

No: 2873415

The Companies Act 2006

Company Limited By Guarantee And Not Having A Share Capital

ARTICLES OF ASSOCIATION

of

ASSEMBLIES OF GOD INCORPORATED

Incorporated on the 19th day of November 1993

(Articles of Association adopted by Special Resolution passed on 8 May 2012
and registered at Companies House on 25 May 2012

Articles of Association amended by Special Resolution passed on 4 April 2014
and registered at Companies House on 15th April 2014

Articles of Association amended by Special Resolution passed on 15 March 2018
and registered at Companies House on 26th March 2018

Articles of Association amended by Special Resolution passed on May 2021
and registered at Companies House on 2021

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ARTICLES OF ASSOCIATION
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ASSEMBLIES OF GOD INCORPORATED

1. Name

The name of the Company is Assemblies Of God Incorporated

2. Interpretation

2.1. In these Articles:

'THE ACT' means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

'ADDRESS' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the Company

'AGENDA' means the Agenda prepared by the Board for the General Council Conference which shall be circulated to all members of the General Council at least 28 days before the date of the General Council Conference

'ANNUAL GENERAL MEETING' means the annual meeting of the company to which Members are invited.

'APPEALS PANEL' means the panel established by the Company from time to time

'AREAS' means such geographical divisions within Great Britain in which the Company operates (the extent of which are defined from time to time in the Bye-Laws) each of which requires specific representation on the National Leadership Team and the functions of which shall be prescribed by the Bye-Laws

'AREA LEADERS' means such persons who have been appointed by the National Leader within the process set out by the Board to represent an Area

'ARTICLES' means these Articles of Association of the Company

'ASSOCIATE MISSIONARY' means a person who been granted Associate Missionary Status by the Company pursuant to the Bye-Laws

'BIBLE COLLEGE' means the ministry training college being the training centre or centres of the Fellowship from time to time.

'BOARD' means the Board of Directors

'BYE-LAWS' means the rules of the Company as amended from time to time in accordance with Article 28

'CHAIRPERSON' means the person appointed in accordance with the provisions of the Articles who shall act as the chairperson of all general meetings of the Company

‘CHARITIES ACT’ means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force

‘CHURCH REPRESENTATIVE’ means a person who has been granted Church Representative Status by the Company pursuant to the Bye-Laws

‘CHURCH STATUS’ means such status granted to independent churches by the Company pursuant to the Bye-Laws

‘CLEAR DAYS’ in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

‘COMMISSION’ means the Charity Commission for England and Wales

‘CONNECTED PERSON’ means:-

- (i) a child, parent, grandchild, grandparent, brother or sister of any Director or
- (ii) a spouse or civil partner of the Director or a spouse of any person falling within (i) above
- (iii) a person carrying on business in partnership with the Director or with any person falling within paragraph (i) or (ii) above
- (iv) an institution which is controlled by:-
 - a. by the Director or any connected person falling within paragraph (i), (ii) or (iii) above; or
 - b. by two or more persons falling within subparagraph (a), when taken together
- (v) a body corporate in which:-
 - a. the Director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 - b. two or more persons falling within subparagraph (a) who, when taken together, have a substantial interest

‘CO-OPTED DIRECTORS’ means such persons who are selected by the Board for their specific skills, and roles for a term pursuant to Article 23.3

‘DIRECTORS’ means collectively the Board and each member of the Board is a ‘Director’ and has the same meaning as defined in the Act

‘EXECUTED’ includes any mode of execution

‘FELLOWSHIP OF ASSEMBLIES OF GOD’ or ‘FELLOWSHIP’ means the fellowship of churches first established on 1st February 1924 and being a mission driven movement of interdependent churches represented by a relationship based network of church leaders and other ministers duly accredited

‘GENERAL COUNCIL’ means the General Council of the Fellowship of Assemblies of God the definition of which is referred to in the Bye-Laws from time to time

‘GENERAL COUNCIL CONFERENCE’ means the meeting of the General Council.

‘GENERAL COUNCIL MEMBERS’ means those persons who are members of the General Council from time to time in accordance with the Bye-laws

‘GENERAL INCOME’ means Local Assembly income as defined in the Byelaws

‘GOOD STANDING’ means compliance with application, training, partnership and registration requirements detailed in the Bye-Laws

‘LOCAL ASSEMBLY’ means a church with Church Status

‘MEMBERS’ means collectively the Members of the Company determined pursuant to Article 8 and each Member of the Company is a ‘Member’

‘MINISTER’ means a person who has been granted Ministerial Status by the Company pursuant to the Bye-Laws, collectively “Ministers”

‘MINISTERIAL LIST’ means the list maintained by the Company denoting the relevant Status of persons holding AOG Ministerial Status from time to time

‘MISSIONARY’ means a person who has been granted Missionary Status by the Company pursuant to the Bye-Laws, collectively “Missionaries”

‘NATIONAL LEADER’ means the person for the time being appointed to the office of national leader of the Fellowship pursuant to Article 23.4, whose function is to promote, pursue, and implement the agreed-upon vision of the Company. The National Leader will be empowered to bring spiritual leadership focus to the movement.

‘NATIONAL LEADERSHIP TEAM’ or ‘NLT’ means the National Leader and such other persons appointed pursuant to Article 23.5

‘NATIONAL MINISTRIES’ means such departments of work carried out by the NLT as the Board may from time to time decide.

‘OBSERVER’ means an individual appointed in accordance with Article 18 who is able to attend General Meetings but may not speak or vote on matters being discussed

‘OFFICE’ means the registered office of the Company

‘REGISTRATION’ means the requirements as set out in the Bye-Laws for provision of Status

‘REGULATED ACTIVITIES’ means the management and provision of regular activities and opportunities that have the potential to include work and contact with children and vulnerable adults.

