

No 2965770

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

MEMORANDUM

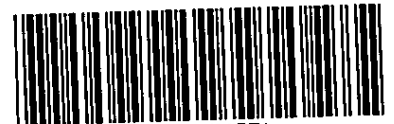
and

ARTICLES OF ASSOCIATION

- of -

**"REDEMPTORIS MATER"  
HOUSE OF FORMATION**

WEDNESDAY



RM "R2BSMMEP" #119  
03/07/2013  
COMPANIES HOUSE

---

Incorporated the 7th day of September 1994

---

*Certified to be a True*

*Copy of original*

*01/07/2013*



FARRER & CO  
66 Lincoln's Inn Fields  
London WC2A 3LH

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION

- of -

**"REDEMPTORIS MATER"**  
**HOUSE OF FORMATION**

---

- 1 The name of the Company ("the Company") is "REDEMPTORIS MATER" HOUSE OF FORMATION <sup>1</sup>.
- 2 The registered office of the Company will be situated in England
- 3<sup>2</sup> The object for which the Company is established is to promote religion in accordance with the Roman Catholic faith and in particular to form young men and adults to the presbyterate for the new evangelization and for that purpose to establish a House of Formation.
- 4 In furtherance of the above objects but not further or otherwise the Company shall have the following powers
  - (a) to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
  - (b) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law,
  - (c) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property,
  - (d) to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law;

---

<sup>1</sup> The name of the Company was changed from Charis (40) Limited by Special Resolution on the 8th day of June 1995

<sup>2</sup> Clause 3 was amended by Special Resolution on the 8th day of June 1995

- (e) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Company,
- (f) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for the charitable objects aforesaid;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,
- (h) to invest in its own name or in the name of nominees moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit 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,
- (i) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions,
- (j) to undertake and execute charitable trusts,
- (k) to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being Members of the Administrative Council 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;
- (l) subject to the provisions of clause 5 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 spouses and dependants,
- (m) to amalgamate 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 amongst their members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Pastoral Council by this Memorandum of Association,
- (n) to pay out of funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company,
- (o) to do all such other lawful things as will further the attainment of the objects of the Company or any of them;

Provided that

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

- (ii) the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers,
  - (iii) in case the Company shall take 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 Members of the Administrative Council 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 Members of the Administrative Council 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 Members of the Administrative Council, 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,
  - (iv) Section 310(3) of the Companies Act 1985 is excluded in relation to the provisions hereof.
- 5 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Pastoral Council and no Member of the Administrative Council shall without the prior written permission of the Charity Commission 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) to any Member of the Administrative Council of reasonable and proper out-of-pocket expenses,
  - (b) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Members of the Administrative Council (or any of them) in relation to the Company provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default
- 6 The liability of the Members of the Pastoral Council is limited
- 7 Every Member of the Pastoral Council undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Member of the Pastoral Council, or within one year after he ceases to be a Member of the Pastoral Council, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member of the Pastoral Council 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 (one pound)
- 8 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 Pastoral Council but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of clause 5 hereof, such institution or institutions to be determined by Members of the Pastoral Council at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Members of the Administrative Council for some other charitable purpose or purposes

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

---

JAMES THORNE  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

J THORNE

SOLICITOR

JUDITH LYNNE HILL  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

JUDITH HILL

SOLICITOR

ROBERT EDWARD FOSTER  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

ROBERT E FOSTER

SOLICITOR

---

DATED this 12th day of August 1994

WITNESS to the above signatures:

ELIZABETH A HACKETT

66 Lincoln's Inn Fields  
LONDON WC2A 3LH

Solicitor

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

- of -

**“REDEMPTORIS MATER”  
HOUSE OF FORMATION**

---

GENERAL

- 1.1 In these Articles and in the Memorandum of Association of the Company, if not inconsistent with the subject or context, the words standing in the first column of the following Table shall bear the meaning set opposite to them respectively in the second column:

WORDS

MEANINGS

the Act

the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by statute or re-enacted from time to time

these Articles

these Articles of Association, and the regulations of the Company from time to time in force

the Company

the above named Company

the Auditor

a qualified auditor or such other person chosen by the Pastoral Council in accordance with these Articles as is required by law to examine and report upon the income and expenditure accounts and balance sheet of the Company

the Initiators of the  
Neocatechumenal Way or  
their successors

the Initiators of the Neocatechumenal Way named in the papal decree appearing in the Appendix to these Articles and those who will be their successors for the time being according to the rules of the Neocatechumenal Way itself

