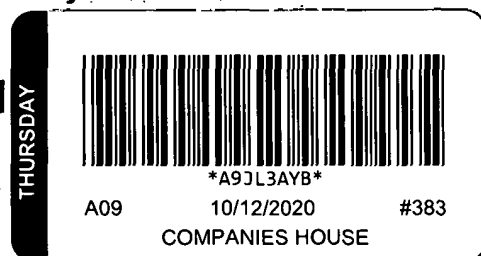


ARTICLES OF ASSOCIATION

THE CHURCH OF PENTECOST – UK

as amended by Special Resolutions on the 4 day of February 2012 and the
day of 2020

PART A. INTRODUCTION



1 INTERPRETATION

1.1 In these Articles:

"the Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Church and any statutory modification or re-enactment thereof for the time being in force
"AGM"	means an annual general meeting of the Church
"Area Council"	means an Area Council as provided for from time to time in the Charter
"Area Head"	means an area head of the Church as appointed from time to time in accordance with the Charter
"the Articles"	means these Articles of Association of the Church
"Business Day"	means any day other than a Saturday, Sunday or a bank holiday
"Chair"	means (subject to the context) either the chair of the Church under Article 23 or where the chair of the Church is not present or has not taken the chair at a meeting means the person who is chairing the National Executive Council Meeting or National Council Meeting at the time
"Charity Commission"	means the Charity Commission for England and Wales
"charitable"	means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom. For the avoidance of doubt the system of law governing the Memorandum and Articles of Association is the law of England and Wales.

"the Charter"	means the rules for the Church, given this title, as determined and amended from time to time by the National Executive Council and ratified by the National Council in accordance with Article 35
"the Church"	means the company intended to be regulated by the Articles
"Church Presbytery"	means a church presbytery as provided for from time to time in the Charter
"Clear Days"	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Committee"	means a sub-committee of the National Executive Council exercising powers delegated to it by the National Executive Council
"Companies House"	means the office of the Registrar of Companies
"Deacon"	means a deacon of the Church as appointed from time to time in accordance with the Charter
"Deaconess"	means a deaconess of the Church as appointed from time to time in accordance with the Charter
"District Presbytery"	means a district presbytery as provided for from time to time in the Charter
"EGM"	means an extraordinary general meeting of the Church
"Elder"	means an elder of the Church as appointed from time to time in accordance with the Charter
"General Meeting"	means an AGM or an EGM
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly
"the Memorandum"	means the Memorandum of Association of the Church
"Minister"	means a minister of the Church as appointed from time to time in accordance with the Charter
"National Council"	means the members for the time being of the Church

"National Council Meeting"	means an AGM or an EGM
"National Council Member"	means a member for the time being of the Church who is admitted under Article 3
"the National Executive Council"	means the directors of the Church and (where appropriate) includes a committee and the members of the National Executive Council acting by written resolution
"National Executive Council Meeting"	means a meeting of the National Executive Council
"National Finance Board Chairman"	means the person appointed to this role in the Church in accordance with the Charter
"National Secretary"	means the national secretary of the Church as appointed under Article 28
"the Objects"	means the objects of the Church set out in Clause 3 of the Memorandum
"Observers"	means those persons (other than members of the National Executive Council) present under Article 26 at a National Executive Council Meeting
"Registered Office"	means the registered office of the Church
"National Head"	means a minister appointed by the head office of the Church of Pentecost as established in Ghana (not the Church) to be the National Head in the United Kingdom and provide spiritual leadership to the National Executive Council and the Church in fulfilling the Objects
"Salary Committee"	means a body established by the National Executive Council to make recommendations to the National Council in accordance with Article 25
"Tenets of Faith"	means the tenets of faith set out in Article 36
"United Kingdom"	means Great Britain and Northern Ireland
"Vice-Chair"	means a person appointed as a vice-chair of the Church under Article 23
"Working Party"	means a body established by the National Executive Council to make recommendations to the National Executive Council but without decision-making powers

1.2 In the Articles:

- 1.2.1 terms defined in the Acts are to have the same meaning;
- 1.2.2 references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- 1.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 1.2.5 "charitable purpose" is a purpose that is regarded as charitable in the law of England and Wales, the law of Scotland and in the law of Northern Ireland and the term "charitable" is to be interpreted in accordance both with the law of England and Wales, the law of Scotland and the law of Northern Ireland.;
- 1.2.6 references to Clauses are to clauses of the Memorandum and to Articles are to those within the Articles;
- 1.2.7 headings are not to affect the interpretation of the Memorandum and Articles; and
- 1.2.8 terms defined in the Memorandum have the same meaning in the Articles and vice versa.

1.3 None of the model articles in the Companies (Model Articles) Regulations 2008 apply to the Church.

PART B. NATIONAL COUNCIL

2 NATIONAL COUNCIL MEMBERS

2.1 The National Council Members are:-

- 2.1.1 the subscribers to the Memorandum; and
- 2.1.2 subject to Article 3, other Ministers, Elders, Deacons and Deaconesses admitted to membership of the Church by the National Executive Council.

2.2 The Church must keep a register of National Council Members.

3 ADMISSION OF NATIONAL COUNCIL MEMBERS

3.1 A person may not be admitted by the National Executive Council as a National Council Member:-

- 3.1.1 unless he has signed a written application to become a National Council Member in such form as the National Executive Council requires;
- 3.1.2 unless he is aged 16 or over;
- 3.1.3 if he would immediately cease to be a National Council Member under the Articles; and
- 3.1.4 unless he has subscribed to the Tenets of Faith.

3.2 National Council membership is personal and not transferable.

4 TERMINATION OF NATIONAL COUNCIL MEMBERSHIP

A person will cease to be a National Council Member:-

- 4.1 on giving written notice of resignation to the National Secretary or the National Head;
- 4.2 if he dies; or
- 4.3 if he ceases to be a Minister, Elder, Deacon or Deaconess (as the case may be).

PART C. NATIONAL COUNCIL MEETINGS

5 ANNUAL GENERAL MEETINGS

- 5.1 The National Executive Council may choose in each calendar year whether to hold a National Council Meeting as an AGM.
- 5.2 If it is decided to hold an AGM then such AGM is to be held at such time and place as the National Executive Council decides.
- 5.3 The business of the AGM is:-
 - 5.3.1 to receive the annual National Executive Council's report;
 - 5.3.2 to consider the accounts and the auditors' report;
 - 5.3.3 to appoint the auditors (if necessary); and
 - 5.3.4 to transact any other business specified in the notice convening the meeting.

6 EXTRAORDINARY GENERAL MEETINGS

- 6.1 A National Council Meeting other than an AGM is called an EGM.
- 6.2 An EGM is to be called by the National Executive Council.
- 6.3 If there are insufficient members of the National Executive Council available to form a quorum at a National Executive Council Meeting to call an EGM it may be called in the same way as a National Executive Council Meeting.
- 6.4 On receiving a requisition from the percentage of the National Council Members required under the Acts the National Executive Council must promptly convene an EGM.

7 NOTICE OF NATIONAL COUNCIL MEETINGS

- 7.1 Every National Council Meeting must be called by at least 14 Clear Days' notice.
- 7.2 A National Council Meeting may be called by shorter notice if this is agreed by a majority in number of the National Council Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the National Council Members at the National Council Meeting.
- 7.3 The notice must specify:-
 - 7.3.1 the time, date and place of the National Council Meeting;
 - 7.3.2 the general nature of the business to be transacted; and,
 - 7.3.3 in the case of an AGM, that it is the AGM.

- 7.4 Subject to the Acts no business may be transacted at a National Council Meeting except that specified in the notice convening the meeting.
- 7.5 Notice of a National Council Meeting must be given to all of the National Council Members, the National Executive Council and the Church's auditors (if any).
- 7.6 The accidental omission to give notice of a National Council Meeting to, or the non-receipt of notice of a National Council Meeting by, any person entitled to receive notice will not invalidate the proceedings at that National Council Meeting.
- 7.7 Any person who in the reasonable opinion of the National Executive Council has an interest in the Objects and activities of the Church may attend a National Council Meeting at the invitation of the National Executive Council and may speak but may not vote.

8 QUORUM

- 8.1 No business may be transacted at a National Council Meeting unless a quorum is present.
- 8.2 The quorum for National Council Meetings is two thirds of the National Council Members for the time being. They must be present in person or by proxy.
- 8.3 A National Council Member may be part of the quorum at a National Council Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 8.4 If a quorum is not present within one hour from the time of the National Council Meeting or a quorum ceases to be present during a National Council Meeting it must be adjourned to such time and place as the National Executive Council decides.
- 8.5 If at the adjourned meeting there are again insufficient National Council Members present within one hour from the time of the adjourned General Meeting to constitute a quorum then those National Council Members who are present (provided that they number at least 50) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 8.6 Reasonable notice of an adjournment of a National Council Meeting because of a lack of quorum and the time and place of the adjourned National Council Meeting must be given to all National Council Members.

9 CHAIR AT NATIONAL COUNCIL MEETINGS

- 9.1 The Chair is to chair National Council Meetings.
- 9.2 If the Chair is not present within one hour from the time of the National Council Meeting or is unwilling to act then the Vice-Chair, (if any), must chair the National Council Meeting.

