

**Memorandum and Articles
of Association**

of

**Eastern Baptist Association
as amended by Special Resolution
7 July 2018**

Company Registration Number: 04221429

The Companies Act 2006
Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

1. INTERPRETATION

1.1 In these Articles:

“the Act”	means the Companies Act (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Association including any statutory modification or re-enactment thereof for the time being in force;
“the Articles”	means these Articles of Association of the Association;
“the Association”	means the Company intended to be regulated by the Articles;
“clear days”	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“the Council members”	means the directors of the Association;
“executed”	includes any mode of execution;
“office”	means the registered office of the Association;
“the Moderator”	means the person appointed as such in accordance with the Association's Bye Laws;
“Regional Minister(s)”	means the person or persons appointed as such in accordance with the Association's Bye Laws;
a “representative”	means a duly appointed member of a member church in accordance with the Articles;
“secretary”	means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

“the Treasurer” means the person appointed as such in accordance with the Association's Bye Laws;

“the United Kingdom” means Great Britain and Northern Ireland;

words importing one gender only shall include both genders;

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act and words importing the masculine gender only shall include the feminine gender.

References to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, amendments and directions given under it.

2. NAME

The Company's name is Eastern Baptist Association (and in this document it is called “the Association”).

3. REGISTERED OFFICE

The Association's registered office is to be situated in England and Wales.

4. OBJECTS

The Association's objects (“the Objects”) are the advancement of the Christian religion especially by the means of and in accordance with the principles of the Baptist denomination as set out for the time being in the Declaration of Principle of The Baptist Union of Great Britain.

5. POWERS

In furtherance of the Objects but not otherwise the Association may exercise the following powers:

- 5.1 to provide suitable premises and other amenities to enable the objects to be carried out;
- 5.2 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association;
- 5.3 to raise funds and to invite and receive contributions: provided that in raising funds the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 5.4 to borrow money and give security for loans (but only in accordance with the restrictions imposed by law);
- 5.5 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 5.6 subject to Articles 6.1 and 6.2 below to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation to staff and their dependents and to provide housing for staff;
- 5.7 to administer establish and support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 5.8 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 5.9 to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;

- 5.10 to invest the moneys of the Association not immediately required for its purposes in or upon such investments, loans, securities or property as may be thought fit and provided always that any investment or use of such moneys shall be subject 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;
- 5.11 to employ investment managers and to delegate to such investment managers the power to buy and sell investments the power to employ and delegate being subject to such limitations and reporting provisos that are appropriate to the Association and are recorded in writing;
- 5.12 to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Association or the trade is temporary and ancillary to the carrying out of a primary object;
- 5.13 to accept and hold whether as bare Trustee or otherwise any property whether real or personal held on charitable trust in furtherance of all or any of the Objects which may from time to time be conveyed transferred assigned or otherwise vested in the Association as a charity Trust or trusts;
- 5.14 to acquire land or any other property or asset notwithstanding that it is held on other than exclusively charitable trusts and to share the ownership of any property or asset with any other body or person;
- 5.15 to insure the Council members against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is alleged to be a breach of trust or breach of duty, unless the Council member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 5.16 to do all such other lawful things as are necessary for the achievement of the Objects.

6. APPLICATION OF FUNDS

6.1 The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Association, (save in so far as any payment is properly applied for charitable purposes of members of the Association) and no Council member shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association save as provided by Article 6.2 hereof and save also that nothing in this document shall prevent any payment in good faith by the Association:

6.1.1 of reasonable and proper remuneration for any services rendered to the Association by an officer or servant of the Association who is not a Council member;

6.1.2 of interest on money lent by any Council member at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Council;

6.1.3 of fees, remuneration or other benefit in money or money's worth to any company of which a Council member may also be a member holding not more than 1/100th part of the issued capital of that company.

6.1.4 of reasonable and proper rent for premises demised or let by any Council member;

6.1.5 to any Council member of reasonable out-of-pocket expenses;

6.1.6 the payment of the premium for any indemnity insurance in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings).

6.2 The persons who shall be appointed to be the Regional Ministers of the Association (and as such are ex officio Council members) under the terms of Article 16 of the Association's Articles of Association shall be entitled to be paid such remuneration and benefits in respect of their employment by the Association as the other Council members shall from time to time decide provided always that any such person shall withdraw from that part of the meeting at which his or her

appointment dismissal remuneration or other terms are discussed or decided and shall not count towards the quorum for any such meeting.

7. LIABILITY OF MEMBERS

7.1 The liability of the members is limited.

7.2 Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound up while it is a member or within one year after it ceases to be a member, for payment of the Association's debts and liabilities contracted before it 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. DISSOLUTION

If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Association, but shall be given or transferred to the Baptist Union of Great Britain upon trust for some other Association or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Association by Article 6.1 above, chosen by the members of the Association at or before the time of dissolution and if that cannot be done then to some other charitable objects.

