

# THE COMPANIES ACT 1985

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## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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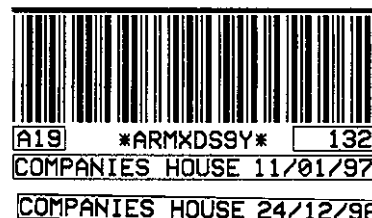
### MEMORANDUM OF ASSOCIATION OF HARVEST VISION

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1. The name of the Company is HARVEST VISION
2. The registered office of the Company will be situated in England.
3. The object of the company is to advance the Christian religion as expressed in the Doctrinal Statement of the Evangelical Alliance, throughout the world.

In furtherance of the above object but not further of otherwise the Company shall have the following powers:

As at November 1996



- a) To promote and encourage the study of all religions and ideologies, and their interaction between themselves, the State, their cultures, their history, and particularly their interrelationship and points of contrast with the Christian faith.
- b) To acquire and maintain to a high standard, an historic building in Bedfordshire, for the purpose of providing residential conference facilities to further the Christian religion and to teach and train its adherents.
- c) To promote and support practical projects of all kinds to alleviate need, suffering and spiritual desolation wherever it may occur.
- d) Co-operate with Local Authorities and Voluntary and Church Bodies in actions to further the Principal Objects.
- e) Organise and conduct conferences, courses, lectures, classes, meetings, houseparties, holidays in the United Kingdom or elsewhere, and other group activities.
- f) To provide and manage any living accommodation which may reasonably be required for persons engaged in the full time dissemination of the Christian religion.
- g) To train, equip, commission and support or to assist in the training, equipment, commissioning and support of any people who are concerned to achieve the Objects.
- h) Make any grant, gift, or payment for the purpose of or in connections with such training, equipment commissioning and support as aforesaid.
- i) Co-operate with H.M. Government or national or Church or Local Authority in the provision and conduct of any scheme within the scope of the Objects.
- j) Organise and conduct individuals and associations of persons concerned to achieve the Objects.
- k) Employ such persons as may be reasonably required for the efficient and proper carrying on of the Company's activities and to remunerate and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- l) Organise and conduct appeals for financial support and gifts for any of the above mentioned objects of the Company, and to receive gifts, donations, subscriptions, legacies, devises and bequests of any real or personal property.
- m) Print, publish and distribute books, pamphlets and other literature necessary to propagate the within written objects of the Company.
- n) Subject to such consents as may from time to time be required by law to purchase, take on lease or in exchange hire or otherwise acquire real or personal property and rights or privileges in the United Kingdom or elsewhere which may be necessary for the promotion of any within written objects and to construct maintain or alter any necessary buildings, roads, plant, machinery, or erections and to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be necessary for the promotion of any of its objects.

- o) Subject to such consents as may from time to time be required by law to borrow or raise money for the purpose of the Company on such terms and on such security as may be thought fit.
- p) To invest the moneys of the Company not immediately required for its purpose in or upon the security of such investment, securities, or property as may be thought fit, to place any such moneys in any current or deposit account with any Bank, Savings Bank, Building Society, or Insurance Company of repute, but so that any such moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be vested in such manner and within such sanction (if any) as may for the time being be prescribed by law for such moneys.
- q) Undertake and execute either alone or jointly with any other person or persons or charitable Corporation or Corporations any charitable trusts which may be lawfully undertaken by the Company and may be necessary for the achievement of any of its within written Objects and as trustee of such charitable Corporation or Corporations to acquire and hold any real or personal property for the purposes of such charitable trusts.
- r) To establish and support or to assist 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 any of the Objects or calculated to further any of the Objects.
- s) To do all such other things as are necessary to the attainment or furtherance of the within written Objects of the Company or any of them.
- t) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such manner allowed by law, having regard to such trust.
- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of employers.
- (iii) In case the Company shall or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Board of Directors of the Company 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 Board of Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. PROVIDED THAT:

The income and property of the company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transference, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company.

(a) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Directors) for any services rendered to the Company.

(b) Of all usual professional or other charges to any Director for the time being hereof being a Solicitor or other person engaged in any profession for work done by him or his firm in connection with the furtherance or execution of the objects hereof.

(c) Of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2% less than the base rate prescribed for the time being by Barclay's Bank Limited, or 3% whichever is greater.

(d) Of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors.

(e) Of fees, remuneration or other benefit in money or money's worth to a Company of which a Director may be a member holding not more than 1/1000 part of the capital of that Company.

(f) To any Director of reasonable out of pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, 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 Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the right of the contributaries among themselves, such amount as may be required not exceeding One Pound.

7. If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other institution or institutions established for charitable purposes only having objects similar to the objects of the Company, 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 Company under or by Clause 4 hereof, such institution or institutions to be determined by members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all the sales and purchases of goods by the Company and of the property credits and liabilities of the Company, 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 Company 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 company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one of more properly qualified Auditor or Auditors.

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.**

|   |          |
|---|----------|
| Dr F. J. C. Denton<br>38 West Street<br>Banbury<br>Oxon<br>OX16 7HD | Director |
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|---|----------|
| Mr H. Wigglesworth<br>7 Farnham Close<br>Eaglescliffe<br>Stockton-on-Tees<br>Cleveland TS16 ONF | Director |
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| Mr I. S. Cooper<br>The Paddocks<br>School Lane<br>Great Bourton<br>Banbury<br>Oxon OX17 1QY | Director |
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|---|--------|
| Mr I. Thain<br>18 Milton Street<br>Banbury<br>Oxon OX16 9PL | Member |
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DATED: 15/7/88

**WITNESS** to the above signatures.

S.C.B. Gow  
12 Gillett Road  
Banbury  
Oxon OX16 ODP

## **The Doctrinal Basis**

### **BASIS OF FAITH by the Evangelical Alliance**

The sovereignty and the grace of God the Father, God the Son and God the Holy spirit, in creation, providence, revelation, redemption and final judgement.

The divine inspiration of the Holy Scripture and its consequent entire trustworthiness and supreme authority in all matters of faith and conduct.

The universal sinfulness and guilt of fallen man making him subject to God's wrath and condemnation.

The substitutionary sacrifice of the incarnate Son of God as the sole and all sufficient ground of redemption from the guilt and power of sin and from its eternal consequences.

The justification of the sinner solely by the grace of God through faith in Christ crucified and risen from the dead.

The illuminating, regenerating, indwelling and sanctifying work of God the Holy Spirit.

The priesthood of all Believers who form the universal Church, the Body, of which Christ is the Head and which is committed by His command to the proclamation of the Gospel throughout the world.

The expectation of the personal visible return of the Lord Jesus Christ in power and glory.