- 9.3 If neither the Chair nor the Vice-Chair, (if any), is present and willing to act within one hour from the time of the National Council Meeting, the National Council Members present must choose one of their number to chair the National Council Meeting.

10 ADJOURNMENT OF NATIONAL COUNCIL MEETINGS

- 10.1 The Chair may, with the consent of a National Council Meeting at which a quorum is present (and must if so directed by the National Council Meeting), adjourn it to a time and place agreed by the National Council Meeting.
- 10.2 The Chair may also adjourn a National Council Meeting if it appears to the Chair that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 10.3 The only business that may be transacted at an adjourned National Council Meeting is that left unfinished from the National Council Meeting which was adjourned.
- 10.4 It is not necessary to give notice of a National Council Meeting which is adjourned under Article 10.1 or 10.2 unless it is adjourned for 30 days or more in which case 14 Clear Days' notice must be given.
- 10.5 Resolutions passed at an adjourned National Council Meeting are to be treated as having been passed on the date on which they were actually passed.

11 VOTING AT NATIONAL COUNCIL MEETINGS

- 11.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 11.2 Each National Council Member present in person or by proxy has one vote both on a show of hands and a ballot.
- 11.3 If there is an equality of votes on a show of hands or a ballot the Chair is not entitled to a second or casting vote and a resolution that fails to achieve the required majority will be lost.
- 11.4 An objection to the qualification of any voter may only be raised at the National Council Meeting at which the vote objected to is tendered. Every vote not disallowed at the National Council Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.
- 11.5 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

12 BALLOTS

- 12.1 A ballot may be demanded by the Chair or by any two National Council Members before or on the declaration of the result of a show of hands.

- 12.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 12.3 The demand for a ballot will not prevent the National Council Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 12.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be National Council Members) and set a time and place to declare the result. The result will be the resolution of the National Council Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 12.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.
- 12.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the National Council Meeting at which it is demanded.

13 PROXIES

- 13.1 A National Council Member may appoint a proxy in writing:-
 - 13.1.1 states the name and address of the National Council Member appointing the proxy;
 - 13.1.2 identifies the person appointed to be that National Council Member's proxy and the General Meeting in relation to which that person is appointed;
 - 13.1.3 is signed by or on behalf of the National Council Member appointing the proxy, or is authenticated in such manner as the National Executive Council may determine; and
 - 13.1.4 is delivered to the Church in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 13.2 A proxy need not be a National Council Member. The National Executive Council may from time to time prescribe a form to appoint a proxy by rules made under Article 35. A proxy may not appoint another proxy.
- 13.3 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 13.4 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the National Council Meeting or adjourned National Council Meeting at

which the proxy proposes to vote.

13.5 No document appointing a proxy will be valid for more than 12 months.

13.6 A vote given or ballot demanded by proxy is to be valid despite:-

13.6.1 the revocation of the proxy; or

13.6.2 the death or insanity of the principal

unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the National Council Meeting or adjourned National Council Meeting at which the proxy is used.

13.7 A proxy form will not be valid for any part of a National Council Meeting at which the National Council Member who appointed the proxy is present.

14 NATIONAL COUNCIL MEMBERS' WRITTEN RESOLUTIONS

14.1 A written resolution approved by the required majority of the eligible National Council Members (provided that those National Council Members would constitute a quorum at a National Council Meeting) is as valid as if it had been passed at a National Council Meeting.

14.2 A resolution under Article 14.1 may consist of several documents in similar form each approved by one or more National Council Members.

PART D. NATIONAL EXECUTIVE COUNCIL

15 APPOINTMENT OF MEMBERS OF THE NATIONAL EXECUTIVE COUNCIL

- 15.1 The National Executive Council shall comprise:
 - 15.1.1 the National Head;
 - 15.1.2 the National Secretary;
 - 15.1.3 the National Finance Board Chairman
 - 15.1.4 a minimum of 3 elected members who are Ministers and National Council Members;
 - 15.1.5 1 other elected member who is an Elder and National Council Member;
 - 15.1.6 subject to Article 17.2, all the Area Heads from time to time; and
 - 15.1.7 (if any) National Council Members co-opted under Article 15.8.
- 15.2 The National Council Members shall be entitled to appoint the elected members of the National Executive Council. The appointment of the elected members of the National Executive Council is to be made at a National Council Meeting of the Church.
- 15.3 The elected members of the National Executive Council are to be elected by the National Council Members from amongst nominees identified by the National Head. All nominees for election to the National Executive Council must be Ministers or Elders.
- 15.4 Elections pursuant to Article 15.3 shall be conducted by means of a ballot at a National Council Meeting, the arrangements for which shall be as determined from time to time by the National Executive Council always provided that such arrangements must be democratic, fair and transparent.
- 15.5 Subject to Article 17 an elected member of the National Executive Council shall serve for a term of four years. A retiring member of the National Executive Council may be re-elected (subject to nomination by the National Head as referred to in Article 15.3) but no elected member of the National Executive Council may serve for more than two terms.
- 15.6 On or before the election of a member of the National Executive Council he must provide the information necessary to register him online at Companies House as a director. The election of any person as a member of the National Executive Council who has not provided such information within one month of election is to lapse unless the National Executive Council resolves that there is good cause for the delay.
- 15.7 If a casual vacancy arises amongst the members of the National Executive

Council then the National Executive Council may appoint a person to fill the vacancy. The person so appointed shall continue in office until the end of the term of office of the person he has replaced.

- 15.8 The National Executive Council may co-opt up to two National Council Members who are Ministers or Elders with particular skills or experience to serve as co-opted members of the National Executive Council. A co-opted member of the National Executive Council is to serve for such term as the National Executive Council may determine at the time of co-option. A person who has served two terms on the National Executive Council as an elected member and is therefore prevented under Article 15.5 from being re-elected as a member of the National Executive Council may be co-opted onto the National Executive Council under this Article 15.8.

- 15.9 A person may not be appointed as a member of the National Executive Council:-

15.9.1 if he would immediately cease to hold office under Article 17; or

15.9.2 if he is aged less than 18 years.

16 OBLIGATIONS OF MEMBERS OF THE NATIONAL EXECUTIVE COUNCIL

- 16.1 The National Executive Council must set out in writing the principal obligations of its members to the National Executive Council and to the Church. Such statement of obligations is not intended to be exhaustive and the National Executive Council may review and amend it from time to time.

- 16.2 The statement of the obligations must include:-

16.2.1 a commitment to the Church's values;

16.2.2 an obligation to contribute to and share responsibility for the National Executive Council's decisions;

16.2.3 an obligation to read National Executive Council papers and to attend meetings, training sessions and other relevant events;

16.2.4 an obligation to declare relevant interests;

16.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the National Executive Council;

16.2.6 an obligation to comply with their fiduciary duties, including:-

16.2.6.1 to act in the best interests of the Church;

16.2.6.2 to declare any interests in matters to be discussed at National Executive Council meetings and not put himself in a position where his personal interest or a duty owed to another conflicts with the duties owed to the Church;

- 16.2.6.3 to secure the proper and effective use of the Church's property;
- 16.2.6.4 to act personally;
- 16.2.6.5 to act within the scope of any authority given;
- 16.2.6.6 to use the proper degree of skill and care when making decisions particularly when investing funds;
- 16.2.6.7 to act in accordance with the Memorandum and Articles; and
- 16.2.6.8 a reference to their obligations under the general law.

- 16.3 A member of the National Executive Council must sign and deliver to the National Executive Council a statement confirming he will meet his obligations to the National Executive Council and to the Church within one month of his appointment.

17 RETIREMENT AND REMOVAL OF MEMBERS OF THE NATIONAL EXECUTIVE COUNCIL

- 17.1 A member of the National Executive Council will cease to hold office if he:-
 - 17.1.1 dies;
 - 17.1.2 ceases to be a director under the Acts or is prohibited by law from being a member of the National Executive Council or is disqualified from acting as a charity trustee under the Charities Act 2011;
 - 17.1.3 becomes incapable of managing and administering his own affairs because of mental disorder, illness or injury;
 - 17.1.4 is declared bankrupt or makes any arrangement or composition with his creditors;
 - 17.1.5 resigns by written notice to the National Secretary or the National Head;
 - 17.1.6 is absent without good reason from three consecutive National Executive Council Meetings held no more frequently than once per month and the National Executive Council resolves (by a 75% majority of these present and voting) that he should cease to be removed;
 - 17.1.7 fails to sign a statement of his obligations under Article 16 within one month of his appointment and the National Executive Council resolves that he be removed; or
 - 17.1.8 ceases to be the National Head, the National Secretary, the National

Finance Board Chairman, a Minister or an Area Head (as the case may be).

17.2 In the event that the total number of Area Heads exceeds seven then:

17.2.1 all members of the National Executive Council who are Area Heads, will immediately cease to be members of the National Executive Council; and

17.2.2 Article 15.1.6 will immediately cease to have effect.

18 CONFLICTS OF INTEREST

18.1 Declaration of interests

18.1.1 If a member of the National Executive Council is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Church, he must declare the nature and extent of that interest to the other members of the National Executive Council.

18.1.2 In accordance with the Acts, the declaration may be made at a National Executive Council Meeting or by written notice.

