



Ask, Seek and Find

(A user-friendly guide to the Conference Constitution)

The General Conference of the New Church is incorporated under the Companies Acts and is a Company Limited by Guarantee, registered in England No 6039. As such, its constitution and affairs must comply with company law. Further details of our company can be found on the Companies House website.

The General Conference is also a Charity entered in the General Register of Charities, ref no 253206. As such, its constitution and affairs must comply with the requirements of the Charity Commission. Further details of our charity can be found on the Charity Commission website.

1. Where can I find a copy of the Constitution?

Online:

go to www.generalconference.org.uk

> from the Site Menu choose "Resources"

> now choose "KeyInfo"

> now choose "Memorandum, Articles and Rules."

Hard Copy:

Can be obtained from the Company Secretary or your Society Secretary.

2. Documents that form the basis of the Constitution.

The Constitution consists of three documents:

- Memorandum of Association
- Articles of Association
- Rules

The **Memorandum of Association** sets down the Objects which The General Conference of the New Church exists to serve. It is the foundation on which everything else is built. Any changes to the Memorandum involve a lengthy process of notification, and the submission of a special resolution to the Voting Members of Conference [See Article 9]. Companies House requires a 75% vote of approval by the Voting Members otherwise the resolution falls. Once changes have been approved the newly revised Memorandum must be submitted for approval to both Companies House and the Charity Commission.

The **Articles of Association** define how the General Conference is constituted in order to pursue the Objects set out in the Memorandum. They make provision for Membership, Ministry, General Meetings, the appointment of the Council and any other Officers, Finance and Accounts. Any changes to the Articles also involve a lengthy process of notification, and the submission of a special resolution to the Voting Members of Conference. Companies House requires a 75% vote of approval by the Voting Members otherwise the resolution falls. Once changes have been approved the newly revised Articles must be submitted for approval to both Companies House and the Charity Commission.

The **Rules** serve as the internal operations manual of Conference and as such they set out in detail how its day-to-day business, in accordance with the Articles, is conducted. Rules often have to be changed in order to keep up with changes in the organisation and procedures of Conference. Any changes to the Rules require a simple majority vote of approval by the Voting Members. Changes to the Rules do not require the approval of Companies House or the Charity Commission.

3. Index of Special Subjects

A) The Objects of Conference – see Memorandum item 3

The General Conference exists for the purposes of religion to bear witness to the Doctrines of the New Church, signified by the New Jerusalem in Revelation 21, as contained in the Theological Writings of Emanuel Swedenborg.

B) Membership – see Memorandum items 5 - 7 Articles 2–4, 9 Rules A 1-7

This refers to Membership of The General Conference of the New Church and should not be confused with membership of a local church congregation. The latter membership is arranged and regulated locally and does not automatically confer Membership of the General Conference. The two are distinguished by the use of capital “M” for Membership of Conference and small “m” for membership of a local congregation or group.

The minimum age for Conference Membership is 18 years. All Members are required to sign the Conference “Pledge of Commitment”, which can be found in Article 2. In the event of the General Conference being wound up all Members have a limited liability of £5 (see Memorandum items 5 and 6). Membership is for life and is only cancelled if the Member resigns (Article 3) or if for any reason is removed (see Article 4)

C) Youth Membership – see Rule A1(b)

Youth Membership is open to young persons aged 14-17 years who have signed a Pledge of Commitment and complied with such particulars as the Council may require. Youth Members are entitled to attend the Annual Meeting, where they may speak but not vote. Applications for Youth Membership should initially be made via the Company Secretary.

D) Honorary Life Members – see Article 43

By resolution of the Conference Annual Meeting, new appointments of Honorary Life Members are no longer made. However, as this office was gifted for life, all existing Honorary Life Members retain their status and voting rights.

E) Voting Members – see Articles 9 - 13, 14b, 15.

Voting Members are those Conference Members who have the right to speak and vote at any General Meeting. Article 9 lists in detail those who are eligible to act as Voting Members. All Ministers recognised by the Conference, together with Honorary Life Members and lay members of the Council, are Voting Members. Any Member of Conference may serve as a Voting Member if appointed as a Representative by a Society (see Rule B5) or as an additional Society Member (see Article 9{h}); Groups in connection with Conference may appoint one Representative (see Rule B6); Area Councils may appoint not more than two Representatives (see Rule B7). In addition, a maximum of twenty-five Members (who are not members of any Society or Group) may be appointed as Voting Members. The method of choosing these twenty-five is agreed by the Council and laid down in Standing Orders. The appointment lasts only until the next Annual Meeting but it can be renewed annually.

Before taking their seats as Voting Members, Representatives must produce their certificate of appointment to the Company Secretary, or other officer appointed by the Council, and must then sign the Conference Roll.

