

3 Temple Row West Birmingham B2 5NY | Tel 0121 765 4404 | Fax 0121 765 4065 | E-mail info@agape.org.uk | Website www.agape.org.uk

949989

AGAPE MINISTRIES LIMITED

Minutes of the

ANNUAL GENERAL MEETING

16th May 2011

3.00pm

Held in 3 Temple Row West, Birmingham B2 5NY

Members present: Malcolm Franks, Antony Elliott, Evan Winter, (Chair), Martin Russell (Company Secretary), Lesley Cheesman (National Director) and Danielle Wilson. Mr Nick Wynne-Jones took part by conference phone.

- 1 The **Notice of Meeting** was read.
- 2 The minutes of the previous year's AGM were agreed and signed.
- 3 The **Trustees' Report** was agreed. There were no questions.
- 4 The **Annual Financial Accounts and Auditor's Report for the year ended December 2010** were presented and proposed by Antony Elliott and seconded by Malcolm Franks.
- 5 **Appointment of Auditor:** Mazars LLP was re-appointed as auditors, proposed by Malcolm Franks and seconded by Antony Elliott, for the ensuing year, all agreed. Martin Russell will inform the auditors.
- 6 **Election of Council of Management:** The following indicated their willingness to stand for re-election to the Council: Rev Nick Wynne-Jones, Mr Antony Elliott, Mr Malcolm Franks and Mr Evan Winter. All were re-elected by a unanimous vote of the meeting, to serve on the Council for the next year.
- 7 The chairman thanked the members of the Council for their work during the year.
- 8 **Proposed change to Memorandum of Association.** The insertion of Clause 10 in respect of Agapé's registration with Office of the Scottish Charity Regulator was unanimously agreed. Proposed by Malcolm Franks and seconded by Antony Elliott.

COME HELP CHANGE THE WORLD

Council of Management: Rev Nicholas Wynne Jones (chair), Javier Garcia, Malcolm Franks, Antony Elliott, Evan Winter
Panel of Reference: The Rt Revd Wallace Benn, Ram Gidoomai CBE, Victor Jack, Josh McDowell

Agapé Ministries Ltd. Registered in England No 949989. Registered office as above. Charity Registration No 258421
Agapé is a member of the Evangelical Alliance and Global Connections and is part of Campus Crusade for Christ International

THURSDAY



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ROAJXUNM
02/06/2011 16
COMPANIES HOUSE



3 Temple Row West Birmingham B2 5NY | Tel: 0121 765 4404 | Fax: 0121 765 4065 | E-mail: info@agape.org.uk | Website: www.agape.org.uk

AGAPE MINISTRIES LTD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING**
for the period **1 January to 31 December 2010**
of the Members of **Agape Ministries Limited** will be held in

**3 Temple Row West
Birmingham B2 5NY
at 15.00 pm,
on Monday 16th May 2011**

For the following purposes:

- 1 To receive the Trustees' Report including the Annual Financial Accounts and Auditor's Report for the year end 31st December 2010.

The Trustees' Report will be available online at www.agape.org.uk/agm from 1st May

- 2 To appoint the Auditor for the ensuing year.
- 3 To appoint the Council of Management for the ensuing year. Nick Wynne-Jones, Malcolm Franks, Evan Winter, Javier Garcia and Antony Elliot are standing for re-election.
- 4 To amend our memorandum of association to fulfil the conditions for registration with the Office of the Scottish Charity Regulator.
[* Please read overleaf for details of the addition]

By order of the Council

Sarah Carruthers
Secretary to the Council

12th April, 2011

RSVP if you are planning to attend.

COME HELP CHANGE THE WORLD

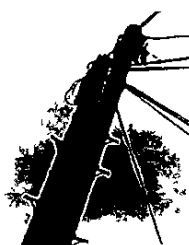
Council of Management: Rev Nicholas Wynne Jones (chair), Javier Garcia, Malcolm Franks, Antony Elliott, Evan Winter,
Panel of Reference: The Rt Revd Wallace Benn, Ram Gidoomai CBE, Victor Jack, Josh McDowell

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*** Proposed additional paragraph 10.**

'Charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales. (This paragraph inserted as a result of AGM 16 May 2011)



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ANNUAL GENERAL MEETING

Tuesday 16 May, 2011

15.00

Held in:

Apologies:

IN ATTENDANCE:

MALCOLM FRANKS & L.R.C.C.

