

FILE COPY



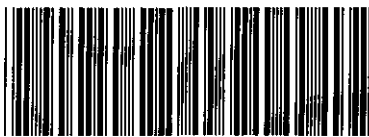
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5039769

The Registrar of Companies for England and Wales hereby certifies that  
AVERY HILL CHRISTIAN FELLOWSHIP

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 10th February 2004



\*N05039769Q\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Package: 'Laserform'  
by Laserform International Ltd.

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration

5039769

### Company Name in full

Avery Hill Christian Fellowship

I, Alistair William Holbrook Crow

of Wellers 45 Tweedy Road Bromley BR1 3NF

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company to be registered or as a person named in the register of directors and secretaries of the company~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

### Declarant's signature

Declared at 44 East Street Bromley BR1 1QW

On 

Day	Month	Year
05	02	2004

L. A. Charman LL.B  
Solicitor  
44 East Street

● Please print name.

before me ●

LINDA ANN CHARMAN

Bromley, Kent BR1 1QW

### Signed

Date 5 February 2004

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

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Wellers Solicitors

Tenison House, 45 Tweedy Road, Bromley, Kent, BR1 3NF

Tel 020 8464 4242

DX number 5713

DX exchange BROMLEY

Con



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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'  
by Laserform International Ltd.

Please complete in typescript,  
or in bold black capitals.

CHFP025

# 30(5)(a)

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

### Company Name in full

Avery Hill Christian Fellowship

I, Alistair William Holbrook Crow

of Wellers 45 Tweedy Road Bromley BR1 3NF

† Please delete as appropriate.

*del*  
*del*  
*del*  
a [Solicitor engaged in the formation of the company] ~~XXXXXX~~  
~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~  
~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~  
I do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

### Declarant's signature

Declared at 44 East Street Bromley BR1 1QW

on 

Day	Month	Year
0	5	0
0	2	2
0	0	0
4		

L. A. Charman LL.B  
Solicitor

① Please print name.

before me ①

LINDA ANN CHARMAN

44 East Street  
Bromley, Kent BR1 1QW

### Signed

Date 5 February 2004

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

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Wellers Solicitors

Tenison House, 45 Tweedy Road, Bromley, Kent, BR1 3NF

Tel 020 8464 4242

DX number 5713

DX exchange BROMLEY

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Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

**DX 235 Edinburgh**



Package: 'Laserform'  
by Laserform International Ltd.

# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

### Company Name in full

Avery Hill Christian Fellowship

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

AVERY HILL CHRISTIAN FELLOWSHIP

SOUTHSPRING

Post town

SIDCUP

County / Region

KENT

Postcode

DA15 8EA

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.



Agent's Name

Wellers

Address

Tenison House

45 Tweedy Road

Post town

Bromley

County / Region

Postcode

BR1 3NF

Number of continuation sheets attached

1

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record.

Wellers Solicitors

Tenison House, 45 Tweedy Road, Bromley, Kent, BR1 3NF

Tel 020 8464 4242

DX number 5713

DX exchange BROMLEY

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

or companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

C



A22  
COMPANIES HOUSE

0669  
06/02/04

**Company Secretary** (see notes 1-5)

Company name Avery Hill Christian Fellowship

NAME \*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

PAUL JAMES

Surname

PIPER

Previous forename(s)

Previous surname(s)

Address ††

7 SANDHURST ROAD

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐~~84~~

Post town

SIDCUP

County / Region

KENT

Postcode

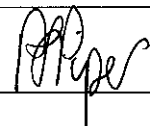
DA15 7HL

Country

UK

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

Consent signature



Date

31/1/04

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

MICHAEL EDWARD

Surname

BARNES

Previous forename(s)

Previous surname(s)

Address ††

7 SOMERSET AVENUE

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

WELLING

County / Region

KENT

Postcode

DA16 2LR

Country

UK.