9. MEMBERS

9.1 The members shall be the Baptist Churches as at the date of adoption of the Articles together with such other Baptist Churches as the Council shall from time to time admit into membership

9.2 A member church may resign from membership of the Association by a special resolution of its members passed at a duly constituted church meeting.

9.3 A member church may be expelled from membership of the Association by a resolution of a general meeting of the Association passed by a two thirds majority of the representatives voting at a general meeting.

10. GENERAL MEETINGS

10.1 The Council may call a general meeting at any time, to be held at such time and place as the Council decide, subject to Article 11.

10.2 On receiving a requisition from the percentage of members required under the Act the Council must properly convene a general meeting.

11. NOTICE OF GENERAL MEETINGS

11.1 Every general meeting must be called by at least fourteen clear days' notice.

11.2 A general meeting may be called on shorter notice if this is agreed by a majority in number of the members who may attend and vote and who together hold 90% or more of the total voting rights of all of the members at the general meeting.

11.3 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, if a special resolution is proposed, the fact that the proposed resolution is a special resolution and the wording of the resolution. Subject to the Act, no business may be transacted at a general meeting except that specified in the notice convening the meeting. The notice shall be given to all the members and to the Council members.

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

12. PROCEEDINGS AT GENERAL MEETINGS

12.1 No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, or one tenth of the total number of persons which the member churches from time to time could

appoint as their representatives, whichever is the greater, shall constitute a quorum.

12.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine.

12.3 The Moderator of the Council or in his absence some other Council member nominated by the Council shall preside as Moderator of the meeting, but if neither the Moderator nor such other Council member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the representatives present shall elect one of their number to be Moderator.

12.4 The Moderator 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12.5 A resolution put to the vote of a meeting shall be decided on a show of hands unless ten representatives shall ask for a ballot of the representatives present at the meeting.

12.6 A declaration by the Moderator that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting 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.

13. VOTES OF MEMBERS

13.1 Each member church with a membership not exceeding 100 members shall have the right to appoint one representative, each member church with a membership

of between 101 and 199 members shall have the right to appoint two representatives and those with 200 or more members shall have the right to appoint three representatives to attend and vote at general meetings of the Association. For a member church with over 100 members one representative shall be the minister of the member church (if one is appointed).

13.2 Each representative present shall have one vote on a show of hands and on a ballot.

13.3 The representatives of a member church shall be entitled together to exercise the same powers on behalf of the member church as the member church could exercise.

13.4 No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Moderator whose decision shall be final and conclusive.

13.5 Subject to the provisions of the Act a written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of eligible representatives of the members (provided they would constitute a quorum at a general meeting) is as valid as if it has been passed at a general meeting provided that:

13.5.1 a copy of the proposed resolution has been sent to every eligible member church;

13.5.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of eligible representatives have signified their agreement to the resolution; and

13.5.3 such agreement is contained in an authenticated document that has been received at the registered office within the period of twenty eight days beginning with the circulation date. Such resolution may consist of several documents in the same form, each approved by one or more of the representatives of the member churches.

14. THE COUNCIL

14.1 The Council shall consist of:

- 14.1.1 one or more Regional Ministers (up to a maximum of three) appointed under the provisions of Article 16;
- 14.1.2 the Moderator appointed in accordance with the Association's Bye Laws;
- 14.1.3 the Treasurer appointed in accordance with the Association's Bye Laws;
- 14.1.4 the members appointed in accordance with such rules and voting procedures as shall be provided by the Association's Bye Laws;
- 14.1.5 up to five members co-opted by the ex officio and appointed members such co-option to be for such period or period (not exceeding three years but with the power to renew the co-option) as the Council shall from time to time decide. This power to co-opt is to be used solely to enable the Council to be as far as possible representative of the age, sex and ethnic origin of the membership of the member churches but notwithstanding this provision no challenge or objection may be made concerning the exercise of this power of co-option.

15. OFFICERS AND STAFF OF THE ASSOCIATION

The Council may appoint such officers and or staff to serve the Association as it shall from time to time think fit.

16. REGIONAL MINISTERS

The Regional Ministers of the Association shall be elected by such means and for such periods as shall be provided by the Bye Laws of the Association.

17. POWERS OF COUNCIL MEMBERS

17.1 Subject to the provisions of the Act and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Council which may exercise all the powers of the Association. No alteration of the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.

17.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Council shall have the following powers, namely:

17.2.1 to expend the funds of the Association in such manner as it shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;

17.2.2 to enter into contracts on behalf of the Association.

18. DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS

18.1 A Council member shall cease to hold office if he or she:

18.1.1 ceases to be a Council member by virtue of any provision in the Act or is disqualified from acting as a Council member under the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

18.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

18.1.3 resigns his or her office by notice to the Association (but only if at least two Council members will remain in office when the notice of resignation is to take effect); or

18.1.4 is absent without the permission of the Council from all their meetings held within a period of twelve months and the Council resolves that his or her office be vacated.