Meeting<sup>3</sup>

the expression 'meeting' includes, except where inconsistent with any legal obligation:

- a physical meeting, and
- a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, and

---

<sup>3</sup> This definition of meeting was added by Special Resolution on the 25<sup>th</sup> day of June 2013

	- telephone conferencing, limited to meetings of the Administrative Council when, in the opinion of the members of the Administrative Council, urgent circumstances so require and, for the avoidance of doubt, with exclusion of Annual General Meetings and Extraordinary General Meetings of the Company
the Members of the Administrative Council	the members for the time being of the Administrative Council who are the directors of the Company for the purposes of the Act and the Administrative Council shall be construed accordingly
Member of the Pastoral Council	member for the time being of the Pastoral Council who is a member of the Company for the purpose of the Act and Pastoral Council shall be construed accordingly
Membership	membership of the Pastoral Council and the Company in accordance with these Articles
Month	calendar month
the Neocatechumenal Way	the itinerary of Roman Catholic formation described in the papal decree in the Appendix to these Articles
the Office	the registered office of the Company
the Rector	the Rector for the time being who shall be the chairman of the Company appointed in accordance with article 35 of these Articles
the Seal	the Common Seal of the Company
the Secretary	the secretary of the Company
the United Kingdom	Great Britain and Northern Ireland
the Vice-Rector	the Vice-Rector for the time being who shall be the vice-chairman of the Company appointed in accordance with article 35 of these Articles
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

- 1.2 Words importing the singular number only shall include the plural, and vice versa.
- 1.3 Words importing the masculine gender only shall include the feminine gender
- 1.4 Words importing persons shall include corporations
- 1.5 Subject as aforesaid, any words or expressions defined in the Act at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

## OBJECTS

- 2 The Company is established for the purposes expressed in the Memorandum of Association



### MEMBERSHIP OF THE PASTORAL COUNCIL

- 3 For the purposes of registration the number of Members of the Pastoral Council is declared to be unlimited
- 4 The provisions of section 352 of the Act shall be observed by the Company and every Member of the Pastoral Council shall either sign a written consent to become a Member of the Pastoral Council or sign the Register of Members on becoming a Member of the Pastoral Council.
5. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to Membership shall be Members of the Pastoral Council No person shall be admitted a Member of the Pastoral Council unless he is nominated by the Archbishop of Westminster or his duly authorised representative for the time being from a list of candidates proposed from time to time by the Initiators of the Neocatechumenal Way or their successors for the time being and notice of the nomination is given in writing to the Administrative Council
- 6 A Member of the Pastoral Council may at any time withdraw from the Company by giving at least seven clear days' notice to the Company Membership shall not be transferable and shall cease on death
7. It shall be the duty of the Archbishop of Westminster or his duly authorised representative for the time being, if at any time he is, after consultation with the Initiators of the Neocatechumenal Way or their successors, of the opinion that the interests of the Company so require, by notice in writing sent by prepaid post to the address of a Member of the Pastoral Council to request that Member of the Pastoral Council to withdraw from Membership within a time specified in such notice If, within the time specified in such notice, the Member of the Pastoral Council has not withdrawn from Membership by submitting his resignation in writing to the Secretary, on the expiry of the time in such notice he shall thereupon cease to be a Member of the Pastoral Council and of the Company and his name shall be erased from the Register of Members

### GENERAL MEETINGS

- 8 The Company 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 Administrative Council, and shall specify the meeting as such in the notices calling it, provided that so long as the Company holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year
- 9 The annual general meeting shall be held for the following purposes:
  - (a) to receive from the Administrative Council a full statement of account, pursuant to Article 42;
  - (b) to receive from the Administrative Council a report of the activities of the Company since the previous annual general meeting,
  - (c) to allow the present Members of the Administrative Council to stand down from office,
  - (d) to elect Members of the Administrative Council pursuant to Article 24;

- (e) to appoint the Company's Auditor; and
  - (f) to transact such other business as may be brought before it.
- 10 All general meetings, other than annual general meetings, shall be called extraordinary general meetings
  11. The Secretary shall, on an order of the Members of the Administrative Council or at the written request of not less than one half of the Members of the Pastoral Council, convene an extraordinary general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Rector who shall authorise the holding of an extraordinary general meeting within 28 days of the receipt of such order or request.
  - 12 There shall be given at least 21 days' notice in writing of every annual general meeting and of every extraordinary general meeting called for the passing of a special resolution and 14 days' notice in writing of every other extraordinary general meeting (exclusive in every case both of the day on which such notice 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 the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditor) as are under these Articles or under the Act entitled to receive such notices from the Company. The Members of the Pastoral Council may give their consent in writing to the holding of an annual or extraordinary general meeting after the expiry of a period shorter than the relevant minimum period of notice in accordance with and subject to the provisions of the Act
  - 13 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 proceedings had, at any meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS OF THE PASTORAL COUNCIL**

