

The Companies Act, 1929

Company Number 00364987

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

## **Memorandum of Association**

of

### **The Free Church Federal Council (Incorporated)**

(As altered by Special Resolutions passed on the 21st day of September 1949, on the 28th day of March, 1950, on the 23rd day of April 1959, on the 27th day of March 1996 and the 6th day of November 1996)

1. The name of the Company (hereinafter called "the Corporation") is "THE FREE CHURCH FEDERAL COUNCIL (INCORPORATED)."

2. The registered office of the Corporation will be situate in England.

3. The objects for which the Corporation is established are the advancement of the Christian religion.

In furtherance of the above-mentioned objects but not further or otherwise the Corporation shall have the power to do any or all of the following:-

(A) The promotion of the objects of the Free Church Federal Council, and for the furtherance of such objects to hold such evangelistic, educational business or other meetings as may from time to time be determined.

(B) The taking over of the whole or any part of the assets and liabilities (so far as the same may be legally transferred to the Corporation) of The National Council of the Evangelical Free Churches (Incorporated), and the whole or any part of the assets of the unincorporated associations known as "The National Council of the Evangelical Free Churches" and "The Federal Council of the Evangelical Free Churches of England," and any assets held on behalf of or in trust for either or both of the said unincorporated associations.

(C) The acquisition by purchase, hire or otherwise, and the acceptance by way of gift, subscription, donation, devise, bequest or otherwise, and the holding for charitable purposes only of building, lands and real estates, securities, stocks, shares and debentures, money and other property in the United Kingdom or elsewhere, whether for the purposes of the Corporation or to be held by the Corporation as trustee, either solely or as one of several trustees, for or on behalf of or otherwise for the use or benefit of any church, society, association, committee or cause connected with the Free Church Federal Council or with any association which has joined in or amalgamated with the Free Church Federal Council.

(D) The selling, exchanging, mortgaging, letting or demising, erecting buildings upon, and



disposing of all or any of the lands, buildings or houses or other property vested in or held by the Corporation, as may be deemed expedient with a view to the promotion of its objects.

(E) The performance of any lawful duty, function or act, whether ministerial or otherwise, in compliance with, and the carrying into effect any lawful directions or instructions relating to any trust property vested in the Corporation which may be given to the Corporation by any duly constituted body entitled to give such directions or instructions, whether the same relate to the corpus or to the income of such trust property.

(F) The giving of bonds or guarantees on account of any covenants, trusts or agencies that may lawfully be undertaken by the Corporation.

(G) The erection of any building, office, room, chapel, manse or other building or of any part of the same, and the repair, maintenance, alteration and restoration of any buildings erected or required for the purposes of the Corporation or of any church direction or chapel trust and to provide the same with suitable fittings, furniture, apparatus, appliances and accommodations.

(H) The lending money, either with or without security, or giving financial assistance by way of donation or subscription or otherwise to any association, church or other body for the purpose of forwarding the objects of the Corporation.

(I) The support of agents, preachers, teachers, colporteurs, when such may be deemed necessary for the work of the Corporation or the Free Church Federal Council of any church, society, association, committee or cause for whom the Corporation may become a trustee.

(J) The printing and publishing of annual reports, year books, directories, papers, circulars, pamphlets, books, tracts, magazines, newspapers and other documents, either for the advantage of the Corporation or for that of the Free Church Federal Council, or of any church, society, association, committee or cause for whom it may become a trustee.

(K) The recovery of rents and of charges for burial or other matters connected with chapels, burial grounds or other property vested in the Corporation or held by them.

(L) The raising or borrowing of money for the purposes of the Corporation upon banking account or by the issue of debentures, debenture stock, bonds, mortgages or obligations of the Corporation secured upon all or any part of the Corporation's undertaking, revenues or property, present or future or otherwise, or without any such security as the Corporation may from time to time determine.

(M) The instituting, conducting, defending or compromising of legal proceedings on behalf of or against the Corporation or its officers, and to submit questions and disputes to arbitration, provided that the laws relating to champerty and maintenance shall be observed.

(N) The investing of all or any part of the funds held by the Corporation on such securities and terms as may be directed or as the Corporation may deem fit and the varying of such investments, provided that moneys subject to or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by

law.