Horton Russell

Hesley Cheesman

Antony Elliott

A Elliott

Danielle Wilson

EVAN WINTER

Evan Winter

COME HELP CHANGE THE WORLD

Council of Management: Rev. Nicholas Wynne Jones (chair) Javier Garcia Malcolm Franks Antony Elliott Evan Winter
Panel of Reference: The Rt Revd Wallace Bern Ram Gidcomar CBE Victor Jack Josh McDowell

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Agapé is a member of the Evangelical Alliance and Global Connections and is part of Campus Crusade for Christ International

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

AGAPE MINISTRIES LIMITED

(formerly called Campus Crusade for
Christ of Great Britain Limited)

(as amended by special resolutions
dated 5 October 1993,
26 November 2003, 26 February 2007 and 16 May 2011)

I The name of the Company (hereinafter called "the Association") is
AGAPE MINISTRIES LIMITED

2. The registered office of the Association will be situate in England

3 The objects for which the Association is established are -

(a) To transmit propagate and communicate the Gospel of the Lord Jesus Christ to students and others at Universities Colleges Schools and other academic institutions as well as to the public at large by means of public meetings lectures assemblies interviews and personal conversation, by television telerecording sound broadcasting cinematograph films gramophone recordings and recitals and by any other system of sound or picture reproduction whatsoever, by pamphlets leaflets news sheets books posters magazines periodicals advertising and all other literary matter calculated to advance the objects set forth above and generally to spread the Gospel of the Lord Jesus Christ to students and others by all and any other means whatsoever,

(b) To help those who become Christians through receiving the Lord Jesus, Christ as Saviour and Lord to grow toward spiritual maturity and understanding and to train them to reach others with the Gospel the objective being the fulfilment of the Great Commission of our Lord Jesus Christ

(c) To help Christians to become established as active members of local Churches and to work closely with Churches of many denominations as a co-operative evangelistic arm in helping to win men build men and send men for Christ in the evangelization of the world

(c) (i) To relieve poverty or distress in furtherance of the Christian Faith

(d) In furtherance of the above objects but not otherwise to print, publish, sell or cause to be printed, published, sold and if determined from time to time to distribute gratuitously books, booklets, leaflets, daily, weekly, monthly or quarterly or yearly newspapers, magazines or other periodicals for the purpose of giving information in regard to the work of the Association.

(e) To build or assist in building churches, chapels, mission rooms, houses, schools, colleges, homes, hospitals or other buildings in connection with and for the advancement of the objects of the Association and to maintain, alter or improve the same including existing buildings and to furnish and equip the same

(f) To obtain and accept money and property, real and personal from the public at large and in particular by way of subscriptions, donations, bequests, devises and the like, and to expend, invest and accumulate any funds so raised, with power to spend money in advertisements and appeals and generally for the above purposes

(g) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may determine necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association

(h) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as would further the objects of and with a view to the promotion of its objects

(i) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary to its objects

(j) To borrow or raise money for the purposes of the Association on such terms and on such security as may be determined from time to time

(k) To invest the monies of the Association not immediately required for its purposes in or upon such investments securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(l) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects

(m) To do all such other things as are incidental or necessary to the attainment of the above objects or any of them

PROVIDED THAT –

(i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts

(ii) The Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Association would make it a Trade Union

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

4 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way or dividend, bonus or otherwise howsoever by way of profit, to the members of the Association

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 8 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises devised or let to the Association, provided that the company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment

It is further provided that the Association may also make such payments to a member of the Council of Management or a person, firm, company or other organisation connected with the member of the Council of Management as may first have been approved in writing by the Charity Commission (This paragraph inserted as a result of EGM February 2007)

5 PARAGRAPH 5 OF THE MEMORANDUM was deleted at the Extraordinary General Meeting on 26th November 2003 (Two thousand and three)

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 payment of the debts and liabilities of the Association contracted before he 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, 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 institution or institutions having charitable 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 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some 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 shall take place, 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 the 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 balance sheet ascertained by one or more properly qualified Auditor or Auditors

10 'Charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005

For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales (This paragraph inserted as a result of AGM 16 May 2011)

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Nelson Claire Hinkson, 18 Thomfield Avenue, LONDON, NW7	Minister of Religion
Hugh C Preston, 29 Edgcumbe Park Drive, Crowthorne, Berks	Office Manager
Richard B L Harbour, 27 Chatsworth Avenue, Winnersh, Wokingham, Berks	Minister of Church of England
Gordon M Klenck, 21 Greenside, Edgcumbe Park, Crowthorne, Berks	Minister of Religion
A W Goodwin Hudson, 1 Spanish Place, London W1	Anglican Bishop
T H S Burns, Newlands, Edghill Road, Ealing W13	Consultant Anaesthetist
C E Sharpe, 59 Mornillgton Road, Woodford Wells, Essex	Company Director
F L Livermore, St James Rectory, Poole, Dorset	Clerk in Holy Orders

DATED THIS 7TH DAY OF MARCH 1969

Witness to the above Signatures -

Wilfred H. Mayhew, Callingham Tucker & Co., 3 Gray's Inn Square, Gray's Inn, London. WC1

Legal Executive

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CAMPUS CRUSADE FOR CHRIST OF
GREAT BRITAIN LIMITED

(As amended on 26th November, 2003)

