

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6481224

The Registrar of Companies for England and Wales hereby certifies that
KINGSWOOD CHURCH

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 23rd January 2008



N06481224E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on application for registration

Company Name in full

KINGSWOOD CHURCH

I, Margaret Hazel Gardner of Lawson Lewis & Co ,
of 37 Brassey Avenue Hampden Park Eastbourne BN22 9QD

do solemnly and sincerely declare that I am a ~~†~~[Solicitor engaged in the formation of the company]~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 40 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

M. H. Gardner

Declared at

18, Mountfield Road, BN22 9BS

Day Month Year

on

15 01 2008

TERRY BALLARD & CO

18 Mountfield Road

Hampden Park

Eastbourne

East Sussex BN22 9BS

before me[†]

Signed

T. Ballard

Date

15/1/08

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you

Messrs Lawson Lewis & Co

37 Brassey Avenue, Hampden Park, Eastbourne, East Suss

BN22 9QD

Tel 01323 502963

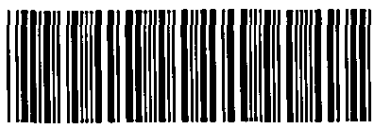
DX number

DX exchange Eastbourne

When you have completed and signed the form please send it to the Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

SATURDAY



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COMPANIES HOUSE

10/03



Please complete in typescript,
or in bold black capitals

CHFP041

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

KINGSWOOD CHURCH

I, Margaret Hazel Gardner of Lawson Lewis & Co.,

of 37 Brassey Avenue Hampden Park Eastbourne BN22 9QD

a [~~Solicitor engaged in the formation of the above [person-
named as director or secretary of the company in the statement delivered
under section 10 of the Companies Act 1985]~~] do solemnly and sincerely
declare that the company complies with the requirements of section 30(3) of
the Companies Act 1985

† Please delete as appropriate

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

MHA Gardner

Declared at

18 Mountfield Road Eastbourne BN22 9BS

Day Month Year

15 01 2008

TERRY BALLARD & CO

18 Mountfield Road
Hampden Park
Eastbourne
East Sussex BN22 9BS

T. BALLARD

Signed

[Signature]

Date

15/1/08

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number, and if available,
a DX number and Exchange, of
the person Companies House
should contact if there is any query

Messrs Lawson Lewis & Co

37 Brassey Avenue, Hampden Park, Eastbourne, East Su

BN22 9QD

Tel 01323 502963

DX number

DX exchange Eastbourne



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19/01/2008

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

KINGSWOOD CHURCH

Proposed Registered Office

(PO Box numbers only, are not acceptable)

KINGSWOOD CHURCH

CHURCH ROAD

Post town

WELSHPOOL

County / Region

POWYS

Postcode

SY21 7LN

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum,
mark the box opposite and give the agent's
name and address

x

Agent's Name

Messrs Lawson Lewis & Co ,

Address

37 Brassey Avenue

Hampden Park

Post town

Eastbourne

County / Region

East Sussex

Postcode

BN22 9QD

Number of continuation sheets attached

1

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record

Messrs Lawson Lewis & Co

37 Brassey Avenue, Hampden Park, Eastbourne, East Suss

BN22 9QD

Tel 01323 502963

DX number

DX exchange Eastbourne

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COMPANIES HOUSE

Form revised December 2000

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ
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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1 5)

Company name	KINGSWOOD CHURCH		
NAME	*Style / Title	MR	*Honours etc
*Voluntary details	Forename(s)	John Richard	
	Surname	Please refer to Constitution Sheet	
	Previous forename(s)		
	Previous surname(s)		
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††		
	Post town		
	County / Region		Postcode
	Country		

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
	Forename(s)	John Richard	
	Surname	Edwards	
	Previous forename(s)	a	
	Previous surname(s)		
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	Holmdene	
		Lambert Road	
	Post town	Welshpool	
	County / Region	Powys	Postcode
	Country	United Kingdom	

