

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12859785**

The Registrar of Companies for England and Wales, hereby certifies that

**THE BREAKER'S ANOINTING MINISTRIES LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **4th September 2020**



\* N12859785W \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **03/09/2020**

**X9CS1RZS**

*Company Name in full:*

**THE BREAKER'S ANOINTING MINISTRIES LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of*

**England and Wales**

*Registered Office:*

*Proposed Registered Office Address:*

**1 CHRISTCHURCH AVENUE  
WEMBLEY  
ENGLAND HA0 4DU**

*Sic Codes:*

**94910  
90010  
90020**

## ***Proposed Officers***

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### ***Company Secretary    1***

***Type:***                      **Person**

***Full Forename(s):***        **MS THERESA**

***Surname:***                **THOMAS**

***Former Names:***

***Service Address:***        **FLAT 28 KNIGHTLEAS COURT BRONDESBURY PARK  
LONDON  
ENGLAND NW2 5JQ**

***The subscribers confirm that the person named has consented to act as a secretary.***

# *Company Director*      **1**

*Type:*                                      **Person**

*Full Forename(s):*                      **PASTOR PAULINE ANGELA**

*Surname:*                                **CHRISTIE**

*Former Names:*

*Service Address:*                      **recorded as Company's registered office**

*Country/State Usually  
Resident:*                                **ENGLAND**

*Date of Birth:*    **\*\*/11/1966**                                      *Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

*The subscribers confirm that the person named has consented to act as a director.*

## ***Statement of Capital (Share Capital)***

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>100</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>100</b>
<i>Prescribed particulars</i>			

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS**

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#### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>100</b>
		<i>Total aggregate nominal value:</i>	<b>100</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

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*Name:* **PAULINE CHRISTIE**

*Address* **1 CHRISTCHURCH AVENUE  
WEMBLEY  
ENGLAND  
HA0 4DU**

*Class of Shares:* **ORDINARY**

*Number of shares:* **99**

*Currency:* **GBP**

*Nominal value of each share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **NICK CHRISTIE**

*Address* **1 CHRISTCHURCH AVENUE  
WEMBLEY  
ENGLAND  
HA0 4DU**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

*Nominal value of each share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company**

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## ***Individual Person with Significant Control details***

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***Names:*** **PASTOR PAULINE ANGELA CHRISTIE**

***Country/State Usually Resident:*** **ENGLAND**

***Date of Birth:*** **\*\*/11/1966** ***Nationality:*** **BRITISH**

***Service address recorded as Company's registered office***

***The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.***



<i>Nature of control</i>	<b>The person holds, directly or indirectly, 75% or more of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The person holds, directly or indirectly, 75% or more of the shares in the company.</b>
<i>Nature of control</i>	<b>The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>

## ***Statement of Compliance***

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

*Name:* **PAULINE CHRISTIE**

*Authenticated* **YES**

*Name:* **NICK CHRISTIE**

*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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**COMPANY HAVING A SHARE CAPITAL**

**Memorandum of Association of**

**THE BREAKER'S ANOINTING MINISTRIES LIMITED**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
PAULINE CHRISTIE	Authenticated Electronically
NICK CHRISTIE	Authenticated Electronically

Dated: 03/09/2020

**The Companies Acts 1985 and 1989**

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

**MEMORANDUM OF ASSOCIATION**

**THE BREAKER'S ANOINTING MINISTRIES**

**1     Name of the Company**

The name of the Company (hereinafter called "the Charity") is "The Breaker's Anointing Ministries" (aka "B.A.M").

**2     Registered Office**

The registered office of the Charity will be situate in the United Kingdom.

