

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

DATED 26 August 2008

MEMORANDUM & ARTICLES
OF ASSOCIATION OF

THE UNION OF EVANGELICAL CHURCHES

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MEMORANDUM OF ASSOCIATION OF
THE UNION OF EVANGELICAL CHURCHES

1. NAME

The name of the Company is The Union of Evangelical Churches ("the Charity")

2. REGISTERED OFFICE

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

3. OBJECTS

The Charity's objects ("the Objects") are

3.1 the advancement of the Christian faith

3.2 the furtherance of the charitable work of the Charity by the advancement of such other charitable purposes as the Directors shall from time to time decide

The Objects to be carried out as a proclamation of the Statement of Faith and practices set out in Clause 5 hereof

4. POWERS

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

4.1 to establish churches and community centres

4.2 to promote festivals celebrations and exhibitions

4.3 to co-ordinate advise and administer churches

4.4 to carry out and direct missionary activity

4.5 to support administer or set up other charities

4.6 to set up administer or support day nurseries play schools and other educational establishments

4.7 to provide advice, resources and services to those affected by social and economic circumstances

4.8 to establish mentoring programmes to equip people with values in line with Christian principles

4.9 to provide programmes to help the reintegration of marginalised and excluded peoples in order to face the challenge associated with their roles in society

- 4.10 to promote and organise programmes to engage with young people in the community
- 4.11 to purchase sell exchange or otherwise obtain or dispose of any equipment and materials including but not limited to books videos tapes compact discs cassettes DVDs records and all other formats for the recording or playing of music speech or film
- 4.12 to cause to be written and printed or otherwise reproduced distributed and circulated gratuitously or otherwise periodicals magazines books journals leaflets or other documents films DVDs recorded tapes CDs or other media which are desirable for the promotion of the Charity and its Objects
- 4.13 to hold exhibitions meetings lectures classes seminars and courses either alone or with others and to disseminate the proceedings and papers given at such events
- 4.14 to provide resources applicable to the promotion of the Objects in a way that brings a biblical perspective to the issues facing society in general
- 4.15 to commission arrange prepare print publish issue and disseminate any programme pamphlet book documentary film recording or other artistic work and to fix make and receive fees royalties and other charges therefore and for admission to and otherwise in respect of any exhibition performance or display
- 4.16 to establish subsidise promote federate amalgamate affiliate or co-operate with and subscribe to any association society company institution or trust which shall be charitable at law and to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any such association society company institution or trust and prohibit the payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this Memorandum of Association
- 4.17 to issue appeals hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations subscriptions or otherwise
- 4.18 to carry on and trade insofar as either the trade is exercised in the course of the actual carrying out of the Objects of the Charity or the trade is temporary or ancillary to the carrying out of the said Objects and to incorporate any wholly-owned company to carry on such trade
- 4.19 to borrow money and give security for loans but only in accordance with the restrictions imposed by the Charities Act 1993
- 4.20 to acquire or hire property of any kind
- 4.21 to let or dispose of property of any kind but only in accordance with the restrictions imposed by the Charities Act 1993
- 4.22 to make grants or loans of money and to give guarantees
- 4.23 to set aside funds for special purposes or as reserves against future expenditure
- 4.24 to deposit or invest funds in any manner but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification
- 4.25 to delegate the management of investments to a financial expert but only on terms that:
 - 4.25.1 the investment policy is set down in writing for the financial expert by the Directors

- 4.25.2 every transaction is reported promptly to the Directors
- 4.25.3 the performance of the investments is reviewed regularly with the Directors
- 4.25.4 the Directors are entitled to cancel the delegation arrangement at any time
- 4.25.5 the investment policy and the delegation arrangement are reviewed at least once a year
- 4.25.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt
- 4.25.7 the financial expert must not do anything outside the powers of the Directors
- 4.26 to arrange for investments or other property of the Charity to be held in the name of a nominee being a corporate body registered or having an established place of business in England and Wales under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.27 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.28 to insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty unless the Directors concerned knew that or was reckless whether the act or omission was a breach of trust or breach of duty
- 4.29 subject to Clause 6 to employ paid or unpaid agents staff or advisers
- 4.30 to enter into contracts to provide services to or on behalf of other bodies
- 4.31 to establish subsidiary companies to assist or act as agents for the Charity
- 4.32 to pay the costs of forming the Charity
- 4.33 to do anything else within the law which promotes or helps to promote the Objects

5. STATEMENT OF FAITH AND PRACTICES

The organisation known as the Union of Evangelical Churches and its churches are committed to the truths of historic, biblical Christianity, including but not limited to:-

Beliefs

5.1 God

There is one God, who exists eternally in three distinct but equal persons: the Father, the Son and the Holy Spirit. God is unchangeable in his holiness, justice wisdom and love. He is the almighty Creator, Saviour and Judge who sustains and governs all things according to his sovereign will for this own glory.