‘SECRETARY’ means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary

‘STATEMENT OF FAITH’ means the statement of faith of the Company as set out in Schedule 1

‘STATUS’ means the status as a holder of rights and obligations in the Company as defined in the Bye-Laws from time to time

‘THE UNITED KINGDOM’ means Great Britain and Northern Ireland

2.2. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

2.3. Words importing the masculine gender only shall include the feminine gender.

3. Liability of Members

3.1. The liability of the Members is limited.

3.2. 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 rights of the contributories among themselves, such amount as may be required not exceeding £1.

4. Objects

4.1. The charitable purposes for which the Company is established ("the Objects") shall be for the benefit of the public:-

4.1.1. to promote the Fellowship of Assemblies of God and to support the charitable activities of the individual churches within the Fellowship in such ways and in such parts of the United Kingdom or the world as the Board from time to time may think fit;

4.1.2. to advance the Christian religion in any part of the world in accordance with the Statement of Faith of the Fellowship of Assemblies of God as approved by a resolution of the Members (at an Annual General Meeting) from time to time (the "Statement") in such ways and in such parts of the United Kingdom or the world as the Board from time to time may think fit;

4.1.3. to relieve sickness and financial hardship and to promote and preserve good health by the provision of funds, goods or services of any kind including through the provision of counselling and support in such parts of the United Kingdom or the world as the Board from time to time think fit; and

4.1.4. to advance education in such ways and in such parts of the United Kingdom or the world as the Board from time to time may think fit.

5. Powers

The Company shall (without limitation to the Act) have the following powers exercisable in furtherance of its said Objects but not otherwise, namely:

5.1. to provide services of a secretarial, financial or administrative nature wherever situate on behalf of, applicable for, and in aid of or otherwise assist the furtherance of the Objects;

5.2. to promote and support all charitable aims and enterprises and other charitable objects and purposes of or subsidiary to the Fellowship of Assemblies of God, the Bible College, all or any of

the National Ministries or Areas of the Fellowship of Assemblies of God, and all or any of the churches comprising the Fellowship of Assemblies of God from time to time;

- 5.3. to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
- 5.4. subject to any consents required by law, to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- 5.5. to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 5.6. subject to any consents or conditions required by law to make grants or loans of money and to give guarantees;
- 5.7. to subscribe, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with, any shares or other securities or investments of any nature whatsoever and any options or rights in respect thereof or interest therein
- 5.8. to employ as a professional investment manager any person who is entitled to carry on investment business under the provisions of the Financial Services and Markets Act 2000 and to delegate to any such manager ("the Manager") the exercise of all or any powers of investment on such terms and at such reasonable remuneration as deemed fit but subject always to the following conditions:
 - 5.8.1. the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company and with the powers of investment herein conferred
 - 5.8.2. every transaction carried out by the Manager under delegated powers shall be reported to the Company within 14 days
 - 5.8.3. the Company shall be bound to review the arrangements for delegation at least once in every twelve month period
- 5.9. subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law to:-
 - 5.9.1. borrow money on such terms and on such security as may be thought fit;
 - 5.9.2. invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
 - 5.9.3. to raise funds and in doing so the Company may carry out such amount of trading as is permitted from time to time by any statutes, regulations or concessions extra statutory or otherwise for the time being in force;
 - 5.9.4. establish subsidiary companies to carry on any trade or business for the purpose of delivering the Objects as may be thought fit;

- 5.10. to take and accept any gift of money, property or other assets whether subject to any special trust or not;
- 5.11. to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- 5.12. to take such steps by personal or written appeals or otherwise as may from time to time be necessary for the purpose of procuring contributions to the funds of the Company in the shape of grants, donations, subscriptions, annual payments or otherwise;
- 5.13. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 5.14. to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- 5.15. to enter into contracts;
- 5.16. to undertake and execute charitable trusts;
- 5.17. to engage and pay any person or persons not being a Director whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and, subject to the provisions of Article 6 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- 5.18. to co-operate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among their Members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Company by the Articles;
- 5.19. subject to prior written approval from the Members and, if appropriate, the Commission, to merge, amalgamate or work collaboratively with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Company by the Articles;
- 5.20. to receive applications from organisations wishing to affiliate themselves with the Fellowship of Assemblies of God;
- 5.21. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- 5.22. to enter into any arrangement with the European Union or any supra national or international body or any Government authority, supreme, dependant, municipal, local or otherwise, and to obtain from the European Union or any such supra national or international body or any such Government authority any rights, concessions, privileges and permissions (including Planning Permissions) that may seem conducive to the Company's objects or any of them;
- 5.23. to carry on any other activity which may seem to the Company capable of being conveniently carried on in connection with any activity which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's properties or rights;
- 5.24. to enter into partnership or into any arrangement for joint, shared or mutual promotion, investment or development, union of interests, reciprocal concession or co-operation with any person, partnership or company carrying on, engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly further the objects of the Company or any of them and to take or otherwise acquire and hold shares or stock in any securities of and to make grants to or otherwise assist any person, partnership or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stocks or securities;
- 5.25. to cause to be produced or performed on any media by any and all means now known or developed in the future and circulated or released, gratuitously or otherwise, music, songs and theatre, periodicals, magazines, books, leaflets, documents, films or other things relevant to the Objects.
- 5.26. To issue ministerial certificates as the Board may from time to time see fit.
- 5.27. To issue certificates of Fellowship to all local churches recognised as being part of the Fellowship of Assemblies of God, renewable annually.
- 5.28. To establish, operate and regulate the Appeals Panel.
- 5.29. To pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company and registration as a charity.
- 5.30. To purchase out of the funds of the Company insurance designed to indemnify the Directors or any other officer of the Company against any personal liability as is mentioned in Article 5.30.1 of these Articles, but subject to the restrictions specified in Article;
 - 5.30.1. The liabilities referred to in Article 5.30 are:
 - 5.30.1.1. any breach of trust or breach of duty committed by the Directors in their capacity as charity trustees or trustees of the Company;