Day Month Year

Date of birth

01/03/1943

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

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

Consent signature



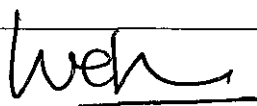
Date

1/2/2004

**Directors** (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	MRS		<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	MARY ELIZABETH			
	<b>Surname</b>	DAY			
	<b>Previous forename(s)</b>				
	<b>Previous surname(s)</b>				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<b>Address ††</b>	59 BEXLEY LANE			
	<input type="checkbox"/>				
	<b>Post town</b>	SIDCUP			
	<b>County / Region</b>	KENT	<b>Postcode</b>	DA14 4JW	
	<b>Country</b>	UK			
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>
		3   0	0   5	1   9   5   0	BRITISH
	<b>Business occupation</b>	HOUSEWIFE			
	<b>Other directorships</b>				
	I consent to act as director of the company named on page 1				
	<b>Consent signature</b>	M.E. Day		<b>Date</b>	1/2/04

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

S. 2. 04

**Or the subscribers****Signed****Date***( i.e those who signed  
as members on the  
memorandum of  
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

Avery Hill Christian Fellowship

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

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

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

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

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** ††☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

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

**Consent signature****Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** ††☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

**Date of birth**

11 09 1957

**Nationality**

BRITISH

**Business occupation**

BANKER

**Other directorships**

SEE ATTACHED

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

**Consent signature****Date**

31/1/04



**PAUL JAMES PIPER**

**DIRECTORSHIPS**

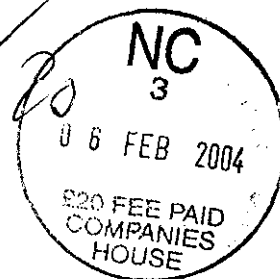
<b><u>Company</u></b>	<b><u>Number</u></b>	<b><u>Appointed</u></b>	<b><u>Resigned</u></b>
The Stationary Office Group Limited	3183931	30/09/96	31/03/99
Security Printing and Systems Group Limited	3648313	31/03/99	14/03/01
Tedco plc	3518162	09/06/98	16/11/99
Broomco (1942) Limited	3840091	15/02/01	04/03
Intermediate Capital Group PLC and subsidiaries *	2234775	01/10/02	
Heath Lambert Holdings Limited	4930601	16/01/04	
Allflex Holdings Inc. (a Delaware corporation)		10/12/03	

ICG Subsidiaries

<b><u>Company</u></b>	<b><u>Number</u></b>	<b><u>Appointed</u></b>	<b><u>Resigned</u></b>
Intermediate Capital Limited	2262102	31/07/03	
Intermediate Capital Investments Limited	2332519	31/07/03	
Intermediate Finance PLC	3869792	19/06/03	
Intermediate Capital Guarantee Limited	4693357	19/6/03	
Intermediate Finance (Guernsey) Limited (registered in Guernsey)	40289	03/12/02	

1762018/9/20 20/8/9

**THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION OF  
AVERY HILL CHRISTIAN FELLOWS**



1. The Company's name is Avery Hill Christian Fellowship
2. The Company's registered office is to be situated in England and Wales.
3. The Company is established for the following objects:
  - 3.1 To promote and advance the Christian Faith throughout the world generally including by the worship of God, the instruction and edification of Christians, the care and Christian instruction of young people and children and the evangelisation of non-Christians.
  - 3.2 To relieve poverty, hardship, sickness and distress among all peoples of the world.
  - 3.3 To promote education and training.
  - 3.4 To support such other charities and charitable purposes as the trustees shall decide.
4. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:
  - (a) To establish Christian Churches and to provide training and support to Church leaders and local members including (but without limitation) training programs leading to the accreditation of leaders and ongoing oversight of leaders.
  - (b) To develop and support the promotion of the Christian Gospel through artistic and creative expression in music and worship (including drama and dance)
  - (c) To support Christian Missionaries and Missions organisations both at home and abroad where the objectives are the preaching and teaching of the Christian Gospel.
  - (d) To promote advise and assist charitable community centred projects schemes and initiatives aimed to help local communities work together in caring for the young and the elderly and other persons who are in conditions of need or who are sick and without prejudice to the generality of the foregoing to provide a Christian example and witness to the local community expressing Biblical

teaching on issues affecting the community with a view to promoting a greater understanding of the Christian Gospel.