5.2 The Bible

God has revealed himself in the Bible, which consists of the Old and New Testament alone. Every word was inspired by God through human authors, so that the Bible as originally given is in its entirety the Word of God, without error and fully reliable in fact and doctrine. The Bible alone speaks with final authority and is sufficient for all matters of belief and practice.

5.3 The Human Race

All men and women being created in the image of God, have inherent and equal dignity and worth. Their greatest purpose is to obey, worship and love God. As a result of the fall of our first parents, every aspect of human nature has been corrupted and all men and women are without spiritual life, guilty sinners and hostile to God. Every person is therefore under the condemnation of God and needs to be born again, forgiven and reconciled to God in order to know and please him.

5.4 The Lord Jesus Christ

The Lord Jesus Christ is fully God and fully Man. He was conceived by the Holy Spirit, born of a virgin, and lived a sinless life in obedience to the Father. He taught with authority and all his words are true. On the cross he died in the place of sinners, bearing God's punishment for their sin, redeeming them by his blood. He rose from the dead and in his resurrection body ascended into heaven where he is exalted as Lord of all. He intercedes for his people in the presence of the Father.

5.5 Salvation

Salvation is entirely a work of God's grace and cannot be earned or deserved. It has been accomplished by the Lord Jesus Christ and is offered to all in the gospel. God in his love forgives sinners whom he calls, granting them repentance and faith. All who believe in Christ are justified by faith alone, adopted into the family of God and receive eternal life.

5.6 The Holy Spirit

The Holy Spirit has been sent from heaven to glorify Christ and to apply his work of salvation. He convicts sinners, imparts spiritual life and gives a true understanding of the Scriptures. He indwells all believers, brings assurance and produces increasing likeness to Christ. He builds up the church and empowers its members for worship, service and mission.

The Church

5.7 The universal church is the body of which Christ is the head and to which all who are saved belong. It is made visible in local churches, which are congregations of believers who are committed to each other for the worship of God, the preaching of the Word, the administering of Baptism and the Lord's Supper, for pastoral care and discipline, and for evangelism. The unity of the body of Christ is expressed within and between churches by mutual love, care and encouragement. True fellowship between churches exists only where they are faithful to the gospel.

5.8 The Lord Jesus Christ will return in glory. He will raise the dead and judge the world in righteousness. The wicked will be sent to eternal punishment and the righteous will be welcomed into a life of eternal joy in fellowship with God. God will make all things new and will be glorified for ever.

Practices

5.9 Baptism and the Lord's Supper have been given to the churches by Christ as visible signs of the gospel. Baptism is a symbol of union with Christ and entry into his Church but does not impart spiritual life. The Lord's Supper is a commemoration of Christ's sacrifice offered once for all and involves no change in the bread and wine. All its blessings are received by faith.

5.10 Healing

The laying on of hands and the anointing with oil in the name of the Lord Jesus Christ for the healing of the sick believing that the Lord Jesus Christ is the same yesterday, today and forever, and that He is all sufficient and that He can does heal diseases in answer to the prayer of faith.

6. **BENEFIT TO MEMBERS & DIRECTORS**

6.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but:

6.1.1 members who are not Directors may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied

6.1.2 members (including Directors) may be paid interest at a reasonable rate on money lent to the Charity

6.1.3 members (including Directors) may be paid a reasonable rent or hiring fee for property let or hired to the Charity

6.1.4 individual members who are not Directors but who are beneficiaries may receive charitable benefits in that capacity

6.1.5 a Director for the time being hereof may be remunerated out of the income or property of the Charity or receive other benefits for services rendered to the Charity provided :

6.1.5.1 that at no time shall a majority of the Directors receive remuneration or other benefits for services rendered to the Charity

6.1.5.2 that any Director whom it is proposed to remunerate or confer other benefits upon should not be present during the formal deliberations and decision making relating to any such remuneration or benefits

6.1.5.3 that the Directors are satisfied that the proposed remuneration or the nature or value or any such other benefit is reasonable and proper having regard to the nature and value of the work carried out or services undertaken by such Director and to the income of the Charity; and

6.1.5.4 that the decision to remunerate or confer benefits upon such Director and the level of that remuneration and nature and value of any such benefits shall be taken and decided upon by not less than two thirds of all the remaining Directors

6.2 A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except

6.2.1 as mentioned in Clauses 4.28 6.1.2 6.1.3 6.1.5 or 6.3.

