

Memorandum and
Articles of Association of

Life with Hope Trust

Incorporated on 29th September 2009
Company Registration no. 7034138
As amended by Resolution 23rd December 2009
dated
Charity Registration no. 1134288

***Prepared by
Lawson Lewis & Company
11 Hyde Gardens
Eastbourne. East Sussex. BN21 4PP***

**The Companies Act 2006
Company Limited by Guarantee and not having
a Share Capital**

Memorandum of Association of

LIFE WITH HOPE TRUST

1. The Company's name is Life with Hope Trust (and in this document it is called "the Charity").
2. The Charity's registered office is to be in England and Wales

PURPOSES

- 3.1 The Charity's objects ("the Objects") are the advancement of the Christian faith according to the principles of the Baptist denomination, the advancement of education for the public benefit and other charitable purposes, as the trustees may decide, in the United Kingdom and/or other parts of the world.

BELIEFS

- 3.2.1 The Charity subscribes to the Baptist Union's Declaration of Principle:

“That our Lord and Saviour Jesus Christ, God manifest in the flesh, is the sole and absolute authority in all matters pertaining to faith and practice, as revealed in the Holy Scriptures, and that each church has liberty, under the guidance of the Holy Spirit, to interpret and administer His laws.

That Christian Baptism is the immersion in water into the name of the Father, the Son and Holy Spirit, of those who have professed repentance towards God and faith in our Lord Jesus Christ who ‘died for our sins according to the Scriptures; was buried, and rose again on the third day’.

That it is the duty of every disciple to bear personal witness to the gospel of Jesus Christ, and to take part in the evangelisation of the World”

- 3.2.2 In addition to the Baptist Union Declaration of Principle the Charity subscribes to the following beliefs:-

- the full inspiration of the Bible Old and New Testaments excluding the apocrypha . It is the Word of God, and it is the Church's authoritative guide for faith and practice. Through the Bible God provides the standard for the Church's values, priorities, and practical experience in daily life. (2 Timothy 3 verses 16 and 17);

- The Trinity. There is one God, but in three persons: God the father; God the Son; and God the Holy Spirit;
- The sinfulness of all people, and therefore the need for all people to be born again;
- The Lord Jesus Christ who has always existed as a person in the Godhead, but was born of the Virgin Mary and became fully man. He lived a sinless life and died on the cross for the sins of all. He rose bodily from the dead and ascended into heaven;
- forgiveness of sins through faith in Jesus Christ;
- The Holy Spirit who brings a person to faith in Christ and who lives in the Christian believer. The Church also believes in baptism in the Holy Spirit, as a manifestation of God's power to the Christian. Accomplishing what God has called the Church to do will require the power and direction of the Holy Spirit. The Church's commitment is to honour Him, to cultivate an intimate relationship with Him, and rely on His gifts and power in our private and corporate lives (Romans 8 verse 14 and Zechariah 4 verse 6);
- The Church which comprises believers throughout the world, but which also has numerous local expressions;
- The importance of the regular celebration of the Lord's Supper;
- The return of Jesus Christ in glory at some unknown and unknowable future date;
- The final judgement, heaven and hell.

3.2.3 The Charity adopts the following principles of practice for the Church:-

- Jesus is the head of the church, and His will is ultimately made known through the gathered community in members' meetings, and through fellowship with other Christians;
- a commitment to Church membership which involves a definite functioning role within the local Church, rather than just being a name on a membership list. This includes attendance at Church meetings, in which the whole membership deal with important matters of policy, and the appointment of paid staff, Trustees Elders and Deacons;
- a congregational style of spiritual meetings in which every member is encouraged to make a contribution (1 Corinthians 14 verse 26);
- that all the spiritual gifts listed in different places in the New Testament are present in the Church today, and that they should be eagerly expected by the Church;

- the rejection of a "clergy/laity" style of Church life. The Church is committed to developing shared leadership based on a team of Elders and Deacons who value the contribution of all members;
- the development of leadership from within the local Church where possible, rather than an undue dependence on the importing of professional trained leadership from outside the Church;
- a commitment to pastoral care which seeks to be individual and precise;
- a non-sectarian spirit. Whilst supporting denominational causes, the Church sees itself firstly as a group of Christians;
- the avoidance of inflexible church structures and traditions. Structures must serve current needs.

3.2.4 In the interpretation of Clause 3.2.2 the expression 'the Church' means the universal church of Christian believers

AFFILIATION AND RELATIONSHIPS

3.3.1 The Church (here meaning 'the Church' as defined in Clause 11 of this Memorandum) is a member of the Baptist Union of Great Britain ("the Baptist Union") and the Association

3.3.2 The Charity will normally promote, encourage, support and advance the work of the Baptist Union, the Association and BMS World Mission through prayer, through financial contributions and, where appropriate, by making personnel available from the membership of the Church.

ACTIVITIES

3.4. In fulfilling the Objects the Charity will engage in a range of activities ("Activities") either on its own or with others that will vary from time to time in the course of which activities will be initiated, expanded or closed as appropriate.

3.5. The Activities referred to in clause 3.4 may include but are not restricted to:

- 3.5.1 Regular public worship, prayer, Bible study, preaching and teaching
- 3.5.2 Baptism, as defined in the Baptist Union's Declaration of Principle;
- 3.5.3 The Communion of the Lord's Supper which shall normally be observed at least once a month;
- 3.5.4 Evangelism and mission, locally, regionally, nationally and internationally;
- 3.5.5 The teaching, encouragement, welcome and inclusion of young people;
- 3.5.6 Nurture and growth of Christian disciples;
- 3.5.7 Education and training for Christian and community service;