(O) The acquiring by purchase, amalgamation or otherwise the undertaking and business of any other society, association or corporation having for its objects or some or one of them the promotion of the interests of the Free Church Federal Council or of any section or part thereof.

(P) The establishing and supporting or aiding in the establishment and support of associations, institutions, funds and trusts for the benefit of and to grant pensions and retiring allowances to or otherwise provide for the superannuation of any officers, agents or servants of the Corporation and of aged and incapacitated ministers, missionaries or evangelists engaged in promoting the aforesaid objects, provided that nothing herein contained shall empower the Corporation to carry on any business of assurance or reinsurance within the Assurance Companies Act 1909 or any Act amending, extending or re-enacting the same.

(Q) The providing in whole or in part for the salary or maintenance of any person or persons engaged in promoting the aforesaid objects.

(R) The doing of all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them:

Provided that the Corporation shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others of any regulation or restriction which if an object of the Corporation would make it a trade union, or apply any of its funds for any purpose which would not strictly be for the advancement of religion or of education.

Provided also that in case the Corporation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Corporation 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 Managers or Trustees of the Corporation shall be chargeable for such property as 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Corporation shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Corporation were not incorporated. In case the Corporation shall take or hold any property which may be subject to any trusts the Corporation shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Corporation whencesoever derived shall be applied solely towards the promotion of the objects of the Corporation as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to the members of the Corporation:

Provided that (except as hereinafter provided) nothing herein shall prevent the payment in good faith of interest not exceeding £5 per cent. per annum on any loan advanced by the

members of the Corporation to promote the objects of the Corporation or reasonable and proper rent for premises demised by any member to the Corporation or of reasonable and proper remuneration to any officers or servants of the Corporation or subject to the provisions hereinafter contained to any member of the Corporation in return for any services actually rendered to the Corporation or undertaken by the authority of the Board of Directors or governing body of the Corporation to promote the objects of the Corporation, nor exclude any members of the Corporation from any grant made in furtherance of any of the objects of the Corporation or prevent payment of a pension or retiring allowance to any minister, missionary or evangelist who may be a member of the Corporation or the wife, widow or family of any such person, nor the bona fide supporting or aiding pursuant to the preceding Clauses (P) and (Q) of the officers, agents or servants of the Corporation or of aged and incapacitated ministers, missionaries or evangelists, person or persons therein mentioned, nor the gratuitous distribution among or sale at a discount to subscribing members of the Corporation or to subscribers to its funds of any books or other publications whether published by the Corporation or otherwise relating to all or any of its objects as set forth in this Memorandum of Association, but so that no member of the Board of Directors or governing body of the Corporation shall be appointed to any salaried office of the Corporation or any office of the Corporation paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Corporation to any member of such Board or governing body except repayment of out-of-pocket expenses and interest at the rate hereinbefore mentioned on money lent or reasonable and proper rent for premises demised to the Corporation: Provided that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Board of Directors or governing body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of the members is limited.

6. Every member of the Corporation undertakes to contribute to the assets of the Corporation in the event of the same being wound up while he is a member or within one year after he ceases to be a member for the payment of the debts and liabilities of the Corporation contracted before he ceases to be a member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Corporation 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 Corporation, but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having, objects similar to the objects of the Corporation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Corporation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Corporation at or before the time of dissolution, and in default thereof by a judge of the High Court of Justice in England having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the

Corporation and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Corporation, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Corporation such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Corporation shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

The Companies Act 1929.

Company Number 00364987

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.**

## **ARTICLES OF ASSOCIATION**

of

### **The Free Church Federal Council (Incorporated).**

#### **INTERPRETATION.**

1. These Articles shall be construed with reference to the provisions of the Companies Act 1929, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

#### **MEMBERSHIP.**

2. The Corporation for the purposes of registration is declared to consist of not more than 100 members.

3. The Directors of the Corporation may whenever they think fit register an increase of members.

4. Every member and every officer of the unincorporated association known as the Free Church Federal Council who shall subscribe a copy of these Articles or otherwise specify in writing his desire to become a member shall be members of the Corporation.

5. The rights and privileges of every member shall be personal to himself; they shall not be transferable by his own act or by operation of law.

