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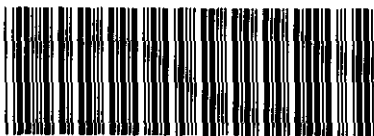
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4290444

The Registrar of Companies for England and Wales hereby certifies that
SHARE JESUS

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 19th September 2001



N04290444E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on application for registration

Company Name in full

SHARE JESUS

I, DAVID LYNN JOHN

of Talbot House, Talbot Court, London, EC3V 0BS

† Please delete as appropriate.

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 10 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

Declared at

14/15 Philip Lane, London EC3A 8AJ.

Day Month Year

on

1 8 0 9 2 0 0 1

● Please print name.

before me ●

ADRIAN CHADWICK

Signed

Date

18/9/01

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.

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

Pothecary & Barratt

Talbot House, Talbot Court, Gracechurch Street, Lond

EC3V 0BS

Tel 020 7623 7520

DX number 590

DX exchange LONDON/CITY

A09
COMPANIES HOUSE0621
19/09/01

Form revised July 1998

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

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

SHARE JESUS

I, DAVID LYNN JOHN

of Talbot House, Talbot Court, London, EC3V 0BS

† Please delete as appropriate.

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

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

Declared at

14/15 Philip Lane, London EC3M 8AJ.

Day Month Year

on

1 8 0 9 2 0 0 1

● Please print name.

before me

ADRIAN CHADWICK.

Signed

Date

18/9/01

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.

Pothecary & Barratt

Talbot House, Talbot Court, Gracechurch Street, Lond

EC3V 0BS

Tel 020 7623 7520

DX number 590

DX exchange LONDON/CITY



A09
COMPANIES HOUSE

0623
19/09/01

Form revised June 1998

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**

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

SHARE JESUS

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Raynes Park Methodist Church, Tolverne Road,

Post town

London

County / Region

Postcode

SW20 8RA

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

POTHECARY & BARRATT

Address

Talbot House, Talbot Court, Gracechurch Street,

Post town

London

County / Region

Postcode

EC3V 0BS

Number of continuation sheets attached

4

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.

Pothecary & Barratt

Talbot House, Talbot Court, Gracechurch Street, London

EC3V 0BS

Tel 020 7623 7520

DX number 590

DX exchange LONDON/CITY



A09
COMPANIES HOUSE
COMPANIES HOUSE

0618
19/09/01
15/09/01

Form revised July 1998

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**

Company Secretary (see notes 1-5)

Company name SHARE JESUS

NAME *Style / Title

Mr

*Honours

*Voluntary details

Forename(s) STEVEN HOWARD

Surname SMALL

Previous forename(s)

Previous surname(s)

Address

24 Cautletts Close, Midsomer Norton

Usual residential address

For a corporation, give the registered or principal office address.

Post town Bath

County / Region

Postcode BA3 2PU

Country U.K.

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

Consent signature

Date 28-08-01

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours

Forename(s) CLIVE PETER

Surname FRAMPTON

Previous forename(s)

Previous surname(s)

Address

Arundel, 5 Rose Walk,

Usual residential address

For a corporation, give the registered or principal office address.

Post town Purley

County / Region Surrey

Postcode CR8 3LJ

Country U.K.

Day Month Year

Date of birth

04 12 1943

Nationality British

Business occupation

Chartered Surveyor

Other directorships

(see attached list)

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

Consent signature

C. P. Frampton

Date 16/8/2001

Company Secretary (see notes 1-5)

Company name SHARE JESUS

NAME *Style / Title

*Honours

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours

Forename(s)

DAVID LESLIE NORTON

Surname

HERON

Previous forename(s)

Previous surname(s)

Address

71 Grasmere Road, Muswell Hill,

Usual residential address

For a corporation, give the registered or principal office address.

Post town

London

County / Region

Postcode

N10 2DH

Country

U.K.