Day Month Year

Date of birth

21 01 1946

Nationality

BRITISH

Business occupation

CARE WORKER

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Edwards

Date

9-01-08

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

Oyez

CHFP041

*Voluntary details

Company Name

KINGSWOOD CHURCH

NAME *Style / Title

MRS

*Honours etc

Forename(s)

ELIZABETH DENISE

Surname

FIELD

Previous forename(s)

Previous surname(s)

HAYCOCK

Address †

KINGSWOOD

CHURCH ROAD

Post town

WELSHPOOL

County / Region

POWYS

Postcode

SY21 7LN

Country

UNITED KINGDOM

I consent to act as secretary of the company named on page 1

Consent signature

E.D. Field

Date

9.1.08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mrs

*Honours etc

Forename(s)

Elizabeth Denise

Surname

Field

Previous forename(s)

Previous surname(s)

HAYCOCK

Address †

Kingswood

Church Road

Post town

Welshpool

County / Region

Powys

Postcode

SY21 7LN

Country

United Kingdom

Day Month Year

Date of birth

11/9/01 11/9/57

Nationality

BRITISH

Business occupation

MINISTER'S WIFE

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

E.D. Field

Date

9.1.08

Company Secretary (see notes 1-5)

*Voluntary details	NAME	*Style / Title		*Honours etc	
	Forename(s)				
	Surname				
	Previous forename(s)				
	Previous surname(s)				
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<input type="checkbox"/>	Address †			
		Post town			
		County / Region		Postcode	
		Country			
		I consent to act as secretary of the company named on page 1			
Consent signature			Date		

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<input type="checkbox"/>	NAME	*Style / Title		*Honours etc					
		Forename(s)	Derek John Colley							
		Surname	Jerman							
		Previous forename(s)								
		Previous surname(s)								
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<input type="checkbox"/>	Address †	Moat Farm							
		Post town	Trewern							
		County / Region	Powys	Postcode	SY21 7LN					
		Country	United Kingdom							
		Day Month Year								
Date of birth	2	2	0	3	1	9	4	1	Nationality	BRITISH
Business occupation	FARMER									
Other directorships	NONE									
I consent to act as director of the company named on page 1										
Consent signature		D J C Jerman				Date	09/01/2008			

Directors

(see notes 1 5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc			
*Voluntary details	Forename(s)	Robert John				
	Surname	Field				
	Previous forename(s)					
	Previous surname(s)					
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	Kingswood				
		Church Road				
	Post town	Welshpool				
	County / Region	Powys	Postcode	SY21 7LN		
	Country	United Kingdom				
	Date of birth	Day 2 3	Month 0 5	Year 1 9 6 3	Nationality	British
	Business occupation	MINISTER OF RELIGION - PASTOR				
	Other directorships	ELEOS LTD				
	I consent to act as director of the company named on page 1					
	Consent signature	Robert J Field		Date	9.1.08	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed	<i>Gawron Lewis</i>	Date	11.1.2008
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

NSC

201143/20

MEMORANDUM OF ASSOCIATION OF KINGSWOOD CHURCH

1 NAME

The name of the Church is **KINGSWOOD CHURCH**

2. REGISTERED OFFICE

The registered office of the Church is to be in England and Wales

3. OBJECTS

3 1 The objects of the Church are, for the benefit of the public -

3 1 1 to advance the Christian faith in accordance with the Statement of Beliefs in Welshpool and the surrounding district and in such other parts and in such other parts of the United Kingdom or the world as the Trustees from time to time may think fit and to fulfil such other purposes which are exclusively charitable according to the law of England and Wales and are connected with the charitable work of the Church

3 1 2 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 Welshpool and the surrounding district and in such other parts of the United Kingdom or the world as the Trustees from time to time may think fit

3 2 The Trustees must use the income and may use the capital of the Church in promoting the Objects

4. POWERS

The Church has the following powers, which may be exercised only in promoting the Objects

4 1 to arrange or join in arranging and providing for the holding of worship services,