- 14 1 All business transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Administrative Council and of the Company's Auditor, the election of Members of the Administrative Council in the place of those retiring, and the appointment of the Auditor and the fixing of his remuneration shall be deemed special business.
- 14 2 The Members of the Pastoral Council must by Special Resolution adopt such Statute and Rule of Life as the Archbishop of Westminster or his duly authorised representative for the time being may prescribe and where such Statute and Rule of Life is inconsistent with the Memorandum of the Company and these Articles the Statute and Rule of Life shall prevail.
- 15 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 two Members of the Pastoral Council or at any time at which the Company is a registered charity, three Members of the Pastoral Council (or one tenth of the Membership whichever shall be the greater) present in person shall be a quorum, provided always that at any meeting at which special business is to be transacted the quorum shall be one fewer than the total number of Members for the time being of the Pastoral Council.

- 16 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 the Members of the Pastoral Council, 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 Administrative 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 of the Pastoral Council present shall be a quorum.
- 17 The Rector shall preside as chairman at every general meeting, but if the Rector shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same the Vice-Rector shall preside but if he is not present, the Members of the Pastoral Council present shall choose some other Member of the Administrative Council to preside or if no Member of the Administrative Council be present, or if all the Members of the Administrative Council present decline to take the chair, the Members of the Pastoral Council shall choose some Member of the Pastoral Council who is present to preside.
- 18 The chairman of the meeting may, with the consent of any meeting of the Members of the Pastoral Council at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and 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 such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members of the Pastoral Council shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 19 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by Members of the Pastoral Council present in person and entitled to vote.
20. The chairman of the meeting may vote on all matters.

#### VOTES OF MEMBERS OF THE PASTORAL COUNCIL

- 21 Every Member of the Pastoral Council shall be entitled to attend general meetings and cast one vote.

#### MEMBERS OF THE ADMINISTRATIVE COUNCIL

- 22 The number of Members of the Administrative Council shall be not less than two or, at any time at which the Company is a registered charity, three and unless and until varied by ordinary resolution of the Company in general meeting shall be subject to a maximum of ten Members of the Administrative Council. The Rector and the Vice-Rector shall be ex-officio Members of the Administrative Council.
- 23 1 At each annual general meeting all of the Members of the Administrative Council (other than the Rector and Vice-Rector) shall retire from office. A retiring Member of the Administrative Council shall be eligible for re-election.
- 23 2 The Rector and Vice-Rector shall retire from their office at the conclusion of the annual general meeting commencing next after they have served in that office for the period of three years. A retiring Rector or Vice-Rector shall be eligible for re-appointment to that office or for election as a Member of the Administrative Council.

- 24 The Pastoral Council shall have power at any time to appoint any person to be a Member of the Administrative Council, either to fill a casual vacancy or as an addition to the existing Members of the Administrative Council, except that the total number of Members of the Administrative Council shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Member of the Administrative Council so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election. No person other than a resigning Member of the Administrative Council shall be eligible for election unless his nomination is made by a Member of the Pastoral Council at the meeting. Nominations made for a vacancy at the meeting shall be valid provided the nominee has agreed to accept office. Any Member of the Pastoral Council shall be entitled to submit nominations. In the event of two or more persons being nominated for any one office, or of opposition to a nomination by any Member of the Pastoral Council present, there shall be a vote by ballot of all Members of the Pastoral Council present.
25. The Pastoral Council shall at the annual general meeting fill up the vacated office of each retiring Member of the Administrative Council to the extent necessary to ensure that there is the minimum permitted number of Members of the Administrative Council by electing a person thereto, unless at the annual general meeting at which any Members of the Administrative Council retire it shall be determined to reduce the number of Members of the Administrative Council.
- 26 If, at any meeting at which the results of an election of Members of the Administrative Council ought to be announced, the places of the retiring Members of the Administrative Council, or some of them, are not filled up, the retiring Members of the Administrative Council or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected or re-appointed, unless it shall be determined at such meeting to reduce the number of Members of the Administrative Council.
- 27 In addition and without prejudice to the provisions of section 303 of the Act, the Pastoral Council may by ordinary resolution remove any Member of the Administrative Council before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead, but any person so appointed shall retain his office so long only as the Member of the Administrative Council in whose place he is appointed would have held the same if he had not been removed.