- (e) To arrange, coordinate and promote public meetings, seminars, workshops, conferences, campaigns and the like for the worship of God and the promotion and preaching of the Christian Gospel.
- (f) To commission, provide, make available and promote in any lawful manner the means whereby Christian believers are trained, educated and encouraged to develop their Christian Faith and beliefs.
- (g) To make gifts, interest free loans, scholarships whether at nil costs or at less than full consideration otherwise to do all lawful things which the Trustees consider to be appropriate to elevate those in conditions of need.
- (h) To provide advice and where appropriate counselling services or to assist in the provision of such services by providing finance, personnel or administrative skills.
- (i) To provide advice and assistance to the homeless and to those suffering from drug or alcoholic abuse, HIV and Aids sufferers, mentally handicapped persons and other disadvantaged members of society.
- (j) To provide long term or short term accommodation with or without conditional support services either for full consideration or a reduced consideration or nil charge.
- (k) To write, commission, produce and publish articles, books, leaflets, documents, television and radio programmes, audio visual tapes, compact discs and to use any other medium which is or may become available.
- (l) To commission and research into matters which in the opinion of the Trustees would further the work of the Trust and to publish and disseminate the useful fruits of the same as widely as possible.
- (m) To arrange, organise and conduct training courses, seminars, workshops, lectures and conferences.
- (n) To collect and disseminate information on all matters affecting the said objects and exchange of information with other bodies having similar objects within this country or overseas.
- (o) To purchase, lease, hire or otherwise acquire any land, buildings, stadia, halls, dwellinghouses, household, school or office furniture, cameras, projectors, radios, amplifiers, motor vehicles, hospitals, medical equipment, printing equipment or any other chattels.

- (p) Subject to such consents, if any, as may be required in law to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- (q) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that subject to the provisions of Clause 4(ee) and (ff) hereof the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.
- (r) To lend money and give credit to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by any charitable body where this will directly further the Company's charitable purpose.
- (s) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments, and to pay insurance premiums.
- (t) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other security or obligations of any other company.
- (u) To invest the moneys of the Company not immediately required for the furtherance of its objects 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.
- (v) To purchase, take or lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.
- (w) Subject to such consents, if any, as may be required in law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- (x) Subject to Clause 5 hereof to employ and pay such Architects, Surveyors, Solicitors and other professional persons, workmen, clerks and other staff not, except with the prior written consent of the Charity Commission, being Directors as are necessary for the furtherance of the objects of the Company.
- (y) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

- (z) To subscribe to become a member of or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its governing instrument prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof and to purchase or otherwise acquire and undertake all such part of the property assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company or any such charitable organisation, institution, society or body.
- (aa) To make any charitable donations either in cash or assets for the furtherance of the objects of the Company including donations to other charitable bodies having objects similar to those of the Company
- (bb) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.
- (cc) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (dd) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (ee) Subject to the requirements of the law relating to Charities in England and Wales to engage in such trading as is permissible for the purpose of furthering the objects of the Company.
- (ff) To form and control subsidiary non-charitable limited companies incorporated under the provisions of the Companies Act in force in England and Wales current at any given time for the purpose of trading, provided that such limited company shall pay its trading profits to the Company in any manner not in contravention of legislation in force at any given time.
- (gg) To provide indemnity insurance for the Trustees out of the funds of the Company PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or not.
- (hh) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

**5. PROVIDED THAT :-**

- (1) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (2) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (3) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners of England and Wales the Company 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 of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as would such Board of Trustees have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
- (4) The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and subject to clause (5) below no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company and, except with the prior written consent of the Charity Commission, no member of its Board of Trustees shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company.
- (5) Provided that nothing herein shall prevent the payment in good faith by the Company:-
  - (i) Of the usual professional charges for business done by any trustee who is a solicitor accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf
  - (ii) Of interest on money lent by any member of the Company or of its Board of Trustees at a reasonable and proper rate per annum not less than 2% below the published base lending rate of a clearing bank to be selected by the Board of Trustees
  - (iii) Of reasonable and proper rent for premises demised or let by any member of the Company or its Board of Trustees

- (iv) Of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Trustees may also be a member holding not more than 1/100th part of the capital of that company except to where such company is a Charity or contains provisions preventing the distribution of capital on a dissolution to the members;
  - (v) To any member of its Board of Trustees of reasonable and proper out-of-pocket expenses.
  - (vi) Of reasonable and proper premiums of insurance or indemnity to cover the liability of the Trustees (or any of them) effected in accordance with the power contained in clause 4(gg) hereof
6. The liability of the membership is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect can not be given to such provision, then to some other charitable object.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