6. Any member may withdraw from the Corporation by giving one month's notice in writing to the Secretary of his intention so to do and upon the expiration of the notice he shall cease to be a member.

7. The Directors shall have power by resolution duly passed and entered in their minute book to terminate the membership of any member who shall cease to be a member or an officer of the Free Church Federal Council.

#### **GENERAL MEETINGS.**

8. The first General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Corporation and at such place as the Directors may determine.

9. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Corporation in General Meeting, or in default at such time and place as the Directors shall appoint.

10. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called extraordinary Meetings.

11. The Directors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 114 of the Companies Act 1929.

12. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Corporation, and may consist of several documents in like form each signed by one or more of the requisitionists.

13. On receipt of the requisition the Directors shall forthwith proceed to convene a General Meeting. If they do not proceed duly to convene a meeting within twenty-one days from the date of the requisition being so deposited the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene a meeting, but any meeting so convened shall not be held after three months from the date of such deposit, provided that -

(A) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by Section 117 of the Companies Act 1929;

(B) Any meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

#### **PROCEEDINGS AT GENERAL MEETINGS.**

14. Subject to the provisions of Section 117 of the Companies Act 1929 relating to Special Resolutions seven days' notice at the least, specifying the place, the day and the hour of meeting, and in case of special business the general nature of the business, shall be given to the members in manner hereinafter mentioned; but the accidental omission to send such notice to or the non-receipt of such a notice by any member shall not invalidate the proceedings at any General Meeting.

15. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the income and expenditure accounts, balance sheets and the ordinary reports of the Directors and Auditors, the election of Directors and other officers, and the fixing of the remuneration of the Auditors.

16. No business shall be transacted at any meeting unless a quorum of members is present

at the commencement of the business.

17. Ten members present personally or by proxy shall be a quorum at any General Meeting of the Corporation.

18. If within one hour from the time appointed for the meeting a quorum of members is not present the meeting if convened on the requisition of the members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place; if at such adjourned meeting a quorum of members is not present it shall be adjourned *sine die*.

19. The Chairman (if any) of the Directors shall preside as Chairman at every General Meeting of the Corporation.

20. If there is no such Chairman or if at any meeting he is not present at the time of holding the same the members present shall choose some one of their number to be Chairman of that meeting.

21. The Chairman may with the consent of the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall both on a poll and a show of hands have a second or casting vote.

23. At any General Meeting unless a poll is demanded by at least five members a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the book of proceedings of the Corporation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. If a poll is demanded in manner aforesaid the same shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

#### **VOTES OF MEMBERS.**

25. Every member shall have one vote.

26. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor.

27. No person shall act as proxy unless he is a member. The instrument appointing him shall be deposited at the registered office of the Corporation not less than forty-eight hours before the time of holding the meeting at which he proposes to vote.

28. Any instrument appointing a proxy shall be in the following form:-



" THE FREE CHURCH FEDERAL COUNCIL (INCORPORATED).

" I,

" of

" in the County of

, being a

" member of the above-named Corporation, hereby

" appoint

" of

as my proxy to vote for me and on my behalf at the [Ordinary or Extraordinary] General Meeting of the Corporation to be held on the      day of      , and at any adjournment thereof.

" Signed this      day of      19 ."

### **DIRECTORS AND OFFICERS.**

29. The Directors of the Corporation shall be the persons who have signed the Memorandum of Association until the first General Meeting, and thereafter the Directors shall be the President or Moderator, and such of the members and officers for the time being of the Free Church Federal Council (not less than five nor exceeding twenty) as shall have subscribed a copy of these Articles or otherwise become members of the Corporation and shall be elected at the Ordinary General Meeting of the Corporation. Each Director shall hold office until the close of the Ordinary General Meeting next following his election or appointment but shall be eligible for re-election. All casual vacancies arising may be filled by the Directors, and a Director chosen to fill a casual vacancy as aforesaid shall retain his office until the close of the next Annual General Meeting after his appointment. No person may be appointed or elected as a Director who is not a member of the Corporation.

30. The President or Moderator of the Free Church Federal Council for the time being subscribing a copy of these Articles or otherwise becoming a member of the Corporation shall be the Chairman of Directors.

31. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may by Ordinary Resolution appoint another in his place to hold office until the next Annual General Meeting after his appointment.