**3     Objects**

The objects for which the Charity is established are for the advancement of the Christian faith through the spreading of the Gospel of Jesus Christ throughout the world and the relief of poverty and in particular but without prejudice, the generality of the foregoing:

- 3.1     to provide a rescue operation to cater for and to attend to the well-being and improvement and development of those who are deprived whether economically, socially or emotionally neglected;
- 3.2.    to provide houses of worship for preaching instruction, evangelism, seminars and conferences;
- 3.3     to encourage Christians in the practice of the faith worship and the communication of their faith to others;
- 3.4     to provide a place for Performing Arts.

**4     Powers**

In furtherance of such objects but not otherwise and subject to such conditions and such consents as may be required by law the Charity may:-

- 4.1     Provide houses of worship for preaching instruction and evangelism.
- 4.2     Encourage Christians in the practice of their faith, worship and the communication of their faith to others.
- 4.3     accept gifts, donations, subscriptions, grants, bequests and devises of money, of property or other contribution (whether in kind or by way of the provision or otherwise), for the purposes of the Trust.
- 4.4     Issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise provided that the Charity

shall not undertake any permanent trading activities in procuring contributions to the funds of the Charity.

- 4.5 Take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Charity.
- 4.6 Stimulate interest in the Charity's objects by discussion, lectures and other means whether printed or oral and sponsor and conduct courses and conferences for this purpose.
- 4.7 Subscribe to, become a member of or support in any lawful way any charitable corporation society or other body of persons whether English or otherwise having objects of a similar nature to that of the Charity and to affiliate or otherwise associate with the Charity any such corporation society or other body.
- 4.8 Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets and other documents, films and recorded tapes (both audio, CD's and podcasts).
- 4.9 To own or purchase time on or at radio or television stations or studios wherever situate and to pay expenses reasonably incidental thereto and generally to adopt such means of advertising and publicising the business or activities of the Charity as is thought expedient.
- 4.10 Hold meetings, lectures, classes, seminars, exhibitions and courses (whether residential or not and whether or not by correspondence) either alone or with others.
- 4.11 Employ all such lecturers, editors, officers and other staff as may be required for the purposes of the Charity.
- 4.12 Form and maintain a library of literature and other material in connection with the objects of the Charity.
- 4.13 Purchase or otherwise acquire for any estate or interest any assets or equipment or rights of any kind which are necessary for any activity or proposed activity or the Charity, and to develop and turn to account and deal with the same in such manner as to be thought expedient.
- 4.14 Establish local branches (whether autonomous or not).
- 4.15 Co-operate with and make payments to other charitable institutions having objects of a like nature to that of the Charity.
- 4.16 May transfer all or any part of the property and assets of the Charity to any charitable company society or undertaking having objects altogether or in part similar to those of the Charity.
- 4.17 Establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or which will further its objects.

- 4.18 Acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, corporations, societies or other bodies pursuing any charitable object which the Charity is authorised to pursue.
- 4.19 Establish, undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and are directly ancillary to its objects and may act as a trustee of such charitable trusts.
- 4.20 Borrow or raise money for the objects of the Charity on such terms and on such security as may be thought fit provided that the Charity shall not undertake any permanent trading activities in raising funds for the objects of the Charity.
- 4.21 Invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 4.22 Borrow or raise money for the objects of the Charity on such terms (and with such consents as are required by law) on such security as may be thought fit provided that the Charity shall not undertake any permanent trading activities in raising funds for the objects of the Charity.
- 4.23 Draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and operate bank accounts.
- 4.24 Subject to Clause 5.1, employ and pay professional and other persons and make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.
- 4.25 Insure and arrange insurance cover for and indemnify the Trustees and the officers, employees and voluntary workers of the Charity (including any Auditor) from and against all such risks as may be incurred in the course of the performance of their duties as may be thought fit and further may effect insurances with any insurance company for the purposes of indemnifying the Charity in respect of any claims and may in each case pay the premiums on such insurance.
- 4.26 Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of its objects and to construct maintain and alter any buildings or erections necessary for the work of the Charity.
- 4.27 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its objects.
- 4.28 Enter into any transaction or arrangement which is considered expedient and for the benefit of the Charity.

