

THE COMPANIES ACT, 1948

Company Limited by Guarantee  
and not having a Share Capital

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**Memorandum and Articles  
of Association  
of  
Wycliffe Bible Translators Limited**

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Company No. 819788  
Registered Charity No. 251233

Incorporated the 16th day of September, 1964

Revised to include amendments up to April 1997

Including the Regulations of the Association  
also revised to include amendments up to April 1997



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# Memorandum of Association of Wycliffe Bible Translators Limited

1. The name of the company (hereinafter called "the Association") is **WYCLIFFE BIBLE TRANSLATORS LIMITED**.
2. The Registered Office of the Association shall be situate in England.
3. (1) The objects of the Association are to promote the Christian Faith and Christian Religion and in particular the translation, publication and dissemination of the Bible in different languages as referred to in Clause 3 (2) hereof, and the advancement of education (particularly in relation to the Christian Religion, knowledge of the Bible and Christian doctrine, faith and practice).  
(2) The Association is formed to glorify God by promoting:
  - the translation of the Holy Scriptures into vernacular languages,
  - the publication and distribution of these vernacular Scriptures.The Association seeks to forward these objects by :
  - (a) making known to the interested public at large, the needs, progress and results of Bible translation world-wide;
  - (b) recruiting and preparing suitable persons to become members of the Association;
  - (c) encouraging and facilitating the translation of the Holy Scriptures into vernacular languages by such members;
  - (d) stimulating the supply of adequate finances, prayer and practical support for the aforesaid objects;
  - (e) providing facilities and staff for academic and practical training for Bible translation work and its ancillary disciplines.
- (3) In furtherance thereof but not further or otherwise ancillary objects of the Association, are:
  - (a) to produce for sale or distribution materials which will promote any of the above mentioned charitable objects;
  - (b) to receive donations, including money and property by way of gift, contribution or bequest and to distribute such donations according to the objects of the Association and where appropriate in accordance with the request of the donor;
  - (c) to borrow or receive money for the objects of the Association on such terms and on such security as may be thought fit (with such consents as are required by law) provided that the company shall not undertake any permanent trading activities in raising funds for the objects of the company, and provided that the Association not incur liability beyond its resources;
  - (d) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;

- (e) to act as manager or trustee of, or in respect of, any property held or administered for charitable purposes connected with the objects of the Association and, so far as may be lawful, to act as a trust corporation for the administration of any such charitable trusts;
  - (f) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Association and to construct, maintain or alter any buildings or erection necessary or convenient for the work of the Association;
  - (g) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be expedient in the promotion of its objects;
  - (h) to undertake or execute any charitable trusts which lawfully may be undertaken by the Association and are conducive to the attainment of its objects;
  - (i) to act in co-operation with Wycliffe Bible Translators International Inc. or any other charitable association or institution whose objects are compatible with those of the Association; and to establish and support or aid in the establishment and support of any other charitable association or institutions, in line with the objects of the Association;
  - (j) to subscribe or guarantee money for charitable purposes in any way connected with the objects of the Association or calculated to further its objects;
  - (k) to provide conference facilities and supporting services, as may be deemed appropriate;
  - (l) to do all such legal things as shall further the objects or any of them.
4. (1) This Association is evangelical and interdenominational and the work of the Association shall be carried out in strict compliance with the Doctrinal Basis of the Association as follows:
- (a) the Divine Inspiration and consequent authority of the whole canonical Scriptures;
  - (b) the doctrine of the Trinity;
  - (c) the fall of man, his consequent moral depravity and his need of regeneration;
  - (d) atonement through the substitutionary death of Christ;
  - (e) the doctrine of justification by faith;
  - (f) the resurrection of the body, both in the case of the just and of the unjust;
  - (g) the eternal life of the saved and the eternal punishment of the lost.
- (2) This Association is supported primarily by gifts. The needs of the Association are laid before God in prayer and may be presented with propriety to those who have indicated that they expect to be informed of such needs. The members of the Association trust God alone to supply their financial needs.
- (3) The members of the Association shall work for the achievement of the Association's objects as defined in Clause 3 of this Memorandum.