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COMPANIES HOUSE

-
- meetings, seminars, conferences and training courses,
- 4 2 to establish and run educational institutions,
- 4 3 to promote or carry out research,
- 4 4 to provide advice,
- 4 5 to publish or distribute information,
- 4 6 to co-operate with other bodies,
- 4 7 to support, administer or set up other charities,
- 4 8 to raise funds (but not by means of Taxable Trading),
- 4 9 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993),
- 4 10 to acquire or hire property of any kind,
- 4 11 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993),
- 4 12 to make grants or loans of money and to give guarantees,
- 4 13 to set aside funds for special purposes or as reserves against future expenditure,
- 4 14 to deposit or invest funds in any lawful manner,
- 4 15 to delegate the management of investments in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- 4 16 to insure the property of the Church against any foreseeable risk and take out other insurance policies to protect the Church when required,

-
- 4 17 to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as Charity Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,
 - 4 18 subject to clause 5, to employ or otherwise engage the services of agents, staff or advisers,
 - 4 19 to enter into contracts to provide services to or on behalf of other bodies,
 - 4 20 to establish subsidiary companies to assist or act as agents for the Church ,
 - 4 21 to pay the costs of forming the Church, and
 - 4 22 to do anything else within the law which promotes or helps to promote the Objects

5 BENEFITS TO MEMBERS AND TRUSTEES

5 1 The property and funds of the Church must be used only for promoting the Objects and do not belong to the Members but

- 5 1 1 Members who are not Trustees may be employed by or enter into contracts with the Church and receive reasonable payment for goods or services supplied,
- 5 1 2 Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Church,
- 5 1 3 Members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Church, and
- 5 1 4 Members may receive charitable benefits in their capacity as Beneficiaries

5 2 A Trustee and any person connected to a Trustee (as defined in clause 5 7) must not receive from the Church any payment of money or other Material Benefit (whether directly or indirectly) except -

5 2 1 as mentioned in clauses 4 17 (indemnity insurance), 5 1 2 (interest), 5 1 3 (rent), 5 1 4 (charitable benefits), 5 3 and 5 4 (employment or engagement or fees),

5 2 2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Church,

5 2 3 an indemnity in respect of any liabilities properly incurred in or about the administration of the Church (including the costs of a successful defence to criminal proceedings), and

5 2 4 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)

5 3 The Trustees may employ or engage under a contract for services such of their number or any person connected to a Trustee (as defined in clause 5 7) as they may determine provided that -

5 3 1 the Trustees in each case are satisfied that it is in the interests of the Church to employ or engage under a contract for services the Trustee or connected person concerned,

5 3 2 the Trustees are in each case satisfied that the terms of employment or engagement are reasonable in respect of the employment or of the services provided and are subject to regular and objective review, and

5 3 3 the procedure set out in clause 5 7 is followed on each occasion

5 4 Any Trustee or person connected to a Trustee who possesses specialist skills or knowledge (or any firm or company of which such a Trustee or connected person is a member, consultant, partner, officer, trustee or employee) may charge and be

paid reasonable fees for goods or services supplied to the Church on the instructions of the other Trustees (but only if the procedure prescribed by clause 5 6 is followed in selecting the Trustee, firm or company and setting the amount of the fees and provided that this provision may not apply to more than one-half of the Trustees in any one financial year

5 5 At no time may a majority of Trustees benefit from payments made under clauses 5 3 and 5 4 For the purposes of this clause 5 a payment to the spouse or a dependent relative of a Trustee shall be considered to be a payment to the Trustee

5 6 Subject to clause 5 5, a person may be appointed as a Trustee notwithstanding that he or she is employed or otherwise engaged by the Church and receives remuneration in that capacity

5 7 Whenever a Trustee or a person connected with a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or any committee the Trustee or connected person must

5 7 1 declare an interest before discussion on the matter begins,

5 7 2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information,

5 7 3 not be counted in the quorum during that part of the meeting, and

5 7 4 withdraw during the vote and have no vote on the matter

For the purpose of this clause 5 a person is connected with a Trustee if that person is -

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee, or
- (b) a spouse of the Trustee or of any person falling within paragraph (a) above