## 5 Funds

The funds of the foundation consist of:

- 5.1 the capital set aside at the formation;
  - 5.2 one-time or periodic contributions and subsidiaries donations, gifts and co-incidental benefits;
  - 5.3 All other income, which it acquires in a legal manner.
- 6 To conduct marriages in accordance to the principles and statutes governed and outlined in the authorised version of The King James Bible and in particular to Genesis 2:24 and later re-affirmed in St. Matthew 19:4-5; as well as the conducting of funeral services
- 7 Amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Charity and which prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments and distributions are prohibited in the case of members of the Charity by this Memorandum of Association.
- 7.1 To undertake and discharge the office and duties of trustee either gratuitously or otherwise with or without undertaking the management and administration of any trust or settlement which may be considered necessary for the furtherance of the objects of the Charity and the interests of its members, and to hold property, assets or rights of any kind on trust or otherwise.
- 7.2 Pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.
- 7.3 Do all such other lawful acts and things in any part of the world as are necessary for the attainment of the above objects or any of them.

**PROVIDED THAT:**

- 7.4 In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts.
- 7.5 The objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 7.6 In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it as the Board of Trustees would have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice, or the Charity Commissioners over the Board of Trustees but shall as regards any

such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

## **8      Application of Income and Property**

The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no member of its Board of Trustees shall receive any salary, fees or other remuneration or benefit in money or money's worth from the Charity in respect of holding any office of the Charity provided that nothing shall prevent any payment in good faith by the Charity:-

- 8.1    Of reasonable and proper remuneration to any member officer or employee of the Charity including the President but otherwise not being a member of the Board of Trustees for any services rendered to the Charity provided always that the President and any trustee who is a connected Person with the President (within the meaning of 5.839 Income and Corporation Taxes Act 1988) shall not attend any meeting of the Board of Trustees at which his appointment and remuneration are discussed nor vote on any resolution the Trustees relating to the provision by the President of services to the Charity or to his remuneration and Provided further that the Trustees are satisfied that the continuing appointment of the President is advantageous to the objects of the Charity as declared in clause 3 hereof.
- 8.2    Of interest on money lent to the Charity by any member of the Charity or of its Board of Trustees at a rate per year not exceeding 2 per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Board of Trustees, or 3 per cent whichever is the greater.
- 8.3    Of reasonable and proper rent for premises demised or let by any member of the Charity or of its Board of Trustees.
- 8.4    Of fees, remuneration or other benefit in money or money's worth to a company of which any member of the Board of Trustees may be a member owning beneficially not more than one-hundredth part of the issued share capital of that company; and to any member of the Board of Trustees reasonable out-of-pocket expenses.

## **9      Members' Liability**

- 9.1    The liability of the members is limited.
- 9.2    Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the Charity being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.



10     **Application of Surplus Assets on Winding-up or Dissolution**

If on the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of clause 5, such institution or institutions to be determined by the Board of Trustees at or before the time of dissolution, and insofar as effect cannot be given to such provision, then to some other charitable object approved by the Charity Commissioners.

11     **Alterations to Memorandum and Articles of Association**

No alterations or additions to the Memorandum or Articles of Association of the Charity shall be made without the prior written consent of the Charity Commissioners for England and Wales.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

**NAMES AND ADDRESSES OF DIRECTOR(S)/PRESIDENT**

**PASTOR PAULINE ANGELA CHRISTIE**

1 Christchurch Avenue, Wembley, Middlesex HA0 4DU  
UNITED KINGDOM

**NAMES AND ADDRESSES OF TRUSTEE(S)**

**Mr Nick Christie**

1 Christchurch Avenue, Wembley, Middlesex HA0 4DU  
UNITED KINGDOM

**Mr Kenneth Paris**

Flat 58, 111 Brondesbury Park, Knightleas Court, Brondesbury Park  
London NW2 5JQ

**Ms Theresa Thomas**

Flat 58, 111 Brondesbury Park, Knightleas Court, Brondesbury Park  
London NW2 5JQ

**Ms Doris Lewis**

Flat 58, 111 Brondesbury Park, Knightleas Court, Brondesbury Park  
London NW2 5JQ

**Dated the 3rd day of September 2020**

**WITNESS** to the above Signatures of:

PASTOR PAULINE CHRISTIE .....