5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association, and no member of the Council shall be appointed to any office of the Association paid by salaries or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (other than a member of the Council) for any services rendered to the Association;
  - (b) of reasonable and proper interest on money lent by any member of the Association or member of the Council;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Association or member of the Council;
  - (d) of fees, remuneration or other benefit in money or money's worth to any Association of which a member of Council may also be a member holding not more than 1/100th part of the capital of that Association; and
  - (e) to any member of Council of reasonable and proper out of pocket expenses.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for the payment of the debts and liabilities of the Association contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.
8. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed, in accordance with the Regulations of the Association for the time being, such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

# Articles of Association of Wycliffe Bible Translators Limited

## GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:

Words	Meaning
The Act	The Companies Act, 1985 and every amendment, annexure or reactment thereof.
These presents	These Articles of Association and the Regulations of the Association from time to time in force.
The Association	The above-named Association.
The Council	The Council of Management for the time being of the Association who act in the capacity of Directors of the Company.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
WBTI	Wycliffe Bible Translators International Incorporated, a corporation not for profit, incorporated under the Laws of the State of California, United states of America. This Association co-operates with that Corporation in the world wide task of Bible translation.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in visible form.

Any words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Association proposes to be registered is five hundred but the Council may from time to time register an increase of members.
3. The Association is established for the purposes expressed in the Memorandum of Association.

## **MEMBERSHIP OF THE ASSOCIATION**

4. There shall be two classes of members of the Association, namely non-voting members and voting members as hereinafter provided. The provisions of Section 352 of the Act shall be observed by the Association.
5. Subject to the provisions of Article 2:
  - (a) The subscribers to the Memorandum of Association shall be members of the Association.
  - (b) The Council shall admit into membership such other persons who satisfactorily complete the application procedures for the time being in force, and who shall testify in writing or otherwise their unqualified adherence to the Doctrinal Basis of the Association.
  - (c) On the admission of any person as a member of the Association in accordance with the above regulation his name shall forthwith be entered on the Register of non-voting Members.
6. A person who is not otherwise a member of the Association shall, upon election or appointment to the Council or a Council Committee as provided by these presents, become a voting member of the Association and his name shall be entered on the Register of Voting Members. He shall continue a voting member of the Association for the duration of his term or terms of office. A person elected or appointed to the Council shall also be entered on the Register of Directors.
7. Members of the Association shall re-affirm their doctrinal position at least once every six years. Council members shall affirm or re-affirm their agreement with the doctrinal basis before their election, re-election or appointment to the Council.
8. The Council shall have the power to terminate the membership of any member of the Association:
  - (a) in accordance with the regulations from time to time in force, or
  - (b) who refuses, at the request of the Council, to re-affirm in writing his unqualified adherence to the Doctrinal Basis of the Association, or
  - (c) upon the receipt of a member's letter of resignation from the Association.
9. Non-voting members of the Association shall not be entitled to hold any office in the Association.
10. Voting rights of members:
  - (a) The Council shall have power to grant voting rights to non-voting members. When voting rights have been granted to a member of the Association his name shall be transferred to the Register of Voting Members. Such a member shall be entitled to vote at all meetings of the Association and hold office, unless limited by these presents.

- (b) Subject as hereinafter provided, every duly registered voting member shall have one vote.

## GENERAL MEETING

11. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after holding of the last preceding Annual General Meeting.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 368 of the Act.
14. Six weeks' notice in writing at the least shall be given of every Annual General Meeting and of every meeting convened to handle special business and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of the Annual General Meeting at which an election is to be conducted, the names of all persons to be recommended or proposed for membership of the Council, and in the case of special business the general nature of that business. Such notice shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents, or as are under the Act entitled to receive such notices from the Association. However, in the case of meetings other than Annual General Meetings, and with the consent of all members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act, a meeting may be convened by such notice as those voting members may think fit.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

16. All Business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of Auditors and the fixing of their remuneration.
17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty voting members personally present shall be a quorum.



