

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06693603

The Registrar of Companies for England and Wales hereby certifies that
ABUNDANT GRACE & MERCY MINISTRIES

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

Given at Companies House on 10th September 2008



N06693603K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6693603

Company name

ABUNDANT GRACE & MERCY MINISTRIES

I,

SAMUEL EBIE

of

**35 HAVERFORD WAY
CAERAU
CARDIFF
CF5 5EL**

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**



Received for filing in Electronic Format on the: **09/09/2008**

XQ6VR2ZG

*Company Name
in full:*

ABUNDANT GRACE & MERCY MINISTRIES

*Proposed Registered
Office:*

**EBSP LEADERSHIP EQUALITY & DIVERSITY TRAINING
BROADWAY HOUSE
BROADWAY
CARDIFF
CF24 1PU**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name:

7SIDE LIMITED

Agent's Address:

**14-18 CITY ROAD
CARDIFF
CF24 3DL**

Director 1:

Name **SAMUEL EBIE**

Address: **35 HAVERFORD WAY
CAERAU
CARDIFF
CF5 5EL**

Nationality: **BRITISH**

Business occupation: **PASTOR - MINISTER OF RELIGION**

Date of birth: **21/10/1982**

Consented to Act: **Y** *Date Authorised:* **10/09/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **09/09/2008**

Authenticated: **Yes**

The Companies Acts 1985 to 1989

**Company Limited by Guarantee
and not having a share capital**

Memorandum of Association

of

ABUNDANT GRACE & MERCY MINISTRIES

1. The name of the Company is ABUNDANT GRACE & MERCY MINISTRIES.
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To operate as a non-denominational, community Christian church through the teaching, preaching and practice of the gospel of Jesus Christ. Advancement and promotion of Christian values, education, training, coaching, mentoring, organizing of workshops, lectures and seminars. Support, comfort, counseling and help in the relief of poverty, suffering, sickness, distress, victims of abuse/addictions and the plight of all Under-Represented Groups in the UK and beyond. The advancement of other such purposes as are charitable in accordance with English Law.
 - (b) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously carried on by the Company in connection with or ancillary to any of the general business of the Company or is calculated directly to benefit the Company or enhance the value of or render profitable any of the Company's property or rights or is required by any customers of or persons dealing with the Company.
 - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
 - (f) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person included any holding company, subsidiary or fellow subsidiary company in any manner.
 - (g) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar

mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (i) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (j) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- (k) To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are to have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents.
- (l) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

In carrying out the aforesaid objects the Company shall have regard to promoting the physical, mental and spiritual well being of the community.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in each sub-clause or from the name of the Company. None of each sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. 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 Company, provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
- (b) of any interest on money lent by any Member of the Company or any Director at a reasonable and proper rate;

(c) of reasonable and proper rent for premises demised or let by any Member of the Company or any Director; and

(d) to any Director of out-of-pocket expenses.

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other institution (charitable or otherwise) having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income to its or their members. Such institutions to be determined by the members of the Company at or before the time of dissolution.

The subscriber(s) to this Memorandum of Association wish(es) to be formed into a Company in pursuance of this Memorandum of Association.

NAME AND ADDRESS OF SUBSCRIBER

Samuel Ebie
35 Haverford Way
Caerau
Cardiff
CF5 5EL

DATED 9 September 2008

The Companies Acts 1985 to 1989

The Companies Act 2006

**Company Limited by Guarantee
and not having a share capital**

Articles of Association

of

ABUNDANT GRACE & MERCY MINISTRIES

PRELIMINARY

1. Regulations 2 to 35 inclusive, 41, 54, 55, 57, 59, 81, 90, 100, 101 to 110 inclusive, 114 and 116 to 118 inclusive of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F) (Amendment) Regulations 2007 and The Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 so far as it relates to private companies limited by shares (such Table being hereinafter called "Table A"), shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the company.