18.1.3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.

18.1.4 Any required declaration of interest must be made before the Church enters into the transaction or arrangement.

18.1.5 A declaration is not required in relation to an interest of which the member of the National Executive Council is not aware or where the member of the National Executive Council is not aware of the transaction or arrangement in question. For this purpose a member of the National Executive Council is treated as being aware of matters of which he ought reasonably to be aware.

18.1.6 A need not declare an interest:-

18.1.6.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or

18.1.6.2 if, if, and to the extent that, the other members of the National Executive Council are already aware of it (and for this purpose the other members of the National Executive Council are treated as being aware of anything of which they ought reasonably to be aware).

18.2 Authorisation of direct conflicts of interests

A member of the National Executive Council may enter into a transaction or arrangement with the Church only if and to the extent that such an arrangement is authorised by Clause 5 of the Memorandum of Association.

18.3 Authorisation of indirect conflicts of interest

18.3.1 Where, for whatever reason, a member of the National Executive Council has any form of indirect interest in relation to a transaction or arrangement with the Church (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those members of the National Executive Council not having a conflict provided that:-

- 18.3.1.1 the member of the National Executive Council with the conflict (and any other interested member of the National Executive Council) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and
- 18.3.1.2 the members of the National Executive Council who do not have a conflict in relation to the matter in question consider it is in the best interests of the Church to authorise the transaction.
- 18.3.1.3 the members of the National Executive Council who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the member of the National Executive Council with the conflict and/or any other interested member of the National Executive Council should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

PART E. NATIONAL EXECUTIVE COUNCIL MEETINGS

19 FUNCTIONS OF THE NATIONAL EXECUTIVE COUNCIL

The National Executive Council must direct the Church's affairs in such a way as to promote the Objects. Its functions include:

- 19.1 defining and ensuring compliance with the values and objectives of the Church;
- 19.2 establishing policies and plans to achieve those objectives;
- 19.3 approving each year's budget and accounts before publication;
- 19.4 establishing and overseeing a framework of delegation of its powers to Committees and Working Parties under Article 24 and to employees with proper systems of control;
- 19.5 monitoring the Church's performance in relation to its plans budget controls and decisions;
- 19.6 appointing (and if necessary removing) employees;
- 19.7 satisfying itself that the Church's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
- 19.8 ensuring that appropriate advice is taken on the items listed in Articles 19.1 to 19.7 and in particular on matters of legal compliance and financial viability.

20 POWERS OF THE NATIONAL EXECUTIVE COUNCIL

- 20.1 Subject to the Acts, the Memorandum and the Articles, the business of the Church is to be managed by the National Executive Council who may exercise all of the powers of the Church.
- 20.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the National Executive Council that would have been valid without the alteration.

21 NATIONAL EXECUTIVE COUNCIL MEETINGS

- 21.1 Subject to the Articles, the National Executive Council may regulate its meetings as it wishes.
- 21.2 The National Secretary shall call a meeting of the National Executive Council at the request of:-
 - 21.2.1 the National Head; or
 - 21.2.2 any four members of the National Executive Council;

and if he fails to do so then the National Head or the requesting members of the National Executive Council (as the case may be) may call the meeting.

- 21.3 7 days' notice of National Executive Council Meetings must be given to each member of the National Executive Council.
- 21.4 A National Executive Council Meeting which is called on shorter notice than required under Article 21.3 is deemed to have been duly called if at least two members of the National Executive Council certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 21.5 Matters arising at a National Executive Council Meeting are to be decided by a simple majority of votes and, subject to Article 21.6, each member of the National Executive Council is to have one vote.
- 21.6 If there is an equality of votes the Chair is entitled to a second or casting vote.
- 21.7 A technical defect in the appointment of a member of the National Executive Council or in the delegation of powers to a Committee of which the National Executive Council is unaware at the time does not invalidate decisions taken in good faith.

22 QUORUM FOR NATIONAL EXECUTIVE MEETINGS

- 22.1 The quorum for National Executive Council Meetings is 4 of the members of the National Executive Council for the time being one of which must be the National Head unless at the time of the meeting no one is appointed to that position.
- 22.2 A member of the National Executive Council may be part of the quorum at a National Executive Council Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 22.3 The National Executive Council may act despite vacancies in its number but if the number of members of the National Executive Council is less than four then the National Executive Council may act only to appoint further members to the National Executive Council to fill vacancies pursuant to Article 15.8 or to call a meeting of the National Council.
- 22.4 At a National Executive Council Meeting which remains inquorate for one hour after its starting time or one which becomes inquorate for more than 15 minutes the members of the National Executive Council present may act only to:
 - 22.4.1 adjourn it to such other time and place as they decide; or
 - 22.4.2 call a National Council Meeting.
- 22.5 If at the adjourned meeting there are again insufficient members of the National Executive Council present within one hour from the appointed time to constitute a quorum then those members of the National Executive Council who are present (provided that they number at least three) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

23 CHAIR AND VICE-CHAIR

- 23.1 The Church must have a Chair and may have a Vice-Chair. The Chair is to be the National Head and the Vice-Chair, (if any), is to be appointed by the National Head who will also decide the period during which the Vice-Chair, (if any), is to hold office.
- 23.2 The Vice-Chair, (if any), may resign from his position at any time (without necessarily resigning as a member of the National Executive Council at the same time).
- 23.3 The Vice-Chair, (if any), may be removed only at a National Executive Council Meeting called for the purpose at which a resolution with a majority in favour is passed. The Vice-Chair must be given an opportunity to say why he should not be removed.
- 23.4 The Chair is to chair all National Executive Council Meetings and National Council Meetings at which he is present unless he does not wish, or is not able, to do so.
- 23.5 If the Chair is not present within one hour after the starting time of a National Executive Council Meeting, or is unwilling or unable to chair the meeting, then the Vice-Chair, (if any), must chair the meeting unless he is unwilling or unable to do so.
- 23.6 If both the Chair and the Vice-Chair, (if any), are not present within one hour after the starting time of a National Executive Council Meeting or both are unwilling or unable to chair the meeting then the National Executive Council must elect one of the members of the National Executive Council who is present to chair that meeting.
- 23.7 The functions of the Chair are:-
 - 23.7.1 to act as an ambassador for the Church and to represent the views of the National Executive Council to the general public and other organisations;
 - 23.7.2 to ensure that National Executive Council Meetings and National Council Meetings are conducted efficiently;
 - 23.7.3 to give all members of the National Executive Council an opportunity to express their views;
 - 23.7.4 to establish a constructive working relationship with, and to provide support for, the employees;
 - 23.7.5 where necessary (and in conjunction with the other members of the National Executive Council) to ensure that, where the post of any employee is or is due to become vacant, a replacement is found in a timely and orderly fashion;

- 23.7.6 to encourage the National Executive Council to delegate sufficient authority to its Committees to enable the business of the Church to be carried on effectively between National Executive Council Meetings;
 - 23.7.7 to ensure that the National Executive Council monitors the use of delegated powers; and
 - 23.7.8 to encourage the National Executive Council to take professional advice when it is needed and particularly before considering the dismissal of an employee.
- 23.8 The role of the Vice-Chair, (if any), is to deputise for the Chair during any period of his absence and, for that period, his functions shall be the same as those of the Chair.

24 COMMITTEES AND WORKING PARTIES

- 24.1 Subject to Article 25 below, the National Executive Council may:
- 24.1.1 establish Committees consisting of those persons whom the National Executive Council decide;
 - 24.1.2 delegate to a Committee any of its powers; and
 - 24.1.3 revoke a delegation at any time.
- 24.2 The National Executive Council may establish Working Parties consisting of those persons whom the National Executive Council decide. A Working Party may not take decisions on behalf of the National Executive Council but may consider issues in depth with a view to making recommendations to the National Executive Council.
- 24.3 The members of a Committee or a Working Party are to be appointed by the National Executive Council but the National Executive Council may give a Committee or a Working Party the right to co-opt individuals to its membership. Save for in relation to the Salary Committee, the National Executive Council is to determine the chair of each Committee or Working Party.
- 24.4 Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the National Executive Council from the Committee or Working Party.
- 24.5 The National Executive Council must determine the quorum for each Committee and Working Party it establishes.
- 24.6 The National Executive Council must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 24.7 Every Committee or Working Party must report its proceedings and decisions to the National Executive Council as the National Executive Council determines.

25 SALARY COMMITTEE

- 25.1 The National Executive Council shall establish a Salary Committee consisting of the National Finance Board Chairman and such Elders, Deacons, Deaconesses or other persons who are not employees or office holders of the Church or in receipt of payments under Clause 5.2.3 of the Memorandum as the National Executive Council shall decide with a view to making recommendations to the National Council as regards the remuneration, terms and conditions and pensionable remuneration scales of all Ministers and the National Head.
- 25.2 The Salary Committee is to make such recommendations to a special meeting of the National Council which shall consist only of persons who are not employees or office holders of the Church or in receipt of payments under Clause 5.2.3 of the Memorandum. The special meeting of the National Council is to vote on the proposals brought to them by the Salary Committee.
- 25.3 The members of the Salary Committee are to determine the Chair of the Salary Committee and the period for which he is to hold office.
- 25.4 Each member of the Salary Committee is to hold office from the date of his appointment until expiry of the term of office for which he has been appointed for or until he resigns or until he is removed by the National Executive Council.
- 25.5 No member of the National Executive Council, Minister, any employee of the Church or anyone in receipt of payments under Clause 5.2.3 of the Memorandum is to be a member of the Salary Committee.