- 5.30.1.2. any negligence, default, breach of duty or breach of trust committed by the Directors or officers of the Company in their capacity as Directors or officers of the Company or of any body corporate carrying on any activities on behalf of the Company;
- 5.30.1.3. any liability to make a contribution to the Company's assets as specified in Section 214 of the Insolvency Act 1986 (wrongful trading).
- 5.30.2. The following liabilities are excluded from Article 5.30.1:
 - 5.30.2.1. any liability incurred by him to pay:-
 - 5.30.2.1.1. a fine imposed in criminal proceedings; or
 - 5.30.2.1.2. a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - 5.30.2.2. any liability incurred by him in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; or;
 - 5.30.2.3. any liability incurred by him to the Company that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Company or in the case of which he did not care whether it was in the best interests of the Company or not.
- 5.30.3. For the purpose of Article 5.30.2.2 above:-
 - 5.30.3.1. the reference to any such conviction is a reference to one that has become final;
 - 5.30.3.2. a conviction becomes final if:-
 - 5.30.3.2.1. not appealed against, at the end of the period for bringing an appeal; or
 - 5.30.3.2.2. appealed against, at the time when the appeal (or any further appeal) is disposed of; and
 - 5.30.3.3. an appeal is disposed of if:-
 - 5.30.3.3.1. it is determined and the period for bringing any further appeal has ended; or
 - 5.30.3.3.2. if it is abandoned or otherwise ceases to have effect.
- 5.30.4. There is excluded from Article 5.30.1 any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of

the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

- 5.31. to do all such other lawful and charitable things as shall further the attainment of the objects of the Company or any of them.

6. Application of Income

- 6.1. The income and property of the Company shall be applied solely towards the promotion of its Objects 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 Members of the Company and no Director of the Company 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 except:-

6.1.1. as permitted by law; or

6.1.2. as hereinafter provided.

- 6.2. Nothing herein shall prevent any payment in good faith by the Company of:-

6.2.1. the usual professional charges for business done by any Director who is a solicitor, accountant, or other person engaged in a profession or by any partner of his, when instructed by the Company to act in a professional capacity on its behalf; provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his appointment or remuneration or that of his partner, is under discussion;

6.2.2. reasonable and proper remuneration to any Member, officer or servant of the Company (not being a Director) for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any Member, officer or servant of the Company;

6.2.3. interest on money lent by a Member or Director of the Company at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Company's clearing bankers;

6.2.4. fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Company or a Director may be a Member holding not more than one hundredth part of the capital of such Company;

6.2.5. reasonable and proper rent for premises demised or let by any Member of the Company or any Director.

6.2.6. any premium in respect of any indemnity insurance as provided for in Article 5.30.

6.2.7. any reasonable payments to any Director or Connected Person in respect of:-

6.2.7.1. any contract agreement or arrangement with the Company for the supply of services (including without limitation consultancy services); or

6.2.7.2. his employment by the Company

provided that:

6.2.7.3. a Director withdraws from any meeting whilst his contract for services, appointment, remuneration or other terms of employment or the contract for services, appointment, remuneration or other terms of employment of any other person, employee or employees or Connected Person which might affect the Directors being discussed; and

6.2.7.4. the majority of the Directors do not receive payment or remuneration directly or indirectly in respect of the provision of services to or employment by the Company. Where payment to or remuneration of a Connected Person would cause the number of Directors benefiting under the provisions of Article 6.2.7 to be in the majority then prior written consent of the Commission must be obtained.

Provided always nothing herein shall prevent any payment in good faith by the Company to any Director of reasonable out-of-pocket expenses.

7. Indemnity

7.1 The Company shall indemnify every relevant Director (including a former Director) and other officer (including a former officer) against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Company.

8. Members

8.1. Members of the Company shall comprise all those with Status pursuant to the Bye-Laws who have submitted an application for membership whilst in Good Standing and complied with the requirements of Article 8.2

8.2. Every Member of the Company shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

8.3. Notwithstanding Article 8.4 any such person may be removed as a Member by resolution at the Annual General Meeting.

8.4. Membership shall cease upon a person no longer having Status pursuant to the Bye-Laws

8.5 Membership shall not be transferable and shall cease on death.

8.6. A Member may at any time withdraw from the Company by giving at least 7 clear days' notice to the Company unless, after the resignation, there would be less than two Members.

8.7. Membership shall cease where an order has been made by any court having jurisdiction whether in the UK or elsewhere in matters concerning mental or physical disorder.

8.8. The Board must keep a register of names and addresses of Members.

8.9 The rights and responsibilities of Members are as set out in the Bye-Laws.

9. Status

9.1 The Bye-Laws set out all matters relating to Status, including but not limited to the guiding principles used in the selection of AOG Ministers, applications for all types of status, disenfranchisement, retirement, and restorative and disciplinary measures.

10. Assembly List

10.1 The Bye-Laws set out all matters relating to the management of Status and affiliation.

10.2 Every Local Assembly shall be free to conduct all its congregational affairs without the infringing of its rightful privileges by the Company, except in matters specified in these Articles and as set out in the Bye-Laws.

11. Friends and Associates

11.1 It shall be lawful for the Board to provide for the admission of such persons as they may think fit to be friends or associates of the Company and for the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be Members of the Company and their rights (if any) shall not include a right to speak or vote at general meetings of the Company. The Secretary shall keep an accurate register of such friends or associates of the Company.