INTERPRETATION

2. In regulation 1 of Table A the definition of "the holder" shall be omitted.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Any reference herein to the provisions of any Act shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent enactment.

MEMBERSHIP

3. The number of Members of the Company shall be unlimited and the Directors may from time to time determine such classes of membership as the Directors shall see fit providing that the classification of such membership is designed to further the aims and objects of the Company. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him. Any corporation which is a Member of the Company may by resolution of its directors or other governing body:-

- (1) authorise such person as it thinks fit to act as its representative at any meeting of the Company provided that the corporation gives notice of such authorisation in writing to the Company, and
- (2) at any time by giving notice to the Company revoke the authority of its representative and authorise another representative in his place.

The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

4. A Member 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.

GENERAL MEETINGS

5. The Directors may whenever they think fit, convene a General Meeting and General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETING

6. In regulation 38 of Table A:-
 - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right"; and
 - (b) the words "The Notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

7. If within half an hour from the time appointed for a General Meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
8. In regulation 45 of Table A, the words "thirty days" shall be substituted for the words "fourteen days".
9. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.
10. Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

11. Subject as herein otherwise provided, on a show of hands every Member present in person or by proxy shall have one vote and on a poll every Member present in person or by proxy shall have one vote.

12. No Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid.

DIRECTORS

13. Until otherwise determined by the Company in General Meeting, there shall be no maximum number of Directors and the minimum number of Directors shall be one and regulation 64 of Table A shall be modified accordingly .
14. The first Directors shall be the persons named in the Statement delivered under Section 10 of the Companies Act 1985.
15. The Directors may from time to time and at any time appoint any Member of the Company as a Director either to fill a casual vacancy or as an additional Director.
16. No person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director.

BORROWING

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Company.

POWERS AND DUTIES OF THE DIRECTORS

18. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
19. The Directors shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.
20. The Directors shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Company provided such bye-laws are not inconsistent with the Memorandum or Articles of Association. All such bye-laws for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or satisfied by a Special Resolution of the Company. No Member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.
21. The Directors for the time being may act notwithstanding any vacancy in their body; provided always that, if the Directors shall at any time be reduced in number to less than the minimum prescribed by or in accordance with these Articles it shall be lawful for them to act for the purpose of filling up vacancies in their body, or summoning a General Meeting but not for any other purpose.

DISQUALIFICATION OF DIRECTORS

22. The office of Director shall be vacated if a Director:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors;
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
 - (c) ceases to be a Member of the Company;
 - (d) by notice in writing to the Company resigns his office;
 - (e) is removed from office by a resolution passed pursuant to Section 168 of the Companies Act 2006.
 - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner prescribed by the Act.

PROCEEDINGS OF THE DIRECTORS

23. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.
24. All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is.

SECRETARY

25. Subject to the provisions of the Act, the secretary (if any) shall be appointed by the Directors for such term and such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if a secretary has been appointed but there is no secretary capable of acting.

ACCOUNTS

26. The Directors shall cause accounting records to be kept in accordance with the provisions of the Act, or other legislation for the time being applicable to the Company.
27. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.
28. The second sentence of regulation 112 of Table A shall be omitted.
29. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

THE SEAL

30. If the Company has a seal it shall be used only with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary (if any) or a second Director or (whether or not the Company has a Secretary) by a Director in the presence of a witness who attests the signature.

INDEMNITY

31. Every Director and other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution and discharge of the duties of his office or otherwise in relation thereto, including 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 under Sections 144 or 727 of the Companies Act 1985 in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the provisions of Chapter 7 of Part 10 of the Companies Act 2006.
32. The Directors shall have power to purchase and maintain at the expense of the Company an insurance policy for any Director (including an alternate Director), or Officer of the Company against any such liability as is referred to in Section 233 of the Companies Act 2006.

NAME AND ADDRESS OF SUBSCRIBER

Samuel Ebie
35 Haverford Way
Caerau
Cardiff
CF5 5EL

DATED 9 September 2008