5 8 This clause may not be amended without the prior written consent of the

Commission

6 LIMITED LIABILITY

The liability of Members is limited

7 GUARANTEE

Every Member promises, if the Church is dissolved whilst he or she remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Church whilst the contributor was a Member

8 DISSOLUTION

8 1 If the Members resolve by a three-quarters majority that the Church be dissolved and such resolution is confirmed by a resolution passed by the Spiritual Leadership then the assets (if any) remaining after provision has been made for all the Church's liabilities must be applied in one or more of the following ways

8 1 1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects,

8 1 2 directly for the Objects or charitable purposes within or similar to the Objects, and

8 1 3 in such other manner consistent with charitable status as the Commission approve in writing in advance

8 2 A final report and statement of account must be sent to the Commission

9 INTERPRETATION

9 1 Words and expressions defined in the Articles have the same meanings in this Memorandum

9 2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

Names and Addresses of Subscribers

SIGNED by **ROBERT JOHN FIELD**)
of Kingswood Church Road)
Welshpool Powys SY21 7LN in the)
presence of -)

Signature *Robert J Field*

Witness signature

Printed name

Address

Keith Fantham
KEITH FANTHAM
9, TREM HAFREN,
RED BANK,
WELSHPOOL
POWYS
SY21 7PS

Witness occupation

BAPTIST MINISTER

SIGNED by **ELIZABETH DENISE**)
FIELD of Kingswood Church Road)
Welshpool Powys SY21 7LN in)
the presence of -)

Signature *E. D. Field*

Witness signature

Printed name

Address

Keith Fantham
KEITH FANTHAM
9, TREM HAFREN
RED BANK
WELSHPOOL
POWYS
SY21 7PS

Witness occupation

BAPTIST MINISTER

SIGNED by **JOHN RICHARD**)
EDWARDS of Holmdene)
Lambert Road Welshpool Powys)
SY21 7BP in the presence of -)

Signature *J Edwards*

Witness signature

Printed name

Address

Keith Fantham
KEITH FANTHAM
9, TREM HAFREN
RED BANK
WELSHPOOL
POWYS
SY21 7PS

Witness occupation

BAPTIST MINISTER

SIGNED by DEREK JOHN COLLEY)
JERMAN of Moat Farm Trewern)
Powys SY21 7LN in the presence of -)

Signature *D J C Jerman.* ✓

Witness signature

Printed name

Address

Keith Jerman
KEITH JERMAN
9, TERN HAFKEN
RED BANK
WELSHPOOL
PWTS
SY21 7PS

Witness occupation

ARTIST MINISTER

Dated *9th January 2008*

ARTICLES OF ASSOCIATION

KINGSWOOD CHURCH

PART A. INTRODUCTION

1 INTERPRETATION

1.1 In the Memorandum and in these Articles

"the Act"	means the Companies Act 1985
"AGM"	means an annual general meeting of the Church
"Articles"	means these articles of association
"Beneficiaries"	means those persons who may benefit from the charitable activities of the Church
"Chair"	means chair of the Trustees
"the Church"	means the company governed by these Articles
"Charity Trustee"	has the meaning prescribed by section 97(1) of the Charities Act 1993
"Clear Day"	means 24 hours from midnight following the relevant event
"the Commission"	means the Charity Commission for England and Wales
"Companies House"	means the office of the Registrar of Companies
"EGM"	means an extraordinary general meeting of the Church
"General Meeting"	means an AGM or an EGM
"Material Benefit"	means a benefit which may not be financial but has a monetary value
"Member" and "Membership"	refer to membership of the Church

"Memorandum"	means the Church's Memorandum of Association
"Month"	means calendar month
"the Objects"	means the Objects of the Church as defined in clause 3 of the Memorandum
"Secretary"	means the Secretary of the Church
"the Spiritual Leadership"	means the body of persons recognised by the Church as having responsibility and authority within the Church for its spiritual leadership
"Statement of Beliefs"	means the statement of beliefs which appears at Article 11
"Taxable Trading"	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects
"Trustee"	means a director of the Church and "Trustees" means of the directors
"written" or "in writing"	refers to a legible document on paper including a fax message
"Year"	means the period from 1 January to 31 December