6.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity

6.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)

6.2.4 payment to any company in which a Director has no more than a one per cent shareholding

6.2.5 in exceptional cases other payments or benefits but only with the written approval of the Commission in advance

- 6.3 Any Director (or any firm or company of which a Director is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if:
- 6.3.1 the goods or services are actually required by the Charity
 - 6.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Clause 6.4
 - 6.3.3 no more than one half of the Directors are subject to such a contract in any financial year
- 6.4 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must:
- 6.4.1 declare an interest at or before discussion begins on the matter
 - 6.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 6.4.3 not be counted in the quorum for that part of the meeting
 - 6.4.4 withdraw during the vote and have no vote on the matter
- 6.5 This Clause may not be amended without the prior written consent of the Commission

7. LIMITED LIABILITY

The liability of members is limited

8. GUARANTEE

Every member promises if the Charity is dissolved while he remains a member or within 12 months afterwards to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

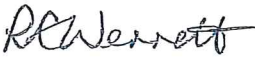

9. DISSOLUTION

- 9.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 9.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within the same as or similar to the Objects
 - 9.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 9.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 9.2 A final report and statement of account must be sent to the Commission
- ## 10. INTERPRETATION
- 10.1 Words and expressions defined in the Articles have the same meanings in this Memorandum

- 10.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it
- 10.3 Throughout this Memorandum "charitable" means charitable in accordance with the laws of England and Wales provided that it will not include any purpose which is not charitable in accordance with Section 7 of the Charities and Directors Investment (Scotland) Act 2005. For the avoidance of doubt the system of law governing the constitution of the charity is the law of England and Wales.

We wish to be formed into a company under this Memorandum of Association

NAMES AND ADDRESSES OF SUBSCRIBERS

Robert Edward Werrett	54 Picasso Way Shoebury Essex SS3 9XB
	
Eric George Blowes	6 Beacon Way Stanway Colchester Essex C03 0JA
	

Dated this 26 day of AUGUST 2008

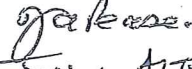
Witness to the above signatures:

Witness Signature:

Witness Name:

Witness Address:

Witness Occupation:


JERRY ALTHOR PERKINS
7. COMMON LANE BENNETT ESSEX SS7 3TB
SELF-EMPLOYED

8 Sept 2008

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
THE UNION OF EVANGELICAL CHURCHES

1. MEMBERSHIP

- 1.1 The subscribers to the Memorandum and Articles are the first members of the Charity
- 1.2 The Directors shall be the only members of the Charity
- 1.3 Membership is not transferable to anyone else
- 1.4 The Directors must keep a register of names and addresses of the Members
- 1.5 Membership is terminated if the member concerned:-
 - 1.5.1 gives written notice of resignation to the Charity
 - 1.5.2 dies
 - 1.5.3 ceases to be a Director

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings personally. General meetings are called on at least clear fourteen days' written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members personally present is at least 55% of the membership
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2.4 Except where otherwise provided by the Act every issue is decided by a majority of the votes cast
- 2.5 Except for the Chairman of the meeting who has a second or casting vote every member present in person or through an authorised representative has one vote on each issue
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2.7 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within eighteen months after the Charity's incorporation
- 2.8 At an AGM the members:
 - 2.8.1 receive the accounts of the Charity for the previous financial year
 - 2.8.2 receive the Director's report on the Charity's activities since the previous AGM

- 2.8.3 accept the retirement of those Directors who wish to retire
- 2.8.4 elect persons to be Directors to fill the vacancies arising
- 2.8.5 appoint auditors for the Charity
- 2.8.6 may confer on any individual (with his consent) the honorary title of Patron President or Vice-President of the Charity
- 2.9 discuss and determine any issues of policy or deal with any other business put before them
- 2.10 Any general meeting which is not an AGM is an EGM
- 2.11 An EGM may be called at any time by the Directors and must be called within fourteen days on a written request from at least three members
- 3. **THE DIRECTORS**
 - 3.1 The Directors as charity Directors have control of the Charity and its property and funds
 - 3.2 The Directors when complete consist of at least three individuals
 - 3.3 The subscribers to the Memorandum are the first Directors of the Charity. Each Director shall serve for so long as they are a Minister of a Union of Evangelical Churches Church
 - 3.4 Every Director must sign a declaration of willingness to act as a charity director and of acceptance to the Statement of Faith of the Charity before he is eligible to vote at any meeting of the Directors
 - 3.5 A Director's term of office automatically terminates if he:
 - 3.5.1 is disqualified under the Charities Act 1993 from acting as a charity Director
 - 3.5.2 is incapable whether mentally or physically of managing his own affairs
 - 3.5.3 is absent from three consecutive meetings of the Directors (unless the Directors decide otherwise)
 - 3.5.4 ceases to be a UEC Minister
 - 3.5.5 resigns by written notice to the Directors only if at least three Directors will remain in office
 - 3.5.6 is removed by resolution passed by at least seventy-five per cent of the members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views
 - 3.6 The Directors may at any time co-opt any person duly qualified as an additional Director to fill a vacancy in their number or as an additional Director but a co-opted Director holds office only until the next AGM
 - 3.7 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting
- 4. **PROCEEDINGS AT DIRECTORS MEETINGS**
 - 4.1 The Directors must hold at least one meeting each year