Mr Nick Christie .....

Ms Theresa Thomas .....

Mr Kenneth Paris .....

Witness Name:

Address:

**The Companies Acts 1985 and 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE BREAKER'S ANOINTING MINISTRIES**

1 **General**

1.1 In these Articles:

**"Companies Acts"** means the Companies Acts 1985, 1989 including any statutory modifications or re-enactments thereof for the time being in force as well as (defined in section 2 of the Companies Act 2006), insofar as they apply to the company;

**"these Articles"**

these Articles of Association or other articles of association of the Charity from time to time in force

**"clear days"**

in relation to the period of a notice means that 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 and "day" means calendar day

**"a connected person"**

A person connected with the President for the time being within the meaning of the Income and Corporation Taxes Act 1988

**"The Charity"**

The Breaker's Anointing Ministries

**"the Board of Trustees"**

the board of directors as the same has meaning in the Acts

**"the Seal"**

the common seal of the Charity

**"The Secretary"**

the secretary of the Charity or any other person appointed by the Board of Trustees to perform the duties of the secretary of the Charity and includes a joint, assistant or deputy secretary

**"Trustee"**

a member of the Board of Trustees and a director as the same has meaning in the Acts

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

- 1.3 Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

- 1.4 The marginal notes hereto shall not affect the construction hereof.

## **2 Objects**

The Charity is established for the objects expressed in the Memorandum of Association.

## **3 Members of the Charity**

- 3.1 The number of members with which the Charity proposes to be registered is five but the Board of Trustees may from time to time register an increase of members.

- 3.2 The subscribers to the Memorandum of Association and such other persons or organisations as the Board of Trustees shall admit to membership shall be the members of the Charity.

- 3.3 An application for membership may be approved or rejected by the Board of Trustees.

- 3.4 The Board of Trustees shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.

- 3.5 Unless the members of the Board of Trustees or the Charity in general meeting shall make other provision pursuant to the powers contained in Article 16 the members of the Board of Trustees may in their absolute discretion permit any member of the Charity to retire provided that after such retirement the number of members is not less than three.

## **4 General Meetings**

- 4.1 The Charity shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months (15) shall elapse between the date of one Annual General Meeting of the Charity and that of the next provided that, so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and such place within the British Virgin Islands as the Board of Trustees shall appoint.

- 4.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 4.3 The Board of Trustees may call general meetings and, on the requisition of not less than two members of the Charity (having at the date of deposit of the requisition a right to vote at general meetings), shall forthwith proceed to

convene an extraordinary general meeting for a date not later than 30 days after receipt of the requisition.

## **5 Notice of General Meetings**

5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice.

5.2 All other extraordinary general meetings shall be called by at least 14 clear days' notice.

5.3 The notice of a general meeting shall specify the date, the time and the place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

5.4 Notice of a general meeting shall be given to all members and to all such other persons entitled to receive notice under Article 21.4 all of whom shall be entitled to attend such meeting.

5.5 A general meeting shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

5.5.1 In the case of an annual general meeting, by all the members entitled to attend and vote and all such other persons entitled to receive notice under Article 22.4.

5.5.2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting (being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members) and all such other persons entitled to receive notice under Article 22.4.

5.6 The accidental omission to give notice of a -meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

## **6 Proceedings at General Meetings**

6.1 No business shall be transacted at any meeting unless a quorum is present.

6.2 The quorum for general meetings shall be such number as is a majority or the registered members of the Charity present in person and entitled to vote upon the business to be transacted but the majority of members present and voting at any meeting shall be resident in either the British Virgin Islands or the United Kingdom or British Virgin Islands.