26 OBSERVERS

- 26.1 Subject to Article 26.4, the National Executive Council may allow individuals who are not members of the National Executive Council to attend National Executive Council Meetings as Observers on whatever terms the National Executive Council decides.
- 26.2 Observers may not vote but may take part in discussions with the prior consent of the Chair.
- 26.3 The National Executive Council may exclude Observers from any part of a meeting where the National Executive Council considers the business is private.
- 26.4 The National Executive Council must exclude an Observer from any meeting at which a possible personal benefit to him is being considered.

27 WRITTEN RESOLUTIONS OF THE NATIONAL EXECUTIVE COUNCIL

- 27.1 A written resolution approved by a majority of the members of the National Executive Council entitled to receive notice of a National Executive Council Meeting (provided they would constitute a quorum at a National Executive Council Meeting) is as valid as if it had been passed at a National Executive Council Meeting.
- 27.2 A written resolution approved by a majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 27.3 A resolution under Articles 27.1 or 27.2 may consist of several documents in similar form each approved by one or more of the members of the National Executive Council or Committee members.

PART F. OFFICERS

28 THE NATIONAL SECRETARY

- 28.1 The Church must have a National Secretary who is to be elected by the National Council Members in a National Council Meeting.
- 28.2 The National Secretary is to be elected in the following manner: The National Head in consultation with the National Executive Council shall nominate 1 minister to be voted upon by the National Council. The candidate so nominated will be elected by a two-thirds majority vote of the members present and voting.
- 28.3 Elections pursuant to Article 28.2 shall be conducted by means of a ballot at a National Council Meeting, the arrangements for which shall be as determined from time to time by the National Executive Council always provided that such arrangements must be democratic, fair and transparent.
- 28.4 Subject to the provisions of the Charter the National Secretary shall serve for a term of four years. A retiring National Secretary may be re-elected (subject to the process set out in Articles 28.2) but no National Secretary may serve for more than two terms.
- 28.5 The functions of the National Secretary are as set out in the Charter from time-to-time.
- 28.6 The National Secretary will be appointed as company secretary of the Church unless the National Executive Council decides that the Church should not have a company secretary.

29 INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 29.1 The Church may indemnify any officer or employee (other than a member of the National Executive Council) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 29.2 Subject to the Acts (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 29.3, the Church may indemnify any member of the National Executive Council against any liability incurred by him in his capacity as such.
- 29.3 The indemnity provided to a member of the National Executive Council in accordance with Article 29.2 may not include any indemnity against liability:
 - 29.3.1 to the Church or a company associated with it;
 - 29.3.2 for fines or penalties; or
 - 29.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.
- 29.4 The indemnity provided to a member of the National Executive Council in accordance with Article 29.2 may include the provision of funds to cover his

legal costs as they fall due on terms that the member of the National Executive Council in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate

29.5 In respect to its auditor the Church may:-

29.5.1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such; and

29.5.2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under Section 1157 of the Acts or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court.

PART G. STATUTORY AND MISCELLANEOUS

30 MINUTES

- 30.1 The National Secretary must keep minutes of all National Council Meetings.
- 30.2 The National Executive Council must arrange for minutes to be kept of all National Executive Council Meetings. The names of those present must be included in the minutes.
- 30.3 Copies of the draft minutes of National Executive Council Meetings must be distributed to the members of the National Executive Council as soon as reasonably possible after the meeting and in any case seven days before the next National Executive Council Meeting (unless the next National Executive Council Meeting is an urgent National Executive Council Meeting).
- 30.4 Minutes must be approved as a correct record at the next National Council Meeting (as regards minutes of National Council Meetings) or National Executive Council Meeting (as regards minutes of National Executive Council Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 30.5 The National Executive Council must keep minutes of all of the appointments made by the National Executive Council.

31 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 31.1 The Church must comply with the Acts and the members of the National Executive Council must comply with their obligations as charity trustees under the Charities Act 2011 in:-
 - 31.1.1 preparing and filing an annual report and annual accounts and sending them to the Charity Commission; and
 - 31.1.2 making an annual confirmation to the Registrar of Companies and the Charity Commission.
- 31.2 The Church must comply with the Acts relating to the audit or examination of accounts (to the extent that the law requires).
- 31.3 The annual report and accounts must contain:-
 - 31.3.1 revenue accounts and balance sheet for the last accounting period;
 - 31.3.2 the auditor's report on those accounts; and
 - 31.3.3 the National Executive Council's report on the affairs of the Church.
- 31.4 The accounting records of the Church must always be open to inspection by a member of the National Executive Council.

32 BANK AND BUILDING SOCIETY ACCOUNTS

- 32.1 All bank and building society accounts must be controlled by the National Executive Council and must include the name of the Church.
- 32.2 A cheque or order for the payment of money must be signed in accordance with the National Executive Council's instructions.

33 EXECUTION OF DOCUMENTS

Unless the National Executive Council decides otherwise, documents which are executed as deeds shall be executed by two members of the National Executive Council.

34 NOTICES

- 34.1 Notices under the Articles must be in writing except notices calling National Executive Council Meetings.
- 34.2 A National Council Member present in person at a National Council Meeting is deemed to have received notice of the National Council Meeting and (where necessary) of the purposes for which it was called.
- 34.3 The Church may give a notice to a National Council Member, member of the National Executive Council or auditor either:
 - 34.3.1 personally;
 - 34.3.2 by sending it by post in a prepaid envelope;
 - 34.3.3 by facsimile transmission;
 - 34.3.4 by leaving it at his address;
 - 34.3.5 by email; or
 - 34.3.6 by other electronic form.
- 34.4 Notices under Article 34.3.2 to 34.3.5 may be sent:
 - 34.4.1 to an address in the United Kingdom which that person has given the Church;
 - 34.4.2 to the last known home or business address of the person to be served;
or
 - 34.4.3 to that person's address in the Church's register of National Council Members.
- 34.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.

- 34.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 34.7 A copy of the notification from the system used by the Church to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
- 34.8 A notice may be served on the Church by delivering it or sending it to the Registered Office or by handing it to the National Secretary.
- 34.9 The National Executive Council may make rules to define other acceptable methods of delivering notices.

35 RULES

- 35.1 Subject to Article 35.4;
 - 35.1.1 the National Executive Council may from time to time make rules for the proper conduct and management of the Church; and
 - 35.1.2 the National Council in a National Council Meeting may alter, add to or repeal the rules.
- 35.2 The National Executive Council must adopt such means as they think sufficient to bring the rules to the notice of National Council Members.
- 35.3 Rules are binding on all National Council Members and members of the National Executive Council.
- 35.4 No rule may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

PART H. TENETS OF FAITH

36 TENETS OF FAITH

36.1 THE BIBLE

We believe in the divine inspiration and authority of the Holy Scriptures. That the Bible is infallible in its declaration, final in its authority, comprehensive and all-sufficient in its provisions.

36.2 THE ONE TRUE GOD

We believe in the existence of the One True God, Elohim, maker of the whole universe; indefinable but revealed as Triune God – the Father, the Son and the Holy Spirit one in nature, essence and attributes – omnipotent, omnipresent, omniscient.

36.3 MAN'S DEPRAVED NATURE

We believe that "all men have sinned and come short of the glory of God" and are subject to eternal punishment, and need Repentance and Regeneration.

36.4 THE SAVIOUR

We believe man's need of a Saviour has been met in the person of Jesus Christ because of His Deity, Virgin Birth, Sinless Life, Atoning death, Resurrection and Ascension, His Abiding Intercession and His Second Coming to judge the living and the dead.

36.5 REPENTANCE, JUSTIFICATION AND SANCTIFICATION

We believe all men have to repent and confess their sins before God, and believe in the vicarious death of Jesus Christ before they can be justified before God. We believe in the sanctification of the believer through the working of the Holy Spirit and God's gift of eternal life to the believer.

36.6 THE SACRAMENTS OF BAPTISM AND THE LORD'S SUPPER OR COMMUNION

We believe in the sacrament of Baptism by immersion as a testimony of a convert who has attained a responsible age of 13 years. Infants and children are not baptised, but are dedicated to the Lord. We believe in the sacrament of the Lord's Supper or Holy Communion, which should be partaken by all members who are in full fellowship.

36.7 BAPTISM, GIFTS AND FRUIT OF THE HOLY SPIRIT

We believe in the Baptism of the Holy Spirit for all believers with the initial evidence of speaking in tongues and in the operation of the gifts and fruit of the Holy Spirit.

36.8 DIVINE HEALING

We believe that the healing of sicknesses and diseases is provided for God's people in the atonement. However, the Church is not opposed to medication by qualified medical practitioners.

36.9 TITHES AND OFFERINGS

We believe in tithing and in the giving of freewill offerings towards the cause of carrying forward the Kingdom of God. We believe that God blesses a cheerful giver.

