

**The Companies Acts 1985 and 1989
Company Limited by Guarantee
and not having a Share Capital**

EASTERN BAPTIST ASSOCIATION

ARTICLES OF ASSOCIATION

INTERPRETATION

1 In these Articles:

"the Act" means the Companies Act 1985 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 these 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;

"the Memorandum" means the Memorandum of Association of the Association;

"office" means the registered office of the Association;

"the Moderator" means the person appointed in accordance with the Association's Bye Laws;

"Regional Minister(s)" means the person or persons appointed in accordance with the Association's Bye Laws;

a "representative" means a duly appointed member of a member church in accordance with the Articles

"the seal" means the common seal of the Association if it has one;

"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 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.

MEMBERS

- 2 (a) The members shall be the Baptist Churches listed in the annex to this Memorandum together with such other Baptist Churches as the Council shall from time to time admit into membership.
- (b) A member church may resign from membership of the Association by a special resolution of its members passed at a duly constituted church meeting.
- (c) 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.

GENERAL MEETINGS

- 3 The Association shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meetings 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 Association and that of the next: Provided that so long as the Association 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 times and places as the Council shall appoint. All general meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

- 4 The Annual General Meetings shall be called by at least twenty-one clear days notice and all other Extraordinary General Meetings shall be called by at least twenty-one clear days notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all the members and to the Council members.
- 5 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.

PROCEEDINGS AT GENERAL MEETINGS

- 6 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.

- 7 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.
- 8 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.
- 9 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.
- 10 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.
- 11 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.
- 12 In the case of an equality of votes, whether on a show of hands or by ballot, the Moderator shall be entitled to an additional casting vote.

VOTES OF MEMBERS

- 13 (a) Each member church shall have the right to appoint two representatives (one of whom shall be the minister of the member church if one is appointed) to attend and vote at general meetings of the Association and an additional representative for every 100 members the member church shall have from time to time in excess of fifty members.
- (b) Each representative shall have one vote.

(c) 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.

14 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.

THE COUNCIL

15 The Council shall consist of:

- (a) One or more Regional Ministers (up to a maximum of 3) appointed under the provisions of Article 18;
- (b) The Moderator appointed in accordance with the Association's Bye Laws;
- (c) The Treasurer appointed in accordance with the Association's Bye Laws;
- (d) The members appointed in accordance with such rules and voting procedures as shall be provided by the Association's Bye Laws;
- (e) up to 5 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.

16 The first Council members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles and shall serve until the first Annual General Meeting of the Association when the Council shall be constituted in accordance with the Articles.

OFFICERS AND STAFF OF THE ASSOCIATION

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

REGIONAL MINISTERS

18 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.

POWERS OF COUNCIL MEMBERS

19 Subject to the provisions of the Act, the Memorandum 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 Memorandum or 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.

20 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:

- (a) 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;
- (b) to enter into contracts on behalf of the Association.

DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS

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

- (a) ceases to be a Council member by virtue of any provision in the Act or is disqualified from acting as a Council member by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (c) 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
- (d) 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.

COUNCIL MEMBERS' EXPENSES

22 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.

23 Except to the extent permitted by clauses 5 and 6 of the Memorandum, 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.

PROCEEDINGS OF COUNCIL MEMBERS

- 24 Subject to the provisions of the Articles, the Council may regulate its proceedings as it thinks fit. Five Council members may, and the secretary 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. In the case of an equality of votes, the Moderator shall have a second or casting vote.
- 25 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.
- 26 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.
- 27 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.
- 28 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.
- 29 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.
- 30 A resolution in writing, signed by all 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 signed by one or more the members of the Council or (as the case may be) of a committee.

- 31 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.

SECRETARY

- 32 Subject to the provisions of the Act, the secretary shall be appointed by the Council 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.

MINUTES

- 33 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.

THE SEAL

- 34 The seal (if the Association shall adopt one) shall only be used by the authority of the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council member and by the secretary or by a second Council member.

ACCOUNTS

- 35 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

- 36 The Council shall comply with its obligations under the Charities Act 1993 (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 Commissioners.

NOTICES

- 37 Any notices to be given to or by any person pursuant to the Articles shall be in writing.
- 38 The Association may give any notice to a member or by sending it by post in a prepaid envelope

addressed 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.

- 39 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.
- 40 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 72 hours after the envelope containing it was posted.