Any Member of Conference who is unable to attend a General Meeting is entitled, under the Companies Act 2006, to appoint a proxy to attend on their behalf. However, under the terms of Article 9 only the proxies of Voting Members have the right to speak and vote. This means that any Member who wishes to appoint a proxy with the right to speak and vote must first meet the requirements for Voting Members as set out in Article 9 sub-sections (a) to (l). Proxies should normally vote as instructed by the Voting Member. Those wishing to appoint a proxy should contact the Company Secretary who will provide the relevant information and application forms.

F) The Ministry – see Memorandum clauses 3 (b and c) Articles 9 (a), 42 Rules J 1-9

Ministers have responsibility for all priestly matters within the Church. The minimum age for ordination as a Minister is laid down in Ministers' Committee Standing Orders and is currently twenty-four years. The Conference is an equal opportunities employer in this and all other aspects of its life and work.

Procedures for the training, examination and ordination of Ministers are agreed from time to time by the Council and the Ministers' Committee and laid down in Standing Orders.

Ministers ordained under Rule J3 and recognised under Rules J5 and J6 and resident in the United Kingdom, have the right to sign the Conference Roll and to speak and vote at General Meetings of the Conference. They also have the right to attend meetings of the Ministers' Committee, and to speak and vote there.

All persons admitted into the Ministry of the General Conference are referred to as “**Ministers**”, whilst all persons ordained by any other organised body of the New Church or other denomination are referred to as “**ministers**”.

G) Auxiliary (Lay) Ministry: Rules K 1-6

In addition to Ordained Ministers, the Conference recognises a much larger number of Auxiliary Ministers. The Council appoints a Committee for Auxiliary Ministry to facilitate and support this work – see Rule K1.

Auxiliary Ministers must undergo training and receive accreditation before they are authorised to lead worship, teach, and offer pastoral care. The criteria for training and accreditation are agreed from time to time by the Ministers’ Committee and the Committee for Auxiliary Ministry and are laid down in Standing Orders – see Rule K2.

H) Company Secretary: Appointment of - Article 29

Duties of - Articles 9, 21, 23, 37

Rules A 2(c), 3, 4, 6, C1, G 1-5, Z 1.

The Company Secretary is appointed by the Council and is a key figure responsible for conducting the administrative and business affairs of the Conference, including the taking of minutes and the keeping of records. The Secretary is usually a paid employee (subject to the provisions of clause 4 of the Memorandum) and normally attends all meetings of the Council but without the right to vote. If the Company Secretary is not a Member of Conference he/she shall have the right to speak, but not to vote, at any General Meeting.

I) Company Accountant: Appointment of – Articles 9, 29, 39

[See also Accounts – Articles 38 – 41]

The Company Accountant is appointed by the Council and is responsible for all financial matters including the keeping of accounts and the preparation of the balance sheet to be laid before the Conference AGM. The Company Accountant is usually a paid employee (subject to the provisions of clause 4 of the Memorandum) and normally attends all meetings of the Council but without the right to vote. If the Company Accountant is not a Member of Conference he/she shall have the right to speak, but not to vote, at any General Meeting.

J) The Council: Memorandum clause 4

Articles 27 – 36

Rules H1-8

When the Conference is not assembled in a General Meeting, its business is conducted by the Council. The Council consists of 8 members: a Chairperson, a Vice-Chairperson, and 6 Elected Members. The quorum necessary for the transaction of business shall be at least one half of the voting members of the Council, with a minimum of four.

The appointment of Council members is made by secret ballot at the Annual General Meeting from amongst the Members in accordance with procedures laid down by the General Conference in General Meeting. Nominees must be Members of Conference but need not be Voting Members or in attendance at the Annual General Meeting. Each nomination must be signed by at least three other Members of Conference.

The Council may invite others to attend meetings but without the right to vote (Article 29). Any vacancy which occurs among the 8 Council members may be filled by the Council but only until the next Annual General Meeting (Article 3 1 {e} {f}).

**K) Societies and Groups: Memorandum clause 3d
Articles 5 – 8.
Rules B1-7**

A Society or Group consists of local members who are receivers of the doctrines of the New Church and who meet together for public worship or other activities compatible with those doctrines. A Society may only be formed if there are twelve or more persons willing to become members. A Group may be formed by any number of persons willing to become members. Any Society or Group may apply to be received into connection with the General Conference by making a written application to the Company Secretary.

**L) Area Councils: Articles 44, 45;
Rules M 1-3**

Geographical areas within the United Kingdom may be delineated by the Council, in order to foster co-operation among the Societies, Groups, and members within the area. Where this is done, an Area Council shall be formed to oversee and co-ordinate the ministry and various activities in the area. The composition, method of election, and responsibilities of the Area Council shall be agreed with the Council, to whom the Area Council will report annually.