18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of voting members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Council may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the voting members present shall be a quorum.
19. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the voting members present shall choose some member of the Council or if no such member be present, or if all the members of Council present decline to take the chair, they shall choose some voting member of the Association who shall be present to preside.
20. The Chairman may with the consent of any meeting 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjourned meeting took place. Whenever a meeting is adjourned for fifty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid the voting members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.
21. At any General Meeting voting members may vote in person or by notice in writing delivered or sent by post to the Secretary, provided that such notices are received by the Secretary prior to the time appointed for holding the meeting, unless, before or upon the declaration of the result of the vote, a poll is demanded by the Chairman, or by at least three voting members having the right to vote at the meeting. Furthermore, unless a poll be so demanded, a declaration by the Chairman of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided in so far as it relates to the election of members of the Council by ballot and otherwise on a show of hands of those voting members present at the meeting and in either case by the inclusion of all votes of which notice has been received by the Secretary pursuant to Article 21.
23. Subject to the provisions of Article 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. No poll shall be demanded on the election of a Chairman of a meeting, or on a question of adjournment.
25. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## REGULATIONS

27. The Association may from time to time in General Meeting make regulations, or amend the same, for the operation, management and administration of the Association. Such regulations or amendments shall come into force upon approval of an ordinary resolution of the Association in accordance with the provisions of these presents.

## COUNCIL OF MANAGEMENT

28. The business of the Association shall be managed by the Council who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations or provisions as may be prescribed by the Association in General Meeting.
29. Until otherwise determined by a General Meeting, the number of members of Council shall not be less than five nor more than ten.

Members of the Council shall be ordinarily resident in the United Kingdom and shall not be members of the Association except by virtue of election or appointment to the Council as provided by these presents. They shall serve for a period of four years.

30. Council members completing their period of office may offer themselves for re-election except as hereinafter provided.
31. Casual vacancies on the Council shall be filled by appointment by the members remaining in office and a person so appointed shall serve until the next election. He shall then be eligible to stand for election.

## POWERS OF THE COUNCIL

32. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to the membership of the Association, filling up vacancies in their body, or of summoning a General meeting, but not for any other purpose.

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL

33. The office of a member of the Council shall be vacated:
- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - (b) if he becomes of unsound mind;
  - (c) if he ceases to be a member of the Association as provided by these presents;

- (d) if by notice in writing to the Association he resigns his office;
- (e) if he ceases to hold office by reason of any order made under the Act;
- (f) if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

## **ROTATION OF MEMBERS OF THE COUNCIL**

### **34. At each alternate Annual General Meeting:**

- (a) Those members of Council who have served four years, or who have otherwise completed the term of office for which they were elected or appointed, shall retire. This shall be done in rotation, such that approximately half the members retire at one time.
- (b) A retiring member of the Council shall be eligible for re-election.
- (c) At this meeting an election shall be conducted to fill these vacancies and any casual vacancies among the members arising under these presents.
- (d) Where a member is elected to fill a casual vacancy, he shall serve for the balance of the time of office of the member originally elected and whose place he has filled.

### **35. A person may not be elected a member of the Council after he has attained the age of 65 years.**

### **36. The Association may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting such increase.**

### **37. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office and may by Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.**

## **PROCEEDINGS OF THE COUNCIL**

### **38. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote.**

### **39. A member of the Council may at any time request a meeting of the Council. On such request, the Secretary shall summon a meeting of the Council by giving a minimum of four days' notice served upon the several members of the Council.**

40. The Council shall from time to time elect a Chairman who shall hold office for two years and who shall be entitled to preside at all meetings of the Council at which he shall be present but if no such Chairman be elected or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting or be not willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
41. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
42. The Council may delegate any of their powers to committees consisting of such member or members of the Council, and may include others, as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. All acts and proceedings undertaken by such committees shall be reported back to the Council as soon as possible.
43. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council
44. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council and all business transacted at such meetings and any such minutes of any meetings if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
45. Except when the Chairman shall rule otherwise, meetings of Council shall be held in open session. Extracts of the minutes of Council and Association meetings and a summary of reports shall be available to members upon request.
46. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened or constituted.

## SECRETARY

47. The Secretary of the Association (not being a member of the Council) shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The provisions of Section 283 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting.