INDEMNITY

- 41 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.

BYE LAWS

- 42 (a) 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
- (i) the appointment of Regional Ministers
 - (ii) the appointment of the Moderator and Treasurer
 - (iii) 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
 - (iv) generally, all such matters as are commonly the subject matter of company rules.
- (b) 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 Memorandum or the Articles.

The master copy of this page was signed by:
The Revd Alan Stroulger of Garland Street Baptist Church, Bury St Edmunds
The Revd Norman Tharby of Romford Baptist Church
on 4 April 2001

as the appointed representative of the

Baptist Church

Dated:

Witness to the above Signature:

Name:

Address:

Occupation

as the appointed representative of the

Baptist Church

Dated:

Witness to the above Signature:

Name:

Address:

Occupation

ANNEX TO

The Articles of Association of the Eastern Baptist Association

List of original member churches of the Association

(shown grouped in council-election constituencies)

C1	Southend, Clarence Road Southend, Earls Hall Southend, Ferndale Southend, Westcliff	E5	Lowestoft Martham Norwich, Bowthorpe Norwich, Dereham Road Norwich, St. Mary's Norwich, Silver Road Norwich, Witard Road Ormesby Wymondham
Bar Hill Bluntisham Burwell Cambridge, Arbury Road Chatteris Cottenham Great Wilbraham Haddenham Histon Huntingdon, Trinity Village Huntingdon, Trinity Landbeach & Milton Little Stukeley Little Thetford Lode March Prickwillow Somersham Swaffham Prior Swavesey Teversham Upwell Waterbeach Wilburton Willingham Wisbech Witchford	E2 Basildon, Kingswood Basildon, Laindon Benfleet Canvey Island, Winter Gdns Canvey Island, Leigh Beck Hadleigh Ramsden Bellhouse Rayleigh Shotgate	Braintree Coggeshall Colchester, Eld Lane Colchester, Orchard Colchester, Wycliffe Earls Colne Halstead, Heddingham Rd., Halstead, Parkfields Sible Heddingham	S1 Bardwell Bildeston Brandon Bures Bury St Edmunds, Garland St Bury St Edmunds, Southgate Clare Elmswell Mildenhall Norton Sudbury Whepstead Thetford, Community Thetford, Fulmerston Road
C2	E3 Corringham & Stamford Dagenham, Becontree Dagenham, Chaplin Dagenham, Oxlow Dagenham, Wood Elm Park Grays, Socketts Heath Grays, Tabernacle Hornchurch, North Street Hornchurch Ardleigh Green Purfleet Romford, Chase Cross Romford, Harold Hill Romford, Main Road Romford, Salem Tilbury Upminster, Cranham Upminster, Springfield Gdns	E6 Bishops Stortford Great Sampford Harlow, Church Langley Harlow, Fore Street Harlow, Potter Street Saffron Walden Thaxted Theydon Bois	S2 Aldeburgh Earl Soham Eye, The Vine Church Felixstowe, Maidstone Road Ipswich, Burlington Ipswich, Christ Church Ipswich, Colchester Road Ipswich, Holly Lodge Ipswich, Nansen Road Ipswich, Stoke Green Ipswich, White House Rushmere Stradbroke Witnesham Woodbridge, Beaumont
Ashdon Barton Cambridge, Barwell Cambridge, Cherry Hinton Cambridge, Mill Road Cambridge, St Andrew's Street Cambridge, Zion Caxton Comberton Coton Gamlingay Girton Great Shelford Harston Melbourn	E4 Billericay Blackmore Brentwood, Kings Road Brentwood, Pilgrims Hatch Burnham on Crouch Chelmsford, Central Chelmsford, North Springfield Chelmsford, Springfield Park Great Leighs Hutton Free Hutton & Shenfield Maldon Maylands Stock	E7 Brightlingsea Clacton Frinton Holland Kirby Cross Thorpe Le Soken Walton, Homelands West Mersea	
E1		N1 Aylsham Worstead Dereham Fakenham Foulsham Hunstanton King's Lynn Melton Neatishead Pentney Sheringham Stalham Swaffham	
Eastwood Hawkwell Leigh, Leigh Rd. Leigh, West Leigh Shoeburyness & Thorpe Bay Shoeburyness, Friars Southend, Avenue, Southend, Belle Vue		N2 Attleborough Costessey Carleton Rode Gorleston Great Yarmouth Gunton	