---

**Names and Addresses of Subscribers**

---

MICHAEL EDWARD BARNES  
7 SOMERSET AVENUE  
WELLING  
KENT  
DA16 2LR

*M.E. Barnes*

MARY ELIZABETH DAY  
59 BEXLEY LANE  
SIDCUP  
KENT  
DA14 4JW

*M.E. Day*

DOROTHY MAY HUTCHINSON  
10 WELBECK AVENUE  
SIDCUP  
KENT  
DA15 9BU

*D.M. Hutchinson*

PAUL JAMES PIPER  
7 SANDHURST ROAD  
SIDCUP  
KENT  
DA15 7HL

*P. Piper*

Dated this *1st* day of *February* 2004

Witness to the above signatures: *[Signature]*

Name:

*ANTHONY JOHN COATES*

Address:

*17 CRAYFORD ROAD, CRAYFORD, KENT, DA1 4AN*

Occupation

*PASTOR*



**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING**  
**A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF**  
**AVERY HILL CHRISTIAN FELLOWSHIP**

**INTERPRETATION**

1. In these Articles:-

the Act	means the Companies Act, 1985
the Board	means the Board of Trustees of the Company
the Charities Acts	means the Charities Acts 1992 and 1993
Secretary	means any person appointed to perform the duties of the Secretary of the Company
Statement of Beliefs	means the statement contained in clause 9 of Memorandum of Association of the company
Trustees	means the directors of the Company (and Trustee has corresponding meaning)
the United Kingdom	means Great Britain and Northern Ireland
the Office	means the registered office of the Company
the Month	means calendar month

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

**GENERAL**

2. The number of members with which the Company propose to be registered is unlimited.
3. The provisions of Sections 191 (7) 352 and 353 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

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

## **MEMBERS**

5. The subscribers to the Memorandum of Association of the Company and such other members as are admitted to the Membership under Article 6 shall be members of the Company.
- 6(a) The subscribers to the Memorandum of Association and such other persons aged eighteen years or over or organisations as the Board shall admit to membership shall be members of the Company.
- (b) The Board may request reasonable information from an applicant before granting membership.
- (c) The Board shall be entitled to use their absolute discretion as to whether to accept or reject an application and reasons need not be given for any decision.
- (d) Every member shall confirm in writing that he subscribes to the Statement of Beliefs, set out in the Schedule hereto
- (e) Member organisations shall confirm in writing that the objects of such organisations are in agreement with the objects of the Company and shall deposit a copy of their governing instrument with the Board. Any variation thereof shall be notified to the Board.
7. The rights of members patrons and/or Trustees of the Company in regard to the Company's activities (other than in regard to voting), receiving notice of, attending and speaking at general meetings, eligibility for membership of the Board and other matters expressly provided for in these Articles shall be determined from time to time by the Board.
8. A member may terminate his membership of the Company by giving notice in writing.
9. If the Board resolves by way of majority of not less than three quarters of the members of the Board present and voting at a meeting of the Board at which not less than three members of the Board shall be present that any members should be excluded from the Company for conduct which in the opinion of the Board is contrary or prejudicial to the interest of the Company, the member in question shall immediately cease to be a member of the Company and notwithstanding anything in these articles shall not be re-admitted to membership unless the Board are satisfied from his conduct that re-admission should be permitted. The member shall have seven clear days notice in writing sent to him of the meeting of the Board at which any resolution will be voted upon and the notice shall give particulars of the complaint against him. The member may attend the said meeting and should be given

all reasonable and proper opportunities of answering the complaint against him but he shall not be present at the voting or take part in the proceedings otherwise than as permitted by these Articles or as the Board allows. Any person ceasing to be a member of the Company under the provisions of this Article shall have no right to the return of the whole or any part of any subscription or other sum paid by him to the Company.

## **GENERAL MEETINGS**

10. The Company 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; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company 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 place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

## **NOTICE OF GENERAL MEETING**

12. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company. Provided that a meeting of the company 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 :-
  - (a) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at the meeting of all the members.