## **EXECUTIVE OFFICER**

48. An Executive Officer of the Association shall be appointed by the Council and shall be responsible to the Council and the Association. His appointment and service, including the termination of such service, shall be in accordance with the regulation for the time being in force.
49. He shall not be eligible for election to the Council, but shall attend Council meetings with a voice on all matters but no vote.
50. In the event of the death of the Executive Officer or the office becoming vacant, the Council shall have the power to appoint a substitute Executive Officer to serve for the balance of the term of the former Executive Officer.

## **THE SEAL**

51. The Seal of the Association shall not be affixed to any instrument except by authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Association; such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## **ACCOUNTS**

52. The Council shall cause proper books of account to be kept with respect to:
  - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
  - (b) all sales and purchases of goods by the Association; and
  - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.
53. The books of account shall be kept at the office or, subject to Section 222 of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.
54. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by members other than members of the Council, of the accounts and books of the Association or any of them and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.

55. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last previous account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors. Copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same, shall be sent to the Auditors and all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served. Such documents shall be sent not less than twenty-one days before the date of the meeting subject nevertheless to the provisions of Section 240 (4) of the Act. The Auditor's report shall be open to inspection and shall be read at the meeting as required by Section 236 of the Act.

## AUDIT

56. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
57. Auditors shall be appointed and their duties regulated in accordance with Sections 236-237 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

## NOTICES

58. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the registers of members.
59. Any member who to the knowledge of the Secretary is residing out of Europe shall be entitled to have notices served upon him by airmail.
60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office system as a prepaid letter.

## AMENDMENTS

61. Amendments to the Memorandum or Articles of the Association may be proposed under special resolution at any meeting of the Association. To become effective they must be passed by a seventy-five percent majority vote of members voting at such a meeting in accordance with Article 21.

## DISSOLUTION

62. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these presents.

# Regulations of the Association of Wycliffe Bible Translators Limited

1. These Regulations are made under and in accordance with the Articles of the Association and shall be read in conjunction therewith. The definitions of Article 1 apply to the Regulations.

In the event of a conflict between the provisions of these Regulations and the provisions of the Memorandum and Articles of the Association, the Memorandum and Articles shall prevail.

## **SUPERVISION OF MEMBERS**

2. All members of the Association agree to work in a voluntary capacity to achieve the objects of the Association and to work under the supervision and direction of the Association according to approved guidelines from time to time in force.
3. A member of the Association may request secondment to another organisation whose objects and purposes are compatible with those of the Association. The terms of such secondment shall be approved by the Council.

## **CHANGE OF STATUS**

4. Non-voting to Voting Member  
Voting rights in the Association may be granted, under the provision of Article 10a, to a non-voting member after a period of not less than two years in assignment and upon demonstrating satisfactory progress in achieving the objects of the Association as set out in these presents.
5. Upon the recommendation of the Executive Officer, after he has consulted with a member, the Council may change the status of that member to one of the following categories:
  - (a) **Reduced Assignment**  
Reduced Assignment status may be granted to any member who because of age and/or disability needs to have his workload reduced, but is able to maintain at least one-third of a workload on a regular basis. Such a member retains his normal rights, privileges and obligations in the Association, as set out in these presents.
  - (b) **Health Leave**  
Health Leave status may be granted to any member who is temporarily unable to fulfil his assignment due to physical or emotional illness. Such a member retains his rights, privileges and obligations in the Association.

**(c) Retirement**

A member of the Association upon reaching retirement age (normally at age 65), or who is no longer able to fulfil an assignment because of age and/or disability may choose to resign or be granted Retirement status.

Where appropriate, the Executive Officer may recommend continuation in assignment, subject to periodic review.

A member on Retirement status retains voting rights only on matters which significantly affect his rights and privileges. [Only those in financial relationship retain voting rights on financial matters that affect members on Retirement status.]

**(d) Compassionate Leave**

Compassionate Leave may be granted to any member who is temporarily unable to fulfil an assignment due to needs within the immediate or extended family.

Compassionate Leave status may be granted for a period not exceeding 12 months, after which it must be reviewed. At the discretion of the Council, Leave of Absence status may be substituted for long-term Compassionate Leave.

A member on Compassionate Leave status remains in financial relationship, but will not be eligible for Supplementary Fund assistance where Compassionate Leave is renewed beyond the initial 12 month period.