36.10 THE SECOND COMING AND THE NEXT LIFE

We believe in the second coming of Christ and the resurrection of the dead, both the saved and unsaved; they that are saved to the resurrection of life and the unsaved to the resurrection of damnation.

ARTICLES OF ASSOCIATION

THE CHURCH OF PENTECOST – UK

**as amended by Special Resolutions on the 4 day of February 2012 and the
day of 29 February 2020**

PART A. INTRODUCTION

1 INTERPRETATION

1.1 In these Articles:

"the Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Church and any statutory modification or re-enactment thereof for the time being in force
"AGM"	means an annual general meeting of the Church
"Area Council"	means an Area Council as provided for from time to time in the Charter
"Area Head"	means an area head of the Church as appointed from time to time in accordance with the Charter
"the Articles"	means these Articles of Association of the Church
"Business Day"	means any day other than a Saturday, Sunday or a bank holiday
"Chair"	means (subject to the context) either the chair of the Church under Article 23 or where the chair of the Church is not present or has not taken the chair at a meeting means the person who is chairing the National Executive Council Meeting or National Council Meeting at the time
"Charity Commission"	means the Charity Commission for England and Wales
"charitable"	means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom. For the avoidance of doubt the system of law governing the Memorandum and Articles of Association is the law of England and Wales.

"the Charter"	means the rules for the Church, given this title, as determined and amended from time to time by the National Executive Council and ratified by the National Council in accordance with Article 35
"the Church"	means the company intended to be regulated by the Articles
"Church Presbytery"	means a church presbytery as provided for from time to time in the Charter
"Clear Days"	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Committee"	means a sub-committee of the National Executive Council exercising powers delegated to it by the National Executive Council
"Companies House"	means the office of the Registrar of Companies
"Deacon"	means a deacon of the Church as appointed from time to time in accordance with the Charter
"Deaconess"	means a deaconess of the Church as appointed from time to time in accordance with the Charter
"District Presbytery"	means a district presbytery as provided for from time to time in the Charter
"EGM"	means an extraordinary general meeting of the Church
"Elder"	means an elder of the Church as appointed from time to time in accordance with the Charter
"General Meeting"	means an AGM or an EGM
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly
"the Memorandum"	means the Memorandum of Association of the Church
"Minister"	means a minister of the Church as appointed from time to time in accordance with the Charter
"National Council"	means the members for the time being of the Church

"National Council Meeting"	means an AGM or an EGM
"National Council Member"	means a member for the time being of the Church who is admitted under Article 3
"the National Executive Council"	means the directors of the Church and (where appropriate) includes a committee and the members of the National Executive Council acting by written resolution
"National Executive Council Meeting"	means a meeting of the National Executive Council
"National Finance Board Chairman"	means the person appointed to this role in the Church in accordance with the Charter
"National Secretary"	means the national secretary of the Church as appointed under Article 28
"the Objects"	means the objects of the Church set out in Clause 3 of the Memorandum
"Observers"	means those persons (other than members of the National Executive Council) present under Article 26 at a National Executive Council Meeting
"Registered Office"	means the registered office of the Church
"National Head"	means a minister appointed by the head office of the Church of Pentecost as established in Ghana (not the Church) to be the National Head in the United Kingdom and provide spiritual leadership to the National Executive Council and the Church in fulfilling the Objects
"Salary Committee"	means a body established by the National Executive Council to make recommendations to the National Council in accordance with Article 25
"Tenets of Faith"	means the tenets of faith set out in Article 36
"United Kingdom"	means Great Britain and Northern Ireland
"Vice-Chair"	means a person appointed as a vice-chair of the Church under Article 23
"Working Party"	means a body established by the National Executive Council to make recommendations to the National Executive Council but without decision-making powers

- 1.2 In the Articles:
 - 1.2.1 terms defined in the Acts are to have the same meaning;
 - 1.2.2 references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
 - 1.2.3 references to “organisations” or “persons” include corporate bodies, public bodies, unincorporated associations and partnerships;
 - 1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
 - 1.2.5 “charitable purpose” is a purpose that is regarded as charitable in the law of England and Wales, the law of Scotland and in the law of Northern Ireland and the term “charitable” is to be interpreted in accordance both with the law of England and Wales, the law of Scotland and the law of Northern Ireland.;
 - 1.2.6 references to Clauses are to clauses of the Memorandum and to Articles are to those within the Articles;
 - 1.2.7 headings are not to affect the interpretation of the Memorandum and Articles; and
 - 1.2.8 terms defined in the Memorandum have the same meaning in the Articles and vice versa.
- 1.3 None of the model articles in the Companies (Model Articles) Regulations 2008 apply to the Church.

PART B. NATIONAL COUNCIL

2 NATIONAL COUNCIL MEMBERS

2.1 The National Council Members are:-

- 2.1.1 the subscribers to the Memorandum; and
- 2.1.2 subject to Article 3, other Ministers, Elders, Deacons and Deaconesses admitted to membership of the Church by the National Executive Council.

2.2 The Church must keep a register of National Council Members.

3 ADMISSION OF NATIONAL COUNCIL MEMBERS

3.1 A person may not be admitted by the National Executive Council as a National Council Member:-

- 3.1.1 unless he has signed a written application to become a National Council Member in such form as the National Executive Council requires;
- 3.1.2 unless he is aged 16 or over;
- 3.1.3 if he would immediately cease to be a National Council Member under the Articles; and
- 3.1.4 unless he has subscribed to the Tenets of Faith.

3.2 National Council membership is personal and not transferable.

4 TERMINATION OF NATIONAL COUNCIL MEMBERSHIP

A person will cease to be a National Council Member:-

- 4.1 on giving written notice of resignation to the National Secretary or the National Head;
- 4.2 if he dies; or
- 4.3 if he ceases to be a Minister, Elder, Deacon or Deaconess (as the case may be).

PART C. NATIONAL COUNCIL MEETINGS

5 ANNUAL GENERAL MEETINGS

- 5.1 The National Executive Council may choose in each calendar year whether to hold a National Council Meeting as an AGM.
- 5.2 If it is decided to hold an AGM then such AGM is to be held at such time and place as the National Executive Council decides.
- 5.3 The business of the AGM is:-
 - 5.3.1 to receive the annual National Executive Council's report;
 - 5.3.2 to consider the accounts and the auditors' report;
 - 5.3.3 to appoint the auditors (if necessary); and
 - 5.3.4 to transact any other business specified in the notice convening the meeting.

6 EXTRAORDINARY GENERAL MEETINGS

- 6.1 A National Council Meeting other than an AGM is called an EGM.
- 6.2 An EGM is to be called by the National Executive Council.
- 6.3 If there are insufficient members of the National Executive Council available to form a quorum at a National Executive Council Meeting to call an EGM it may be called in the same way as a National Executive Council Meeting.
- 6.4 On receiving a requisition from the percentage of the National Council Members required under the Acts the National Executive Council must promptly convene an EGM.

7 NOTICE OF NATIONAL COUNCIL MEETINGS

- 7.1 Every National Council Meeting must be called by at least 14 Clear Days' notice.
- 7.2 A National Council Meeting may be called by shorter notice if this is agreed by a majority in number of the National Council Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the National Council Members at the National Council Meeting.
- 7.3 The notice must specify:-
 - 7.3.1 the time, date and place of the National Council Meeting;
 - 7.3.2 the general nature of the business to be transacted; and,
 - 7.3.3 in the case of an AGM, that it is the AGM.

- 7.4 Subject to the Acts no business may be transacted at a National Council Meeting except that specified in the notice convening the meeting.
- 7.5 Notice of a National Council Meeting must be given to all of the National Council Members, the National Executive Council and the Church's auditors (if any).
- 7.6 The accidental omission to give notice of a National Council Meeting to, or the non-receipt of notice of a National Council Meeting by, any person entitled to receive notice will not invalidate the proceedings at that National Council Meeting.
- 7.7 Any person who in the reasonable opinion of the National Executive Council has an interest in the Objects and activities of the Church may attend a National Council Meeting at the invitation of the National Executive Council and may speak but may not vote.

8 QUORUM

- 8.1 No business may be transacted at a National Council Meeting unless a quorum is present.
- 8.2 The quorum for National Council Meetings is two thirds of the National Council Members for the time being. They must be present in person or by proxy.
- 8.3 A National Council Member may be part of the quorum at a National Council Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 8.4 If a quorum is not present within one hour from the time of the National Council Meeting or a quorum ceases to be present during a National Council Meeting it must be adjourned to such time and place as the National Executive Council decides.
- 8.5 If at the adjourned meeting there are again insufficient National Council Members present within one hour from the time of the adjourned General Meeting to constitute a quorum then those National Council Members who are present (provided that they number at least 50) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 8.6 Reasonable notice of an adjournment of a National Council Meeting because of a lack of quorum and the time and place of the adjourned National Council Meeting must be given to all National Council Members.

9 CHAIR AT NATIONAL COUNCIL MEETINGS

- 9.1 The Chair is to chair National Council Meetings.
- 9.2 If the Chair is not present within one hour from the time of the National Council Meeting or is unwilling to act then the Vice-Chair, (if any), must chair the National Council Meeting.