**M) Annual and General Meetings: Articles 9-26;
Rules B 5,6,7;
C 1-7;
D 1-14;
G 2,3,4,5.**

The Annual Meeting shall be held not more than fifteen months after the preceding Annual Meeting.

A preliminary notice of the Annual Meeting shall be circulated by the Company Secretary not less than 22 weeks prior to the meeting. This preliminary notice must specify the deadlines by which any Notice of Motion or Proposal for alteration to the Articles or Rules must be submitted to the Company Secretary. These deadlines are:

- i) For Notices of Motion, 12 weeks before the AGM [Rule G4];
- ii) For Proposed changes to Articles, 17 weeks before the AGM [Article 23];
- iii) For Proposed changes to Rules, 12 weeks before the AGM [Rule Z1].

The Secretary's Circular, containing notice of all major matters to be dealt with at the Annual Meeting, must be circulated not less than 6 weeks prior to the meeting.
The Proof Reports and Balance Sheet must be circulated to Voting Members not less than 3 weeks before the Annual Meeting.

Every Voting Member is entitled to take part in all aspects of the Annual Meeting and has the right to speak and vote except when he/she has a personal or monetary interest in the matter under discussion.

**N) Votes and Ballots – see Articles 8, 9, 13, 20, 23, 28, 31
Rules D5, 6, 11, 12, H 4**

When votes are held during General Meetings each Voting Member present, or his/her Proxy, shall be entitled to one vote (Article 9).

If, however, the Voting Member has a personal or pecuniary interest in the matter under consideration he/she (or his/her Proxy) shall not be entitled to vote (Article 13).

Any Voting Member who is remunerated by the Conference shall not vote on any matter concerning remuneration or terms and conditions of service and the Meeting may require that they withdraw whilst the matter is under consideration (Rule D6).

The Chairperson of the Meeting shall not vote except in the case of an equality of votes in which case he/she shall have the casting vote. (Article 20 and Rule D5).

Votes are normally conducted by a show of hands, but if the Meeting should think that a secret ballot would be proper this may be arranged. (Article 20).

The result of a vote or ballot is normally decided by a simple majority (Article 20). There are, however, a few exceptions to this, namely:

- A) Special Resolutions proposing any change to the Memorandum and Articles of Association:** under company law a majority of at least 75% is required in order for such a special resolution to be passed (Article 23).
- B) Resolutions requiring a majority of at least two-thirds include:**
- for the removal of a Society or Group from connection with the General Conference (Article 8);
 - “that the Meeting pass to the next business” (Rule D11);
 - “that the question be now put” (Rule D12).

**Ballots for the Council – Articles 28, 31
Rule H4**

Appointments to the Council are normally made by secret ballot during the Annual Meeting. (Articles 28, 31(a)).

Once the votes are counted vacancies will be filled in accordance with the number of votes cast for each candidate. The two full-term vacancies on the Council will be filled by the two

candidates with more votes than other candidates. If there is any other short-term vacancy it will be filled by the candidate who comes next in the vote count.

Whenever the number of nominations for the Chairperson, Vice-Chairperson, or Elected Members equals or is less than the number of vacancies a ballot must still be held and each candidate must obtain a simple majority of the votes of the Voting Members present in order to be elected. (Rule H4).

O) Notices of Motion: Rule G 3, 4.

Notices of Motion, for consideration at the Annual Meeting, may be submitted by any Society, Group, Area Council, Minister or Member. When submitted by a Minister or Member they must be supported by at least five additional Members. Notices of Motion must be in the hands of the Company Secretary at least 12 weeks prior to the Annual Meeting so that they can be included in the Circular sent out 6 weeks before that meeting.

During the course of the Annual Meeting, Voting Members may submit Notices of Motion in writing to the Company Secretary. These must be supported by at least five additional Members. Unless the Chairperson considers them to be urgent and requiring immediate action, the Company Secretary shall include them in the Circular for the next Annual Meeting.

P) Accounts: Articles: 38-41.

The Council is responsible for the financial affairs of the Conference and the keeping of true and proper accounts. To this end the Council is authorised to appoint a qualified person (Company Accountant) who, at reasonable notice, must make the accounts available for inspection by the Council or Members on request. A balance sheet shall be laid before the Annual General Meeting of the Conference.

Q) The New Church College: Rules N 1-8.

Although the New Church College is formally registered with the Charity Commission as an independent body, the General Conference acts as its appointed Trustee. Rules N 1-8 set out the details of the working relationship between the two bodies.