

FILE COPY



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

Company No. 5101167

The Registrar of Companies for England and Wales hereby certifies that
THE MELANESIAN MISSION

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 14th April 2004



N051011678



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

5101167

Company Name in full

THE MELANESIAN MISSION LIMITED

I, JENNIFER MILLER

of 61B DEVONSHIRE ROAD COLLIERS WOOD LONDON SW19 2EJ

† 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

Miller

Declared at 5 Great College Street London SW1

Day Month Year

On 06 04 2004

① Please print name.

before me ① Alexandra Johnstone

Signed

AN Johnstone

Date

06/04/2004

† 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.

Lee Bolton & Lee
1 The Sanctuary, Westminster, London, SW1P 3JT

Tel 0207 222 5381

DX number DX: 145940 DX exchange WESTMINSTER 4



LD2
COMPANIES HOUSE

0050
08/04/04

Laserform International 12/99

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)

Package: 'Laserform'
by Laserform International Ltd.

Please complete in typescript,
or in bold black capitals.

CHFP025

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

Company Name in full

THE MELANESIAN MISSION

I, JENNIFER MILLER

of 61B DEVONSHIRE ROAD COLLIERS WOOD LONDON SW19 2EJ

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~Person named as~~
~~Director or Secretary of the company in the statement delivered under~~
~~section 10 of the Companies Act 1985~~ It 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

5 Great College Street London SW1

Day Month Year

on

0,6 0,4 2,0,0,4

① Please print name.

before me ①

Alexander Johnstone

Signed

AN Johnstone

Date

6/04/2004

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.

Lee Bolton & Lee

1 The Sanctuary, Westminster, London, SW1P 3JT

Tel 0207 222 5381

DX number DX: 145940 DX exchange WESTMINSTER 4

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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



Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

THE MELANESIAN MISSION ~~LIMITED~~ *fm*

Proposed Registered Office

(PO Box numbers only, are not acceptable)

10 HARCOURT CLOSE

Post town

HENLEY ON THAMES

County / Region

OXFORDSHIRE

Postcode

RG9 1UZ

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

LEE BOLTON & LEE

Address

1 THE SANCTUARY

Post town

WESTMINSTER

County / Region

LONDON

Postcode

SW1P 3JT

Number of continuation sheets attached

3

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.

Lee Bolton & Lee

1 The Sanctuary, Westminster, London, SW1P 3JT

Ref. NJR/100201955

Tel 0207 222 5381

DX number DX: 145940 DX exchange WESTMINSTER 4

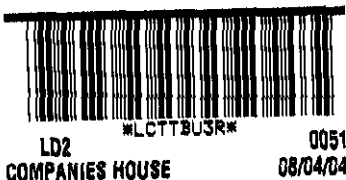
When you have completed and signed the form please send it to the
Registrar of Companies at:

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

THE
MELANESIAN MISSION LIMITED

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

DAVID GERVEYS

Surname

DEW

Previous forename(s)

Previous surname(s)

Address ††

10 HARCOURT CLOSE

Post town

HENLEY-ON-THAMES

County / Region

Postcode

RG9 1UZ

Country

UK

†† 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.

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

Consent

D. G. Dew

Date

30 March 2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

THE RIGHT REVEREND

*Honours etc

Forename(s)

MICHAEL LAURENCE

Surname

LANGRISH

Previous forename(s)

Previous surname(s)

Address ††

THE PALACE

Post town

EXETER

County / Region

DEVON

Postcode

EX1 1HY

Country

UK

†† 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.

Day Month Year

Date of birth

01 07 1946

Nationality

BRITISH

Business occupation

BISHOP

Other directorships

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

Consent signature

+ Michael Langrish

Date

30 March 2004

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

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

THE VENERABLE

*Honours etc

Forename(s)

CHRISTOPHER FRANK

Surname

LILEY

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

24 THE CLOSE

Post town

LICHFIELD

County / Region

STAFFORDSHIRE

Postcode

WS13 7LD

Country

UK

Day Month Year

Date of birth

1 2 0 8 1 9 4 7

Nationality

BRITISH

Business occupation

ARCHDEACON

Other directorships

LICHFIELD DIOCESAN BOARD OF FINANCE

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

Consent signature

Date

30.3.04.

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† 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

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

THE REVEREND CANON

*Honours etc

Forename(s)

ANTHONY GEORGE

Surname

SPARHAM

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

CHESHIRE

Postcode

SK9 1NB

Country

UK

†† 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

Day Month Year

Date of birth

26 04 1941

Nationality

ENGLISH

Business occupation

CLERK IN HOLY ORDERS

Other directorships

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

Consent signature

Date

30.4.04

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

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

*Honours etc

Forename(s)

ESTHER VIVIEN

Surname

LANGRISH

Previous forename(s)

Previous surname(s)

RUDD

Address ††

†† 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

THE PALACE

PALACE GATE

Post town

EXETER

County / Region

DEVON

Postcode

EX1 1HY

Country

UK

Day Month Year

Date of birth

30 11 1945

Nationality

British

Business occupation

DIRECTOR

Other directorships

Epic Arts, Families for Children.