- 4.2 A quorum at a meeting of the Directors is to be 55%
- 4.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 Except for the chairman of the meeting who has a second or casting vote every Director has one vote on each issue
- 4.7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF DIRECTORS

The Directors have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) a person to act as Secretary to the Charity in accordance with the Act
- 5.2 to appoint a Chairman Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them but at least two members of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors
- 5.4 to make Standing Orders consistent with the Memorandum these Articles and the Act to govern proceedings at general meetings
- 5.5 to make Rules consistent with the Memorandum these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make Regulations consistent with the Memorandum these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

6. RECORDS & ACCOUNTS

- 6.1 The Directors must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports
 - 6.1.2 annual returns
 - 6.1.3 annual statements of account

- 6.2 The Directors must keep proper records of:
- 6.2.1 all proceedings at meetings of the Directors
 - 6.2.2 all reports of committees
 - 6.2.3 all professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by persons who are not Directors if the Directors so decide
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Director or member or to any other person who makes a written request and pays the Charity's reasonable costs within two months
- 6.5 Any bank account in which the assets of the Charity are deposited shall indicate the name of the Charity. All cheques and orders for the payment of money from such account and promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by at least two Directors or persons duly authorised by the Directors
7. **NOTICES**
- 7.1 Notices under these Articles may be sent by hand or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in area of benefit or any newsletter distributed by the Charity
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 7.3.1 twenty-four hours after being sent by electronic means or delivered by hand to the relevant address
 - 7.3.2 two clear days after being sent by first class post to that address
 - 7.3.3 three clear days after being sent by second class or overseas post to that address
 - 7.3.4 on the date of publication of a newspaper containing the notice
 - 7.3.5 on being handed to the member (or in the case of a member organisation its authorised representative) personally or if earlier
 - 7.3.6 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting
8. **DISSOLUTION**
- The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

9. INTERPRETATION

In the Memorandum and in these Articles:

"Act"	means the Companies Act 1985
"AGM"	means an annual general meeting of the Charity
"Articles"	means these articles of association
"Chairman"	means the chairman of the Directors
"Charity"	means the company governed by these Articles
"charity Director"	has the meaning prescribed by Section 97(1) of the Charities Act 1993
"clear day"	means twenty-four hours from midnight following the relevant event
"Commission"	means the Charity Commissioners for England and Wales
"EGM"	means an extraordinary general meeting of the Charity
"financial expert"	means an individual company or firm who is an authorised person within the meaning of the Financial Services Act 1986
"material benefit"	means a benefit which may not be financial but has a monetary value
"member" and "membership"	refer to membership of the Charity
"Memorandum"	means the Charity's Memorandum of Association
"month"	means calendar month
"Object"	means the Object of the Charity as defined in Clause 3 of the Memorandum

"Secretary"	means the Secretary of the Charity
"taxable trading"	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Object
"Director"	means a director of the Charity and "Directors" means all of the directors
"written" or "in writing"	refers to a legible document on paper including a fax message
"year"	means calendar year

- 9.1 Words and expressions defined in the Act have the same meanings in these Articles
- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it
- 9.3 In any areas of conflict between the terms hereof and any Standing Orders established by the Charity the terms of these Memoranda and Articles of Association shall prevail

We wish to be formed into a company under these Articles of Association

NAMES AND ADDRESSES OF SUBSCRIBERS

Robert Edward Werrett 54 Picasso Way
 Shoebury
 Essex SS3 9XB

REWerrett

Eric George Blowes 6 Beacon Way
 Stanway
 Colchester
 Essex
 C03 0JA

EGBlowes

Dated this 26 day of August 2008

Witness to the above signatures:

Witness Signature:

John Arthur Pease

Witness Name:

JOHN ARTHUR PEASE

Witness Address:

7 GUMMOW LANE BENLEET ESSEX SS7 3TB

Witness Occupation:

SELF-EMPLOYED

