conference are:

- the General Assembly;
- the Governing Board.

## **Article 7**

### **General Assembly**

(1) The Members of the Conference shall meet annually for a general meeting. In this, they are represented by the Governing Board. As a ‘General Assembly’ the Members of the Conference meet at least every five years. An extraordinary meeting of the General Assembly shall be convened if one fifth of the Members of the Conference or two thirds of the members of the Governing Board so request.

(2) The General Assembly shall be composed of the delegates of the Members of the Conference. Should a delegate be unable to participate, that Member may appoint an alternate.

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

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

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

(4) The General Assembly shall be the highest authority of the Conference. In particular, it shall have the following functions:

- adopt its standing orders;

- call on Member Churches to pray together;
- deliberate on items of its agenda, issue statements and adopt recommendations;
- evaluate the progress made by the Conference in achieving the strategic objectives as agreed by the previous ordinary General Assembly;
- agree upon new or revised strategic objectives for the Conference up to the next ordinary meeting of the General Assembly;
- receive a financial report and agree on a financial strategy until the conclusion of the next ordinary meeting of the General Assembly;
- elect the President and two Vice-Presidents of the Conference and the other members of its Governing Board.

(5) For a motion to be carried in the General Assembly, a simple majority is required except in those cases where a qualified majority is a requirement according to this constitution. On specific theological or socio-ethical questions or issues a consensus model of decision making shall be used.

## **Article 8**

### **Governing Board**

(1) The Governing Board shall be elected by the General Assembly and shall not exceed 20 persons including the President and the two Vice-Presidents. The Governing Board shall represent the diverse constituency of the Conference and shall possess the necessary skill sets to fulfil its governance responsibilities. Appointment to the Governing Board shall be for a period until the closure of the next ordinary General Assembly. No individual shall serve on the Governing Board, in any capacity, for more than two terms.

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

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

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

- review periodically the Conference's strategic statements (Vision, Mission and Values) for accuracy and validity and where necessary propose amendments to the General Assembly;
- engage with wider societal issues in association with Organisations in Partnership, ecumenical bodies and National Councils of Churches;
- reflect on the opportunities for ecumenical encounter;
- determine and monitor the Conference's programmes, services and working groups;

- consider applications for membership;
- ensure effective organisational and strategic planning;
- ensure the financial stability of the Conference;
- ensure adequate resources for the Conference to fulfil its mission and manage them effectively;
- keep its Members informed and provide an annual and financial report;
- appoint a General Secretary;
- support the General Secretary and review his or her performance;
- serve as a court of appeal in personnel matters;
- adopt its own standing orders and standing orders of the Conference;
- authorise official reports and submissions;
- assess its own performance;
- enhance the Conference’s public image;
- make appropriate preparations for the General Assemblies.

(5) The Governing Board Members shall:

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

(6) Each member of the Governing Board shall have one vote. In the event of a tied vote, the President may exercise a casting vote. The transfer of voting rights to persons other than the elected Proxy is not admissible.

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

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

## **Article 9**

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

(1) The Conference shall have a President who shall fulfil the following functions:

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

(2) The President shall be supported in his or her role by two Vice-Presidents who shall fulfil the following functions:

- carry out special assignments as requested by the President;

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

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

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

## **Article 10**

### **Management and administration**

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

## **Article 11**

### **General Secretary**

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

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

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

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

(4) The legal signatory for the Conference shall be the General Secretary together with one of the persons duly authorised by the Governing Board, unless the Governing Board makes another provision. The General Secretary may authorise someone to sign in his or her stead.

## **Article 12**

### **Secretariat**

(1) The Secretariat shall serve and facilitate the mission and work of the Conference.

(2) The Secretariat shall facilitate the interaction between the Members of the Conference, Organisations in Partnership and National Councils of Churches. It shall deliver the following core functions:

- programmatic development and research;
- political engagement.

(3) The Secretariat shall be organised according to the aims and objectives laid down in this constitution and the strategic and programmatic decisions of the General Assembly.

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

(6) Secretariat should be representative of the constituency of the Conference.

## **Article 13**

### **Budgets and Accounts**

(1) The Conference shall be financed by membership fees and contributions from the Members of the Conference, and project funding or donations or grants from third parties.

(2) The financial year shall be the calendar year.

(3) The Governing Board shall agree on the annual budget and the staffing plan for the Secretariat of the Conference on the basis of the financial plan established by the General Assembly and shall determine the contributions expected from the individual Members with due regard to their financial resources.

(4) The Governing Board shall elect a Budget Committee and the auditors, discuss their annual reports, approve the financial report and give final discharge to the General Secretary. Members shall be consulted every year on the budget and informed about the annual accounts and the budget for the next year, finally adopted by the Governing Board.

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

(6) General Assemblies shall be invited to approve a report of all accounts and budgets previously adopted by the Governing Board and to give discharge to the Governing Board, this to be transmitted to the competent authority.

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

## **Article 14**

### **Dissolution and Liquidation**

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

(2) If approved by the Members and the Governing Board, dissolution shall take effect at the end of the current financial year. If the General Assembly resolves on dissolution, it shall also determine the date on which it will take effect. The Governing Board shall be responsible for the winding-up arrangements.

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

## **Article 15**

### **Languages, Special Provisions**

(1) The official languages of the Conference shall be English, French, German and Russian.

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

## **Article 16**

### **Entering into force**

This constitution shall come into force immediately after the end of the 2013 General Assembly of the Conference, on 9 July 2013. It replaces the constitution adopted by the General Assembly on 8 September 1992, last amended on 21 July 2009 and the Bye-Laws to the constitution adopted by the General Assembly on the 8 September 1992, last amended on the 21 July 2009.

## **Article 17**

### **Transitional Provisions**

(1) Upon entering into force of this constitution, the Central Committee elected at the 2013 General Assembly shall become the Governing Board according to this constitution.

- (2) The Governing Board shall, at its first regular session, appoint in consultation with each Board Member his or her Proxy Board Member in accordance with art. 8(3) of this constitution.
- (3) Associated Organisations shall, upon the entering into force of this constitution, become Organisations in Partnership, unless they withdraw in writing within three months.
- (4) The Governing Board shall elect from its regular members a Chair and two Vice-Chairs. These shall also have the function of President and Vice-Presidents of the Conference. If the President cannot complete his or her term of office, the Governing Board shall appoint one of the Vice-Presidents acting President until the next ordinary General Assembly elects a new president. If a Vice-President is thus appointed acting President or cannot, for other reasons, complete his or her term of office, the Governing Board elects, from its regular members, a substitute Vice-President.
- (5) The Governing Board shall take all action necessary to
  - bring into effect the restructuring of the Conference and its Commissions established by this constitution as soon as possible;
  - establish the restructured Conference as a legal body under Belgian law with its legal seat and headquarters in Brussels as soon as possible, have the legal body of the Conference under Swiss law transferred or dissolved no later than one year after the establishment of a legal body under Belgian law;
  - continue negotiations with the Churches Commission for Migrants in Europe and approve a possible merger;
  - continue negotiations with the Church and Society Commission.
- (6) The Governing Board shall be authorised to make such, and only such, changes to the text of this constitution as are necessary to satisfy the requirements of the applicable national legislation.
- (7) Once its provisions have been implemented, the Governing Board shall have the power to remove art. 17 from this constitution, and seek the approval of the Belgian authorities for this amendment and publish the final and consolidated version of this constitution within the Conference.