1 2 Expressions defined in the Act have the same meaning in the Articles

1 3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

PART B. COMPANY MEMBERSHIP

2. MEMBERS

2 1 The Members shall be the subscribers to the Memorandum and such other persons as may be admitted to Membership under these Articles

2 2 The Church must maintain a register of Members

2 3 Membership is open to any individual interested in promoting the Objects who

2 3 1 subscribes and adheres in belief and lifestyle to the Statement of Beliefs

2 3 2 applies to the Church in the form required by the Trustees and

2 3 3 is approved by the Trustees

2 4 The number of Members must always be the same as the number of Trustees

2 5 Membership is terminated if the Member concerned -

2 5 1 gives written notice of resignation to the Church,

2 5 2 dies,

2 5 3 ceases, in the reasonable opinion of the Trustees, to subscribe or adhere to, in belief and lifestyle, the Statement of Beliefs and the Trustees resolve by at least a two-thirds majority of those present and voting that he/she should be removed from Membership,

or

2 5 4 is removed from Membership by a resolution of the Trustees (passed by at least a two-thirds majority of those present and voting) on the ground that in their reasonable opinion the Member's continued Membership is harmful to the Church (but only after notifying the Member in writing and considering the matter

in the light of any written representations which the Member concerned puts forward within 14 Clear Days after receiving notice)

2 6 Membership is personal and is not transferable

3 GENERAL MEETINGS

3 1 The Church must hold an AGM in every Year which all Members are entitled to attend. The first AGM must be held within 18 months after the Church's incorporation and not more than 15 months may elapse between each subsequent AGM

3 2 At an AGM the Members

3 2 1 receive the accounts of the Church for the previous financial year,

3 2 2 receive the Trustees' report on the Church's activities since the previous AGM,

3 2 3 appoint auditors for the Church,

and

3 2 4 discuss and determine any issues of policy or deal with any other business put before them

3 3 General Meetings must be called on at least 21 Clear Days' written notice specifying the business to be discussed. Notices must be served upon each Member, Trustee and the Church's auditors

3 4 There is a quorum at a General Meeting if the number of Members personally present is at least two or one-third of the Members if greater. No business may be transacted unless a quorum is present

3 5 The Chair or (if the Chair is unable or unwilling to do so) some other Member elected by those present presides at a General Meeting

-
- 3 6 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 3 7 Every Member present in person has one vote on each issue The Chairman of the meeting does not have a casting vote If a Resolution fails to secure a majority vote it shall be lost
- 3 8 A written resolution signed by all those entitled to vote at a General Meeting is as valid as a resolution actually passed at a General Meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 3 9 Any General Meeting which is not an AGM is an EGM
- 3 10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least ten percent of the Members

4 THE TRUSTEES

- 4 1 The Trustees are responsible for the management and administration of the Church's property and funds in accordance with the Memorandum and the Articles
- 4 2 The minimum number of Trustees is three individuals but there is no maximum All Trustees must be Members All Trustees must subscribe and adhere to, in belief and lifestyle, the Statement of Beliefs
- 4 3 The first Trustees are ROBERT JOHN FIELD, ELIZABETH DENISE FIELD, JOHN RICHARD EDWARDS and DEREK JOHN COLLEY JERMAN
- 4 4 All future Trustees are to be appointed by a resolution of the Trustees and an appointment will become effective when the new Trustee completes the necessary Companies House paperwork and thereby consents to hold office
- 4 5 1 At the first annual general meeting all the trustees shall retire from office and at every subsequent annual general meeting one-third of the trustees who

are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but if there is only one trustee who is subject to retirement by rotation he shall retire

4 5 2 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

4 5 3 If the Charity at the meeting at which a trustee retires by rotation does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost

4 5 4 No person other than a trustee retiring by rotation may be appointed as a trustee at any general meeting