- 3.5.8 Giving and encouraging pastoral care;
 - 3.5.9 Supporting and encouraging charitable social action in the United Kingdom and abroad;
 - 3.5.10 encouraging relationships with and supporting Baptists and other Christians
- 3.6. Notwithstanding the appointment of persons to accept responsibility for any of the Activities all individuals, organisations, groups, and committees operating within the life of the Church, and their leaders, shall be accountable to the Trustees and also through any specific direction of the Church Members Meeting
4. In furtherance of the Objects but not otherwise and subject to compliance with the requirement in the Articles for the consent of or a resolution of a Church Members' Meeting (as defined in the Articles) the Charity may exercise the following powers:
- (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (b) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (c) subject to any general or specific directions of the Church Members' Meeting to apply for and accept grants and to provide security in respect of obligations under grant agreements;
 - (d) subject to such consents as may be required by law to borrow and raise money without limit in such manner and on such security including the grant of a Legal Charge or Mortgage over any land or building PROVIDED THAT any such Legal Charge or Mortgage shall be consistent with the trusts affecting such land or buildings) (if any) as the Charity may think fit;
 - (e) to purchase, lease, hire, exchange or otherwise acquire any land, buildings, furniture, equipment or other property or interest in property and to alter, improve, develop, redevelop and (subject to such consents as may be required by law) to sell, resell, let, underlet, charge, assign, or otherwise dispose of or deal with the same PROVIDED THAT any such acquisition transaction or disposal shall be consistent with the trusts for any land or buildings governing such land or buildings;
 - (f) to hold property as tenants in common with another or others not being a charity on such terms as shall be considered proper providing that the Charity shall at all times be entitled to receive the proportion of the net sale proceeds that reflect the funds provided by the Charity or the share, interest or entitlement of the Charity;

- (g) subject to clauses 5, 6 and 7 below, to employ or otherwise engage the services of and remunerate such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
- (h) to establish or support any trusts, associations, institutions or other bodies which exist to further all or any of the Objects;
- (i) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (j) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (k) to make donations to any individual who is engaged in charitable purposes or activity;
- (l) to make grants donations or loans to other charities in the United Kingdom or other parts of the World;
- (m) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity **except** where it is a direct means of furthering the Objects;
- (n) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects;
- (o)
 - (i) to train, equip, commission and support or to assist in the training of, any people who are concerned to achieve the Objects;
 - (ii) to make any grant, gift, or payment for the purpose of or in connection with such training, equipping, commissioning and support;
 - (iii) to make provision for the accommodation of individuals and groups of individuals in the areas in which it is desired to operate the Charity;
 - (iv) to aid and assist the alleviation of poverty in individual cases by means of gifts or loans;
- (p) to insure any asset of the Charity on such terms as the Trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the Trustees think fit whether to restore the asset or not;
- (q) to insure and arrange insurance cover for and to indemnify its Members' employees and voluntary workers from and against all

such risks incurred in the proper performance of their duties as may be thought fit;

- (r) to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity PROVIDED that any such insurance shall not extend to:
 - (i) any claim arising from any act or omission which the Trustees (or the trustee in question) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or by the trustee in question) in reckless disregard of whether it was a breach of trust or breach of duty or not;
 - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees (or against the trustee in question) in their capacity as Trustees of the Charity;
 - (s) to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
 - (t) to undertake, facilitate or support the co-ordination and networking of other Christian agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;
 - (u) to make regulations for the management of any property which may be acquired by the Charity;
 - (v) to establish where necessary local branches (whether autonomous or not) or otherwise cause the Charity to be duly registered or constituted by law in any country in which it is desired to operate;
 - (w) to establish subsidiary companies to assist or act as agents for the Charity;
 - (x) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The policy of the Charity shall be to restrict employment by the Charity as follows:-
- [a] Ministerial and pastoral staff employed by the Charity are expected to comply with the belief requirements set out in Clause 3.2 of this Memorandum, and also with those requirements of all other staff employed by the Charity at Clause 5(b) below;
 - [b] all other staff employed by the Charity are expected to agree and comply with the standards of behaviour contained within the Staff

Handbook a copy of which is given to each staff member at the commencement of their employment.

6. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members' of the Charity, and save as provided for in clause 7 hereof no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- (a) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or employee of the Charity who is not a Trustee;
 - (c) of reasonable and proper remuneration and other benefits to a Minister who is a trustee in accordance with Article 34 of the Articles;
PROVIDED THAT at no time shall a majority of the Trustees benefit under this provision and the Minister shall withdraw from any meeting at which his or her appointment or remuneration is under discussion or being voted upon;
 - (d) of interest on money lent by any member of the Charity at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
 - (e) of reasonable and proper rent for premises demised or let by any member of the Charity;
 - (f) of any premium in respect of any indemnity insurance relating to liabilities of the Trustees (or any of them) as and to the extent permitted by clause 4 above;
 - (g) to any Trustee of reasonable out-of-pocket expenses;
 - (h) of any payment or benefit permitted by statute (apart from this memorandum) to or for any Trustee (or person connected with him or her) or any payment to or benefit for a Trustee (or person connected with him or her) which is authorized by the Charity Commission.

7.1 No Trustee may:

- (a) sell goods, services, or any interest in land to the Charity;
- (b) be employed by, or receive any remuneration from the Charity;
- (c) receive any other financial benefit from the Charity;

unless:

- (i) the sale employment or other financial benefit is approved by a resolution of the Church Members' Meeting, and
- (ii) the payment is permitted by sub-clause 2 of this clause and the Trustees follow the procedure and observe the conditions set out in sub-clause 3 of this clause; or
- (iii) the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes; or,
- (iv) the remuneration and other benefits are paid to or provided to a Minister or Ministers pursuant to Article 32 of the Articles; or,
- (v) the payment or benefit is permitted by statute apart from the provisions of this memorandum.

7.2 (a) A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

(b) A Trustee may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a trustee

(c) A Trustee may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees

(d) A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognized stock exchange and the Trustee holds no more than 1% of the issued capital of that company

(e) A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the Lease are reasonable and proper

7.3 (a) The Charity and its Trustees may only rely upon the authority provided by sub-clause 7.2 if each of the following conditions is satisfied:

(i) The remuneration or other sums paid to the Trustees do not exceed an amount that is reasonable in all the circumstances

(ii) The Trustee declares an interest in the proposal for his or her remuneration or benefit before any discussion takes place and is absent from the part of any meeting at which there is discussion of:

- (a) His or her employment or remuneration, or any matter concerning the contract; or
- (b) His or her performance in the employment, or his or her performance of the contract; or
- (c) Any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under clause 7.2 or

- (d) Any other matter relating to a payment or the conferring of any benefit permitted by clause 7.2
- (iii) The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- (iv) The other Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that trustee rather than with someone who is not a trustee. In reaching that decision the Trustees must balance the advantage of employing a trustee against the disadvantages of doing so (especially the loss of the trustee's services as a result of dealing with the trustee's conflict of interest)
- (v) The reason for their decision is recorded by the Trustees in the minute book
- (vi) A majority of the Trustees then in office have received no such payments or benefit
- (b) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the trustee is:
 - (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognized stock exchange and the Trustee holds less than 1% of the issued capital.