Day Month Year

Date of birth

05 10 1941

Nationality

British

Business occupation

Radio Station Chairman

Other directorships

(see attached list)

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

Consent signature

Date

8.8.01

SHARE JESUS

List of other directorships of David Leslie Norton Heron

London Christian Radio Limited
Christian Communications Partnership Limited
Monarch Magazines Limited
Monarch CCP Limited
Radio Wye Limited
Nevile Close Limited

Company Secretary (see notes 1-5)

Company name SHARE JESUS

NAME *Style / Title

*Honours

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Rev.

*Honours

Forename(s)

GRAHAM

Surname

HORSLEY

Previous forename(s)

Previous surname(s)

Address

14 Rydal Gardens

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Wembley

County / Region

Middlesex

Postcode

HA9 8RZ

Country

U.K.

Day Month Year

Date of birth

04 03 1955

Nationality

British

Business occupation

Methodist Minister

Other directorships

~~XXXXXXXXXXXX~~

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

Consent signature

G. Horsley

Date

1/8/01

Company Secretary (see notes 1-5)

Company name SHARE JESUS

NAME *Style / Title

*Honours

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Rev.

*Honours

Forename(s)

ROBERT JACKSON

Surname

KITCHING

Previous forename(s)

Previous surname(s)

Address

Treetops, Smith Lane, Shirrell Heath,

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Southampton

County / Region

Postcode

SO32 1JP

Country

U.K.

Day Month Year

Date of birth

1 | 0 | 0 | 7 | 1 | 9 | 4 | 4

Nationality

British

Business occupation

Superintendent Methodist Minister

Other directorships

New Creations

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

Consent signature

Robert J. Kitching

Date

5 / 8 / 2007

Company Secretary (see notes 1-5)

Company name **SHARE JESUS**

NAME *Style / Title

*Honours

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality **British**

Business occupation

Other directorships

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

Consent signature

Date

SHARE JESUS

List of other directorships of Clive Peter Frampton

Educational Book Exhibits Limited
Frampton Properties Limited
Frampton Securities Limited
Highway Developments Limited
Neville Estates Limited (in voluntary liquidation)
Outreach Properties Limited
West Kent & Company Limited

194203

Companies Acts 1985 & 1989

831112

Company limited by guarantee and
not having a share capital

MEMORANDUM OF ASSOCIATION OF SHARE JESUS

1. NAME

The name of the Company is "Share Jesus" ('the Charity')

2. REGISTERED OFFICE

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

3. OBJECTS

3.1 The objects of the Charity are to advance the Christian faith according to the Statement of Faith in clause 3.2 by such means being charitable as the Charity may determine but particularly by making known the Gospel of our Lord Jesus Christ ('the Objects')

3.2 The Charity's Statement of Faith ("the Statement of Faith") is as follows:-

"Share Jesus unites in mission with churches, church departments and Christian agencies which, acknowledging God's revelation in Christ, confess the Lord Jesus Christ as God and Saviour according to the Scriptures, and, in obedience to God's will and in the power of the Holy Spirit, commit themselves

to seek a deepening of their communion with Christ and with one another in the Church which is his body, and

to fulfil their mission to proclaim the gospel by common witness and service in the world,

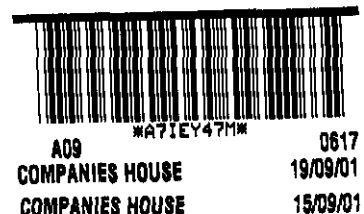
to the glory of the one God, Father Son and Holy Spirit"

4. POWERS

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

4.1 To conduct co-ordinate arrange join in arranging and to participate in missions, projects, programmes, services, worship events, concerts, conferences, meetings, training courses, seminars and other events and to produce and assist in the production of material for use in the same

4.2 To provide advice



- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.10 To make grants or loans of money and to give guarantees
- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.13.1 the investment policy is set down in writing for the financial expert by the Trustees
 - 4.13.2 every transaction is reported promptly to the Trustees
 - 4.13.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4.13.7 the financial expert must not do anything outside the powers of the Trustees