**6. Procedures for implementing Regulation 5:**

- (a) The Executive Officer shall advise a member in writing when in his opinion the member's health, ability or age are such that his contribution as an active member is no longer of sufficient benefit to merit his continuing as a full active member. This written notice shall state the recommended change of status.
- (b) A copy of the written notice shall be given to the Chairman. The Council shall at its earliest convenience act to confirm or change the recommendation. The member shall have the right to make representation to the Council when it reviews the Executive Officer's recommendation. The member may be accompanied, if desired, by a fellow member of his choosing.
- (c) If the recommendation is upheld, the Association shall take appropriate action.
- (d) The member has the right of appeal against the recommendation of the Executive Officer according to the provisions of Regulation 19.

**7. Suspended Status**

A member may be placed on Suspended Status by the Personnel Action Committee, upon the recommendation of the Executive Officer. This will normally be applied in situations where the member needs time out of assignment, or under modified assignment, in order to address personal issues. The Executive Officer will confirm to the member in writing the recommendation being made for a change of status.

The member shall have the right to make representation to the Personnel Action Committee when it reviews the Executive Officer's recommendation. The member may be accompanied, if desired, by a fellow member of his or her choosing. If the recommendation is upheld, the Association shall take appropriate action.



A member placed on Suspended Status:

- (a) Will lose their right to vote and hold office in the Association;
- (b) Will continue in financial relationship;
- (c) Will have their regular assignment reviewed;
- (d) Will follow a programme agreed in writing by the Personnel Director, in consultation with the member's home church(es) and any others involved in care or counselling.

A period of Suspended Status is subject to review at least every six months and may be continued up to a maximum of two years.

#### 8. **Leave of Absence**

Leave of Absence may be granted by the Council to a member at his request who for personal reasons needs to pursue a temporary programme outside of Association service, but who expects to return to service with the Association. A member taking Leave of Absence shall be free from Association service and shall forfeit all rights and privileges in the Association. The Council shall review the member's status annually and shall not grant such Leave of Absence for more than a total of five years.

### **LIMITATION OF PRIVILEGE—DISCIPLINE**

9. A member may be disciplined by action of the Association for the following reasons:

#### (a) **Unsatisfactory Performance**

The question of Unsatisfactory Performance arises when a member is not making a satisfactory contribution to the objects of the Association.

#### (b) **Unacceptable Conduct**

Unacceptable Conduct is:

- action contrary to these presents or to the explicit policies of the Association, or
- gross insubordination to the Executive Officer and/or the Council, or
- conduct which is likely to endanger the order, harmony, welfare, character or good name of the Association or its members.

#### (c) **Moral Conduct Standard**

The Association from time to time shall approve a Moral Conduct Standard for members of the Association. This Moral Conduct Standard indicates that, while illegal acts are unacceptable in a member of the Association, certain other acts, whether illegal or not, are likewise unacceptable and provide sufficient cause to place the member on Probation or to immediately terminate his membership in the Association. Such acts include but are not limited to adultery, fornication, homosexual activity, child molestation, incest, and physical, sexual or substance abuse.

### **DISCIPLINARY PROCEDURES**

10. When, in the opinion of the Executive Officer, discipline is required, except for the case of extraordinary discipline which is handled under the provisions of Regulation 17, the procedures to be adopted shall include the steps of Informal Counsel, Written Warning Notice, Probation Notice. Before any disciplinary action is applied or removed, the Executive Officer shall hold an interview with the member.

**11. Informal Counsel: Action by the Executive Officer**

The Executive Officer shall meet informally with the member to discuss the situation to seek an improvement in performance or conduct.

- (a) He shall give at least 24 hours' notice in writing of the above meeting, stating the time and purpose of the interview.
- (b) The member shall be free to have a fellow member attend the interview with him should he so desire.
- (c) Following the interview a report of the interview will be given to the member and a copy placed in the member's file.
- (d) The report shall state:
  - i) the reason for the interview,
  - ii) agreed improvement targets in tangible terms,
  - iii) a time period, not to exceed 13 weeks, in which satisfactory progress or correction of conduct is expected to be made,
  - iv) a date for a review interview,
  - v) that failure to demonstrate adequate improvement will result in a warning notice being issued, and
  - vi) that in the event that satisfactory progress is made or conduct is corrected, the report shall be withdrawn and this action confirmed in writing.

