

Constitution for ASI Scandinavia

§1. Name, Headquarters, Business Year

- §1.1. The Organization shall be named “Adventist laymen’s Services and Industries, Scandinavia” (ASI Scandinavia).
- §1.2. The Organization’s headquarters shall be in Vik, Norway.
- §1.3. The Organization’s business year shall be from April 1 to March 31.

§2. Non-Profit Status, Purpose, Goals

- §2.1. The Organization exclusively and directly shall pursue non-profit purposes in the sense of the national tax code.
- §2.2. The purpose according to the constitution shall be accomplished especially by the goals listed below:
 - a) Support, promote and advise organizations, institutions, companies and groups, molded according to Adventist principles, as long as their goals are of a missionary, evangelistic, humanitarian, health, educational or similar non-profit nature.
 - b) Motivate members of the Seventh-day Adventist Church who are self-employed or who own privately-owned businesses or who own or manage nonprofit organizations in harmony with the goals and values of the Seventh-day Adventist Church, to cooperate with each other and with the entities of the Seventh-day Adventist Church and to work in harmony with and for the benefit of the Church in fulfilling its gospel commission and thus support the spreading of the Adventist message.
 - c) Strengthen the effectiveness of individuals and organizations in their work and credible Christian testimony by facilitating the exchange of information, providing inspiration, motivation and the coordination of goals and programs as well as the experience of Christian fellowship.
 - d) Inspire, encourage, counsel and support young people to become active missionaries in the Seventh-day Adventist Church, as ministry workers, professionals, business owners, etc. and to encourage them to seek missionary training and higher education for the purpose of sharing Christ in the marketplace.
- §2.3. The Organization’s activities, in this sense, shall be of a non-profit nature. The Organization, therefore, primarily does not aim at the earning of any profit for its own benefit.
- §2.4. The Organization’s income and assets shall be used only for goals defined in this Constitution. The Organization’s members shall receive for their work no compensation from the Organization.

§3. Membership and Voting Rights

The Organization shall consist of Ordinary Members, Associate Members, Student Members and Honorary Members. Every member, individual and/or company or organization, shall follow the ethical, financial and spiritual principles which guide the Seventh-day Adventist Church, and shall exert a positive Adventist influence on their environment.

- §3.1. **Ordinary Membership** status shall be granted to self-employed individuals, companies, missionary organizations, groups and other types of non-profit organizations, who, or whose owner and/or head is a practicing member of

the Seventh-day Adventist Church but whose organization is not directly or indirectly controlled by the Seventh-day Adventist Church. Such membership shall be in the name of the organization. It shall be safeguarded that the management of the companies, missionary and other non-profit institutions, organizations and groups shall operate in harmony with the principles of the Seventh-day Adventist Church. Before admission to Ordinary Membership the organization, company or group to be admitted shall have been in existence for at least one year. Start-ups are encouraged to temporarily become Associate Members.

- §3.2. **Associate Membership** status shall be granted to executives of companies as well as professionals (physicians, psychologists, pharmacists, lawyers, tax consultants, corporate consultants etc.) who are employed by an entity which they do not control and who are practicing members of the Seventh-day Adventist Church.
- §3.3. **Student Membership** status shall be granted to people over 18 years of age, who are enrolled in a missionary training course or a professional level of higher education, or are actively involved in missionary work, and who are a member of the Seventh-day Adventist Church. A person who qualifies according to this shall remain eligible for student membership for up to three years after they have finished such qualifying activity.
- §3.4. **Honorary Membership** is possible. It shall be proposed by the Board and granted by the General Assembly.
- §3.5. In case an entity applying for membership consists of several companies, institutions or groups, each one shall apply for membership under its own name.
- §3.6. Only Ordinary Members shall hold voting rights.

§4. Membership Acquisition Process

Membership shall be granted on the basis of a written membership application, which must be directed to the Board. The Board shall be free and independent in its decision regarding the granting of membership. In case the application is rejected the Board shall be under no obligation to give to the applicant any reason for its decision.

§5. Termination of Membership

Membership in the Organization shall end by death, or expulsion, or formal withdrawal from the organization, or by ending membership in the Seventh-day Adventist Church, or by dissolution of the entity holding membership in the Organization, or a respective change in the membership status. A formal withdrawal shall take place through a written declaration directed to the Board. Membership fees shall not be repaid.

A Member can be expelled by majority vote of the Board,

- a) if after two written reminders the payment of membership fees or other financial commitments are in default. The expulsion shall be voted only if after the sending of the second reminder at least three months have lapsed and in this reminder an expulsion had been announced. The Board Action regarding the expulsion must be communicated to the member.
- b) if the member is guilty of grossly violating the interest and especially the principles of the Organization as laid out in §2. above. Before Board Action regarding an expulsion the Board shall give opportunity to the Member to submit a written statement regarding the matter giving cause for the Action. The Board Action regarding the expulsion shall give

written reason and shall be sent to the Member. The Member can appeal the Action before the General Assembly. The appeal shall be made within one month after receipt of the Action in writing and shall be directed to the Board.

§6. Organs of the Organization

The organs of the Organization shall be the General Assembly and the Board.