13. 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.

## **PROCEEDINGS AT GENERAL MEETINGS**

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
15.
  - (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members or one tenth of the members whichever is the greater present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand 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 may determine.
  - (b) Any Trustee shall be entitled to speak at any General Meeting notwithstanding that he is not a member.
16. The Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Board present shall elect one of their number to be Chairperson of the meeting.
17. If at any meeting no member of the Board is willing to act as Chairperson or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
18. The Chairperson may, with the consent of any 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :-
- (a) by the Chairperson; or
  - (b) by at least two members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 23 if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meetings at which the poll was demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
22. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

## **VOTES OF MEMBERS**

24. Every member shall have one vote. In the case of a member organisation this shall be exercisable by its representatives.
25. Every member organisation is required to supply one representative who is of sound mind and a fit and proper person (to be first approved by the Board) to carry out the duties of a representative. The person so authorised shall be entitled to exercise the

same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a member of the Company. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the Resolution appointing its representative which is to be certified as a correct copy by the Chairperson or other recognised officer of the governing body of a corporation shall be conclusive evidence of such appointment. Any person appointed by an unincorporated association as representative shall be similarly authorised by such an unincorporated association and a copy of the resolution appointing its representative shall be similarly certified by the Chairperson or other recognised officer of the unincorporated association and should be conclusive evidence of such appointment.

26. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
27. On a poll votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorised in writing, or, if the appointer is a corporation, whether under seal or under the hand of any Officer or Attorney duly authorised. A proxy need not be a member of the Company.
29. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that Power of Authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

I/We \_\_\_\_\_ of \_\_\_\_\_ in  
the County of \_\_\_\_\_ being a member/members of the above named Company,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him  
\_\_\_\_\_ of \_\_\_\_\_ as my/our  
proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may  
be) General Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 199 ,  
and at any time adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20

31. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

I/We \_\_\_\_\_ of \_\_\_\_\_ in  
the County of \_\_\_\_\_ being a member/members of the above named Company,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to  
vote for me/is on my/our behalf at the (Annual or Extraordinary, as the case may be) General  
Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
199 , and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20

Unless otherwise instructed, the proxy will vote as he thinks fit.

32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **PATRONS**

34. There may be one or more patrons of the Company. These positions shall be honorary and the holders shall not be members of the Company or members of the Board. They shall be entitled to receive notice of and attend and speak at the General Meetings of the Company but shall not be entitled to vote at such meetings.
35. Every patron shall hold office until the conclusion of the General Meeting of the company on or next following the fifth anniversary of him becoming a patron (as the case may be) or until he/she resigns his position by notice in writing delivered to the office or until he shall be removed by resolution of the Board of Management which shall have received the affirmative vote of not less than two thirds of every member voting thereon. Any patron ceasing to be such under this Article shall be eligible for re-appointment except where he is removed as a patron by resolution of the Board of Management.
36. A patron or patrons may be appointed at any time or times (without limited number) by the Board.
37. The Board shall be entitled to confer at any time or times upon any patron or patrons any of the rights which it is entitled to confer upon members of the Company under Article 7 hereof and may at any times withdraw any rights so conferred.

## **BOARD OF TRUSTEES**

38. The minimum number of members of the Board shall be three.
39. The members of the Board may be paid all reasonable travelling, hotel and other out of pocket expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or General Meetings of the Company or in connection with the business of the Company subject to the approval of the Board.

## **BORROWING POWERS**

40. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where this will directly further the Company's charitable purposes.

## **POWERS AND DUTIES OF THE BOARD**

41. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meetings; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
42. Any bank account in which any part of the Assets of the Company is deposited shall be operated by the Board and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two members of the Board.
43. The Board shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of Officers made by the Board;
  - (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board;
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

## **DISQUALIFICATION OF MEMBERS OF THE BOARD**



44. The office of members of the Board shall be vacated if the member :-
- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) Becomes prohibited from being a member of the Board by reason of any order made under Sections 295 to 300 (inclusive) of the Act; or
  - (c) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (d) Resigns his office by notice in writing to the Company; or
  - (e) Is in the circumstances permitted by Clause 4 directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act; or
  - (f) Is absent from three consecutive meetings of the Board without prior special leave having been obtained and fails to requiring him to attend that further meeting; or
  - (g) By a decision of a two thirds majority of the membership made at the Annual General Meeting or any other meeting specifically called for that purpose.
  - (h) Ceases to subscribe to the Statement of Beliefs.
45. A member of the Board shall not vote in respect of any such contract in which he is interested or any matter arising therefrom and if he does so vote his vote will not be counted.