**DISQUALIFICATION OF MEMBERS OF THE  
ADMINISTRATIVE COUNCIL**

- 28 1 The office of a Member of the Administrative Council shall be vacated
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally,
  - (b) if he becomes of unsound mind;
  - (c) if by notice in writing to the Members of the Administrative Council he resigns his office,
  - (d) if he becomes prohibited from holding office by reason of any court order made under the Act,

- (e) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

28 2 Section 293 of the Act shall not apply.

- 29 Unless the Members of the Administrative Council resolve otherwise, any Member of the Administrative Council who shall, without sufficient reason, absent himself from three consecutive meetings of the Administrative Council, will be understood to have resigned his position as Member of the Administrative Council, and the Pastoral Council shall be entitled to appoint another Member of the Administrative Council in his place pursuant to Article 24

#### **POWERS OF THE MEMBERS OF THE ADMINISTRATIVE COUNCIL**

- 30 The business of the Company shall be managed by the Members of the Administrative Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Members of the Administrative Council which would have been valid if such regulation had not been made
31. The Members of the Administrative Council may act notwithstanding any vacancy in their body.
- 32 If the Members of the Administrative Council shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to summon a general meeting, but not to act for any other purpose

#### **PROCEEDINGS OF THE ADMINISTRATIVE COUNCIL**

- 33 1 The Members of the Administrative Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least one such meeting shall be held every four months
- 33 2 Voting on any issue shall be by show of hands Each Member of the Administrative Council including the chairman shall be entitled to one vote
- 34 A Member of the Administrative Council, and the Secretary at the request of a Member of the Administrative Council, shall at any time summon a meeting of the Administrative Council by notice served upon the Members of the Administrative Council A Member of the Administrative Council who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 35 The Archbishop of Westminster or his duly appointed representative for the time being may appoint one of the candidates proposed from time to time by the Initiators of the Neocatechumenal Way or their successors for the time being as suitable for Membership under Article 5 of these Articles to be the Rector and another of their number to be the Vice-

Rector and may at any time remove either or both of them from office. The Rector and Vice-Rector shall be ex-officio Members of the Administrative Council. The Rector shall preside as chairman at all meetings of the Administrative Council at which he shall be present, but if at any meeting the Rector is not present within 5 minutes after the time appointed for holding the meeting or is not willing to preside then the Vice-Rector shall preside but if he is not present or not willing to preside the Members of the Administrative Council present shall choose one of their number to be chairman of the meeting.

- 36.1 A meeting of the Administrative 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 Company for the time being vested in the Members of the Administrative Council generally. The quorum for meetings of the Administrative Council shall be two or such greater number as the Members of the Administrative Council may determine provided that if at any time the Company is a registered charity the quorum shall not be less than three.
- 36.2 The Members of the Administrative Council may entrust to and confer upon the Rector any of the powers exercisable by the Administrative Council upon such terms and conditions and with such restrictions as they may think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
37. All acts bona fide done by any meeting of the Administrative Council or by any person acting as a Member of the Administrative Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member of the Administrative Council 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.
38. The Administrative Council shall cause proper minutes to be made of all appointments of the Members of the Administrative Council and of the proceedings of all meetings of the Company and of the Administrative 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.

#### SEAL

39. The Seal shall only be used by the authority of the Administrative Council. The Administrative Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Member of the Administrative Council and by the Secretary or by a second Member of the Administrative Council.

#### ACCOUNTS

40. The Administrative Council shall cause accounting records of the Company to be kept in accordance with section 221 of the Act and the requirements of the Charities Act 1993 and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
41. Accounting records shall be kept at the Office or, subject to section 222 of the Act, at such other place or places as the Administrative Council shall think fit and shall always be open to the inspection of the Members of the Administrative Council and Members of the Pastoral Council.

- 42 At the annual general meeting in every year the Administrative Council shall lay before the Company 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 Company made up to a date not more than seven 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 Administrative Council and the Auditor, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the Auditor and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.
- 43 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 and confirmed in accordance with the provisions of the law

#### NOTICES

- 44 A notice may be served by the Company upon any Member of the Pastoral Council, either personally or by sending it through the post in a prepaid letter, addressed to such Member of the Pastoral Council at his registered address as appearing in the Register of Members
- 45 Any Member of the Pastoral Council described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company 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 of the Pastoral Council who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company
- 46 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 as a prepaid letter.