7.4 In this clause 7:

- (a) "Charity" shall include any company in which the Charity;
 - (i) Holds more than 50% of the shares; or
 - (ii) Controls more than 50% of the voting rights attached to the shares; or
 - (iii) Has the right to appoint one or more directors to the Board of the Charity
- (b) "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the trustee or any person living with the trustee as his or her partner

8. The liability of the Members' is limited.

9. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

- 10.1 If the Church Members resolve to close the Church the Charity shall notify the Baptist Union and the Association.
- 10.2 If the Church Members shall cease to meet for worship for at least six months or the Church Members shall resolve to close the Church or if the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property (not being property subject to separate Trusts) it shall not be paid to or distributed among the members of the Charity, but shall subject to any property trusts applicable be applied for Christian charitable purposes as decided by a Special Church Members' Meeting or, failing decision in that way, as decided by the Association and notified to the Baptist Union.
11. The following expressions shall have the meanings set opposite them as follows:-
- “Activities” means the activities of the Church as defined in clauses 3.4 and 3.5 hereof
- “Articles” means the Articles of Association of the Charity
- “the Association” means the South East Baptist Association
- “Baptist Union” means the Baptist Union of Great Britain
- “Church Member” as defined in the Articles
- “Church Members” Meeting” as defined in the Articles
- “Church” means (save where otherwise provided) the congregation Minister Officers and others meeting for worship, teaching, prayer and other activities included thereto at Zion Chapel (also known as Battle Baptist Church) Mount Street Battle East Sussex or at such other locations as may be acquired for the Activities from time to time
- “Purposes” means the Objects defined in clause 3.1 hereof
- “Trustee” means a person who is a director of the Charity and
- “Trustees” shall be construed accordingly.
12. No alteration or addition to this memorandum shall be made by the Trustees without the prior sanction of a resolution passed at a Special Church Members' Meeting.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

SIGNED by **DENNIS WILLIAM NOLAN**)

SIGNED by **ROBERT FRANK DUFFILL**]

SIGNED by **KEITH BARNES**]

SIGNED by **MELANIE GOULD**]

SIGNED by **MELVYN NOLAN**]

**The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital**

Articles of Association of

LIFE WITH HOPE TRUST

INTERPRETATION

1. In these articles:

“Activities” means the activities referred to in Clauses 3.4 and 3.5 of the Memorandum;

“Association” means South East Baptist Association

“Beliefs” means the Beliefs and the Declaration of Principle set out in Clause 3.2 of the Memorandum;

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

“Church” means the Congregation Minister Officers and others meeting for worship teaching prayer and other activities at Zion Chapel (also known as Battle Baptist Church) Mount Street Battle East Sussex or at such other location as may be acquired from time to time for these purposes;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

“Church Member” means a person who is an individual who has been accepted as a member of the Church pursuant to Article 3 and who has not ceased to be a member of the Church and “Church Members” shall be construed accordingly;

“Church Members’ Meeting” means a meeting of the Church Members duly convened and is either an Ordinary Church Members’ Meeting or a Special Church Members’ Meeting and “Church Members’ Meeting shall be construed accordingly;

"the memorandum" means the memorandum of association of the Charity;

"Objects" has the same meaning as in the Memorandum;

"office" means the registered office of the Charity;

"Purposes" means the Objects defined in clause 3.1 of the Memorandum;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Trustees" means the directors of the Charity (and **"Trustee"** has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender and words importing the singular number shall include the plural and vice versa where the context so permits.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERSHIP OF THE CHURCH

- 2:1. Membership of the Church is open to those who accept and believe in the Beliefs of the Church set out in Clause 3.2 of the Memorandum. On a confession of faith in the Lord Jesus Christ, those wishing to become Church Members will be encouraged to be baptised by immersion.
- 2.2. Church Members are encouraged to be regular at the celebrations of the Lord's Supper. The Lord's Table is open to all Christian people who may be present when the ordinance is administered.
- 2.3. Church Members are encouraged to get to know other Church Members so that wherever possible we may express our sympathy with one another in times of stress or trial or sorrow, and in all ways attempt to fulfil the law of Christ in carrying one another's burdens. The pastor(s) or elders should be informed of cases of sickness or distress among the Church Members.
- 2.4. Church Members will watch over one another according to Scripture. Sadly there may be times when Church Members are involved in serious lapses of moral standards which clearly

contravene biblical teaching - for example lying, stealing, violence, drunkenness and sexual immorality. Church Members will watch over each other and address such behaviour so as to encourage one another in the development of our Christian faith. Where repentance is sincere no further action will be taken. Should such behaviour persist the matter will be brought to the attention of a Church Members' Meeting where the person's membership may be withdrawn. The purpose of Church discipline is two fold. Firstly there is a hope that the action will enable the person to come to genuine repentance; and secondly the action is a protection for the rest of the Church.

- 2.5. Church Members will meet together on Sundays and in home groups, as they may have opportunity. We will stir up each other to love and good works; endeavouring by all means to keep the unity of the Spirit in the bond of peace.
- 2.6. Church Members will walk together in humility and love. Church Members will study each other's advantage; pray for each other, for the prosperity of the Church, for the outpouring of the Holy Spirit of God, which will lead to conversions and growth in grace. Church Members will not disclose to those who are not Church Members confidential information of which they may become aware through attendance at Church Meetings or other involvement in the Church.
- 2.7 All Church Members are encouraged to support financially the work of the Church including those who live at too great a distance to unite with Church Members for worship. Church Members are encouraged to consider the merits of tithing.
- 2.8 If there are differences that lead to difficulties between Church Members (and it is recognized that these will sometimes arise) each Church Member should try to resolve the situation with gentleness and humility following Christian and Biblical principles. It may be necessary for another wise and experienced Church Member (or if invited a member of a neighbouring church or representative of the Association) to act as mediator or friend to those seeking to achieve reconciliation.