- 4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.16 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
- 4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers and to make such provision as the Charity may deem appropriate for the payment of pensions, life assurance and other benefits to staff and their dependants
- 4.18 To enter into contracts to provide services to or on behalf of other bodies
- 4.19 To establish subsidiary companies to assist or act as agents for the Charity
- 4.20 To pay the costs of forming the Charity
- 4.21 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 Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
 - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity 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 Charity
 - 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
 - 5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except

- 5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3.
- 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
- 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
- 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
- 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Charity
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 5.4.1 declare an interest at or before discussion begins on the matter
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.4.3 not be counted in the quorum for that part of the meeting
 - 5.4.4 withdraw during the vote and have no vote on the matter
- 5.5 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 Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

8. DISSOLUTION

8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its 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

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 & ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS

Petter CFF
Mr Clive ~~Peter~~ Frampton
Arundel, 5 Rose Walk
Purley, Surrey
CR8 3LJ

C. P. Frampton

Witness to the above signature

Signature *[Signature]*
Print full name MARTIN JOHN BRUNTON
Address 40, FURZE LANE,
PURLEY, SURREY CR8 3RS
Occupation PEDIATRICIAN

Mr David Leslie Norton Heron
71 Grasmere Road, Muswell Hill
London N10 2DH

Witness to the above signature

Signature *S Barber*
Print full name STEPHANIE BARBER
Address 2 GLEBELANDS
CHIGWELL ROW
ESSEX
IG7 4RG
Occupation Temporary Receptionist (Student)

Rev Graham Horsley
14 Rydal Gardens, Wembley
Middlesex HA9 8RZ

G Horsley

Witness to the above signature

Signature *J. G. Ellis*
Print full name JOHN GEORGE ELLIS
Address 24 CHANDLER'S COURT
MILN LANE
TONGHAM
LEWIS
TUN4 10H
ELOWMANT

Rev Robert Jackson Kitching
Treetops, Smith Lane
Shirrell Heath, Southampton
SO32 1JP

Robert J. Kitching

Witness to the above signature

Signature *[Signature]*
Print full name ANDREW PHILIP BUWARD
Address ARMA HOUSE
SMITHS LANE
SHIRRELL HEATH
Occupation SALES DIRECTOR.

Elizabeth
Miss Margaret McVeigh *MMV*
68 Millbank Court
24 John Islip Street
London SW1P 4LG

[Signature]
Witness to the above signature

Signature *[Signature]*
Print full name AMANDA M SWIFT
Address 905 SHEEN COURT ROAD
RICHMOND
SURREY TW10 5DF
Occupation PROJECT OFFICER.

ej 865
Rev John Spiers Smith
42 Aaron Hill Road
Beckton
London E6 6NJ

[Signature] S. Smith
Witness to the above signature

Signature *[Signature]*
Print full name LINDSAY KIRK
Address 90 MEADOW ROAD
SOUTH LAMBETH
LONDON SW8 1PP
Occupation PERSONAL ASSISTANT

Date *[Redacted]* 14th September — 2001

Companies Acts 1985 and 1989

Company limited by guarantee and
not having a share capital

ARTICLES OF ASSOCIATION OF SHARE JESUS

1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited
- 1.2 The Charity must maintain a register of members
- 1.3 Membership of the Charity is open to any individual interested in promoting the Objects who
 - 1.3.1 applies to the Charity in the form required by the Trustees and signifies in writing his agreement with the Statement of Faith of the Charity set out in clause 3.2 of the Memorandum of Association ("the Statement of Faith")
 - 1.3.2 except in the case of a Nominated Member is approved by the Trustees and
 - 1.3.3 signs the Register of members or consents in writing to become a member
- 1.4 There shall be two classes of membership namely Nominated Members and Ordinary Members and the Trustees prescribe their respective privileges and duties and set the amounts of any subscriptions
 - 1.4.1 A Nominated Member is a person from time to time nominated in writing as such by a Nominating Body (as defined in clause 9.1). A Nominating Body shall have power from time to time by notice in writing to the Charity to terminate with immediate effect such nomination and to nominate a substitute.
 - 1.4.2 The first Nominated Members are the persons named in the Schedule to these Articles each of whom has been nominated by the Nominating Body appearing beside his name in the Schedule.
- 1.5 Membership is terminated if the member concerned:-
 - 1.5.1 gives written notice of resignation to the Charity
 - 1.5.2 dies
 - 1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or