#### **ROTATION OF MEMBERS OF THE BOARD**

46. At the first Annual General Meeting of the Company all the members of the Board shall retire from office, and at the Annual General Meeting in every subsequent year one third of the members of the Board for the time being or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office
47. The members of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who become members of the Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
48. A retiring member of the Board shall be eligible for re-election.
49. The Company at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Board shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such

vacated office or unless a resolution for the re-election of such member of the Board shall have been put to the meeting and lost.

50. No person other than a member of the Board retiring at the meeting shall, unless recommended by the Board, be eligible for the election to the office of member of the Board at any General Meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
51. No person may be appointed as a Trustee:
  - (a) Unless he has attained the age of 18 years and
  - (b) Unless he subscribes to the Statement of Beliefs and
  - (c) That no circumstances exist which, if he had already been appointed, would disqualify him from holding office as a Trustee.
52. Notice of the prospective appointment of any Trustee must be given to all persons entitled to receive notice of General Meetings of the Company. Such notice to be not less than 7 nor more than 28 clear days before the date of the meeting at which the appointment is due to be made.
53. The Company may from time to time by ordinary resolution appoint a person who is willing to be a Trustee or increase or reduce the number of members of the Board, and may also determine in what rotation the increased or reduced number is to go out of office *provided the minimum number is not less than three.*
54. The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board, whether to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of members of the Board shall not at any time exceed the maximum number fixed in accordance with these Articles. Any members of the Board so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Board who are to retire by rotation at such meeting.
55. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Board.
56. The Company may by ordinary resolution appoint another person in place of a member of the Board removed from office under the immediately preceding Article 55. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Board on the day on which the

member of the Board in whose place he is appointed was last elected a member of the Board.

**57. TRUSTEES REMUNERATION AND EXPENSES**

- (a) The Trustees may be paid all reasonable and proper expenses incurred by them in connection with the performance of their duties.
- (b) Trustees shall not be paid any remuneration other than as provided for in clause 5(5) of the Memorandum.
- (c) Subject to the provisions of clause 5(5) of the Memorandum the Board may appoint one or more of their number to the office of Managing Director or other executive office of the company upon such terms as they think fit including remuneration. A Managing Director and a Trustee holding any other executive office shall not retire by rotation.

**PROCEEDINGS OF THE BOARD**

- 58. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. A member of the Board may, and the Secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.
- 59. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be three or one third whichever is the greater. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Board, the continuing member or members of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a General Meeting of the Company, but for no other purpose.
- 60. The Board may elect a Chairperson of their meetings and determine the period for which he is to hold office; but, if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be Chairperson of the meeting.
- 61(a) The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable.

- (b) A committee may elect a Chairperson of its meeting; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairperson of that meeting.
  - (c) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of equality of votes the Chairperson shall have a second or casting vote.
  - (d) A committee shall be entitled to co-opt members of the Company. Co-opted members shall be entitled to attend meetings of the committee when asked to do so but shall have no voting power at meetings and shall not count when determining a quorum for such meetings.
62. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or persons 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 member of the Board.
63. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held.
- 64(a) The Board may co-opt additional members to the Board. The number of persons co-opted shall be a maximum of ten save that the number of persons co-opted at any one time should never exceed the number of elected members of the Board.
- (b) Co-opted members of the Board have no voting right at Board Meetings and do not count when determining a quorum.

## SECRETARY

65. Subject to Section 13(5) of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by it; **PROVIDED ALWAYS** that no member of the Board may occupy the salaried position of Secretary.
66. Any provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in place of, the Secretary.

## EXECUTION OF DOCUMENTS

67. The Board of Management may execute under the signature of any two of them or any one of them and the Company Secretary and deliver any document so as to have

the same effect as a Deed as in such case they may think fit and the Company may not have a Common Seal.