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

Consent signature

Esther V. Langrish

Date

30.3.2004

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† 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

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

THE REVEREND

*Honours etc

Forename(s)

BRIAN JAMES

Surname

MACDONALD-MILNE

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

39 WAY LANE

WATERBEACH

CAMBRIDGE

CAMBRIDGESHIRE

CB5 9NQ

UK

†† 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

Day Month Year

Date of birth

20 03 1935

Nationality

British

Business occupation

CLERK IN HOLY ORDERS

Other directorships

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

Consent signature

B Macdonald-Milne

Date

30 March 2004

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

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

THE REVEREND CANON

*Honours etc

Forename(s)

JOHN RIDOUT

Surname

PINDER

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

THE RECTORY

111 STATION ROAD, LISS

GUILDFORD

HAMPSHIRE

GU33 7AQ

UK

Day Month Year

Date of birth

03 08 1943

Nationality BRITISH

Business occupation

CLERK IN HOLY ORDERS

Other directorships

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

Consent signature

Date

JRPinder

30 MARCH 2004

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††☐

Post town

County / Region

Postcode

Country

†† 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

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

THE REVEREND

*Honours etc

Forename(s)

JONATHAN

Surname

COLLIS

Previous forename(s)

Previous surname(s)

Address ††☐

Post town

County / Region

CAMBRIDGESHIRE

Postcode

CB5 8BL

Country

UK

†† 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

Day Month Year

Date of birth

11 03 1969

Nationality

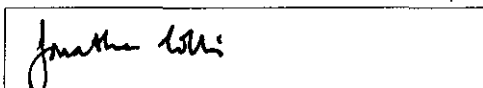
BRITISH

Business occupation

CLERK IN HOLY ORDERS

Other directorships

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

Consent signature**Date**30th March 2004

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME***Style / Title**

THE REVEREND CANON

Honours etc*Forename(s)**

DESMOND

Surname

PROBETS

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 ††☐

24 SHELLEY CLOSE

PENISTONE

Post town

SHEFFIELD

County / Region

SOUTH YORKSHIRE

Postcode

S36 4GT

Country

UK

Day Month Year

Date of birth

25 10 1926

Nationality

BRITISH

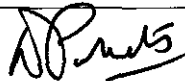
Business occupation

CLERK IN HOLY ORDERS

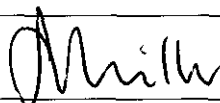
Other directorships

NONE

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

Consent signature**Date**

30.03.04

This section must be signed by**Either****an agent on behalf of all subscribers****Signed****Date**

06.04.04

Or the subscribers**Signed****Date**

(i.e. those who signed as members on the memorandum of association).

Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

029933/20.

004684

Companies Acts 1985 & 1989

**Company limited by guarantee and
not having a share capital**

**Memorandum of Association of
The Melanesian Mission**



1. NAME

The name of the Company is The Melanesian Mission ('the Charity')

2. REGISTERED OFFICE

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

3. OBJECTS

The objects of the Charity are:

To advance the Christian religion by furthering the charitable activities of the Church of the Province of Melanesia in the Province of Melanesia and the United Kingdom

4. POWERS

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

- 4.1 To assume the charitable activities hitherto carried out by the body called the English Committee of the Melanesian Mission and to accept a transfer of the assets of that body
- 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 subject to the conditions to which the trustees of a trust are subject under the Trustee Act 2000)
- 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
- 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

[List the full name and residential address of each of the subscribers]

[Signature of each of the subscribers]

- (1) The Right Reverend Michael Laurence Langrish, The Palace Exeter EX1 1HY + Michael Exan:
- (2) The Reverend Canon Desmond Proberts, 24 Shelley Close Penistone Sheffield S36 4GT *Des Probs*
- (3) The Venerable Christopher Frank Liley, 24 The Close Lichfield WS13 7LD *Cutler*
- (4) The Reverend Canon Anthony George Sparham, The Rectory 12 Broadway Wilmslow SK9 1NB *Anthony Sparham*
- (5) Esther Vivien Langrish, The Palace Exeter EX1 1HY *Esther V. Langrish.*
- (6) The Reverend Brian James MacDonald-Milne, 39 Way Lane, Waterbeach, Cambridge CB5 9NQ *B MacDonald-Milne*
- (7) The Reverend Canon John Ridout Pinder, The Rectory 111 Station Road Liss GU33 7AQ *JRPinder*
- (8) The Reverend Jonathan Collis, Jesus College Cambridge CB5 8BL *Jonathan Collis*

Date *6th April 2004*

Witness to the above signatures

[Name, address and occupation of witness] [Signature of witness]