JOINING AND BECOMING A CHURCH MEMBER

- 3.1 Baptism by immersion upon personal profession of faith is the normal mode of entry into the Membership of the Church.
- 3.2 The Church shall apply the following baptismal qualification for membership of the Church

Open Membership so that the persons seeking membership of the church who have not been baptised in the manner described in the

Baptist Union's Declaration of Principle may at the discretion of the Church Members' Meeting be accepted for full membership based on their own public profession of faith.

3.3.1 Membership of the Church is open to those who:

- comply with article 2.1;
- meet the Church's qualification on Baptism;
- commit themselves to serving Christ within the Church and beyond;
- abide by the decisions of the Church Member's Meeting;
- acknowledge their responsibilities as Church Members;

3.3.2 A person wishing to become a Church Member shall apply in a manner determined by the Church Members' Meeting from time to time.

3.3.3 The process of considering and deciding upon applications for membership of the Church shall be devolved upon the Elders who will: consider applications for membership of the Church; appoint visitors; and receive a written report on the candidate's Christian experience. Names of those applying for membership shall be brought to the attention of the Church Members. If a Church Member raises any queries, the matter is held over for discussion at the next Church Members' Meeting. If no queries are raised and a satisfactory report is forthcoming from the visitors, new Church Members are welcomed at the earliest possible opportunity.

3.3.4 When people who wish to join the Church have previously left another church, we will want to ensure there are no outstanding problems with the previous church and may need to contact another church leader to check this. If there are outstanding problems the Church will encourage the individual to do all in their power to put things right before proceeding with their membership application.

3.3.5 New Church Members shall be welcomed publicly upon being admitted to membership of the Church.

THE MEMBERSHIP LIST

4.1 A list of the current Church Members shall be maintained by the Trustees and shall incorporate routine changes because of additions or deletions arising through death, transfer to another Church, resignation or a resolution by a Church Members' Meeting.

4.2 Routine changes to the Membership list shall be reported at the next convenient Church Members' Meeting.

4.3 Before the end of every calendar year current Church Members, will be asked if they wish to continue their membership of the Church. The absence of a reply in the affirmative will normally lead to the removal of that Church Member's name from the list from 1st January of the subsequent year.

- 4.4 At any time in exceptional circumstances where the conduct of a Church Member is considered to be contrary to the Purpose and Beliefs of the Church and/or disruptive to the relationships between Church Members then the Trustees may recommend to a Church Members' Meeting that the Membership of that person shall be reviewed. Church Members may after considering the facts, terminate the Membership of the Church of that person. The Church Member concerned shall be allowed to hear what is said at the Church Members' Meeting at which their Membership is considered, to correct any errors of fact and offer any explanation of the circumstances or reasons for their actions before withdrawing from the meeting so that the Church Members Meeting may prayerfully and carefully consider whether they should resolve to remove that person's name from the list of Church Members and terminate their Church Membership..

CHURCH MEMBERS' MEETINGS

- 5.1 Church Members shall meet together in a Church Members' Meeting under the guidance of the Holy Spirit and under the Lordship of Christ to discern the mind of God in the affairs of the Church and of the Church.
- 5.2 The Church Members' Meeting shall have primary authority in the appointment and removal of the Minister, the appointment and removal of Trustees, the appointment and removal of Elders and Deacons decisions relating to land and buildings of the Church and of the Charity including (without limitation) any purchase, sale, lease, mortgage or redevelopment of property, the administration of the Membership List and the closure of the Church.
- 5.3 Any decisions taken under Article 5.2 in relation to property must comply with the requirements of Statute Law and any specific property trusts under which the land and buildings are used and occupied by the Church.

ORDINARY AND SPECIAL CHURCH MEMBERS' MEETINGS

- 6.1 Church Members' Meetings may be Ordinary Church Members' Meetings or Special Church Members' Meetings.
- 6.2 Ordinary Church Members' Meetings shall be held at regular intervals on not less than four occasions in any calendar year and shall be an opportunity to consider and review routine matters associated with the life of the Church and the Charity including issues relating to Church Membership, the appointment and dismissal of Trustees, Elders and Deacons, the approval of the budget, with opportunities for considering proposals from the Trustees or other Church Members' for the development of the Church and the advancement of its Purpose through its Activities.
- 6.3 One Ordinary Church Members' Meeting each year shall include the Annual Church Members' Meeting for the Church Members' to receive

annual accounts and reports, to appoint Auditors or independent examiners, and to consider proposals for the strategy and vision of the Church in the coming year, with other appropriate matters.

- 6.4 A Special Church Members' Meeting shall be convened when necessary by the Trustees or otherwise in accordance with clause 7.3 to consider the appointment or dismissal of a Minister, matters relating to the purchase, sale, lease, mortgage or re-development of Church or Charity property, the closure of the Church or matters considered by the Trustees to be of sufficient importance to require the calling of a Special Church Members' Meeting.

CALLING CHURCH MEMBERS' MEETINGS

- 7.1 Church Members' Meetings shall be convened by the Trustees so as to be convenient for as many Church Members' as is reasonably practicable.
- 7.2 An Ordinary Church Members' Meeting shall be properly convened if as a minimum requirement the date, time and place for the meeting are publicised at the Worship Service or Services on the previous Sunday (or other regular weekly meeting time when the Church gathers together) with an indication (so far as possible) of the matters to be considered.
- 7.3 A Special Church Members' Meeting shall be properly convened if as a minimum requirement the date, time and place of the meeting are publicised with as full an indication of the matters to be considered as possible at the public worship service or services on the two previous Sundays (or other regular weekly meeting times when the Church gathers together).
- 7.4 Additional meetings whether Special Church Members' Meetings or Ordinary Church Members' Meetings shall be convened by the Trustees as necessary but they shall have specific responsibility to convene a Special Church Members' Meeting as soon as possible upon the receipt of a written request for a meeting signed by at least one tenth of the Church Members or 12 Church Members whichever is the greater.
- 7.5 In addition to Church Members, those who are not Church Members but who are regularly in attendance at worship may come to Church Members' Meetings but will not be asked to speak or vote. They may be asked to leave the meeting if a confidential matter is being discussed.