12. Annual General Meeting

12.1. The Company shall in each calendar year hold an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting in each year shall be held at such time and place as the Board shall appoint and shall transact such business as set out in Article 12.2 below and which shall have been placed on the Agenda for the Annual General Meeting.

12.2. Notice, Agenda and business to be transacted at the Annual General Meeting

12.2.1. At the close of an Annual General Meeting the Board will notify the Members of the provisional date of the next Annual General Meeting which shall be confirmed when the Agenda is issued to the Members.

12.2.2. The following matters shall be put before the Members at an Annual General Meeting for voting on, such voting shall be carried out by ballot and decided by a majority of votes cast:-

12.2.2.1. Any proposals for the Company to merge with another organisation

- 12.2.2.2. Any changes to the level of annual contribution of General Income required to be made by Local Assemblies but in respect of this matter only one representative per Local Assembly shall be entitled to vote and individuals granted any Missionary Status shall not be entitled to vote on this item.
- 12.2.2.3. Any amendments to the Bye-Laws insofar as they relate to changing the requirements for obtaining, maintaining, or losing Status, be it individual or assembly.
- 12.2.2.4. Any amendments to the Bye-Laws insofar as they relate to the congregational affairs of Local Assemblies
- 12.2.2.5. Such other matters as the Board may from time to time decide.
- 12.2.3. The following matters shall be put before the Members at an Annual General Meeting for confirmation such confirmation shall be carried out by ballot and decided by a minimum of a two thirds majority of votes cast:-
 - 12.2.3.1. The appointment of Directors to the Board
 - 12.2.3.2. The ratification (and if appropriate the granting of Authorised Representative Status) of Co-Opted Directors
- 12.2.4. The following matters shall be put before the Members at an Annual General Meeting for voting on, such voting shall be carried out by ballot and decided by a three quarters of votes cast:-
 - 12.2.4.1. Any amendments to the Articles proposed by the Board
 - 12.2.4.2. Any amendments to the Objects, Director remuneration Articles or dissolution provisions of the Articles proposed by the Board
- 12.2.5. As determined by the Board, the following matters shall be put before the Members at an Annual General Meeting:-
 - 12.2.5.1. The receipt of reports from the Area Leaders
 - 12.2.5.2. The laying of status report in relation to the Membership list of the Company
 - 12.2.5.3. The laying of status reports in relation to the assembly list of the Company
 - 12.2.5.4. Any amendments that have come into effect since the date of the last Annual General Meeting to the:-
 - 12.2.5.4.1. Structure of the Company; or
 - 12.2.5.4.2. Bye-Laws;
- 12.2.6. Members (through the appropriate Area Leadership Team) may request items to be placed on the Agenda for the Annual General Meeting provided such requests are received by the Board no later than 7 days before the Annual General Meeting. Any such requests shall be considered at the sole discretion of the Board.
- 12.2.7. The Board shall prepare the Agenda for the Annual General Meeting which shall be sent to all Members at least 28 clear days before the Annual General Meeting convenes. The accidental omission to circulate a copy of the Agenda or the non-receipt of the Agenda by any person entitled to receive a copy shall not invalidate proceedings.

12.2.8. The Agenda shall include details of the:-

12.2.8.1. date, time and location of the Annual General Meeting;

12.2.8.2. business to be transacted at the Annual General Meeting;

12.3. Proceedings at the Annual General Meeting

12.3.1. The quorum for the Annual General Meeting shall be 20% of the Members.

12.3.2. Once a quorum is present the Chairman shall declare the meeting open.

12.3.3. No items involving changes to the Articles shall be brought before the Annual General Meeting unless they have first appeared on the Agenda.

12.3.4. Should the number of votes cast on any matter brought before the Annual General Meeting be less than 50% of those present then the Chairman shall declare the vote null and void.

12.3.5. Time spent on any item shall not exceed that allotted by the Board and appearing on the Agenda except at the discretion of the Chairman.

12.3.6. No proposed changes in the Articles, having been three times rejected by the Members shall be placed on the Agenda, unless, in the opinion of the Board there are grounds for further discussion.

13. Special General Meetings

13.1. On either the requisition of twenty five percent of the Members, or by the decision of the Board, the Board shall forthwith proceed to convene a Special General Meeting to discuss items of major significance.

13.2. The requisition to hold a Special General Meeting by the Members must:-

13.2.1. Be addressed to the Board

13.2.2. Be signed by at least twenty five percent of the Members

13.2.3. Specify the business to be transacted and any specific reasons for the calling of the Special General Meeting

13.3. Within 60 days of receiving a requisition to hold a Special General Meeting in accordance with Article 13.2 the Board shall send notice of a Special General Meeting to all Members

13.4. Not less than 28 days' notice of a Special General Meeting must be given to all Members and such notice shall specify the date, time and place of the meeting and the business to be transacted at the Special General Meeting.

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

13.6. The quorum for the Special General Meeting shall be 20% of the Members.

13.7. All matters put forward at a Special General Meeting shall be decided by a 75% majority of votes cast by ballot.

13.8. Should the number of votes cast at the Special General Meeting be less than 50% of those present then the chairman shall declare the vote null and void.