6.3 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present:

6.3.1 The meeting, if convened upon the requisition of members, shall be dissolved.

- 6.3.2 In any other case, it shall be adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board of Trustees shall reasonably determine and if at the adjourned meeting a quorum shall not be present at any time then the meeting shall be dissolved.
- 6.4 The Chairman, if any, of the Board of Trustees or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustees present and willing to act, he shall be chairman.
- 6.5 If no Trustee is willing to act as chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members of the Charity present and entitled to vote shall choose one of their number to be chairman.
- 6.6 The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 6.7 When a meeting is adjourned (other than to the following day), at least 7 clear days' notice shall be given to those persons entitled to receive notice of a general meeting under Article 22.4 specifying the time and the place of the adjourned meeting and the general nature of the business to be transacted.
- 6.8 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on a declaration of the result of the show of hands a poll is duly demanded.
- 6.9 A poll may be demanded by the chairman or by at least two members of the Charity present in person and having the right to vote at the meeting.
- 6.10 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 6.11 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 6.12 A poll shall be taken as the chairman may direct and he may appoint scrutineers (who need not be members of the Charity) and fix a time and place for declaring the result of the poll.
- 6.13 The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 6.14 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote in addition to any other vote he may have.
- 6.15 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the business on which the poll was demanded.
- 6.16 Subject to the provisions of the Acts, a resolution in writing signed by all the persons entitled to receive notice of and to attend at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held provided that a majority of members of the Charity is resident in the British Virgin Islands or the United Kingdom. Any such resolution in writing may consist of two or more documents in like form each signed by one or more persons.

## **7 Votes**

- 7.1 Every member of the Charity present in person shall have one vote.
- 7.2 No member of the Charity shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Charity have been paid.

## **8 President of the Charity**

- 8.1 The office of President shall be held by Pastor Pauline Angela Christie (one of the subscribers hereto and a Trustee and in this Article called "the First President"). The First President shall only leave office prior to the Relevant AGM if any of the provisions of Article 11 are fulfilled or if the Trustees other than the First President and any connected Person (as evidenced by written minute) ceases to be satisfied that the continuing appointment of the First President is advantageous to the objects of the Charity as declared in clause 3 of the Memorandum of Association. This period of office, whether ending at or before the Relevant AGM, is called "the First Period of Office" in this Article.
- 8.2 The President must be a person in holy orders.
- 8.3 The President shall operate as a Trustee.
- 8.4 No President nor any connected Person shall be entitled to attend that part of a meeting of the Board of Trustees where the appointment of the President or his remuneration are discussed nor to vote on any resolution relating to an appointment or remuneration.
- 8.5 The Trustees shall have power in relation to the First President and any subsequent President to pay such reasonable remuneration as they shall think fit in accordance with the following criteria.

## **9 Nominations of Trustees**

- 9.1 All members shall be eligible to serve as trustees.

- 9.2 Nominations for trustees must be made in writing signed by a proposer and a seconder (both of whom must be members of the Charity) and received by the Secretary at: the registered office of the Charity (or such other address as shall be specified in the notice calling the meeting at which the election is to take place) at least seven clear days before the date of such meeting. Should nominations exceed vacancies the election shall be by vote at the said