19. COUNCIL MEMBERS' EXPENSES

19.1 The Council members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Council or committees of the Council members or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

19.2 Except to the extent permitted by Articles 6.1 and 6.2 no Council member shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a Council member in any other contract to which the Association is a party.

20. CONFLICTS OF INTEREST

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

20.1.1 the Council member with the conflict (and any other interested Council member) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

20.1.2 the Council members who do not have a conflict in relation to the matter in question consider it is in the best interests of the Association to authorise the transaction.

20.2 The Council members who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Council member with the conflict and/or any other interested Council member should absent himself or herself from the part of the meeting at which there is a discussion concerning the transaction or arrangement giving rise to the conflict.

21. PROCEEDINGS OF COUNCIL MEMBERS

21.1 Subject to the provisions of the Articles, the Council may regulate its proceedings as it thinks fit. Five Council members may, and the Association at the request of a Council member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.

21.2 The quorum for the transaction of the business of the Council may be fixed by the Council members but shall not be less than one third of their number.

- 21.3 At the discretion of the Moderator a Council member may be part of the quorum at a meeting of Council if he or she can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 21.4 The Council may act notwithstanding any vacancies in their number, but, if the number of Council members is less than the number fixed as the quorum, the continuing Council members or Council member may act only for the purpose of filling vacancies or of calling a general meeting.
- 21.5 Unless the Moderator is unwilling to do so, the Moderator so appointed shall preside at every meeting of the Council at which he or she is present. But if there is no Council member holding that office, or if the Council member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council members present may appoint one of their number to be the Moderator of the meeting.
- 21.6 The Council may appoint one or more committees consisting of three or more Council members and such other persons as the Council shall from time to time decide for the performance of any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by such committees provided that all acts and proceedings of any such committees shall be fully reported to the Council.
- 21.7 All acts done by a meeting of the Council or sub committee of the Council, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council member or other or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had been entitled to vote.
- 21.8 A resolution in writing, approved by all of the Council members entitled to receive notice of a meeting of Council or a committee of the Council, shall be as valid and effective as if it had been passed at a meeting of Council or (as the case may be) at a committee of the Council duly convened and held. Such a resolution may

consist of several documents in the same form, each approved by one or more the members of the Council or (as the case may be) of a committee.

21.9 Any bank account in which any part of the assets of the Association is deposited shall be operated by the Council and shall indicate the name of the Association.

22. SECRETARY

Subject to the provisions of the Act, the Council members may decide whether or not a secretary is appointed. Where appointed it shall be for such term, at such remuneration (if not a Council member) and upon such conditions as the Council may think fit; and any secretary so appointed may be removed by the Council.

23. MINUTES

The Council shall keep minutes in books kept for the purpose of all proceedings at meetings of the Association and of the Council and of committees including the names of the persons present at each such meeting.

24. EXECUTING DOCUMENTS

24.1 Unless the Council members decide otherwise, documents which are entered as deeds must be signed by:

24.1.1 two Council members;

24.1.2 one Council member and the secretary (if appointed); or

24.1.3 one Council member in the presence of a witness who attests the Council member's signature.

25. ACCOUNTS

Accounts shall be prepared in accordance with the provisions of the Act.

26. ANNUAL REPORT

The Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

27. NOTICES

27.1 Except for notices calling meetings of Council (which may be in writing but do not have to be) any notices under the Articles shall be in writing. In this article “writing” includes facsimile transaction or email.

27.2 The Association may give any notice to a member by giving notice to the Secretary for the time being of the member church or there being presently no Secretary appointed then to such other officer or person representing the church as may be appropriate either:

27.2.1 personally;

27.2.2 by sending it by post in a prepaid envelope;

27.2.3 by facsimile transmission;

27.2.4 by leaving at his or her address; or

27.2.5 by email.

27.3 A member present by a representative or representatives at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

27.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

27.5 Proof that a facsimile transaction was made is conclusive evidence that the notice was given at the time stated on the transmission report.

27.6 A copy of the notification from the system used by the Association to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.

28. INDEMNITY

Subject to the provisions of the Act every Council member or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

29. BYE LAWS

29.1 The Association may by resolution of a general meeting of the Association and until such resolution the Council may from time to time make such Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Association and for:

- 29.1.1 the appointment of Regional Ministers;
- 29.1.2 the appointment of the Moderator and Treasurer;
- 29.1.3 the procedure at General Meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by the Articles; and
- 29.1.4 generally, all such matters as are commonly the subject matter of company rules.

29.2 The Association in general meeting shall have power to alter, add to or repeal the rules or Bye Laws and the Council shall adopt such means as it thinks sufficient to bring to the notice of members of the Association all such rules or Bye Laws, which shall be binding on all members of the Association provided that no rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.