14. Notice of general meetings

- 14.1. Every notice convening a general meeting shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.
- 14.2. In the case of an Annual General Meeting, the general nature of the business to be transacted shall include the laying of the annual accounts and Directors' report before the Members and matters relating to the Board and appointment and remuneration of auditors.
- 14.3. Notices and other communications relating to any general meeting which any Member is entitled to receive shall be sent to the Members, Directors and auditors for the time being of the Company.
- 14.4 Any documents or notices to be given to Members in connection with either the Annual General Meeting or a Special General Meeting (including the Agenda) must be either:-
 - 14.4.1. in writing; or
 - 14.4.2. given by using electronic communications; or
 - 14.4.3. made available on the website of the Company.
- 14.5. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

15. Proceedings at general meetings

- 15.1. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Directors may determine.
- 15.2. The chair of the Board shall be appointed Chairperson unless he:-
 - 15.2.1 declines to so act;
 - 15.2.2 is subject to a conflict of interest; or
 - 15.2.3. is otherwise unable to so act for whatever reason.
- 15.3. If the chair of the Board does not act as Chairperson for any of the reasons set out in Article 15.2 or is not present within 15 minutes after the time appointed for holding the meeting, the Board may appoint one of their number to be Chair of the meeting.
- 15.4. The Chairperson shall preside as chair of the meeting.
- 15.5. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 15.6. The Chairperson, with the consent of a 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 an adjourned meeting other than business which might properly

have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

15.7. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

15.7.1. by the Chairperson; or

15.7.2. by Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

15.8. Unless a poll is duly demanded a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15.9. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

15.10. A poll shall be taken as the Chairperson directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15.11. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the Chairperson directs not being more than 30 days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

15.12. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

15.13. Resolutions under Section 168 of the Companies Act 2006 for the removal of a Director before the expiration of his period of office and under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

15.14. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

15.14.1. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairperson may determine); and

15.14.2. the proposed amendment does not, in the reasonable opinion of the Chairperson, materially alter the scope of the resolution.

15.15. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:

15.15.1. the Chairperson proposes the amendment at the general meeting at which the resolution is to be proposed, and

15.15.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

15.16. If the Chairperson, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson's error does not invalidate the vote on that resolution.

15.17. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution in an authenticated document which has been received at the Office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

16. Votes of Members

16.1. Except as provided in Articles 16.2 and 16.3 below on a show of hands every Member present in person shall have one vote. On a poll every Member present in person shall have one vote.

16.2. Voting on a resolution may be exercised electronically and shall be decided on a poll, which poll votes may be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting.

16.3. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote in addition to any other vote he may have.

16.4. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive.

17. Proxy

17.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Company.

17.2 Proxies may only be validly appointed by a notice in writing (a proxy notice) which:

17.2.1 states the name and address of the Member appointing the proxy;

17.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

17.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

17.2.4 is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

A proxy notice which is not delivered in such manner shall be invalid.

17.3 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

17.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

17.5 Unless a proxy notice indicates otherwise, it must be treated as:

17.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

17.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.

17.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

17.7 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

17.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

17.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

18. Observers

18.1. The following individuals may attend general meetings as Observers:

- 18.1.1. Any person approved by the General Council, the NLT or the Board.
- 18.1.2. The spouse of any person having Status.
- 18.1.3. Any person holding a non-voting Status with the Company in accordance with the provisions set out in the Bye-Laws or any non-voting Church Representative

19. General Council Conference

- 19.1 The Company shall hold a General Council Conference in addition to any other meetings and shall specify the meeting as such in the notices calling it. The General Council Conference shall be held at such time and place as the National Leadership Team shall appoint and shall transact such business as set out in Article 19.3 below and which shall have been placed on the Agenda for the General Council Conference.
- 19.2 At the close of a General Council Conference the National Leadership Team will notify the General Council Members of the provisional date of the next General Council Conference which shall be confirmed when the Agenda is issued to the General Council Members.
- 19.3. The following matters shall be put before General Council at General Council Conference for information purposes only:-
 - 19.3.1. The receipt of reports from the Area and Team Leaders
 - 19.3.2. The laying of status reports in relation to the Membership list of the Company
 - 19.3.3. The laying of status reports in relation to the assembly list of the Company
 - 19.3.4. Such other matters as the Board may from time to time decide.
- 19.4 General Council Members (through the appropriate Area Leadership Team) may request items to be placed on the Agenda for the General Council Conference provided such requests are received by the National Leadership Team no later than 7 days before the General Council Conference. Any such requests shall be considered at the sole discretion of the Board.
- 19.5 The National Leadership Team shall prepare the Agenda for the General Council Conference which shall be sent first to the Board for approval and then all General Council Members at least 28 clear days before the General Council Conference convenes. The accidental omission to circulate a copy of the Agenda or the non-receipt of the Agenda by any person entitled to receive a copy shall not invalidate proceedings.
- 19.6 The Agenda shall include details of the:-
 - 19.6.1. date, time and location of the General Council Conference;
 - 19.6.2. business to be transacted at the General Council Conference.

20. Disputes

- 19.1 If a dispute arises between Members of the Company about the validity or propriety of anything done by the Members of the Company under these articles, and the dispute cannot be resolved

by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

19.2 If a dispute arises between members of the Board the parties to the dispute must follow the processes set out in the Bye-Laws for dispute resolution.

19.3 If a dispute arises between members of the Board and the NLT, the parties to the dispute must follow the processes set out in the Bye-Laws for dispute resolution.

20. Number of Directors

20.1. Unless otherwise determined by ordinary resolution, the number of Directors shall not be less than six nor subject to a maximum number.

20.2 The National Leader shall be an ex-officio Director for as long as he or she holds that office.

20.3 If unwilling to act as a Director, the National Leader may:

20.3.1 before accepting appointment as National Leader, give notice in writing to the Board of his or her unwillingness to act in that capacity; or

20.3.2 after accepting appointment as a Director, resign under the provisions contained in Article 24.

The office of ex officio Director will then remain vacant until the office holder ceases to hold office.