- (1) unless he has attained the age of 18 years,
- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 4 6,
- (3) unless he subscribes to the Statement of Beliefs set out in the schedule to the memorandum

4 5 5 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees A trustee so appointed shall hold office only until the next following annual general meeting If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof

4 6 A Trustee ceases to be a Trustee if he or she

4 6 1 is disqualified by virtue of any provision in the Act or is prohibited by law from being a Trustee,

4 6 2 is disqualified under the Charities Act 1993 from acting as a Charity Trustee,

4 6 3 is incapable, whether mentally or physically, of managing his or her own affairs,

4 6 4 is absent from three consecutive meetings of the Trustees and a two-thirds majority of the Trustees resolve that he or she be removed,

4 6 5 ceases to be a Member,

4 6 6 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office), or

4 6 7 is removed for good and sufficient reason by a resolution passed by at least two-thirds of the other Trustees after inviting the views of the Trustee concerned and considering the matter in the light of any such views including (without limitation) if he or she ceases in the reasonable opinion of the other Trustees to subscribe and adhere to, in belief and lifestyle, the Statement of Beliefs

4 7 A retiring Trustee is entitled to an indemnity from the Church at the expense of the Church in respect of any liabilities properly incurred during his or her trusteeship

4 8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken by the Trustees

4 9 The first Spiritual Leadership comprises Robert John Field Elizabeth Denise Field Derek John Colley Jerman and John Richard Edwards and they shall appoint successors

4 10 The spiritual leadership of the Church shall rest with the Spiritual Leadership If there are Trustees who are not members of the Spiritual Leadership then their role shall be confined to the management and administration of the Church in accordance with the provisions of the Memorandum and the Articles and of the general law

4 11 The Trustees of the Church shall fulfil their legal duties having due regard to the spiritual direction of the Church as set from time to time by the Spiritual Leadership acting always in accordance with the requirements of the Memorandum and the Articles and the general law

5 DUTY OF CARE AND EXTENT OF LIABILITY

When exercising any power (whether given to them by the Memorandum and Articles or by statute or by any rule of law) in administering or managing the Church each of the Trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have ("the duty of care") No Trustee and no-one exercising powers or responsibilities that have been delegated by the Trustees shall be liable for any act or failure to act unless, in acting or failing to act, he or she has failed to discharge the duty of care

6. PROCEEDINGS OF TRUSTEES

6 1 The Trustees must hold at least four meetings each Year

6 2 A quorum at a meeting of the Trustees is two or one half of the Trustees for the time being, whichever is the greater number

6 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants

6 4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting

6 5 Except where otherwise provided in the Articles, every issue may be determined by a simple majority of the votes cast at a meeting A written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

6 6 Every trustee has one vote on each issue In the case of an equality of votes the

Chairman shall not be entitled to a casting vote If a resolution fails to secure a majority vote in favour it shall be lost

6 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

7 POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Church

7 1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Church in accordance with the Act,

7 2 to appoint a Chair, Treasurer and other honorary officers,

7 3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (provided that all proceedings of committees must be reported promptly to the Trustees),

7 4 to make standing orders (consistent with the Memorandum, the Articles and the Act) to govern proceedings at General Meetings,

7 5 to make rules (consistent with the Memorandum, the Articles and the Act) to govern proceedings at their meetings and at meetings of committees,

7 6 to establish procedures to assist the resolution of disputes within the Church, and

7 7 to exercise any powers of the Church which are not reserved to a General Meeting

8 RECORDS AND ACCOUNTS

8 1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to Companies House and the Commission of

-
- 8 1 1 annual reports,
 - 8 1 2 annual returns,
 - 8 1 3 annual statements of account , and
 - 8 1 4 confirmation of changes to the Trustees and of any details about the Church recorded in the Central Register of Charities

8 2 The Trustees must maintain proper records of

- 8 2 1 all proceedings at General Meetings,
- 8 2 2 all proceedings at meetings of the Trustees,
- 8 2 3 all reports of committees, and
- 8 2 4 all professional advice obtained