12. If a member shows the required improvement during the specified time period, then, following a further interview of which the member will be given at least 24 hours' notice in writing, no further action will be taken. All notes will be removed from the member's file.

**13. Written Warning Notice: Action by the Executive Officer**

If the member fails to show adequate improvement following an informal approach, the Executive Officer shall issue a Written Warning Notice, after a further interview with the member.

- (a) The member shall be given at least 24 hours' notice in writing of the above meeting, stating the time and purpose of this further interview.
- (b) The member shall be free to have a fellow member attend the interview with him should he so desire.
- (c) A Written Warning Notice shall be given to the member with a copy to the Chairman of Council and a copy placed in the member's file.
- (d) This warning shall state:
  - i) the problem giving rise to the warning,
  - ii) agreed improvement targets in tangible terms,
  - iii) a time period, not to exceed 26 weeks, in which satisfactory progress or correction of conduct is expected to be made,
  - iv) a date for a review interview,
  - v) that failure to demonstrate adequate improvement will result in Probation being applied,
  - vi) that the member has the right to appeal to the Council according to the provisions of Regulation 19 and

vii) that in the event that satisfactory progress is made or conduct is corrected, the notice shall be withdrawn and this action confirmed in writing.

(e) The Council Chairman is not required to take any action at this stage.

14. In the event that satisfactory progress is made or conduct is corrected, following a further interview of which the member will be given at least 24 hours' notice in writing, the warning notice shall be withdrawn by a notice in writing to the member, with a copy to the Chairman of the Council. Copies of the notices will remain in the member's file.

**15. Probation: Action by the Executive Officer and confirmed by the Council**

If satisfactory progress is not made within the time period specified towards improving Unsatisfactory Performance or Unacceptable Conduct, the Executive Officer shall, after a further interview with the member, either extend the warning period (Regulation 12) or place the member on Probation, both of which shall be by way of a written notice.

(a) The member shall be given at least 24 hours' notice in writing of the above meeting stating the time and purpose of the interview.

(b) The member shall be free to have a fellow member attend the interview with him should he so desire.

(c) A written Probation notice shall be given to the member with a copy to the Chairman of the Council and a copy placed in the member's file.

(d) This Probation notice shall state:

i) the reasons for the application of Probation,

ii) agreed improvement targets in tangible terms,

iii) a time period, not exceeding 52 weeks, in which satisfactory progress or correction of conduct is expected to be made,

iv) a date for a review interview,

v) that failure to demonstrate adequate improvement will result in a recommendation from the Executive Officer to the Council that the member's relationship with the Association be terminated,

vi) that the member has the right to appeal to the Council, and

vii) that in the event that satisfactory progress is made or conduct is corrected, the Probation notice shall be withdrawn and this action confirmed in writing.

(e) The Council, at its first reasonable opportunity, shall confirm or rescind the Executive Officer's action in placing a member on Probation. A copy of the Council motion shall be given to the member and a copy shall be placed in the member's file.

(f) Where the reason for Probation is Unsatisfactory Performance, the member may continue with all the rights, privileges and obligation of his class of membership.

(g) Where the reason for Probation is Unacceptable Conduct, on receipt of the Probation notice the member's rights and privileges of his class of membership are suspended, except his right to appeal according to the provisions of Regulation 19.

16. In the event that satisfactory progress is made or conduct is corrected, following a further interview of which the member will be given at least 24 hours' notice in writing, Probation will be withdrawn by notice in writing from the Executive Officer to the member with a copy to the Chairman of Council and a copy placed in the member's file. Copies of the Council motion and notices shall remain on file.

**17. Termination of Membership:**

**Recommendation by the Executive Officer, action by the Council**

- (a) If, after the time specified in Regulation 14, the member still fails to demonstrate adequate improvement in his performance or correct his conduct, the Executive Officer, following a further interview of which the member will be given at least 24 hours' notice in writing, shall bring a recommendation to the Council for the member's relationship with the Association to be terminated.
- (b) When Termination is being recommended by the Executive Officer a copy of this recommendation shall be given to the member together with a notice of his right to an appeal according to the provisions of Regulation 19. The member shall be asked to acknowledge receipt of this termination notice.
- (c) The Council, at its first reasonable opportunity, may terminate the membership of the said member by at least an eighty percent affirmative vote of the members present. Such Termination will become effective not later than thirty days after the vote was taken.