- 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (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)
- 1.5.5 is unable to signify that he is in agreement with the Statement of Faith
- 1.5.6 is a Nominated Member in respect of whom the relevant Nominating Body has given notice in writing to the Charity of the termination of that member's appointment
- 1.5.7 is a Nominated Member and the Nominating Body responsible for the appointment of that member ceases to exist
- 1.6 Membership of the Charity is not transferable

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings personally. General meetings are called on at least clear 21 days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members personally present is at least Forty per cent (40%) of the total membership
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue
- 2.6 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)
- 2.7 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation
- 2.8 At an AGM the members:
 - 2.8.1 receive the accounts of the Charity for the previous financial year
 - 2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM

- 2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
- 2.8.4 elect persons to be Trustees to fill the vacancies arising
- 2.8.5 appoint auditors for the Charity
- 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and
- 2.8.7 discuss and determine any issues of policy or deal with any other business put before them
- 2.9 Any general meeting which is not an AGM is an EGM
- 2.10 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 five members
- 2.11 Meetings of Nominated Members

The Trustees may from time to time by not less than 21 days' notice in writing to the Nominated Members call a separate meeting of the Nominated Members who shall for this purpose comprise an advisory council and the Trustees may consult the advisory council on the direction of the work of the Charity

3. **THE TRUSTEES**

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3.2 The Trustees when complete consist of one member ("the Nominated Trustee") nominated from time to time by the Methodist Council and at least three and not more than five other individuals, all of whom including the Nominated Trustee must be members
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity of whom the Rev Graham Horsley shall be the first Nominated Trustee
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3.5 One third (or the number nearest one third) of the Trustees (excluding the Nominated Trustee) must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots. A retiring Trustee is eligible for re-election
- 3.6 A Trustee's term of office automatically terminates if he or she:

- 3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
- 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
- 3.6.3 is absent from three consecutive meetings of the Trustees
- 3.6.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
- 3.6.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
- 3.6.6 is removed by resolution passed by at least Seventy-five per cent (75%) of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- 3.7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
- 3.9 The individual from time to time holding the office of Nominated Trustee may be removed from such office from time to time by resolution of the Methodist Council and notice in writing to the Charity

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least two meetings each year
- 4.2 A quorum at a meeting of the Trustees is three Trustees
- 4.3 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
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but 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)

- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5.2 to appoint a Chairman, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

6. RECORDS & ACCOUNTS

- 6.1 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 the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports
 - 6.1.2 annual returns
 - 6.1.3 annual statements of account

6.2 The Trustees must keep proper records of

6.2.1 all proceedings at general meetings

6.2.2 all proceedings at meetings of the Trustees

6.2.3 all reports of committees and

6.2.4 all professional advice obtained

6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. NOTICES

7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any newsletter distributed by the Charity

7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

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

7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

7.3.2 two clear days after being sent by first class post to that address

7.3.3 three clear days after being sent by second class or overseas post to that address

7.3.4 on the date of publication of a newspaper containing the notice

7.3.5 on being handed to the member [(or, in the case of a member organisation, its authorised representative)] personally or, if earlier,

7.3.6 as soon as the member acknowledges actual receipt

7.4 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

8. DISSOLUTION

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

9. INTERPRETATION

In the Memorandum in and in these Articles:

9.1	'The Act'	means the Companies Act 1985
	'AGM'	means an annual general meeting of the Charity
	'these Articles'	means these articles of association
	'Chairman'	means the chairman of the Trustees
	'the Charity'	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 Commissioners for England and Wales
	'EGM'	means an extraordinary general meeting of the Charity
	'financial expert'	means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986
	'material benefit'	means a benefit which may not be financial but has a monetary value
	'member' and 'membership'	refer to membership of the Charity
	'Memorandum'	means the Charity's Memorandum of Association
	'month'	means calendar month
	'the Nominating Bodies'	are the churches societies and other companies departments or bodies named in the Schedule to these Articles and such other churches, societies, companies, departments and bodies as the Trustees may from time to time resolve to invite to nominate in writing one or more Nominated Member/s and "Nominating Body" shall be construed accordingly
	'Nominated Member'	has the meaning given by Article 1.4.1
	'Nominated Trustee'	has the meaning given by Article 3.2
	'the Objects'	means the Objects of the Charity as defined in clause 3 of the Memorandum
	'Secretary'	means the Secretary of the Charity
	'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 Charity and 'Trustees' means all of the directors.
'written' or 'in writing'	refers to a legible document on paper [not] including a fax message
'year'	means calendar year

9.2 Expressions defined in the Act have the same meaning


9.3 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

THE SCHEDULE

<u>Nominated Member</u>	<u>Nominating Body</u>
Rev Martin Broadbent	Methodist Council
Rev David Coffey	Baptist Union of Great Britain
Roy Crowne	Youth for Christ
Roger Forster	Ichthus Christian Fellowship
Clive Peter Frampton	Deo Gloria Trust
Rev Canon Robert Freeman	Church of England
David Leslie Norton Heron	Premier Media Group
Rev Rodney Hill	Methodist Council
Rev Graham Horsley	Methodist Council
Peter Kerridge	Premier Media Group
Peter Kimber	Scripture Union
Rev Robert Jackson Kitching	New Creations
Margaret McVeigh	CARE (Christian Action Research and Education)
Rev Philip Mohabir	Black Church Network
Lieut Col. Sandy Morrice	The Salvation Army
Rev John Spiers Smith	Evangelical Alliance
Rev William Thomas Snelson	Churches Together in England
Rev John William Steele	United Reformed Church
Rev Nigel Charles Tween	Elim Pentecostal Church
Rev Paul Weaver	Assemblies of God

SIGNATURES OF SUBSCRIBERS

Peter ^{off.}
 ve ~~Peter~~ Frampton
 l, 5 Rose Walk
 Surrey
 J
 C. A. Frampton.

Signature 
Print full name **MARTIN JOHN BRUNTON**
Address **40, FURZE CROFT**
PURLEY, SURREY
CR8 3FF
Occupation **PAEDIATRIC CLERK**

Witness to the above signature

Signature *Graham Melville-Mason*
Print full name GRAHAM MELVILLE-MASON
Address 69, GRASMERE ROAD,
MUSWELL HILL
LONDON N10 2DH
Occupation MUSICOLOGIST (RETIRED)

Witness to the above signature

Signature John George Elliott
Print full names JOHN GEORGE ELLIOTT
Address 27 HARBOUR RD. WEST
Occupation HONORARY TOWN CLERK
LEWIS TOWN IPH
ECONOMIST

Rev Robert Jackson Kitching
Treetops, Smith Lane
Shirrell Heath, Southampton
SO32 1JP

Robert J. Kitching

Witness to the above signature

Signature *[Signature]*
Print full name ANDREW PHILIP BULAKO
Address ARIA HOUSE
SMITHS LANE
SHIRRELL HEATH
Occupation SALES DIRECTOR

Elizabeth
Miss Margaret McVeigh *McV*
68 Millbank Court
24 John Islip Street
London SW1P 4LG

[Signature]
Witness to the above signature

Signature *[Signature]*
Print full name ROSALYN BENN
Address 14 KITE CLOSE
HARTFORD
HUNTINGDON
CAMBS
PE29 1UY
Occupation SECRETARY

Rev John Spiers Smith
42 Aaron Hill Road
Beckton
London E6 6NJ

[Signature]
Witness to the above signature

Signature *[Signature]*
Print full name WINDSLEY KIRK
Address WINDSLEY KIRK
90 MEADOW ROAD
SOUTH LAMBETH
LONDON
SW8 1PP
Occupation PERSONAL ASSISTANT

Date *[Redacted]* 2001

14th September 2001 17