## 10 **Board of Trustees**

- 10.1 The maximum and minimum number of Trustees shall be determined by the Charity in general meeting but unless and until so fixed the maximum number of Trustees shall be Seven and the minimum number of Trustees shall be three.
- 10.2 The first Trustees shall be the subscribers to the Memorandum of Association.
- 10.3 The President shall at all times be a Trustee.
- 10.4 At the first annual general meeting of the Charity there shall be elected a minimum of two Trustees in addition to the President and a majority of the Trustees shall be resident in the United Kingdom.
- 10.5 Election to the Board of Trustees shall be for two years. One-half of the Trustees shall retire annually but shall be eligible for re-election, the Trustees so to retire being those who have been longest in office since the last election As between Trustees who have been in office the same length of time those due to retire shall be chosen by lot.
- 10.6 Trustees retiring under the provisions of Article 10.4 shall be eligible for re-election.
- 10.7 Articles 10.5 and 10.6 shall not apply to the President.
- 10.8 A majority of the Board of Trustees shall always be resident in the United Kingdom.
- 10.9 The Board of Trustees shall be entitled to appoint a Trustee to fill any casual vacancy amongst Trustees such appointment to be effective until the next annual general meeting (but such an appointment shall not cause the majority of ordinary Trustees to be resident outside the United Kingdom).
- 10.10 The Trustees shall at the discretion of the Board of Trustees be entitled to reimbursement of all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Trustees or any committee of the Board of Trustees or any general meeting of the Charity or in connection with the activities of the Charity.
- 10.11 A Trustee may tender his registration for personal reasons by giving not less than three months' written notice to the Board or Trustees.



## **11 Disqualification and Removal of Trustees**

The office of a Trustee together with such other office in the Charity as that Trustee may hold shall be vacated with immediate effect in any of the following events:-

- 11.1 If in the opinion of the Board of Trustees (as evidenced by written minute) he/she ceases to abide by the principles and doctrines of the Christian faith.
- 11.2 If he/she resigns his office by notice in writing to the Charity.
- 11.3 If he/she becomes bankrupt or makes any arrangement or composition with his creditors generally.
- 11.4 If he/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.
- 11.5 If he/she ceases to be a Trustee by virtue of any provision of the Acts or he becomes prohibited by law from being a Trustee.
- 11.6 If he/she is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest in the manner required by Section 317 of the Acts.
- 11.7 If he/she shall for more than six consecutive months have been absent without permission of the Board of Trustees from meetings of the Board of Trustees and the Board of Trustees resolves that his/her office be vacated.

## **12 Powers and Duties of the Board of Trustees**

- 12.1 Subject to the provisions of the Acts, the Memorandum of Association, these Articles and any directions given by ordinary resolution of the members of the Charity, the policies and activities of the Charity shall be directed and managed by the Board of Trustees who may exercise all such powers of the Charity as are not, by the Acts or by these Articles, required to be exercised by the Charity in general meeting.
- 12.2 No direction given by the Charity in general meeting shall invalidate any prior act of the Board of Trustees which would have been valid if that direction had not been given.
- 12.3 The Board of Trustees may delegate any of its powers or the implementation of any of its resolutions to any committee consisting of such persons as the Board of Trustees may determine provided that at least one Trustee shall sit on any such committee and Provided further that the committee shall nonetheless have power to co-opt up to one quarter more members.

- 12.4 The resolution making that delegation shall specify the financial limits within which any committee shall function.
- 12.5 The deliberations of any such committee shall be reported regularly to the Board of Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board of Trustees and for that purpose every committee shall appoint a secretary.
- 12.6 All delegations under this article shall be revocable at any time.
- 12.7 The Board of Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit. In addition any such committee or committees shall in the exercise of its Powers conform to any Rules or Bye-laws which may be made by the Board of Trustees under Article 16.1.3.
- 12.8 For the avoidance of doubt the Board of Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
- 12.9 Subject to Article 12.5, all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two Trustees.
- 12.10 Cheques up to £1,000 per cheque may be signed in such manner as the Board of Trustees shall from time to time by resolution determine.
- 12.11 The Board of Trustees shall have power to make Rules or Bye-laws for the proper conduct and management of the Charity in accordance with Article 16 below.
- 12.12 The Board of Trustees may pay all expenses incurred in promoting Dad registering the Charity.
- 12.13 The Board of Trustees shall cause minutes to be made in books provided for the purposes:
- 12.13.1 Of all appointments of officers made by the Board of Trustees;
- 12.13.2 Of the names of the Trustees present at each meeting of the Board of Trustees and of any committee of the Board of Trustees.
- 12.13.3 Of all resolutions and proceedings at all meetings of the Charity and of the Board of Trustees and of committees of the Board of Trustees.