20.4 No person shall be appointed or re-appointed as a Director at any general meeting unless he is nominated by the Board

20.4 A Director must be a natural person aged 18 years or older.

21. Powers of Directors

21.1. Subject to the provisions of the Act and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company.

21.2. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

21.3. The powers given by Article 21 shall not be limited by any special power given to the Directors by the Articles

21.4. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.

21.5. The Board may make such Bye-Laws as may be necessary for:-

21.5.1. regulating the orderly and efficient conduct of its own proceedings and of the proceedings of general meetings of the Company, the appointment of its own meetings, the proper supervision and use of funds of the Company and the regulation of the Board

and the Committees and affairs of the Company provided they be not repugnant to or inconsistent with the terms of these Articles;

- 21.5.2. the structure, remit and regulation of the Areas, Area Ministries, National Ministries, the Appeals Panel and such other divisions of the Company that may from time to time exist
- 21.5.3. the circulation of reports from the Areas, Area Ministries, National Ministries, the Appeals Panel and such other divisions of the Company that may from time to time exist
- 21.6 The Board may at any time and from time to time revoke or alter any of the said Bye-Laws Provided that this shall not authorise the making, revoking or altering of any Bye-Laws without a Special Resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without Special Resolution.

22. Delegation of Directors' powers

- 22.1 The Board may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the Articles regulating the proceedings of Board so far as they are capable of applying.

23. Appointment and retirement of Directors

- 23.1. A Director must be:-
 - 23.1.1. a Member; or
 - 23.1.2. in full support of the Statement and Objects of the Company; and
 - 23.1.3 of Good Standing.
 - 23.1.4 With the exception of the National Leader no member of the NLT shall be a Director
 - 23.1.5 Members shall always be in the majority on the Board
- 23.2 Directors shall be appointed as follows:-
 - 23.2.1. Any Member who is of Good Standing and meeting the criteria set out in Article 23.1 with the support of at least two Members may apply to become a Director or be nominated by the two Members to become a Director
 - 23.2.2. The Board shall consider all applications and nominations received, with the National Leader playing a significant part in the process
 - 23.2.3 The Board shall select candidates for presentation to the Members at the Annual General Meeting for confirmation by ballot.

- 23.2.4. If a candidate is confirmed by the Members at the Annual General Meeting then he shall take office on that date subject to completion of all relevant forms.
- 23.2.5. Subject to provisions in the Act a Director shall serve on the Board for an initial term of either 2, 3 or 4 years as determined by the Board after which he shall retire but may, if willing to act be reappointed at the next Annual General Meeting, for one additional term of up to four years.
- 23.3. Appointment and retirement of Co-Opted Directors
 - 23.3.1. The Board may from time to time appoint suitably qualified individuals as Co-opted Directors for such term as they may think fit, such appointments to be ratified by ballot by the Members at the Annual General Meeting next following the appointment.
 - 23.3.2. Any individual appointed by the Board as a Co-Opted Director may be removed from office by the Board.
- 23.4. Appointment of the National Leader
 - 23.4.1. Any Member of Good Standing with the support of two Members may apply to become National Leader or be nominated by the two Members to become National Leader
 - 23.4.1.1. A Board or NLT member may also nominate a person who is not a current Member to become National Leader.
 - 23.4.2. The Board shall determine a selection process in line with best practice which considers all applications and nominations received and which includes the involvement of suitably qualified leaders including Area Leaders.
 - 23.4.3. The Board's preferred candidate shall be put before the Members for affirmation. Such affirmation shall be carried out by ballot or electronic ballot of all Members with Status and indicated by a minimum of a two thirds majority of votes cast.
 - 23.4.3.1. In the event of an affirmation not being forthcoming, the Board shall appoint an alternative interim National Leader for a term of up to 6 months until a National Leader is appointed pursuant to the process outlined in this Article 23.4.3
 - 23.4.3.2. Subject to provisions in the Act the National Leader shall serve for an initial term of 4 years after which he shall retire but may, if willing to act and if confirmed by the Members, be re-appointed for such term or terms as they may decide.
- 23.5. Appointment of National Leadership Team members
 - 23.5.1. Upon a vacancy arising any Member may apply or nominate any other Member to become a National Leadership Team member
 - 23.5.2. A Member may also nominate a person who is not a current Member.

- 23.5.3 The National Leader shall consider all applications and nominations received and select a preferred candidate in line with best practice within a selection process as agreed from time to time with the Board.
- 23.5.4. The National Leader's preferred candidate shall be appointed by the Board subject to the process for appointment established in 23.5.3 being met
- 23.5.5 In the event that the National Leader ceases to hold office for any reason or is not re-appointed pursuant to Article 23 then (provided always that their terms of office as confirmed by the General Council have not expired) all appointments made under Article 23.5 shall continue until a new National Leader has been appointed and he either:-
 - 23.5.4.1 confirms their appointment for the remainder of their term of office; or
 - 23.5.4.2 removes them from office

24. Disqualification and removal of Directors

24.1. The office of a Director shall be vacated if:

- 24.1.1. he ceases to be a Member
- 24.1.2. in the case of the National Leader, he ceases to be the National Leader; or
- 24.1.3. his term of appointment expires and he is not re-elected or in the case of Co-opted Directors, is determined earlier by resolution of the Directors; or
- 24.1.4. he ceases to be a Director by virtue of any provision of the Act or is disqualified from acting as a Director by virtue of Section 178 of the Charities Act (or any statutory re-enactment or modification of that provision); or
- 24.1.5. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 24.1.6. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than 3 months, or is suffering from a mental or physical ill-health and the board of Directors resolves that his office be vacated; or
- 24.1.7. by reason of his mental or physical health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- 24.1.8. he resigns his office by notice to the Company (but only if at least six Directors will remain in office when the notice of resignation is to take effect); or
- 24.1.9. he is removed in accordance with the Act (but only if when the removal takes effect at least six Directors will remain in office); or

24.1.10. he shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

25. Directors' expenses

25.1 The Directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committee of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

26 Directors' appointments and interests

26.1. Except to the extent permitted by Article 6 of the Articles no Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any other contract to which the Company is a party.