8 3 Financial records, annual reports and statements of account relating to the Church for at least the previous six years must be available for inspection by any Trustee

8 4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Church's reasonable costs, as required by the Charities Act 1993)

9 NOTICES

9 1 Notices under these Articles may be given in writing or by electronic means and may be delivered by hand, by post or by suitable electronic means

9 2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members

9 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received -

- 9 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address,

- 9 3 2 two clear days after being sent by first class post to that address,

9 3 3 three clear days after being sent by second class or overseas post to that address,

9 3 4 on being handed to the Member personally, or

9 3 5 as soon as the Member acknowledges actual receipt

9 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

10 DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Church take effect as though repeated here

11 STATEMENT OF BELIEFS

We believe in

- 1 The one true God who lives eternally in three persons – the Father, the Son and the Holy Spirit
- 2 The love, grace and sovereignty of God in creating, sustaining, ruling, redeeming and judging the World
- 3 The divine inspiration and supreme authority of the Old and New Testament Scriptures, which are the written Word of God – fully trustworthy for faith and conduct
- 4 The dignity of all people, made male and female in God's image to love, be holy and care for creation, yet corrupted by sin, which incurs divine wrath and judgement
- 5 The incarnation of God's eternal Son, the Lord Jesus Christ – born of the virgin Mary, truly divine and truly human, yet without sin
- 6 The atoning sacrifice of Christ on the cross, dying in our place, paying the price of sin and defeating evil, so reconciling us with God
- 7 The bodily resurrection of Christ, the firstfruit of our resurrection, his ascension to the Father, and his reign and mediation as the only Saviour of the world
- 8 The justification of sinners solely by the grace of God through faith in Christ
- 9 The ministry of God the Holy Spirit, who leads us to repentance, unites us with Christ through new birth, empowers our discipleship and enables our witness

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- 10 The Church, the body of Christ both local and universal, the priesthood of all believers—given life by the Spirit and endowed with the Spirit's gifts to worship God and proclaim the gospel, promoting justice and love
 - 11 The personal and visible return of Jesus Christ to fulfill the purposes of God, who will raise all people to judgment, bring eternal life to the redeemed and eternal condemnation to the lost, and establish a new heaven and new earth

Names & Addresses of Subscribers

SIGNED by ROBERT JOHN FIELD)
of Kingswood Church Road)
Welshpool Powys SY21 7LN in the)
presence of -)

Signature *X Robert J Field.* *X*

Witness signature

Printed name

Address

Keith Fawtham
KEITH FAWTHAM
9, TREM HAFON
RED BANK
WELSHPOOL
POWYS
SY21 7PS

Witness occupation

BAPTIST MINISTER.

SIGNED by ELIZABETH DENISE)
FIELD of Kingswood Church Road)
Welshpool Powys SY21 7LN in)
the presence of -)

Signature *X E.D. Field* *X*

Witness signature

Printed name

Address

Keith Fawtham
KEITH FAWTHAM
9, TREM HAFON
RED BANK
WELSHPOOL
POWYS
SY21 7PS

Witness occupation

BAPTIST MINISTER

SIGNED by JOHN RICHARD)
EDWARDS of Holmdene)
Lambert Road Welshpool Powys)
SY21 7BP in the presence of -)

Signature *J Edwards.* *X*

Witness signature

Printed name

Address

Keith Fawtham
KEITH FAWTHAM
9, TREM HAFON
RED BANK
WELSHPOOL
POWYS
SY21 7PS

Witness occupation

BAPTIST MINISTER

SIGNED by DEREK JOHN COLLEY)
JERMAN of Moat Farm Trewern)
Powys SY21 7LN in the presence of -)

Signature *D J C Jerman.*

Witness signature

Printed name

Address

Keith Jattus
KEITH PANTHAM
9, TREM HAPTON
RED BANK
WELSHPOOL
POWYS
SY21 7PS

Witness occupation

BAPTIST MINISTER

Dated ... *9th JANUARY 2008.*