- 9.3 If neither the Chair nor the Vice-Chair, (if any), is present and willing to act within one hour from the time of the National Council Meeting, the National Council Members present must choose one of their number to chair the National Council Meeting.

10 ADJOURNMENT OF NATIONAL COUNCIL MEETINGS

- 10.1 The Chair may, with the consent of a National Council Meeting at which a quorum is present (and must if so directed by the National Council Meeting), adjourn it to a time and place agreed by the National Council Meeting.
- 10.2 The Chair may also adjourn a National Council Meeting if it appears to the Chair that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 10.3 The only business that may be transacted at an adjourned National Council Meeting is that left unfinished from the National Council Meeting which was adjourned.
- 10.4 It is not necessary to give notice of a National Council Meeting which is adjourned under Article 10.1 or 10.2 unless it is adjourned for 30 days or more in which case 14 Clear Days' notice must be given.
- 10.5 Resolutions passed at an adjourned National Council Meeting are to be treated as having been passed on the date on which they were actually passed.

11 VOTING AT NATIONAL COUNCIL MEETINGS

- 11.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 11.2 Each National Council Member present in person or by proxy has one vote both on a show of hands and a ballot.
- 11.3 If there is an equality of votes on a show of hands or a ballot the Chair is not entitled to a second or casting vote and a resolution that fails to achieve the required majority will be lost.
- 11.4 An objection to the qualification of any voter may only be raised at the National Council Meeting at which the vote objected to is tendered. Every vote not disallowed at the National Council Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.
- 11.5 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

12 BALLOTS

- 12.1 A ballot may be demanded by the Chair or by any two National Council Members before or on the declaration of the result of a show of hands.

- 12.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 12.3 The demand for a ballot will not prevent the National Council Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 12.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be National Council Members) and set a time and place to declare the result. The result will be the resolution of the National Council Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 12.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.
- 12.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the National Council Meeting at which it is demanded.

13 PROXIES

- 13.1 A National Council Member may appoint a proxy in writing:-
 - 13.1.1 states the name and address of the National Council Member appointing the proxy;
 - 13.1.2 identifies the person appointed to be that National Council Member's proxy and the General Meeting in relation to which that person is appointed;
 - 13.1.3 is signed by or on behalf of the National Council Member appointing the proxy, or is authenticated in such manner as the National Executive Council may determine; and
 - 13.1.4 is delivered to the Church in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 13.2 A proxy need not be a National Council Member. The National Executive Council may from time to time prescribe a form to appoint a proxy by rules made under Article 35. A proxy may not appoint another proxy.
- 13.3 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 13.4 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the National Council Meeting or adjourned National Council Meeting at

which the proxy proposes to vote.

13.5 No document appointing a proxy will be valid for more than 12 months.

13.6 A vote given or ballot demanded by proxy is to be valid despite:-

13.6.1 the revocation of the proxy; or

13.6.2 the death or insanity of the principal

unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the National Council Meeting or adjourned National Council Meeting at which the proxy is used.

13.7 A proxy form will not be valid for any part of a National Council Meeting at which the National Council Member who appointed the proxy is present.

14 NATIONAL COUNCIL MEMBERS' WRITTEN RESOLUTIONS

14.1 A written resolution approved by the required majority of the eligible National Council Members (provided that those National Council Members would constitute a quorum at a National Council Meeting) is as valid as if it had been passed at a National Council Meeting.

14.2 A resolution under Article 14.1 may consist of several documents in similar form each approved by one or more National Council Members.

PART D. NATIONAL EXECUTIVE COUNCIL

15 APPOINTMENT OF MEMBERS OF THE NATIONAL EXECUTIVE COUNCIL

- 15.1 The National Executive Council shall comprise:
 - 15.1.1 the National Head;
 - 15.1.2 the National Secretary;
 - 15.1.3 the National Finance Board Chairman
 - 15.1.4 a minimum of 3 elected members who are Ministers and National Council Members;
 - 15.1.5 1 other elected member who is an Elder and National Council Member;
 - 15.1.6 subject to Article 17.2, all the Area Heads from time to time; and
 - 15.1.7 (if any) National Council Members co-opted under Article 15.8.
- 15.2 The National Council Members shall be entitled to appoint the elected members of the National Executive Council. The appointment of the elected members of the National Executive Council is to be made at a National Council Meeting of the Church.
- 15.3 The elected members of the National Executive Council are to be elected by the National Council Members from amongst nominees identified by the National Head. All nominees for election to the National Executive Council must be Ministers or Elders.
- 15.4 Elections pursuant to Article 15.3 shall be conducted by means of a ballot at a National Council Meeting, the arrangements for which shall be as determined from time to time by the National Executive Council always provided that such arrangements must be democratic, fair and transparent.
- 15.5 Subject to Article 17 an elected member of the National Executive Council shall serve for a term of four years. A retiring member of the National Executive Council may be re-elected (subject to nomination by the National Head as referred to in Article 15.3) but no elected member of the National Executive Council may serve for more than two terms.
- 15.6 On or before the election of a member of the National Executive Council he must provide the information necessary to register him online at Companies House as a director. The election of any person as a member of the National Executive Council who has not provided such information within one month of election is to lapse unless the National Executive Council resolves that there is good cause for the delay.
- 15.7 If a casual vacancy arises amongst the members of the National Executive

Council then the National Executive Council may appoint a person to fill the vacancy. The person so appointed shall continue in office until the end of the term of office of the person he has replaced.

15.8 The National Executive Council may co-opt up to two National Council Members who are Ministers or Elders with particular skills or experience to serve as co-opted members of the National Executive Council. A co-opted member of the National Executive Council is to serve for such term as the National Executive Council may determine at the time of co-option. A person who has served two terms on the National Executive Council as an elected member and is therefore prevented under Article 15.5 from being re-elected as a member of the National Executive Council may be co-opted onto the National Executive Council under this Article 15.8.

15.9 A person may not be appointed as a member of the National Executive Council:-

15.9.1 if he would immediately cease to hold office under Article 17; or

15.9.2 if he is aged less than 18 years.

16 OBLIGATIONS OF MEMBERS OF THE NATIONAL EXECUTIVE COUNCIL

16.1 The National Executive Council must set out in writing the principal obligations of its members to the National Executive Council and to the Church. Such statement of obligations is not intended to be exhaustive and the National Executive Council may review and amend it from time to time.

16.2 The statement of the obligations must include:-

16.2.1 a commitment to the Church's values;

16.2.2 an obligation to contribute to and share responsibility for the National Executive Council's decisions;

16.2.3 an obligation to read National Executive Council papers and to attend meetings, training sessions and other relevant events;

16.2.4 an obligation to declare relevant interests;

16.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the National Executive Council;

16.2.6 an obligation to comply with their fiduciary duties, including:-

16.2.6.1 to act in the best interests of the Church;

16.2.6.2 to declare any interests in matters to be discussed at National Executive Council meetings and not put himself in a position where his personal interest or a duty owed to another conflicts with the duties owed to the Church;

- 16.2.6.3 to secure the proper and effective use of the Church's property;
- 16.2.6.4 to act personally;
- 16.2.6.5 to act within the scope of any authority given;
- 16.2.6.6 to use the proper degree of skill and care when making decisions particularly when investing funds;
- 16.2.6.7 to act in accordance with the Memorandum and Articles; and
- 16.2.6.8 a reference to their obligations under the general law.

16.3 A member of the National Executive Council must sign and deliver to the National Executive Council a statement confirming he will meet his obligations to the National Executive Council and to the Church within one month of his appointment.

17 RETIREMENT AND REMOVAL OF MEMBERS OF THE NATIONAL EXECUTIVE COUNCIL

17.1 A member of the National Executive Council will cease to hold office if he:-

- 17.1.1 dies;
- 17.1.2 ceases to be a director under the Acts or is prohibited by law from being a member of the National Executive Council or is disqualified from acting as a charity trustee under the Charities Act 2011;
- 17.1.3 becomes incapable of managing and administering his own affairs because of mental disorder, illness or injury;
- 17.1.4 is declared bankrupt or makes any arrangement or composition with his creditors;
- 17.1.5 resigns by written notice to the National Secretary or the National Head;
- 17.1.6 is absent without good reason from three consecutive National Executive Council Meetings held no more frequently than once per month and the National Executive Council resolves (by a 75% majority of these present and voting) that he should cease to be removed;
- 17.1.7 fails to sign a statement of his obligations under Article 16 within one month of his appointment and the National Executive Council resolves that he be removed; or
- 17.1.8 ceases to be the National Head, the National Secretary, the National

Finance Board Chairman, a Minister or an Area Head (as the case may be).

17.2 In the event that the total number of Area Heads exceeds seven then:

17.2.1 all members of the National Executive Council who are Area Heads, will immediately cease to be members of the National Executive Council; and

17.2.2 Article 15.1.6 will immediately cease to have effect.

18 CONFLICTS OF INTEREST

18.1 Declaration of interests

18.1.1 If a member of the National Executive Council is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Church, he must declare the nature and extent of that interest to the other members of the National Executive Council.

18.1.2 In accordance with the Acts, the declaration may be made at a National Executive Council Meeting or by written notice.

18.1.3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.