#### INDEMNITY

- 47 Subject to the provisions of the Act but without prejudice to any indemnity to which a Member of the Administrative Council may otherwise be entitled, every Member of the Administrative Council or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default, breach of duty or breach of trust in relation to the affairs of the company.

#### DISSOLUTION

- 48 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

JAMES THORNE  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

J THORNE

SOLICITOR

JUDITH LYNNE HILL  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

JUDITH HILL

SOLICITOR

ROBERT EDWARD FOSTER  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

ROBERT E FOSTER

SOLICITOR

---

DATED this 12th day of August 1994

WITNESS to the above signatures

ELIZABETH A HACKETT

66 Lincoln's Inn Fields  
LONDON WC2A 3LH

Solicitor





**To Our Venerable Brother  
Monsignor PAUL JOSEF CORDES  
Vice President of the Pontifical Council for the Laity  
Appointed "ad personam"  
For the Apostolate of the Neocatechumenal Communities**

Every time when the Holy Spirit germinates in the Church impulses for greater faithfulness to the Gospel, there flourish new charisms which manifest these realities, and new institutions which put them into practice. It has been thus after the Council of Trent and after the Second Vatican Council

Among the realities generated by the Spirit in our days figure the Neocatechumenal Communities, initiated by Mr K Arguello and Ms C Hernandez (Madrid, Spain), the effectiveness of which for the renewal of Christian life was acclaimed by my predecessor, Paul VI, as a fruit of the Council "How much joy and how much hope you give us by your presence and by your activity... To live and to promote this re-awakening is what you call a way 'after baptism', which will be able to renew in today's christian communities those effects of maturity and deepening that, in the primitive Church, were realised by the period of preparation for Baptism" (Paul VI to the Neocatechumenal Communities, General Audience, 8th May 1974, in NOTITIAE 96-96, 1974, 230).

I too, as Bishop of Rome, have been able to verify the abundant fruits of personal conversion and fruitful missionary impulse in the many meetings I have had, in the Roman parishes with the Neocatechumenal Communities and their Pastors, and in my apostolic journeys in many nations

These Communities make visible in the parishes the sign of the missionary church and "they strive to open a way for the evangelisation of those who have almost abandoned the christian life, offering them an itinerary of a catechumenal type which goes through all those stages that the catechumens went through in the primitive church before receiving the sacrament of Baptism it brings them back to the Church and to Christ" (cfr. 'Postbaptismal Catechumenate' in NOTITIAE 96-96, 1974, 229). The announcement of the Gospel, the witnessing in small communities

and the eucharistic celebration in groups (cfr. Notification on the celebration of groups of the "Neocatechumenal Way" in L'OSSERVATORE ROMANO, 24th December 1988) is that which enables the members to put themselves at the service of the renewal of the Church.

Many Brothers in the Episcopate have acknowledged the fruits of this Way. I want only to recall Mons. Casimiro Morcillo, the then Bishop of Madrid, in whose diocese and under whose government the Neocatechumenal Communities - which he welcomed with so much love - were born in the year 1964.

After over twenty years of the life of these communities, spread throughout the five continents:

- taking into account the new vitality which animates the parishes, the missionary impulse and the fruits of conversion which blossom from the dedication of the itinerants and, lately, from the work of the families which evangelise in dechristianised areas of Europe and of the whole world;

- in consideration of the vocations to the religious life and to the presbyterate which have arisen from this Way, and of the birth of diocesan colleges of formation to the presbyterate for the new evangelisation, such as the REDEMPTORIS MATER of Rome,

- having examined the documentation presented by you.

welcoming the request addressed to me, I acknowledge the Neocatechumenal Way as an itinerary of Catholic formation, valid for our society and for our times.

It is therefore my wish that the Brothers in the Episcopate - together with their presbyters - value and help this work for the new evangelisation so that it may be implemented according to the lines proposed by its initiators, in the spirit of service to the local Ordinary and in communion with him in the context of the unity of the local church and the universal Church.

As a pledge of such wish of mine, I impart to you, and to all those who belong to the Neocatechumenal Communities, my Apostolic Blessing.

From the Vatican, 30th August 1990, 12th year of the Pontificate.

signed: JOANNES PAULUS pp II