

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

**ARTICLES OF ASSOCIATION OF  
THE NORTHERN BAPTIST 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 on which it is to take effect;
    - “the Council members” means the directors of the Association (and “trustee” has a corresponding meaning);
    - “executed” includes any mode of execution;
    - “the Memorandum” means the Memorandum of Association of the Association;
    - “the Moderator” means the person appointed in accordance with the Association’s Bye Laws;
    - “office” means the registered office of the Association;
    - “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 in accordance with the Association’s Bye Laws;
    - “the United Kingdom” means Great Britain and Northern Ireland.
- Words importing the masculine gender only shall include the feminine gender. Subject as aforesaid, words or expressions contained in these Articles shall, unless context requires otherwise, bear the same meaning as in the Act.

**MEMBERS**

2.
  - (1) The members shall be the Baptist Churches listed in the annex to these Articles together with such other Baptist Churches as the General Meeting shall from time to time admit into membership.
  - (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.
  - (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 three-fourths majority of the representatives voting at the 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. All General Meetings and 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, each being a representative, 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 such time and place as the Council may determine.
8. The Moderator 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 of a meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at 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 of a meeting 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 of a meeting shall be entitled to an additional casting vote.

#### **VOTES OF MEMBERS**

13. (1) Each member church shall have the right to appoint one representative to General Meetings of the Association and additional representatives in accordance with the following schedule:

51 to 100 members	- 1
101 to 150 members	- 2
151 to 200 members	- 3
201 to 250 members	- 4
251 to 300 members	- 5 and so on

- (2) Each minister/pastor in post at a member church shall also be a representative.

- (3) Each representative shall have one vote.

- (4) The representative or 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) Twelve members appointed by the member churches in accordance with such rules and voting procedures as shall be provided by the Association's Bye Laws.

- b) (i) The Regional Ministers appointed by the Association in accordance with the Association's Bye Laws.

- (ii) The Treasurer, Baptist Missionary Society representative and Home Mission representative appointed in accordance with the Association's Bye Laws.

- c) Members co-opted by the Council up to such number of members as specified in the Association's Bye Laws. 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.

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:

- (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;
- (2) 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:
- (1) 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);
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (3) resigns his or her office by notice to the Association (but only if at least six Council members will remain in office when the notice of resignation is to take effect); or

- (4) is absent without the permission of the Council members from all their meetings held within a period of twelve months and the Council members resolve 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 members or committees of 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 MEETINGS**

24. Subject to the provisions of the Articles, the Council may regulate its proceedings as it thinks fit. Six Council members may, and the Secretary at the request of a Council member shall, call a meeting of the Council members. 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 of the meeting shall have a second or casting vote.
25. The quorum for the transaction of the business of the Council members may be fixed by the Council members but shall not be less than one third of their number.
26. The Council members 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 shall preside at every meeting of Council members 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 at least 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 committees, 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 members or of a committee of the Council, shall be as valid and effective as if it had been passed at a meeting of

Council members or (as the case may be) 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 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. All cheques and orders for the payment of money from such account shall be signed by at least two authorised signatories.

#### **MINUTES**

32. The Council shall keep Minutes, books kept for the purpose of all proceedings at meetings of the Association and of meetings of the Council or of Committees including the names of the persons present at each such meeting.

#### **SECRETARY**

33. Subject to the provisions of the Act, the Secretary shall be appointed by the Council for such term and for 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.

#### **ACCOUNTS**

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

#### **ANNUAL REPORT**

35. 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 Commissioners.

#### **NOTICES**

36. Any notices to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
37. The Association may give any notice to a member either personally 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 the treasurer of the church for the time being to the member at his registered address or by leaving it at that address.
38. A member present by representative 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.
39. 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**

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

## **BYE LAWS**

41. (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:
- (i) the Appointment of Regional Ministers, the Moderator, the Treasurer, the Baptist Missionary Society representative and the Home Mission representative;
  - (ii) the procedure at General Meetings and meetings of the Council members and committees of the Council members in so far as such procedure is not regulated by the Articles;
  - (iii) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Association in general meeting shall have power to alter, add to or repeal the rules or Bye Laws and the Council members shall adopt such means as they think 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.

## **Signature, Name and Address of Subscriber**

as the appointed representative of the

\*\* Baptist Church

Date:

Witness to the above Signature:

Name:

Address:

Occupation:

**ANNEX TO**

**The Articles of Association**

**of Northern Baptist Association**

List of original member churches of the Association