18.1.4 Any required declaration of interest must be made before the Church enters into the transaction or arrangement.

18.1.5 A declaration is not required in relation to an interest of which the member of the National Executive Council is not aware or where the member of the National Executive Council is not aware of the transaction or arrangement in question. For this purpose a member of the National Executive Council is treated as being aware of matters of which he ought reasonably to be aware.

18.1.6 A need not declare an interest:-

18.1.6.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or

18.1.6.2 if, if, and to the extent that, the other members of the National Executive Council are already aware of it (and for this purpose the other members of the National Executive Council are treated as being aware of anything of which they ought reasonably to be aware).

18.2 Authorisation of direct conflicts of interests

A member of the National Executive Council may enter into a transaction or arrangement with the Church only if and to the extent that such an arrangement is authorised by Clause 5 of the Memorandum of Association.

18.3 Authorisation of indirect conflicts of interest

18.3.1 Where, for whatever reason, a member of the National Executive Council has any form of indirect interest in relation to a transaction or arrangement with the Church (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those members of the National Executive Council not having a conflict provided that:-

- 18.3.1.1 the member of the National Executive Council with the conflict (and any other interested member of the National Executive Council) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and
- 18.3.1.2 the members of the National Executive Council who do not have a conflict in relation to the matter in question consider it is in the best interests of the Church to authorise the transaction.
- 18.3.1.3 the members of the National Executive Council who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the member of the National Executive Council with the conflict and/or any other interested member of the National Executive Council should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

PART E. NATIONAL EXECUTIVE COUNCIL MEETINGS

19 FUNCTIONS OF THE NATIONAL EXECUTIVE COUNCIL

The National Executive Council must direct the Church's affairs in such a way as to promote the Objects. Its functions include:

- 19.1 defining and ensuring compliance with the values and objectives of the Church;
- 19.2 establishing policies and plans to achieve those objectives;
- 19.3 approving each year's budget and accounts before publication;
- 19.4 establishing and overseeing a framework of delegation of its powers to Committees and Working Parties under Article 24 and to employees with proper systems of control;
- 19.5 monitoring the Church's performance in relation to its plans budget controls and decisions;
- 19.6 appointing (and if necessary removing) employees;
- 19.7 satisfying itself that the Church's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
- 19.8 ensuring that appropriate advice is taken on the items listed in Articles 19.1 to 19.7 and in particular on matters of legal compliance and financial viability.

20 POWERS OF THE NATIONAL EXECUTIVE COUNCIL

- 20.1 Subject to the Acts, the Memorandum and the Articles, the business of the Church is to be managed by the National Executive Council who may exercise all of the powers of the Church.
- 20.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the National Executive Council that would have been valid without the alteration.

21 NATIONAL EXECUTIVE COUNCIL MEETINGS

- 21.1 Subject to the Articles, the National Executive Council may regulate its meetings as it wishes.
- 21.2 The National Secretary shall call a meeting of the National Executive Council at the request of:-
 - 21.2.1 the National Head; or
 - 21.2.2 any four members of the National Executive Council;

and if he fails to do so then the National Head or the requesting members of the National Executive Council (as the case may be) may call the meeting.

- 21.3 7 days' notice of National Executive Council Meetings must be given to each member of the National Executive Council.
- 21.4 A National Executive Council Meeting which is called on shorter notice than required under Article 21.3 is deemed to have been duly called if at least two members of the National Executive Council certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 21.5 Matters arising at a National Executive Council Meeting are to be decided by a simple majority of votes and, subject to Article 21.6, each member of the National Executive Council is to have one vote.
- 21.6 If there is an equality of votes the Chair is entitled to a second or casting vote.
- 21.7 A technical defect in the appointment of a member of the National Executive Council or in the delegation of powers to a Committee of which the National Executive Council is unaware at the time does not invalidate decisions taken in good faith.

22 QUORUM FOR NATIONAL EXECUTIVE MEETINGS

- 22.1 The quorum for National Executive Council Meetings is 4 of the members of the National Executive Council for the time being one of which must be the National Head unless at the time of the meeting no one is appointed to that position.
- 22.2 A member of the National Executive Council may be part of the quorum at a National Executive Council Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 22.3 The National Executive Council may act despite vacancies in its number but if the number of members of the National Executive Council is less than four then the National Executive Council may act only to appoint further members to the National Executive Council to fill vacancies pursuant to Article 15.8 or to call a meeting of the National Council.
- 22.4 At a National Executive Council Meeting which remains inquorate for one hour after its starting time or one which becomes inquorate for more than 15 minutes the members of the National Executive Council present may act only to:
 - 22.4.1 adjourn it to such other time and place as they decide; or
 - 22.4.2 call a National Council Meeting.
- 22.5 If at the adjourned meeting there are again insufficient members of the National Executive Council present within one hour from the appointed time to constitute a quorum then those members of the National Executive Council who are present (provided that they number at least three) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

23 CHAIR AND VICE-CHAIR

- 23.1 The Church must have a Chair and may have a Vice-Chair. The Chair is to be the National Head and the Vice-Chair, (if any), is to be appointed by the National Head who will also decide the period during which the Vice-Chair, (if any), is to hold office.
- 23.2 The Vice-Chair, (if any), may resign from his position at any time (without necessarily resigning as a member of the National Executive Council at the same time).
- 23.3 The Vice-Chair, (if any), may be removed only at a National Executive Council Meeting called for the purpose at which a resolution with a majority in favour is passed. The Vice-Chair must be given an opportunity to say why he should not be removed.
- 23.4 The Chair is to chair all National Executive Council Meetings and National Council Meetings at which he is present unless he does not wish, or is not able, to do so.
- 23.5 If the Chair is not present within one hour after the starting time of a National Executive Council Meeting, or is unwilling or unable to chair the meeting, then the Vice-Chair, (if any), must chair the meeting unless he is unwilling or unable to do so.
- 23.6 If both the Chair and the Vice-Chair, (if any), are not present within one hour after the starting time of a National Executive Council Meeting or both are unwilling or unable to chair the meeting then the National Executive Council must elect one of the members of the National Executive Council who is present to chair that meeting.
- 23.7 The functions of the Chair are:-
 - 23.7.1 to act as an ambassador for the Church and to represent the views of the National Executive Council to the general public and other organisations;
 - 23.7.2 to ensure that National Executive Council Meetings and National Council Meetings are conducted efficiently;
 - 23.7.3 to give all members of the National Executive Council an opportunity to express their views;
 - 23.7.4 to establish a constructive working relationship with, and to provide support for, the employees;
 - 23.7.5 where necessary (and in conjunction with the other members of the National Executive Council) to ensure that, where the post of any employee is or is due to become vacant, a replacement is found in a timely and orderly fashion;

- 23.7.6 to encourage the National Executive Council to delegate sufficient authority to its Committees to enable the business of the Church to be carried on effectively between National Executive Council Meetings;
 - 23.7.7 to ensure that the National Executive Council monitors the use of delegated powers; and
 - 23.7.8 to encourage the National Executive Council to take professional advice when it is needed and particularly before considering the dismissal of an employee.
- 23.8 The role of the Vice-Chair, (if any), is to deputise for the Chair during any period of his absence and, for that period, his functions shall be the same as those of the Chair.

24 COMMITTEES AND WORKING PARTIES

- 24.1 Subject to Article 25 below, the National Executive Council may:
- 24.1.1 establish Committees consisting of those persons whom the National Executive Council decide;
 - 24.1.2 delegate to a Committee any of its powers; and
 - 24.1.3 revoke a delegation at any time.
- 24.2 The National Executive Council may establish Working Parties consisting of those persons whom the National Executive Council decide. A Working Party may not take decisions on behalf of the National Executive Council but may consider issues in depth with a view to making recommendations to the National Executive Council.
- 24.3 The members of a Committee or a Working Party are to be appointed by the National Executive Council but the National Executive Council may give a Committee or a Working Party the right to co-opt individuals to its membership. Save for in relation to the Salary Committee, the National Executive Council is to determine the chair of each Committee or Working Party.
- 24.4 Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the National Executive Council from the Committee or Working Party.
- 24.5 The National Executive Council must determine the quorum for each Committee and Working Party it establishes.
- 24.6 The National Executive Council must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 24.7 Every Committee or Working Party must report its proceedings and decisions to the National Executive Council as the National Executive Council determines.

25 SALARY COMMITTEE

- 25.1 The National Executive Council shall establish a Salary Committee consisting of the National Finance Board Chairman and such Elders, Deacons, Deaconesses or other persons who are not employees or office holders of the Church or in receipt of payments under Clause 5.2.3 of the Memorandum as the National Executive Council shall decide with a view to making recommendations to the National Council as regards the remuneration, terms and conditions and pensionable remuneration scales of all Ministers and the National Head.
- 25.2 The Salary Committee is to make such recommendations to a special meeting of the National Council which shall consist only of persons who are not employees or office holders of the Church or in receipt of payments under Clause 5.2.3 of the Memorandum. The special meeting of the National Council is to vote on the proposals brought to them by the Salary Committee.
- 25.3 The members of the Salary Committee are to determine the Chair of the Salary Committee and the period for which he is to hold office.
- 25.4 Each member of the Salary Committee is to hold office from the date of his appointment until expiry of the term of office for which he has been appointed for or until he resigns or until he is removed by the National Executive Council.
- 25.5 No member of the National Executive Council, Minister, any employee of the Church or anyone in receipt of payments under Clause 5.2.3 of the Memorandum is to be a member of the Salary Committee.