**DISCIPLINE—EXTRAORDINARY LEGISLATION**

**18. Action by Executive Officer and Chairman of Council and confirmed by the Council**

When a serious breach of the Moral Conduct Standard has occurred, as defined in Regulation 8, the Executive Officer, following an interview with the member, may recommend immediate Probation or Termination of membership in the Association.

The following procedure shall be followed:

- (a) The member shall be given at least 24 hours' notice in writing of the above meeting stating the time and purpose of the interview.
- (b) The member shall be free to have a fellow member attend the interview with him should he so desire.
- (c) Following the interview, the Executive Officer shall confer with the Chairman of Council, and, should the circumstances warrant such action, may recommend immediate Probation or Termination of the member's relationship with the Association. This recommendation shall be by way of a written notice, with a copy to the Chairman of the Council and a copy placed in the member's file.
- (d) If immediate Probation is being recommended, the provisions of Regulation 14d-14g shall apply.
- (e) If Termination is being recommended, the notice shall state:
  - i) the reasons for the recommendation,
  - ii) that the member shall be given at least 24 hours' notice, in writing, of the Council meeting which shall consider the recommendation,
  - iii) that the member has the right to appear at that meeting and may be accompanied by a fellow member should he so desire,

- iv) the member's right to an appeal according to the provision of Regulation 19c, and
- v) the member shall be asked to give a written acknowledgement of the receipt of this notice.
- (f) On receipt of this notice, the member's rights, privileges and obligations of his class of membership are suspended, except his right to an appeal as provided by Regulation 19c. The member shall be specifically informed of this right.
- (g) The Council, at its first reasonable opportunity, shall confirm or rescind the Executive Officer's recommendation for termination of membership. A copy of the Council motion shall be given to the member and a copy placed in the member's file. The member shall be asked to give a written acknowledgement of the receipt of the copy of this motion.

**19. Discipline of the Executive Officer**

- (a) The Executive Officer shall be subject to discipline as any other member, save that the Chairman shall for this purpose assume the responsibilities of the Executive Officer under the provisions of these Regulations.
- (b) Upon the recommendation of the Chairman, the Council may initiate discipline of the Executive Officer according to the provisions of these Regulations.
- (c) The Chairman shall not vote on the Council's consideration of such action.
- (d) Discipline shall only be imposed by at least an eighty percent affirmative vote of the whole Council.

**20. Member's right of appeal**

- (a) The member shall have the right to appeal, within thirty days, to the Council in writing against the action of the Executive Officer following a Written Warning Notice (cf. Reg. 12) or Probation notice (cf. Reg. 14).
- (b) The member shall have the right to make representation to the Council in writing or in person, and may be accompanied by a member of his choosing when the Council reviews the recommendation of the Executive Officer for the termination of the membership of the said member.
- (c) An Extraordinary General Meeting may be called as provided by Article 13 to review any Council action relating to discipline.

**COUNCIL OF MANAGEMENT**

21. Under the provisions of Article 29 and unless changed by a General Meeting the Council shall consist of seven members.

22. Elections to the Council shall be conducted every two years at the time of the Annual General Meeting of the Association. The election shall be by ballot (including postal ballot) of all voting members, except as limited by Regulation 14g.

**23. For the election of Members of Council:**

- (a) Voters shall have the same number of votes as there are vacancies to be filled, but not exceeding the number of candidates. In order to be elected, candidates must receive votes from more than 50% of those voting. Candidates shall be elected to vacancies in order of the number of votes received, starting with the highest.