26.2. For the purposes of Article 26.1:

26.2.1. a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

26.2.2. an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

26.3. Each Director shall comply with his obligations to disclose his interests in contracts under the Act.

26.4. If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:

26.4.1. the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

26.4.2. the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;

26.4.3. the unconflicted Directors consider it is in the interest of the Company to authorise the conflict of interest in the circumstances applying.

26.5. In Article 26.4 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

- 26.6. Notwithstanding the provisions of the Articles, the Directors may seek an order of the Commission under section 105(9) of the Charities Act.

27 Proceedings of Directors

- 27.1. Subject to the provisions of the Articles, the Board may regulate their proceedings as they think fit.
- 27.2. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board.
- 27.3. It shall be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 27.4. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the Board shall have a second or casting vote. Voting on a Board resolution may be exercised electronically and shall be decided on a poll. Poll votes may be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting.
- 27.5. Notices and other communications relating to any Board meeting shall be sent to every Director.
- 27.6. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than five or half the total number of Directors, as the Board may from time to time decide. Once a quorum is present, then the meeting may proceed and transact its business, even if during such meeting a quorum ceases to be present.
- 27.7. If the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 27.8. The chair of the Board shall be elected by the majority vote of the Board for a term decided by the Board
- 27.8.1 Once elected the chair of the Board shall serve until his re-election unless he declines so to act, or is otherwise unable to act for whatever reason
- 27.8.2 The National Leader should not be appointed to be the chair of the Board
- 27.9. If the chair does not act as chairman of the Board or is not present within 15 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of that Board meeting.
- 27.10. The Board shall manage the affairs of the Company through divisions of activity which shall include its National Ministries and Areas. These divisions of activity may be created, added to, amalgamated, wound up or otherwise dealt together with any other divisions and appointments thereto may be made as the Board may from time to time determine, provided always that such changes are notified to the Members at the Annual General Meeting immediately following the implementation of such changes.
- 27.11. In so far as agreed by the Board each such Area shall have day to day control of its own affairs and shall keep its own records and accounts and operate within budgets as from time to time

agreed by the Board. Each such Area shall seek the prior approval of the Board where any proposed transaction incurs or is likely to incur expense or liability over such an amount as the Board may from time to time determine.

- 27.12. The Board may appoint one or more sub-committees consisting of two or more Directors for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board.
- 27.13. A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Director must absent himself from any discussions of the Board in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).
- 27.14. Subject to Article 27.15 all acts done by a meeting of Board, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- 27.14.1. who was disqualified from holding office;
 - 27.14.2. who had previously retired or who had been obliged by the constitution to vacate office
 - 27.14.3. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise
 - 27.14.4. if without:
 - 27.14.5. the vote of that Director; or
 - 27.14.6. that Director being counted in the quorum
- the decision has been made by a majority of the Board at a quorate meeting.
- 27.15. Article 27.14 does not permit a Director to keep any benefit that may be conferred upon him by a resolution of the Board or of a committee of Directors if, but for Article 27.14 the resolution would have been void, or if the Director has not complied with Article 27.13.
- 27.16. A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of the Board or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of Directors duly convened and held provided that:-
- 27.16.1. a copy of the resolution is sent or submitted to all the Directors eligible to vote; and

- 27.16.2. a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- 27.17. A resolution in writing made under the provisions of Article 27.16 may comprise several copies containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.
- 27.18. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 27.19. If a question arises at a meeting of the Board or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.
- 27.20. A Director may participate in a meeting of the Board or a committee of Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting may communicate with each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- 27.21. The Board may invite members of the NLT to attend and other leaders into relevant aspects of its meetings.
- 27.22. The National Leader may invite members of the NLT or other leaders into relevant aspects of the Board meetings.

28. Bye-Laws

- 28.1. The Board shall make such Bye-Laws as they deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, they shall by such Bye-Laws regulate:
- 28.1.1. appointment and removal of Status including affiliated Status;
 - 28.1.2. granting and removal of all ministerial and missionary status;
 - 28.1.3. Appeals Panel;
 - 28.1.4. Areas;
 - 28.1.5. financial controls to be exercised by Areas;
 - 28.1.6. National Ministries
 - 28.1.7. The Bible College
 - 28.1.8. the establishment and regulation of an ethics committee;
 - 28.1.9. the conduct of the Members of the Company in relation to one another, and to the Company and to the Company's servants and agents; and

28.1.10. generally all such other matters as are commonly the subject matter of the Company rules.

28.2. The Board, from time to time may make, vary or revoke Bye-Laws to govern any matters not provided for in the Bye-Laws and to deal with all such matters as the Board may deem necessary for attaining the objects for which the Company is incorporated.

28.3. All Bye-Laws shall be published to the Members as soon as possible after being made.

28.4. So long as the Bye-Laws are in force, they shall be binding on all Members (provided, nevertheless, that no Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles) and such committees, groups, consultative councils or other bodies established under the provisions of such Bye-Laws.

29. Secretary

29.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

30. Minutes

30.1. The Board shall cause minutes to be made in books kept for the purpose:

30.1.1. of all appointments of officers made by the Board;

30.1.2. of all proceedings at meetings of the Company, and of the Board, and of committees of Directors, including the names of the Directors present at each such meeting; and

30.1.3. Notwithstanding the Act, members of the Company shall only have the rights to inspect Minutes detailed in 30.1.2 from the date that they become a Member.