### 13 **Borrowing powers**

The Board of Trustees may exercise all the powers of the Charity to borrow money and to mortgage or charge the whole or any part of its undertaking and property and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party.

14     **Proceedings of the Board of Trustees**

- 14.1   Subject to the provisions of the Acts and these Articles, the Board of Trustees may regulate its proceedings as it thinks fit.
- 14.2   The President shall act as chairman of meetings of the Board of Trustees but if she, having had notice of a meeting, is not present within fifteen minutes after the time appointed for it, then one of the Trustees elected by the Trustees present shall be chairman of that meeting.
- 14.3   The Board of Trustees shall meet at the registered office or such other place as may be notified to them by the Secretary or in his absence, the President on the first Tuesday of each month, such meeting to start after the hour of 7 p.m. and before that of 9 p.m.
- 14.4   A Trustee may, and the Secretary on the request of a Trustee shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is for the time being absent from the United Kingdom.
- 14.5   Questions arising at a meeting of the Board of Trustees shall be decided by a majority of votes.
- 14.6   In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 14.7   The quorum for the transaction of the business of the Board of Trustees may be fixed by the Board of Trustees and unless so fixed it shall be three or one-third of the Trustees for the time being (whichever shall be the greater number) but the majority of Trustees present and voting at any meeting of the Board of Trustees shall be resident in the United Kingdom.
- 14.8   The continuing Trustees may act notwithstanding any vacancies in their number but, in such case, if the number of Trustees shall be less than the number fixed as the quorum, he, she or they may act only for the purpose of calling a general meeting of the Charity.
- 14.9   A meeting of the Board of Trustees may, subject to notice thereof having been given in accordance with these Articles, be deemed for all purposes to be held when a Trustee or Trustees are in communication by telephone or television with another Trustee or Trustees and all of the said Trustees agree to treat the meeting as so held, provided that the number of the said Trustees shall constitute a quorum of the Board of Trustees hereunder, and a resolution made by a majority of the said Trustees in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.
- 14.10   A resolution signed in writing by all the Trustees entitled to receive notice of a meeting of the Board of Trustees or of a committee of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of the Board of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.

- 14.11 All acts done by any meeting of the Board of Trustees or of a committee of the Board of Trustees, or by any person acting as a Trustee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

**15 Interests of Trustees**

- 15.1 A Trustee who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Charity:

15.1.1 Shall declare the nature of his interest at a meeting of the Board of Trustees in accordance with Section 317 of the Acts.

15.1.2 Shall not be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall not be counted and he may not be taken into account in ascertaining whether a quorum is present.

- 15.2 For the purposes of Article 15.1:

15.2.1 A general notice given to the Board of Trustees that a Trustee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Trustee has an interest in any such transaction of the nature and extent so specified.

15.2.2 An interest of which a Trustee has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his.

**16 Rules or Bye-Laws**

- 16.1 The Board of Trustees may from time to time make Rules or Bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye laws regulate:

16.1.1 The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes.

16.1.2 The procedure at meetings of the Board of Trustees in so far as such procedure is not regulated by these Articles.

16.1.3 The procedure at meetings of any committee to which it has delegated powers under Article 12.3.

16.1.4 All such other matters as are commonly the subject matter of Charity rules.

- 16.2 The Charity in general meeting shall have power to alter or repeal the Rules or Bye-laws and to make additions thereto and the Board of Trustees shall adopt such means as they deem sufficient to bring to the notice of members of the Charity all such Rules or Bye-laws, which so long as they shall be in force shall be binding on all members of the Charity provided nevertheless that no Rule or Bye law shall be inconsistent with or shall affect or repeal anything contained in the Charity's Memorandum of Association or these Articles.