- (b) In the event that all vacancies are not filled by this ballot, the Chairman of the meeting shall authorise a further ballot to be taken of the voting members present at the meeting to determine which of the remaining candidates shall be elected to the outstanding vacancy or vacancies.
  - (c) In the event of an equal number of votes being cast in favour of two or more persons, whereby if such were declared elected the number of members would exceed the number of vacancies at that election, the Chairman of the meeting shall authorise a further ballot to be taken of the voting members present at the meeting to determine which among those who received equality of votes shall fill the outstanding vacancy or vacancies.
24. The Council shall recognise two people elected to the Member Committee, normally the Chairman and Vice-Chairman, as entitled to attend meetings of Council with voice on all matters but no vote. The Council may also from time to time invite others to attend Council meetings with voice but no vote.
25. If a Council member is appointed Executive Officer, he shall cease to be a member of the Council upon assuming office.
26. The Council may invite other constituency persons resident in the United Kingdom to serve a period of affiliation with the Council, to give them and the Council an opportunity to assess whether or not they should offer for election to the Council. Such affiliates shall be entitled to attend Council meetings and speak on any matter but not to vote. The invitation to serve shall be reviewed annually. Not more than three such persons shall be in affiliation at any one time.

## **NOMINATING COMMITTEE**

27. The Council shall appoint a Nominating Committee who shall be responsible for handling nominations for elections to the Council and the appointment of the Executive Officer and for supervising the procedures.
28. The Council shall, from time to time, approve the procedures to be adopted by the Nominating Committee.

## **COMMITTEES AND ADVISORY GROUPS**

29. The Council may appoint committees according to the provisions of Article 42. Such Council committees may include non-Council members, provided that at any meeting of such committees there is at least one Council member present. Committee members shall become voting members of the Association if they are not already members prior to their appointment, as provided for in Article 6.
30. A Member Committee shall be elected to provide input to the Council and to the Executive Officer on any matters of concern to the Committee. Those entitled to elect, and to be seated as, members of this Committee shall include members of the Association and members of other Member Organisations of WBTI who have a UK assignment. As provided for in Regulation 24, two Committee members shall be entitled to attend meetings of the Council with voice on all matters but no vote.
31. The Council may appoint Advisory Groups to advise the Executive Officer and those appointed to administer the Association ("the Administration") on various matters. Members of the Advisory Groups shall be nominated by the Administration and shall include those elected by their fellow members of the Association and members of other Member Organisations of WBTI who have a UK assignment to serve on these Groups.

## APPOINTMENT OF THE EXECUTIVE OFFICER

32. Appointment of the Executive Officer shall be conducted under the provision of Article 48. The appointment shall require confirmation by the voting members of the Association, in accordance with procedures to be established by the Nominating Committee. When the Council needs to make an appointment in extraordinary circumstances, Article 50 shall be understood as giving Council the power to appoint a substitute Executive Officer without following in full the established consultation and approval procedures.
33. He shall serve for a three year term of office according to the position description approved by the Council. He shall not serve for consecutive periods exceeding nine years in total.
34. The procedures leading to the Council's appointment of an Executive Officer shall be supervised by the Nominating Committee as provided in these Regulations. The Nominating Committee shall ensure that members are given the opportunity to make nominations and to express their preferences, and shall present this information to Council prior to the appointment being made.

## POLL

35. A poll may be demanded if it is deemed that an action of a General Meeting or Council meeting should come to the consideration of the entire voting membership of the Association.
36. A poll shall be mandatory on matters affecting a member's rights or financial conditions, or substantive changes in the objects or operational procedures of the Association.
37. The poll shall be conducted under the provisions of Articles 21, 23–26. The results of the poll shall be declared not later than six months following the date it was sent to the membership.

## NON-MEMBERS

38. Other persons may be accepted for formal relationship with the Association under one of the following categories. This acceptance shall be for a limited term. Such persons shall not have membership status within the Association.
  - (a) Guest Helper: A Guest Helper shall normally serve in a voluntary capacity for a period not exceeding one year.
  - (b) Short-term Assistant (including a person in the Graduate International Programme (GRIP)): A Short-term Assistant shall normally serve in a voluntary capacity for a period of one or two years with the option of annual extensions. This relationship shall not normally exceed five years in duration.
  - (c) Members of other Wycliffe Organisations: A member of another Wycliffe Organisation may be seconded to work within the Administration of the Association. During the period of secondment such a person has voice, but not a vote, in any meeting of the Association which may be called under the provisions of these presents.
39. Those in such a formal short-term relationship with the Association serve under the jurisdiction of the Association during the agreed period and the intent of the Regulations shall apply to them.