THE CONDUCT OF CHURCH MEMBERS' MEETINGS

- 8.1 Worship including prayer and the reading of Scripture shall be a key feature of the Church Members' Meetings. The discussion of any matters affecting the life and activities of the Church shall be set in this context with the intention that, so far as possible, practical issues

are not perceived as being separate from the spiritual aspects of the Church.

- 8.2 The quorum for Church Members' Meetings shall be 15% of the total number of Church Members on the Membership list (fractions to be rounded up).
- 8.3 Unless agreed otherwise by the Elders, the Minister (or if more than one the Senior Minister) shall normally chair the Church Members' Meetings.
- 8.4 A resolution passed at either an Ordinary Church Members' Meeting or a Special Church Members' Meeting shall not be rescinded at a subsequent meeting unless Notice of the resolution for rescission is given at the Church Members' Meeting prior to that at which there is to be consideration of and a vote on the resolution to rescind.

VOTING

- 9.1 Church Members shall, so far as possible, seek consensus on all matters considered at a Church Members' Meeting.
- 9.2 For matters requiring a decision a vote shall be taken and the outcome of the vote recorded as the resolution of the Church Members.
- 9.3 Each Church Member shall have one vote which he or she may use at the Church Members' Meeting after hearing about the issues and any comments or questions raised by other Church Members' in advance of the taking of the vote
- 9.4 No proxy vote shall be allowed and no postal vote shall be valid save that the Church Members' Meeting may by resolution authorise postal voting for the election of Elders, Deacons and Trustees (but not Ministers) where the names of those nominated are known in advance of the Church Members' Meeting. The procedure for collecting and counting postal votes shall be determined by a Church Members' Meeting. Where postal votes are permitted, they must be made by a letter personally signed by the voter.
- 9.5 If any matter requires a decision affecting or involving individuals and any embarrassment might arise by a public vote then a secret ballot shall be held at the Church Members' Meeting at which the matter is considered.
- 9.6 If a secret ballot is to be held at a Church Members' Meeting two persons shall be appointed by the person chairing the meeting as scrutineers for the ballot to count the votes cast at the meeting. The person chairing the Church Members' Meeting shall announce the outcome and shall not be obliged to reveal the number of votes cast.
- 9.7 Save for the appointment of Trustees referred to in articles 4, 22 and 23 a resolution at an Ordinary Church Members' Meeting shall be

carried if supported by a majority of the Church Members present entitled to vote and voting.

- 9.8 If there is an equality of votes on any matter at an Ordinary Church Members' Meeting the resolution shall be regarded as rejected and the matter shall be referred back to the submitter for review and if appropriate re-submission to a subsequent Ordinary Church Members' Meeting for consideration.
- 9.9 A resolution at a Special Church Members' Meeting shall be carried if supported by at least two thirds (fractions to be rounded up to a whole number) of the Church Members' present entitled to vote and voting.
- 9.10 A Church Members' Meeting or the Trustees may require a higher measure of support for a particular resolution but that requirement shall not override the arrangements set out in this article unless, before the vote is taken, the Church Members at the Church Members' Meeting pass a further or enabling resolution referring to that particular resolution and specifying the proportion of votes necessary for it to be passed. In particular any Church Member feeling called by God to service requiring financial support from the fellowship shall be invited to give an account of their call to a Church Members' Meeting and if such a call is endorsed by 75% of those personally present and voting, that Church Member shall qualify for financial support from the Church.
- 9.11 Subject to Article 9.12 the minimum age for a Church Member to be entitled to vote shall be determined from time to time by a resolution at a Church Members' Meeting.
- 9.12 Those baptised as believers under the age of 18 will be welcomed as Junior Church Members. They may attend and contribute to Church Meetings but shall not be entitled to vote before their 18th birthday. On reaching the age of 18, Junior Church Members shall be subject to the normal process for becoming a Church Member and welcomed again publicly as full adult Church Members.
- 9:13 Junior Church Members not having attained the age of 18, shall not be included in any statistical returns made to the Baptist Union and the Association. Their names shall be included on the Church Membership list but with the addition of a "J" afterwards.

MINUTES

- 10.1 The business conducted at Church Members' Meetings and in particular any decisions of Church Members shall be recorded in Minutes of such meetings for future reference.
- 10.2 The Minutes shall be written or printed and filed in a book or binder set aside for this purpose using material of sufficient quality to ensure that they survive for many years and shall be kept in a safe place.

- 10.3 Each set of Minutes of meetings of Church Members shall be approved by the Church Members' attending the next following Church Members' Meeting. Church Members shall have the opportunity to review the Minutes and to correct any errors of fact before a formal vote on the approval of the Minutes is taken. If the Minutes are approved the person chairing the Church Members' Meeting shall confirm Church Members' acceptance of the Minutes by signing and dating them as a correct record of the preceding Church Members' Meeting.
- 10.4 The signed Minutes shall be conclusive evidence of the decisions taken at the Church Members' Meeting to which they relate.

TRUSTEES

11. The number of Trustees shall be not less than three but (unless otherwise determined by a resolution of an Ordinary Church Members' Meeting) shall not be subject to any maximum.
12. The first Trustees shall be those persons named in the statement delivered pursuant to section 12(1) of the Act, who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided subsequently in the articles.
13. The Trustees shall be appointed by resolution passed at a Church Members' Meeting and in addition the Minister of the Church (or where there is more than one, the Senior Minister) shall be a Trustee ex officio. The other Trustees will be appointed from among those serving the Church as Elders or Deacons.
- 14.1 No person may serve as a Trustee if he is disqualified from acting by virtue of any provision in the Act or by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision) or any other statutory provision.
- 14.2 A person shall cease to be a Trustee if:
- a) if he or she becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs;
or
 - b) resigns his or her office by notice in writing to the Trustees but only if at least two Trustees will remain in office when the notice of resignation is to take effect
 - c) or ceases to be an Elder or Deacon of the Church
 - d) or ceases to be a Minister of the Church
15. If the Church designates particular Elders or Deacons as Church Secretary or Treasurer by resolution at a Church Members' Meeting in accordance with article 37.5 those persons shall become Trustees for the term of their appointment as Church Secretary or Church Treasurer as the case may be