32. The Secretary of the Free Church Federal Council for the time being shall be the Secretary of the Corporation, or if there shall be no such Secretary or if he shall be unable or unwilling to act such person as shall be appointed by the Directors shall be the Secretary of the Corporation.

33. There shall be one or more properly qualified Auditor or Auditors, none of whom shall be a member of the Corporation.

### **PROCEEDINGS OF DIRECTORS.**

34. The Board of Directors shall meet at least twice each year and at such other times as the Directors may appoint. The Board may make such regulations as they think proper as to the summoning and holding of their meetings and for the transaction of business thereat, and they may adjourn any meeting. Five Directors shall be a quorum.

35. The continuing Directors may act notwithstanding any vacancy in their body, provided that if the number of the Directors shall be reduced below five the continuing Directors may act for the purpose of filling vacancies in their body or of convening a General Meeting but for no other purpose.

36. The Chairman of Directors shall take the chair at all meetings of the Directors, and if at any meeting he shall not be present within ten minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of the meeting.

37. Every question, matter or thing which shall be brought up at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second and casting vote.

### **POWERS OF DIRECTORS.**

38. The Directors for the time being, subject to such regulations as may be made by the Corporation in General Meeting, shall have the management of all the affairs and business of the Corporation and shall conduct the same in such manner as they in their discretion shall think fit, and may exercise all the powers of the Corporation not by law or these Articles required to be exercised by the Corporation in General Meeting.

39. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall have the same powers in relation to the matters delegated to them or placed under their supervision or control as the Directors originally had except the power of sub-delegation. The Directors may withdraw such delegated power whenever they deem fit, provided that no prior act of the said committee shall be invalidated by a subsequent regulation of the Directors if the same would have been valid except for such regulation:

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Corporation shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

### **DISQUALIFICATION OF DIRECTORS.**

40. The office of a Director shall be vacated if he shall become bankrupt or lunatic or of unsound mind, or if he shall resign his office of Director, or if he shall cease for any cause to be a member of the Corporation.

### **BYE-LAWS.**

41. In addition to the powers vested in the Corporation by the Companies Act 1929, the Corporation shall have power by resolution passed in General Meeting from time to time make such bye-laws for the government of the Corporation as do not under the said Act require to be passed by Special Resolution as being alterations of the regulations of the Corporation contained in the Articles of Association.

## ACCOUNTS AND AUDIT.

42. Proper accounts shall be kept of all sums of money received and expended by the Corporation and the matters in respect of which such receipts and expenditure shall take place and of the property, credits and liabilities of the Corporation and of all sales and purchases of goods by the Corporation, and shall always be open to the inspection of the Directors. Subject to any reasonable restrictions as to the time and manner of inspecting such accounts that may be imposed by the Corporation in General Meeting the same shall be open to the inspection of the members at all times during the usual business hours.

43. The Directors shall from time to time in accordance with Section 123 of the Companies Act 1929 cause to be prepared and to be laid before the Corporation in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Corporation in General Meeting together with a copy of the Auditors' Report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings.

44. The appointment, powers, duties and rights of the Auditors shall be regulated in accordance with Sections 132, 133 and 134 of the Companies Act 1929 or any statutory modification thereof for the time being in force.

## MISCELLANEOUS.

45. A notice may be given by the Corporation to any member either personally or by sending it by post to him at his registered address.

46. Where a notice is sent by post service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice and to have been effected on the day following that on which it 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, prepaid and put in the post.

47. A certificate signed by the Moderator and Secretary for the time being of the Free Church Federal Council or either of them shall be sufficient proof that any person was or is a member or an officer of the Free Church Federal Council.

48. A resolution in writing signed by all the Directors entitled to notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

49. As regards those members who have no registered address in the United Kingdom a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

50. All notices required by law to be given by advertisement shall be advertised in a newspaper circulating in London and shall be deemed sufficient if so advertised.

**SEAL.**

51. The Directors shall provide for the safe custody of the seal which shall never be used except on the authority of the Directors or a committee of Directors previously given and in the presence of two Directors at least who shall sign every instrument to which the seal is affixed and every such instrument shall be counter-signed by the Secretary or some other person appointed by the Directors.

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