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	MEANINGS
The Acts	The Companies Acts 1948 to 1967
These presents	These Articles of Association, and the regulations of the Association from time to time in force
The Association	The above-named Company
The Council	The Council of Management for the time being of the Association
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

And 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 meanings in these presents

2 The number of members with which the Association proposes to be registered is seven, but the Council may from time to time register an increase of members

3 The provisions of Section 110 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member

4 The Association is established for the purposes expressed in the Memorandum of Association

5 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association

6 The Council may by resolution elect persons to be members of the Association provided that no person shall be elected unless at least fourteen days' written notice of the intention to propose such person for election has been given to the whole Council

7 A member may resign by notice in writing to the Association and may be removed by resolution of the Council, provided that no member shall be removed unless at least fourteen days' written notice of the intention to propose such a resolution has been given to the whole Council

GENERAL MEETINGS

8 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 except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

9 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

10 The Council may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by section 132 of the Act

11 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least 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 special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit

12 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

13 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, and the fixing of the remuneration of, the Auditors

14 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 three members personally present shall be a quorum

15 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 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 members present shall be a quorum

16 The Chairman (if any) of the Council shall pre side as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be pre sent within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or

if all the members of the Council present decline to take the chair they shall choose some member of the Association who shall be present to preside

17 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 adjournment took place Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting

18 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and 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

19 Subject to the provisions of Article 20, 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

20 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment

21 In the case of an 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

22 The demand of 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

VOTES OF MEMBERS

23 Subject as hereinafter provided, every member shall have one vote

24 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

25 On a poll votes may be given either personally or by proxy A corporation may vote by its duly authorised representative as provided by Section 139 of the Act A proxy need not be a member

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf

27 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

28 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

29 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

"CAMPUS CRUSADE FOR CHRIST OF
GREAT BRITAIN LIMITED"

"I,
"of
"a member of
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the [Annual
"or Extraordinary, or Adjourned, as the case may
"be] General Meeting of the Association to be held
"on the day of
"and at every adjournment thereof

"As witness my hand this day of 19 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

COUNCIL OF MANAGEMENT

30 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than two nor more than seven

31 The first members of the Council shall be Gordon Merle Klenck, Arthur William Goodwin Hudson, Nelson Claire Hinkson and Richard Brian Lindsay Harbour

32. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election

33 Without prejudice to the powers of the Council under Article 32 hereof the Association in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member provided nevertheless that no person shall unless recommended by the Council be eligible for election to the Council at any General Meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the Registered Office of the Association notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election to the Council and also notice in writing signed by that person of his willingness to be elected

34 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

POWERS OF THE COUNCIL

35 The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and 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, and as are not by statute or by these presents required to be exercised or 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, being not inconsistent with the afore said regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made

36 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 member-

ship of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

SECRETARY

37 The Secretary 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 sections 177 and 179 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 place of the Secretary if there be no Secretary or no Secretary capable of acting

THE SEAL

38 The seal of the Association shall not be affixed to any instrument except by the 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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

39 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
- (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 section 188 of the Act
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act

PROCEEDINGS OF THE COUNCIL

40 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, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote

41 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting

42 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting

43 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

44 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and 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

45 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, shall, 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, 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

46 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 meeting, if purporting 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

47 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 and constituted

48 PARAGRAHP 48 ALTERNATE MEMBERS OF COUNCIL

Deleted at the Extraordinary General Meeting on 26th November 2003 (Two thousand and three)

ACCOUNTS

49 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 account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions

50 The books of account shall be kept at the office, or, subject to section 147 (3) 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

51 The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Association or any of them and f subject to such conditions and regulations the accounts and f books of the Association shall be open to the inspection of members at all reasonable times during business hours

52 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 preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four 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, and copies of such account, 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 not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notice s are hereinafter directed to be served The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act

AUDIT

53 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

54 Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors, mentioned in those sections

NOTICES

55 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 register of members

56 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United

Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association

57 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 as a prepaid letter

DISSOLUTION

58 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 Articles

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Nelson C Hinkson, 18, Thornfield Avenue, London NW7	Minister of Religion
Richard B L Harbour, 27, Chatsworth Ave , Winnersh, Wokingham, Berks	Minister of Church of England
Gordon M Klenck, 21, Greenside, Edgcumbe Park, Crowthorne, Berks	Minister of Religion
A W Goodwin Hudson, 1, Spanish Place, London W1	Anglican Bishop
T H S Burns, Newlands, Edgehill Rd, Ealing, W13	Consultant Anaesthetist
C E Sharpe, 59, Mornington Road, Woodford Wells, Essex	Company Director
F L Livermore, St James Rectory, Poole, Dorset	Clerk in Holy Orders
Hugh C Preston, 29, Edgcumbe Park Drive, Crowthorne Berks	Office Manager

Dated this 7th day of March, 1969

Witness to the above Signatures -
Wilfred H Mayhew, Callingham Tucker & Co ,
3 Gray's Inn Square, Gray's Inn, London, W C 1

Legal Executive