16. No person shall be a Trustee unless that person has been baptized in the manner described in the Declaration of Principle referred to in clause 3.2 of the Memorandum
17. A close family member (spouse, parent, child, sibling) of a serving Trustee shall be eligible for appointment as a trustee
18. Trustees shall serve so long as they have the support of the Church Members' Meeting and (except for the Minister or Senior Minister who is a Trustee ex officio) shall retire after serving as a Trustee for a continuous period of three years but may be eligible for re-appointment in accordance with the next following article.
19. Trustees (except for the Minister or Senior Minister who is a trustee ex officio) shall be appointed for an initial term of three years and he shall be eligible for re-appointment thereafter for further three year terms as often as determined by resolution of the Church Members' Meeting.
20. The appointment of Trustees shall be undertaken by processes that are public, clear and open so that all Church Members are enabled to consider prayerfully which Elders and Deacons should be appointed as Trustees. The process shall ensure that notice is given of any forthcoming elections so that prospective Trustees may be nominated and a decision taken at the next Church Members' meeting
21. Nominations must be submitted in writing to a scrutineer appointed by the Church Meeting with the supporting consent of the candidate. The number of nominations by any person shall be equal to the number of vacancies.
22. Voting for the office of Trustee must be by secret ballot at an Ordinary Church Members' Meeting. Church Members' shall be asked to vote for those nominated candidates whom they believe would serve the Church well as Trustees. Each Church Member may vote for as many nominees as he or she believes meet these criteria. The number of candidates, being not more than the number of vacancies, receiving the highest number of votes shall be elected provided each candidate shall have received votes from at least 66% of those Church Members who vote at the Ordinary Church Members' Meeting.
23. A technical defect in the appointment of a Trustee of which the Trustees were unaware at the time of the appointment and of which they are unaware at the time of any decision made by them shall not invalidate such decision.
24. The appointment of a Trustee may be rescinded at any time by resolution of a Special Church Members' Meeting except in the case of a Minister or Senior Minister who is a Trustee ex officio.
25. Where the dismissal of a Trustee is under consideration at a Special Church Members' Meeting (except where the Trustee is a Minister or Senior Minister ex officio) the Trustee concerned shall be allowed to hear what is said to the Church Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for his

or her actions before withdrawing so that the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.

POWERS AND RESPONSIBILITIES OF TRUSTEES

26. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by resolution of a Church Members' Meeting in relation to the matters set out in Article 5.2 the business of the Charity shall be under the continual management and administration of the Trustees who may exercise all the powers of the Charity. The Trustees shall be responsible for the governance of the Church and the fulfilment of the Purpose set out in clause 3.1 of the Memorandum through the Activities shown in clauses 3.4 and 3.5 of the Memorandum acting according to the will of God as discerned by the Church Members' Meeting. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
27. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles but always subject to the provisions of the Memorandum and of the articles and to any specific or general direction given by a resolution of a Church General Meeting in relation to the matters set out in Article 5.2 the Trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the charity;
 - (2) to enter into contracts on behalf of the Charity.
 - (3) to operate any Bank or Building Society account in which any of the funds of the Charity are deposited in the name of the Charity. Unless the Trustees determine otherwise, all cheques and orders for the payment of money from such an account shall be signed by at least two Trustees.
28. The Trustees should keep in an appropriate state of repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those where the responsibility is of a third party where they shall use reasonable endeavours to ensure that the third party does so). They must ensure that suitable public liability and employer's liability insurance is in place where appropriate.

PROCEEDINGS OF TRUSTEES

- 29.1 Worship including prayer and the reading of scriptures shall be key features of any meeting of the Trustees whose leadership and administration of the Church shall be characterized as much by mutual accountability, service and pastoral care as to teaching, thinking and effective management.
- 29.2 The Trustees shall determine when and how frequently they shall meet provided that they shall convene meetings of the whole group not less than once every three months.
- 29.3.1 The Trustees shall determine a quorum for their full meetings which shall not be less than two persons or half of their number whichever is the greater number and in any case where the number of Trustees is an uneven number the quorum shall be not less than two persons or half their number rounded up to a whole number.
- 29.3.2 The Trustees may appoint one of their number to be the Chairman of their meetings and may at any time remove the Chairman from that Office. Unless unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees they attend. But if there is no Trustee holding that Office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chairman of the meeting.
- 29.3.3 The Trustees are jointly and severally responsible for the financial administration of the Charity and of the Church. Once in each year the Trustees shall present a budget of the subsequent year's projected income and expenditure at a convenient Church Members' Meeting.
- 29.4 Notwithstanding the joint and several responsibilities of all the Trustees and in addition to regular meetings of the whole group they may meet in such sub-groups as are necessary and convenient co-opting other Church Members as they may determine. Reports of sub-group meetings must be made to the next full Trustees' meeting.
- 29.5 For matters requiring a decision the Trustees shall, so far as possible, seek consensus on all matters considered at their meetings but where this is not possible a vote shall be taken and the outcome recorded as the resolution of the Trustees.
- 29.6 Each Trustee shall have one vote to be exercised at the meeting.
- 29.7 Every issue may be determined by a simple majority of votes cast at the meeting of the Trustees but if there is an equality of votes on any matter the resolution will be considered rejected and the matter shall be referred back to the submitter for review and if appropriate re-submission to a subsequent meeting for consideration.
- 29.8 The Trustees shall always act in accordance with the provisions of these articles, the memorandum and the general law.

- 29.9 Subject to the requirements of the general law and to any specific property trusts under which the land and buildings used by the Church are held the Trustees shall act in accordance with the specific directions of the Church Members' Meeting in relation to matters relating to Church property including any purchase, sale, lease, mortgage or redevelopment of Church property.
- 29.10 Minutes shall be prepared of the proceedings at the meetings of the Trustees including any appointments, the names of those present, the decisions taken and where appropriate the reasons for the decisions and the Trustees shall decide from time to time whether all or part of these minutes shall be treated as confidential.
- 29.11 The Trustees shall respect the confidentiality of their meetings.