## **ACCOUNTS**

68. The Board shall cause accounting records to be kept in accordance with the provisions of the Act and the Charities Acts.
69. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Officers of the Company.
70. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
71. The Board shall from time to time in accordance with the provisions of the Act and the Charities Acts, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' report or an Independent Examiners report or otherwise as appropriate, and Board's report shall not less than twenty one days before the date of the meeting be sent to every member of and every holder of debentures of the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

## **AUDIT**

73. Auditors or an Independent Examiners or otherwise as appropriate shall be appointed and their duties regulated in accordance with the provisions of the Act and the Charities Acts.

## **NOTICES**

74. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been

effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

75. Notice of every General Meeting shall be given in any manner hereinbefore authorised to :-
- (a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - (b) Every person being a legal personal representative or a trustee in bankruptcy or a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
  - (c) The auditors for the time being of the Company; and
  - (d) Each member of the Board.

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

## **DISSOLUTION**

76. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## **RULES OR BYE LAWS**

77. The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate :-
- (a) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - (b) The conduct of members of the Company in relation to one another, and to the Company's servants.
  - (c) The setting aside of the whole or any part or parts of the Company's premises at any particular time or for any particular purpose or purposes.
  - (d) The procedure at General Meetings and Meetings of the Board and the Committees of the Board in so far as such procedure is not regulated by these presents.

- (e) And, generally all such matters as are commonly the subject matter of Company rules.

The Company in General Meetings shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

## **INDEMNITY**

78. In the execution of his duties and the exercise of his rights in relating to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every member of the Board shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of the investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or anything other than deliberate fraud, wrongdoing or wrongful omission on the part of the member of the Board who is sought to be made liable.

## **DISSOLUTION**

79. The Company may be dissolved by a resolution in General Meeting passed by a majority of at least three quarters of the members present and voting at that meeting upon dissolution of the Company's assets after satisfaction of liabilities shall be given or transferred to such other Charitable body as the Board may determine.

## **SCHEDULE**

### **STATEMENT OF BELIEFS**

Evangelical Christians accept the revelation of the true God given in the Scriptures of the Old and New Testaments and confess the historic faith of the Gospel therein set forth. They here assert doctrines which they regard as crucial to the understanding of the faith, and which should issue in mutual love, practical Christian service and evangelical concern.

1. The sovereignty and grace of God the Father, God the Son and God the Holy Spirit in creation, providence, revelation, redemption and final judgement.
2. The divine inspiration of Holy Scripture and its consequent entire trustworthiness and supreme authority in all matters of faith and conduct.
3. The universal sinfulness and guilt of fallen man, making him subject to God's wrath and condemnation.
4. The substitutionary sacrifice of the incarnate Son of God as the sole and all-sufficient ground of redemption from the guilt and power of sin and from its eternal consequences.
5. The justification of the sinner solely by the grace of God through faith in Christ crucified and risen from the dead.
6. The illuminating, regenerating, indwelling and sanctifying work of God the Holy Spirit.
7. The priesthood of all believers, who form the universal Church, the Body of which Christ is the Head, and which is committed by His command to the proclamation of the Gospel throughout the world.
8. The expectation of the personal, visible return of the Lord Jesus Christ, in power and glory.



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Names and Addresses of Subscribers

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MICHAEL EDWARD BARNES  
7 SOMERSET AVENUE  
WELLING  
KENT  
DA16 2LR

*M.E. Barnes*

MARY ELIZABETH DAY  
53 BEXLEY LANE  
SIDCUP  
KENT  
DA14 4JW

*M.E. Day*

DOROTHY MAY HUTCHINSON  
10 WELBECK AVENUE  
SIDCUP  
KENT  
DA15 9BU

*D.M. Hutchinson*

PAUL JAMES PAPER  
7 SANDHURST ROAD  
SIDCUP  
KENT  
DA15 7HL

*P. Paper*

Dated this 1st day of February 2004

Witness to the above signatures:

Name:

Address:

Occupation

*Anthony John Coates*  
ANTHONY JOHN COATES

17 CLAYFORD ROAD, CLAYFORD, KENT, DA1 4AN

PASTOR