- (1) *The Rt Revd Derek Rawcliffe* + *Derek Rawcliffe*
7 Dorset Avenue, Leeds LS8 3RA
Retired Bishop
- (2) *D.G. Dean*
10 Harcourt Close, Herby-on-Thames
Retired IT Consultant RB9 1UZ
- (3) *WILLIE ALAHA PWAISIMO, THE RECTORY, CHURCH LANE, GAWSWORTH, MANCHESTER (M14) CHESHIRE SK11 9RT. BISHOP, + WALTER*
- (4) *J. P. M. Sweet, 97, Barton Rd. Cambridge CB3 9LL* Retired *Jan Sweet*
- (5) *A V Waters, 4 Orchard Way, Kemsing, Sevenoaks, Kent TN15 6QA* Retired *AV Waters*
- (6) *CHRIS L. NIXTON, 45, Troy Court, Kingston High Street, London, W8 7AA* Charity Administrator *Chris Nixton*
- (7) *JEAN PRICE THE RECTORY, HOLT LANE KINGSLEY STAFFORDSHIRE NOOKLANDS ST10 2BA.* Retired. *Jean Price*
- (8) *Beryl Hammond. St Michael's Convent. Ham Common Richmond B. Hammond*
Religious Sister *Beryl Hammond*
Shrewsbury TW10 7JH

Companies Acts 1985 and 1989

**Company limited by guarantee and
not having a share capital**

**Articles of Association of
The Melanesian Mission**

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 or organisation interested in promoting the Objects who
 - 1.3.1 applies to the Charity in the form required by the Trustees
 - 1.3.2 is approved by the Trustees
- and
- 1.3.3 *signs the Register of members or consents in writing to become a member*
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 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)

1.6 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 10 (or 5 per cent of the members if greater)

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 (other than those Trustees appointed after article 3.3)

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 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 ten members

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 at least six and not more than ten individuals all of whom must be members

3.3 Two of the Trustees are appointed by the Archbishop of Melanesia

3.4 The subscribers to the Memorandum are the first Trustees of the Charity and shall hold office for the following terms: The Right Reverend Michael Laurence Langrish, The Reverend Canon Desmond Proberts and The Reverend Jonathan Collis, three years; Mrs Esther Vivien Langrish, The Venerable Christopher Frank Liley and The Reverend Brian James MacDonald-Milne, two years; The Reverend Canon Anthony George Sparham and The Reverend Canon John Ridout Pinder, one year

3.5 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

3.6 Every Trustee elected or appointed to fill a vacancy holds office for a term of three years

3.7 A Trustee's term of office automatically terminates if he or she:

3.7.1 is disqualified under the Charities Act 1993 from acting as a charity trustee

- 3.7.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.7.3 is absent from three consecutive meetings of the Trustees without the consent of the Trustees
 - 3.7.4 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)
 - 3.7.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 3.7.6 is removed by resolution passed by at least 75 per cent 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
- 3.8 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 (other than a vacancy among those appointed under article 3.3) or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3.9 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

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 four 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, Vice 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 two members 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 suitable journal or newspaper or 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 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 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 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 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

NAMES & ADDRESSES OF SUBSCRIBERS

[List the full name and residential address of each of the subscribers]

SIGNATURES OF SUBSCRIBERS

[Signature of each of the subscribers]

(1) The Right Reverend Michael Laurence Langrish, The Palace Exeter EX1 1HY + *Michael Exon*

(2) The Reverend Canon Desmond Probets, 24 Shelley Close Penistone Sheffield S36 4GT *Desmond*

(3) The Venerable Christopher Frank Liley, 24 The Close Lichfield WS13 7LD *Chris Liley*

(4) The Reverend Canon Anthony George Sparham, The Rectory 12 Broadway Wilmslow SK9 1NB *AG Sparham*

(5) Esther Vivien Langrish, The Palace Exeter EX1 1HY *Esther V. Langrish*

(6) The Reverend Brian James MacDonald-Milne, 39 Way Lane, Waterbeach, Cambridge CB5 9NQ *B MacDonald-Milne*

(7) The Reverend Canon John Ridout Pinder, The Rectory 111 Station Road Liss GU33 7AQ

JRPinder

(8) The Reverend Jonathan Collis, Jesus College Cambridge CB5 8BL

Jonathan Collis

Date 6th April 2004

Witness to the above signatures

[Name, address and occupation of witness] [Signature of witness]

(1) The Rt Revd Derek Rawcliffe
7 Dorset Avenue, Leeds LS8 3RA
Retired Bishop

+ Derek Rawcliffe

(2) D G DEW
10 Harcourt Close, Herley-on-Thames,
Retired IT Consultant RG9 1UZ

D G Dew

(3) Willie ALAN PWARDS, THE RECTORY, CHURCH LANE,
GANSWORTH, MACCLESFIELD, CHESHIRE SK11 9KJ. Bishop

+ Willie Pwards

(4) J.P.M. Sweet, 97, Barton Rd., Cambridge Retired
CB3 9LL

J.P.M. Sweet

(5) A V Waters, 4 Orchard Way, Kemsing, Sevenoaks
Kent TN15 6QA

Waters

(6) CHRIS W. LUXTON, 45 Troy Court, Kensington
High Street, London W8 7RA

Chris Luxton

(7) JEAN PRICE, THE RECTORY HOLT LANE KINGSLEY
STAFFORDSHIRE Moorlands ST10 2BA. Retired

Jean Price

(8) Beryl Hammond, St Michaels Convent, Ham Common

Religious Sister Richmond Surrey, TW10 7TH B. Hammond.