MINISTERS

- 30.1 The Church may have a Minister or more than one Minister or no Minister. Where a Minister is appointed it is expected that he or she will become a Church Member.
- 30.2 No person shall be a Minister of the Church unless he or she accepts the Beliefs at Clause 3.2 in the Memorandum.
- 30.3 Where the Church appoints a Minister he or she shall be in relationship with the Baptist Union and the Association normally expressed by being on the Baptist Union's Register of Covenanted Persons Accredited for Ministry.
- 30.4 The Minister, whether or not he [or she] is on the Register of Persons Accredited for Ministry shall be supportive of the Church's relationship with other Baptist Churches the Association and the Baptist Union.
- 30.5 The tasks fulfilled by a Minister will vary depending on individual ability and gifting that a Minister is normally expected to be involved in the Activities of the Church with an emphasis on the leading of worship and prayer, the teaching of the Christian faith and the pastoral care of individuals. A Minister shall work with the Church towards achieving its Purposes through its Activities.
- 30.6 Notwithstanding any legal status afforded to a Minister by statute the Church recognises that a Minister and the Church are in a covenant relationship based on Christian love and trust and mutual accountability. A Minister shall be in a relationship of mutual accountability with the Trustees and also with the Church Members.

THE APPOINTMENT AND REMOVAL OF MINISTERS

- 31.1 When the Church is seeking to appoint a Minister the Church will normally consult the appropriate staff within the Association before commencing any appointment process and follow, so far as

practicable, the Baptist Union's procedures and recommended terms for the settlement of Ministers.

- 31.2 A Minister shall be appointed or removed from office by a resolution of the Church Members' at a Special Church Members' Meeting held at any time.
- 31.3 Where a Special Church Members' Meeting is considering the dismissal of a Minister the Minister shall be allowed to hear what is said to the Church Members' at the Church Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for his or her actions before withdrawing so that the Church Members at the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.
- 31.4 The Trustees and the Minister in the normal course shall agree terms and conditions of appointment including termination procedures based on the standard terms of appointment of Ministers published by the Baptist Union.

THE REMUNERATION OF MINISTERS AND PAID STAFF

32. Notwithstanding that any Minister or Ministers or others appointed by the Church are Trustees they may (subject to due compliance with clauses 6 and 7 of the Memorandum) be paid reasonable remuneration or stipend out of the funds of the Church of such an amount as shall be approved in the annual budget of the Charity PROVIDED THAT at no time shall a majority of the Trustees benefit as a result of the application of this article and that any Trustee shall withdraw from any meeting at which his or her appointment or remuneration is under discussion or being voted upon.

PASTORAL VACANCIES AND THE APPOINTMENT OF A MODERATOR

33. During such period or periods as there is no Minister in Office the Church Members may at a Church Members' Meeting appoint a person who is a Church Member or a member of another Baptist Church to be the Moderator (but if they do not do so then the Association may make an appointment of a suitable person) who will hold this Office until a new Minister is appointed or until he resigns or is released or dismissed by the Church Members at a Church Members' Meeting.
34. Elders
- 34.1 Elders of the Church shall be appointed by resolution in a secret ballot at a Church Members' Meeting which shall normally be the Annual Church Members' Meeting and the resolution appointing an Elder shall be passed by not less than two thirds of Church Members present and voting at the Church Members' Meeting at which the candidate is proposed for appointment as an Elder.

- 34.2 Candidates for appointment as an Elder of the Church shall normally be proposed by the Minister or if there is more than one the Senior Minister.
- 34.3 Candidates for Eldership must have been Church Members for at least six months and must not be disqualified from being appointed as a Trustee under article 14.1 or article 14.2.
- 34.4 An Elder shall be appointed for an initial term of three years but shall be eligible for re-appointment for terms of three years at any time as often as is determined by resolution of a Church Members' Meeting in the same manner as provided in article 34.1.
- 34.5.1 The appointment of an Elder may be rescinded at any time by resolution of a Special Church Members' Meeting
- 34.5.2 Where the dismissal of an Elder is under consideration at a Special Church Members' Meeting the Elder concerned shall be allowed to hear what is said to the Church Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for his or her actions before withdrawing so that the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.

35. Deacons

- 35.1 Deacons of the Church shall be appointed by resolution in secret ballot at a Church Members' Meeting which shall normally be the Annual Church Members' Meeting and the resolution appointing a Deacon shall be passed by not less than two thirds of Church Members present and voting at the Church Members' Meeting at which the candidate is proposed for appointment as a Deacon.
- 35.2 Candidates for appointment as a Deacon of the Church must have been Church Members for at least six months and must not have been disqualified from being appointed as a Trustee under article 14.1 or article 14.2.
- 35.3 Candidates for appointment as Deacons shall be nominated by Church Members by a procedure managed by the Elders who shall appoint one of their number to act as a scrutineer who shall ascertain the nominations of Church Members by reference to a list of potential candidates circulated to Church Members. The Elder appointed as scrutineer shall approach nominated candidates for appointment as a Deacon to obtain their consent to be proposed as a candidate. The names of candidates so nominated and who have given their consent to stand for appointment shall be published to Church Members by the Elders at least two weeks before the Church Members' Meeting at which the candidates are to be proposed for

appointment. Publication to Church Members may be made by oral notice at services of public worship.

- 35.4 A Deacon shall be appointed for an initial term expiring at the next Annual General Meeting of Church Members but shall be eligible for re-appointment.
- 35.5 The Church Treasurer and the Church Secretary shall be appointed by Church Members at a Church Members' Meeting in like manner as a Deacon pursuant to articles 35.2 and 35.3 and shall by virtue of holding that office be Deacons for as long they hold such office without re-appointment.
- 35.6 The Church Treasurer and the Church Secretary shall hold office until the next following Annual General Meeting of Church Members after their appointment when they shall retire from office but shall be eligible for re-appointment save that in any case when there are no other nominations to hold their respective offices he or she shall continue in office as if re-appointed for a further term upon being given a vote of confidence by Church Members.
- 35.7 The Church Treasurer and the Church Secretary and any Deacon may be removed from office by resolution of the Church Members passed at any Church Members' Meeting at any time.
- 35.8 Where the dismissal of a Deacon or the Church Secretary or Treasurer is under consideration at a Church Members' Meeting the Deacon, Church Secretary or Treasurer concerned shall be allowed to hear what is said to the Church Members' Meeting and to correct any errors of fact and offer any explanation of the circumstances or reasons for his or her actions before withdrawing so that the Church Members' Meeting may prayerfully and carefully consider whether the appointment should be terminated.