§7. General Assembly

- §7.1. The General Assembly shall be the meeting of all membership categories of the Organization. It shall take place at least once a year. It shall be called in writing by the President or, if he or she is incapacitated, by a Vice President, by giving at least four weeks' notice and including an agenda for the meeting. The agenda shall be set by the President or, if he or she is incapacitated, by a Vice President.
- §7.2. Each Member is entitled to submit in writing additions to the Agenda until two weeks before the General Assembly. The chairperson shall announce any additions to the Agenda at the beginning of the General Assembly.
- §7.3. Extraordinary General Assemblies shall be called by the Board if the interest of the Organization so require or if one third of the members with voting rights apply for it in writing, giving reason for it and naming the purpose of such an Assembly.
- §7.4. The General Assembly especially shall have the following functions: passing of the Budget for the following business year proposed by the Board; receiving of the Annual Report given by the Board; exonerating the Board; fixing Membership Fees; electing and dismissing Members of the Board, including the President and any Vice Presidents; voting changes of the Constitution; voting the dissolution of the organization; and voting the appeal by Members regarding Board Actions regarding their dismissal.

§8. Board

- §8.1. The Board shall consist of not less than five (5) and not more than nine (9) individuals: The President, at least one Vice President, the Executive Secretary, the Treasurer and one representative of the Seventh-day Adventist Church, plus a respective number of Board Members at large.
- §8.2. The Organization shall be represented by the President and bound in legal matters by the President and one additional Board Member. Any Vice President, the Executive Secretary and the Treasurer each, together with one additional Board Member, shall also bind the Organization in legal matters. The authority of the Board in legal and financial matters shall be limited in such a way that matters with a financial value in excess of 20,000 Euro shall require an Action by the General Assembly.
- §8.3. The Board shall be responsible and shall have authority for all matters for which responsibility and authority has not been given to the General Assembly or any other organ of the Organization. In matters of special significance, the Board shall be under obligation to obtain an Action by the General Assembly.
- §8.4. The Board shall take its Actions in Board Meetings, which are called by the President, or, in case he or she is incapacitated, by a Vice President. An Agenda shall be included with the written invitation. A notice period of at

least two weeks shall be given. The Board shall form a quorum if all Members of the Board have been invited and at least 50% of the total number of Board Members are present. Board Actions shall be carried by a simple majority. The Chair has the casting vote in case of a tie.

The Board may take its Actions per capsulam, including phone, e-mail or other such means, if all Members of the Board agree to the deviating form of the decision process.

- §8.5. The Board Members shall be elected by the General Assembly for a period of three years. The Members of the Board shall take over their responsibility immediately after their election and maintain that responsibility until their successors, after another election, have taken over their responsibility. Eligible for election to the Board shall be, with the exception of the representative of the Seventh-day Adventist Church, only individuals who are part of an organization that holds ASI membership or are Members of the Organization. Discontinuation of Membership in the Organization shall also terminate membership as a Board Member.
- §8.6. The President shall chair all Meetings of the Board and the General Assembly. If he or she is incapacitated a Vice President shall chair the meetings.
- §8.7. Minutes shall be prepared of each meeting, which shall list the Actions taken. The minutes shall be signed by the Executive Secretary and the Chairperson of the respective meeting.
- §8.8. The Treasurer shall manage all finances of the Organization and submit an audited report to the Ordinary General Assembly. All auditing shall be done through an auditor appointed by the Seventh-day Adventist Church or any entity charged with this responsibility by the Seventh-day Adventist Church.
- §8.9. If a Member of the Board discontinues his or her office as a Board Member, the Board shall elect a replacement to be in office until the following General Assembly, if the total number of Board Members, because of this vacancy, should drop below five. The election of any replacement Board Member shall be confirmed by the following General Assembly. In case this confirmation does not take place, the General Assembly shall be free to elect another candidate whose term of office, however, shall end with the term of the other Board Members. The General Assembly shall vote by simple majority not to fill the vacant Board position, provided the number of Board Members will not drop below the required minimum and the vacancy concerns a Board Member at large.

§9. Resolutions and Voting Procedures by the General Assembly

- §9.1. The General Assembly shall be chaired by the President or, in case he or she is incapacitated, by a Vice President.
- §9.2. In general, all votes shall be taken openly. A vote shall be taken secretly and in written form if at least one third of the Members with voting rights present so require. In general, the election of all Board Members shall be by secret and written vote.
- §9.3. The General Assembly shall have a quorum regardless of the number of Members present.
- §9.4. Actions by the General Assembly, in general, shall be carried by a simple majority of the valid votes cast. For a change of the Constitution and

dissolution of the Organization a majority of at least two thirds of the valid votes cast shall be required.

§9.5. All Actions by the General Assembly shall be recorded in minutes which shall be signed by the President and the Executive Secretary.

§10. Elections

The Board shall be elected by the General Assembly according to the following procedure:

§10.1. The President or, if he or she is incapacitated, a Vice President shall invite the Members to the General Assembly subject to the form and notice period required under §7.

§10.2. The invitation shall especially point out, as the case may be, any Board elections.

§10.3. Reelection is possible. In case a Board Member discontinues his or her service in midterm the Board shall vote a replacement if needed.

§11. Membership Fee

§11.1. The amount of the membership fee shall be proposed by the Board and voted by the General Assembly.

§11.2. The membership fee shall be collected by invoice and shall be due within four weeks.

§12. Working Relationships

Harmony and cooperation between the Organization and the Seventh-day Adventist Church shall be ensured through an appointed representative of the Church on the Board.

§13. Dissolution of the Organization

§13.1. The dissolution of the Organization shall be possible only in a General Assembly in which at least 50% of all members with voting rights shall be present. The Action shall be carried by a two-thirds majority of all valid votes cast. Provided the General Assembly does not vote otherwise, the President and one Vice President together shall be the liquidators of the Organization.

§13.2. All assets of the Organization, which will exist at the time of the liquidation or discontinuation of the Organization's defined purpose, shall be transferred to the Seventh-day Adventist Church who in turn shall be under obligation to use these assets exclusively for non-profit purposes.