30.1.4. Such minutes shall be issued at the Board's discretion and may be redacted by the Board prior to release

31. Accounts, Annual Report and Annual Return

31.1. Accounts shall be prepared in accordance with the provisions of the Companies Act 2006

31.2. The Board shall comply with their obligations under the Charities Act (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Return and an Annual Report and their transmission to the Commission.

32. Notices

32.1. Any notice to be given to or by any person pursuant to the Articles:

32.1.1. must be in writing; or

32.1.2. must be given using electronic communications.

32.2. The Company may give any notice to a Member

either:

32.2.1. personally; or

32.2.2. by sending it by post in a prepaid envelope addressed to the Member at his Address; or

32.2.3. by leaving it at the Address of the Member; or

32.2.4. by giving it using electronic communications to the Member's Address.

32.3. A Member who does not register an address with the Company shall not be entitled to receive any notice from the Company.

32.4. A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

32.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

32.6. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

32.7. A notice shall be deemed to be given:

32.7.1. 48 hours after the envelope containing it was posted; or

32.7.2. in the case of an electronic communication, 48 hours after it was sent.

34. Communication through Website

34.1. Subject to the provisions of the Act, a document or information may be sent or supplied by the Company to a person by being made available on a website.

35. Amendments to the Articles

35.1. The Company shall not make amendments to the Articles without the prior approval of the Members and, if required, the Commission.

35.1.1 Such approval from the Members may be obtained at a general or special meeting, or via other method of polling, including electronic means.

35.1.2 Where methods of polling are used, a proposal shall be deemed to be passed if voted for by over three quarters of those voting.

36. Winding up

36.1 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 (except to a Member that is itself a charity), but shall be given or transferred to one or more bodies established for exclusively charitable purposes within the same as or similar to the Objects, 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 virtue of Article 6 hereof, such bodies to be determined by the Members of the Company at or before the time of dissolution.

Schedule 1

Statement of Faith (As amended by the 2004 General Council)

This Statement of Faith is not intended as a creed for the Church, but as a basis of unity for AoG Ministers and Churches (1 Cor 1:10).

- 1.1. **We believe** that the Bible (i.e. the Old and New Testaments excluding the Apocrypha), is the inspired Word of God, the infallible, all sufficient rule for faith and practice (2 Tim. 3:15-16; 2 Peter 1:21).
- 1.2. **We believe** in the unity of the One True and Living God who is the Eternal, Self-Existent "I AM", who has also revealed Himself as One Being co-existing in three Persons – Father, Son and Holy Spirit (Deut. 6:4; Mark 12:29; Matt 28:19; 2 Cor. 13:14).
- 1.3. **We believe** in the Virgin Birth, Sinless Life, Miraculous Ministry, Substitutionary Atoning Death, Bodily Resurrection, Triumphant Ascension and Abiding Intercession of the Lord Jesus Christ and in His personal, visible, Bodily return in power and glory as the blessed hope of all believers. (Isa. 7:14; Matt. 1:23; Heb. 7:26; 1 Pet. 2:22; Acts 2:22, 10:38; 2 Cor. 5:21; Heb. 9:12; Luke 24:39; 1 Cor. 15:4; Acts 1:9; Eph. 4:8-10; Rom. 8:34; Heb. 7:25; 1 Cor. 15:22-24, 51-57; 1 Thess. 4:13-18; Rev. 20:1-6).
- 1.4. **We believe** in the fall of man, who was created pure and upright, but fell by voluntary transgression (Gen. 1:26-31, 3:1-7; Rom. 5:12-21).
- 1.5. **We believe** in salvation through faith in Christ, who, according to the Scriptures, died for our sins, was buried and was raised from the dead on the third day, and that through His blood we have redemption (Titus 2:11, 3:5-7; Rom. 10:8-15; 1 Cor. 15:3-4). This experience is also known as the new birth, and is an instantaneous and complete operation of the Holy Spirit upon initial faith in the Lord Jesus Christ. (John 3:5-6; James 1:18; 1 Pet. 1:23; 1 John 5:1).
- 1.6. **We believe** that all who have truly repented and believed in Christ as Lord and Saviour are commanded to be baptised by immersion in water (Matt. 28:19; Acts 10:47-48; Acts 2:38-39).
- 1.7. **We believe** in the baptism in the Holy Spirit as an enduement of the believer with power for service, the essential biblical evidence of which is speaking with other tongues as the Spirit gives utterance (Acts 1:4-5, 8, 2:4, 10:44-46, 11:14-16, 19:6).
- 1.8. **We believe** in the operation of the gifts of the Holy Spirit and the gifts of Christ in the Church today (1 Cor. 12:4-11, 28; Eph. 4:7-16).
- 1.9. **We believe** in holiness of life and conduct in obedience to the command of God (1 Pet. 1:14-16; Heb. 12:14; 1 Thess. 5:23; 1 John 2:6).
- 1.10. **We believe** that deliverance from sickness, by Divine Healing is provided for in the Atonement. (Isa. 53:4-5, Matt. 8:16-17, James 5:13-16).
- 1.11. **We believe** that all who have truly repented and believe in Christ as Lord and Saviour should regularly participate in Breaking of Bread (Luke 22:14-20; 1 Cor. 11:20-34).
- 1.12. **We believe** in the Bodily resurrection of all men, the everlasting conscious bliss of all who truly believe in our Lord Jesus Christ and the everlasting conscious punishment of all whose names are not written in the Book of Life (Dan. 12:2-3; John 5:28-29, 1 Cor. 15:22-24; Matt. 25:46; 2 Thess. 1:9; Rev. 20:10-15).