MEMBERS OF THE CHARITY

- 36 (1) The subscribers to the memorandum and the Trustees from time to time shall be the members of the Charity.
- (2) Any member of the Charity may retire on giving written notice to the secretary, provided that such retirement shall not reduce the number of Members' to less than two.
- (3) If not less than two-thirds of the Trustees present at a meeting so resolve, the Trustees shall have the right for a good and sufficient reason to terminate the Membership of any member of the charity provided that he shall have received 21 clear days notice in writing to his last known address notifying him of the intention to terminate his Membership and the reasons therefore and that he shall have the right to be heard by the Trustees before any vote is taken.

GENERAL MEETINGS

- 37 The Trustees may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS OF MEMBERS OF THE CHARITY

- 38 General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members of the charity having a right to attend and vote, being a majority together holding not less than 90 percent of the total voting rights at the meeting of all the Members of the Charity.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all the Members of the Charity.

- 39 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS OF THE CHARITY

- 40 No business shall be transacted at any meeting of the members of the charity unless a quorum is present. Two persons entitled to vote upon the business to be transacted or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 41 If a quorum is not present within half an hour from the time appointed for the meeting of the members of the charity, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
- 42 The chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting of the member of the charity, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
43. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members of the charity present and entitled to vote shall choose one of their number to be chairman.

44. A Trustee shall, notwithstanding that he is not a member of the charity, be entitled to attend and speak at any general meeting.
45. The chairman may, with the consent of a meeting of the members of the charity at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
46. A resolution put to the vote of a meeting of the members of the charity shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least two Members' having the right to vote at the meeting; or
 - (3) by a member or Members' representing not less than one-tenth of the total voting rights of all the Members' having the right to vote at the meeting.
47. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the members of the charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
48. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
49. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members') and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting of the members of the charity at which the poll is demanded.
50. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

51. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
52. Subject to the provisions of the Act, a resolution in writing, signed by all the Members of the Charity entitled to receive notice of and to attend and vote at a general meeting shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held.

Such a resolution may consist of several documents in the same form, each signed by one or more of the Members' of the Charity.

VOTES OF MEMBERS OF THE CHARITY

53. Every member of the Charity shall have one vote.
54. Votes may be cast in a poll either personally or by proxy. A proxy must be a member of the charity and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.
55. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing
56. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting of members of the charity at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

SECRETARY OF THE CHARITY

57. The Secretary of the Charity shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

RECORD KEEPING AND ACCOUNTING

- 58.1 The Church's annual financial year will run from 1st January to 31st December or from and to such other dates as may be determined from time to time by the Trustees subject to the general law.
- 58.2 Financial Statements of all Church Organisations that form part of the activities of the Church shall be presented to the Trustees and incorporated in to the Church's financial statements.
- 58.3 The Statement of the Church accounts (audited or independently examined as required by law) shall be received by a Church Members' Meeting.

- 58.4 Financial records, annual reports and statements of account relating to the Church for the previous six years shall be available for inspection by any Trustee.
- 58.5 The Trustees shall keep Minutes of the Charity in books or in other written or electronic media kept for the purpose:
- 58.5.1 of all appointment of Officers made by the Trustees;
and
- 58.5.2 of all proceedings at meetings of the Trustees and Members' of the Charity and of Committees of Trustees including the names of the Trustees present at each such meeting.
- 58.6 The Trustees may make a reasonable charge to cover the administration costs of making the Annual Report and Accounts of the Charity and/or the Church available to any person who requests them.

EXECUTING OR SEALING DOCUMENTS

- 59.1 The Charity need not have a company seal. If it does, the seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.
- 59.2 If the Charity does not have a seal, instruments may be executed on the authority of the Trustees or of a committee of Trustees authorized by the Trustees on the signature of a Trustee and of the secretary or by a second trustee.

NOTICES

- 60.1 Except as provided elsewhere in these Articles Notices may be sent by hand, or by post or by suitable electronic means or (where applicable to members of the charity or Church Members generally) may be published in any newsletter or magazine distributed generally by the Charity
- 60.2 The only address at which a member of the Charity is entitled to receive notices is the address shown in the register of Members' of the Charity and the only address at which a Church Member is entitled to receive Notices is the address shown in the Membership List.
- 60.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 60.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 60.3.2 two clear days after being sent by first class post to that address

60.3.3 three clear days after being sent by second class or overseas post to that address

60.3.4 on being handed to the member personally or,

60.3.5 if earlier, as soon as the person to whom the notice is given acknowledges actual receipt

60.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at any meeting

INDEMNITY

61 Subject to the provisions of the Act every Trustee or other officer of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court or by the Charity Commission from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

CONSTITUTION

62.1 A copy of the Memorandum and the Articles will be made available (which requirement may be satisfied by placing the same on the web site of the Church) to Church Members and to every applicant for Church Membership with the intention that every Church Member shall be informed about the organisation of the Church and be able to participate in the life of the Church and in Church Members Meetings and will be available to Church Members and prospective Church Members upon request

62.2 No amendment may be made to these articles that would have the effect of making the Charity cease to be a Charity at law.

62.3 Subject to article 62.4 these articles may be altered only with the prior sanction of a resolution of a Special Church Members' Meeting.

62.4 No amendment may be made to clauses 6, 7 and 10.2 of the Memorandum without the prior written permission of the Charity Commission.

Signatures, Names and Addresses of Subscribers

SIGNED by **DENNIS WILLIAM NOLAN**)

SIGNED by **ROBERT FRANK DUFFILL**]

SIGNED by **KEITH BARNES**]

SIGNED by **MELANIE GOULD**]

SIGNED by **MELVYN NOLAN**]

Dated 24th September 2009