17 **The Secretary**

- 17.1 Subject to Section 13(5) of the Acts, the Secretary shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as the Board of Trustees may think fit and any Secretary so appointed may be removed by it.
- 17.2 A Trustee may receive remuneration if he/she holds the office of Secretary.
- 17.3 A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as, or in place of, the Secretary.

18 **The Seal**

The Board of Trustees shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Trustees or of a committee of the Board of Trustees authorised by the Board of Trustees in that behalf. Every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Board of Trustees for the purpose.

19 **Accounts**

- 19.1 The Board of Trustees shall cause accounting records to be kept in accordance with the provisions of the Acts.
- 19.2 The Records shall be kept at the registered office of the Charity or, subject to the provisions of the Acts, at: such other place or places as the Board of Trustees may think fit, and shall always be open to the inspection of the Trustees and the officers of the Charity.
- 19.3 The Board of Trustees shall from time to time in accordance with the provisions of the Acts cause to be prepared and to be laid before the Charity in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those provisions.
- 19.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Charity in general meeting, together with a copy of the auditor's report and the Board of Trustees' report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Charity and to all such other persons entitled to receive notice of general meetings under the provisions of Article 21.4, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware.

20     **Reports and Returns**

The Board of Trustees shall comply with the obligation imposed upon (or any statutory re-enactment or modification thereof) with regard to the preparation of annual reports and annual returns and the transmission of the same to the relevant company board as designated under The United Kingdom.

21     **Auditors**

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.

22     **Notices**

22.1   A notice may be given by the Charity to any member of the Charity in writing either personally or by sending it by pre-paid special delivery post, telephone, facsimile transmission ("fax") or email to his/her registered address supplied by him or her to the Charity for the giving of notice to him, or her, but in the absence of such address the member shall not be entitled to receive from the Charity notice of any meeting.

22.2   A properly addressed and pre-paid notice sent by post shall be deemed to have been given upon the third day following that on which the notice is posted if sent to an address within the United Kingdom or upon the fifteenth day following that on which the notice is posted if sent to an address outside the United Kingdom.

22.3   A notice given by fax or email shall be deemed to have been given at the same time as it is transmitted by the Charity.

22.4   Notice of every general meeting shall be given in any manner hereinbefore authorised to:

22.4.1   Every member, except those members who have not supplied to the Charity an address for the giving of notices to them.

22.4.2   The auditors for the time being of the Charity.

22.4.3   Every Trustee;

22.5   No other person shall be entitled to receive notices of General Meetings.

23     **Dissolution**

Clauses 8 and 9 of the Memorandum of Association relating to the winding-up and dissolution of the Charity shall have effect as if the provisions thereof were repealed in these Articles.

24     **Indemnity**

Subject to the provisions of and so far as may be permitted by the Acts (and without prejudice to any indemnity to which he may otherwise be entitled), every Trustee, Secretary or other officer of the Charity shall be entitled to be

indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, relating to his conduct as an officer of the Charity, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of trust in relation to the affairs of the Charity. He shall further be entitled to be indemnified out of the assets of the Charity against all costs, charges, losses, expenses and liabilities incurred or sustained by him or her in the execution and discharge of his duties or otherwise in relation thereto.

**NAMES AND ADDRESSES OF DIRECTOR(S)/PRESIDENT**

**PASTOR PAULINE ANGELA CHRISTIE – DIRECTOR/PRESIDENT**

**NAMES AND ADDRESSES OF TRUSTEE(S)/SECRETARY**

**MR NICK CHRISTIE - TRUSTEE**

**MR KENNETH PARIS - TRUSTEE**

**MS THERESA THOMAS – TRUSTEE/SECRETARY**

**MS DORIS LEWIS – TRUSTEE**