26 OBSERVERS

- 26.1 Subject to Article 26.4, the National Executive Council may allow individuals who are not members of the National Executive Council to attend National Executive Council Meetings as Observers on whatever terms the National Executive Council decides.
- 26.2 Observers may not vote but may take part in discussions with the prior consent of the Chair.
- 26.3 The National Executive Council may exclude Observers from any part of a meeting where the National Executive Council considers the business is private.
- 26.4 The National Executive Council must exclude an Observer from any meeting at which a possible personal benefit to him is being considered.

27 WRITTEN RESOLUTIONS OF THE NATIONAL EXECUTIVE COUNCIL

- 27.1 A written resolution approved by a majority of the members of the National Executive Council entitled to receive notice of a National Executive Council Meeting (provided they would constitute a quorum at a National Executive Council Meeting) is as valid as if it had been passed at a National Executive Council Meeting.
- 27.2 A written resolution approved by a majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 27.3 A resolution under Articles 27.1 or 27.2 may consist of several documents in similar form each approved by one or more of the members of the National Executive Council or Committee members.

PART F. OFFICERS

28 THE NATIONAL SECRETARY

- 28.1 The Church must have a National Secretary who is to be elected by the National Council Members in a National Council Meeting.
- 28.2 The National Secretary is to be elected in the following manner: The National Head in consultation with the National Executive Council shall nominate 1 minister to be voted upon by the National Council. The candidate so nominated will be elected by a two-thirds majority vote of the members present and voting.
- 28.3 Elections pursuant to Article 28.2 shall be conducted by means of a ballot at a National Council Meeting, the arrangements for which shall be as determined from time to time by the National Executive Council always provided that such arrangements must be democratic, fair and transparent.
- 28.4 Subject to the provisions of the Charter the National Secretary shall serve for a term of four years. A retiring National Secretary may be re-elected (subject to the process set out in Articles 28.2) but no National Secretary may serve for more than two terms.
- 28.5 The functions of the National Secretary are as set out in the Charter from time-to-time.
- 28.6 The National Secretary will be appointed as company secretary of the Church unless the National Executive Council decides that the Church should not have a company secretary.

29 INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 29.1 The Church may indemnify any officer or employee (other than a member of the National Executive Council) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 29.2 Subject to the Acts (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 29.3, the Church may indemnify any member of the National Executive Council against any liability incurred by him in his capacity as such.
- 29.3 The indemnity provided to a member of the National Executive Council in accordance with Article 29.2 may not include any indemnity against liability:
 - 29.3.1 to the Church or a company associated with it;
 - 29.3.2 for fines or penalties; or
 - 29.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.
- 29.4 The indemnity provided to a member of the National Executive Council in accordance with Article 29.2 may include the provision of funds to cover his

legal costs as they fall due on terms that the member of the National Executive Council in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate

29.5 In respect to its auditor the Church may:-

29.5.1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such; and

29.5.2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under Section 1157 of the Acts or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court.

PART G. STATUTORY AND MISCELLANEOUS

30 MINUTES

- 30.1 The National Secretary must keep minutes of all National Council Meetings.
- 30.2 The National Executive Council must arrange for minutes to be kept of all National Executive Council Meetings. The names of those present must be included in the minutes.
- 30.3 Copies of the draft minutes of National Executive Council Meetings must be distributed to the members of the National Executive Council as soon as reasonably possible after the meeting and in any case seven days before the next National Executive Council Meeting (unless the next National Executive Council Meeting is an urgent National Executive Council Meeting).
- 30.4 Minutes must be approved as a correct record at the next National Council Meeting (as regards minutes of National Council Meetings) or National Executive Council Meeting (as regards minutes of National Executive Council Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 30.5 The National Executive Council must keep minutes of all of the appointments made by the National Executive Council.

31 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 31.1 The Church must comply with the Acts and the members of the National Executive Council must comply with their obligations as charity trustees under the Charities Act 2011 in:-
 - 31.1.1 preparing and filing an annual report and annual accounts and sending them to the Charity Commission; and
 - 31.1.2 making an annual confirmation to the Registrar of Companies and the Charity Commission.
- 31.2 The Church must comply with the Acts relating to the audit or examination of accounts (to the extent that the law requires).
- 31.3 The annual report and accounts must contain:-
 - 31.3.1 revenue accounts and balance sheet for the last accounting period;
 - 31.3.2 the auditor's report on those accounts; and
 - 31.3.3 the National Executive Council's report on the affairs of the Church.
- 31.4 The accounting records of the Church must always be open to inspection by a member of the National Executive Council.

32 BANK AND BUILDING SOCIETY ACCOUNTS

- 32.1 All bank and building society accounts must be controlled by the National Executive Council and must include the name of the Church.
- 32.2 A cheque or order for the payment of money must be signed in accordance with the National Executive Council's instructions.

33 EXECUTION OF DOCUMENTS

Unless the National Executive Council decides otherwise, documents which are executed as deeds shall be executed by two members of the National Executive Council.

34 NOTICES

- 34.1 Notices under the Articles must be in writing except notices calling National Executive Council Meetings.
- 34.2 A National Council Member present in person at a National Council Meeting is deemed to have received notice of the National Council Meeting and (where necessary) of the purposes for which it was called.
- 34.3 The Church may give a notice to a National Council Member, member of the National Executive Council or auditor either:
 - 34.3.1 personally;
 - 34.3.2 by sending it by post in a prepaid envelope;
 - 34.3.3 by facsimile transmission;
 - 34.3.4 by leaving it at his address;
 - 34.3.5 by email; or
 - 34.3.6 by other electronic form.
- 34.4 Notices under Article 34.3.2 to 34.3.5 may be sent:
 - 34.4.1 to an address in the United Kingdom which that person has given the Church;
 - 34.4.2 to the last known home or business address of the person to be served;
or
 - 34.4.3 to that person's address in the Church's register of National Council Members.
- 34.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.

- 34.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 34.7 A copy of the notification from the system used by the Church to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
- 34.8 A notice may be served on the Church by delivering it or sending it to the Registered Office or by handing it to the National Secretary.
- 34.9 The National Executive Council may make rules to define other acceptable methods of delivering notices.

35 RULES

- 35.1 Subject to Article 35.4;
 - 35.1.1 the National Executive Council may from time to time make rules for the proper conduct and management of the Church; and
 - 35.1.2 the National Council in a National Council Meeting may alter, add to or repeal the rules.
- 35.2 The National Executive Council must adopt such means as they think sufficient to bring the rules to the notice of National Council Members.
- 35.3 Rules are binding on all National Council Members and members of the National Executive Council.
- 35.4 No rule may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

PART H. TENETS OF FAITH

36 TENETS OF FAITH

36.1 THE BIBLE

We believe in the divine inspiration and authority of the Holy Scriptures. That the Bible is infallible in its declaration, final in its authority, comprehensive and all-sufficient in its provisions.

36.2 THE ONE TRUE GOD

We believe in the existence of the One True God, Elohim, maker of the whole universe; indefinable but revealed as Triune God – the Father, the Son and the Holy Spirit one in nature, essence and attributes – omnipotent, omnipresent, omniscient.

36.3 MAN'S DEPRAVED NATURE

We believe that "all men have sinned and come short of the glory of God" and are subject to eternal punishment, and need Repentance and Regeneration.

36.4 THE SAVIOUR

We believe man's need of a Saviour has been met in the person of Jesus Christ because of His Deity, Virgin Birth, Sinless Life, Atoning death, Resurrection and Ascension, His Abiding Intercession and His Second Coming to judge the living and the dead.

36.5 REPENTANCE, JUSTIFICATION AND SANCTIFICATION

We believe all men have to repent and confess their sins before God, and believe in the vicarious death of Jesus Christ before they can be justified before God. We believe in the sanctification of the believer through the working of the Holy Spirit and God's gift of eternal life to the believer.

36.6 THE SACRAMENTS OF BAPTISM AND THE LORD'S SUPPER OR COMMUNION

We believe in the sacrament of Baptism by immersion as a testimony of a convert who has attained a responsible age of 13 years. Infants and children are not baptised, but are dedicated to the Lord. We believe in the sacrament of the Lord's Supper or Holy Communion, which should be partaken by all members who are in full fellowship.

36.7 BAPTISM, GIFTS AND FRUIT OF THE HOLY SPIRIT

We believe in the Baptism of the Holy Spirit for all believers with the initial evidence of speaking in tongues and in the operation of the gifts and fruit of the Holy Spirit.

36.8 DIVINE HEALING

We believe that the healing of sicknesses and diseases is provided for God's people in the atonement. However, the Church is not opposed to medication by qualified medical practitioners.

36.9 TITHES AND OFFERINGS

We believe in tithing and in the giving of freewill offerings towards the cause of carrying forward the Kingdom of God. We believe that God blesses a cheerful giver.

36.10 THE SECOND COMING AND THE NEXT LIFE

We believe in the second coming of Christ and the resurrection of the dead, both the saved and unsaved; they that are saved to the resurrection of life and the unsaved to the resurrection of damnation.