

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION  
OF

SEVENTH-DAY ADVENTIST  
ASSOCIATION LIMITED

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1. The name of the Company is:  
SEVENTH-DAY ADVENTIST ASSOCIATION LIMITED
2. The registered office of the Company will be situate in England.

OBJECTS

3. The objects for which the Company is established are:
  - (A) The diffusing of religious instruction and moral instruction founded on or being a necessary portion or concomitant of religious instruction throughout the entire world by preaching and publishing the commandments of God and the everlasting Gospel of Christ, also the promotion of health and temperance by the diffusion of true religious principles as to the conduct of life, and the engagement in work for the relief of poverty and distress in any way and by any means which may be considered best in the interests of the Company and most likely to promote its objects.
  - (B) The organization and operation of churches, conferences, educational institutions, medical and health institutions, missionary enterprises and agencies, and as ancillary thereto and for the purposes of the greater efficiency thereof, publishing houses, printing establishments, institutions and depots, rest houses, and all industries and businesses, and other instrumentalities and methods appropriate and available for and tending to the advancement of the ends and aims of the Company, including the promotion of the principles of health and temperance by lectures, demonstrations, literature, rational treatments, suitable diet and the making and patenting of health foods in harmony with these principles.
  - (C) The taking over, acquisition, carrying on and developing of any charity, business concern or enterprise having objects similar to or considered as appropriate for or tending to the advancement and furtherance of the ends and aims of the Company as aforesaid as a going concern together with all the real and personal property, goodwill and effects belonging to any such business concern or enterprise and subject to the liabilities thereof.

- (D) The acquisition by purchase, hire or otherwise, and the acceptance by way of gift, subscription, donation, legacy, devise, bequest or otherwise, and the holding of buildings, lands, securities, stocks, shares and debentures, money, and other property in the British Isles or elsewhere, whether for the purposes of the Company or to be held by the Company as trustee for or on behalf of or otherwise for the use or benefit of any person, church, conference, society, school, training college, medical institution, dispensary, hospital, sanitarium, publishing house, association, mission, committee, or cause connected with the British Union Conference of Seventh-day Adventists in the British Isles or elsewhere.
- (E) The erection of any building, office, room, chapel, school, college, house, mission home, publishing house, medical institution, hospital, dispensary, home for the aged, orphanage, depot, or other building or any part of the same, and the repair and the restoration of the same for the purposes of the Company.
- (F) The employment and support of agents, teachers, missionaries, ministers, colporteurs, doctors, medical missionaries, nurses, or any other workers necessary for the work of the Company or for any church, conference, association, school, mission, college, hospital, printing house, institution, committee or cause for whom it may become trustee.
- (G) The organization and financing of holiday camps for youth, pilgrimages and excursions to any part of the world for religious or educational purposes; also the promotion of kindness to animals and birds.
- (H) The performance of any duty, function, act, whether ministerial or otherwise, in compliance with the usages of the British Union Conference of Seventh-day Adventists, or in carrying into effect any directions or instructions, relating to any trust property invested in the Company, which may be given to the Company by any person or duly constituted body entitled to give such directions or instructions, whether the same relate to the corpus or income of such trust property.
- (I) The selling, exchanging, mortgaging, letting or demising of lands, buildings, or houses or other property vested in or held by the Company subject to any consents which may be required by law.
- (J) The administration, management and conduct as trustees, factors or agents, in accordance with any trusts, expressed or implied, affecting the same, of any trust property vested in the Company, and the exercise of any rights of ownership or any rights or powers, discretionary or otherwise, relating to the administration, management and conduct of, or in any manner to any such trust property.
- (K) The granting of powers of attorney and giving of bonds or guarantees on account of any covenants, titles, trusts, or agencies, that may be undertaken by the Company. The making, drawing, accepting, endorsing, issuing, signing and executing of bills of exchange, promissory notes, cheques and all other securities (whether negotiable or otherwise), deeds and instruments of every description in the course of any business which the Company in pursuance of its aims may undertake.

(L) The printing and publishing of annual reports, year books, papers, circulars, stationery, pamphlets, books, tracts, magazines, newspapers and other documents, either for the Company or for any church, conference, society, school, training college, sanitarium, association, mission, committee or cause for whom it may become trustee, together with such other printing and publishing as may be considered directly or indirectly conducive to the aims or in furtherance of the interests of the Company.

(M) The raising or borrowing of such money as the Company may from time to time determine to raise or borrow, upon banking account or otherwise, upon such security, whether by way of mortgage or otherwise, and on such terms and conditions as to interest, powers of sale, and otherwise, as the Company may from time to time deem expedient.

(N) The instituting, conducting, defending or compromising of legal proceedings by and against the Company, its officers or servants (including the recovery of rents and the enforcement of all obligations of tenants, lessees and other persons in connection with land and other property held by the Company).

(O) The investing of all or any part of the funds held by the Company in such securities and upon such terms and conditions as may be directed and as the Company may deem fit, and the varying from time to time of such investments or any of them.

(P) The acquiring by purchase, amalgamation or otherwise of the undertaking of any other society, association or corporation having for its objects, or some or one of them, the promotion, in any form whatsoever, of the aims of the British Union Conference of Seventh-day Adventists, or of any section or part thereof.

(Q) The doing of all such other lawful things as are incidental or conducive to the attainment of the above objects.

(R) To guarantee and/or give security for the payment of money by or the performance of obligations of all kinds by any associate company established for charitable purposes only, and in security of such guarantees to assign, dispo, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, asset or revenue of the Company.

(S) The objects set forth in any sub-clause of this clause shall be strictly limited by reference to or inference from sub-clauses (A) and (B) hereof or as subsidiary or ancillary thereto.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member, or within one year afterwards, for the payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member. and the costs, charges and expenses of winding up the same, and for the adjustment of the

rights of the contributories amongst themselves, such amount as may be required, not exceeding five shillings.

6. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any assets or property of any kind whatsoever and howsoever obtained, the same shall not be paid to or distributed among the members of the Company: but it shall be the duty of the members of the Company after consultation with the British Union Conference of Seventh-day Adventists either to transfer any remaining assets of the Company to one or more other charities having objects similar to the objects set forth in Clause 3 (A) above or to apply the same in otherwise furthering the religious and other charitable work of Seventh-day Adventists within the territory of that Union Conference: Provided that this Company shall not be so wound up without the consent in writing of the Executive Committee of the British Union Conference of Seventh-day Adventists, for which the Company acts as its legal corporation to carry out its religious and charitable objects.

7. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Company or to members of its board of directors: Provided that nothing herein contained shall prevent

(i) the payment in good faith of remuneration for services actually rendered to the Society by any officer or servant of the Society, or any member thereof or other person, not being a member of the board of directors;

(ii) the payment of interest at a rate not exceeding £5 per centum per annum for any money borrowed from any member of the Company, whether or not a member of the board of directors; or

(iii) the payment of a reasonable rent or hiring fee for the use of property hired or rented to the Company by any member of the Society, whether or not a member of the board of directors.

(iv) the reimbursement of reasonable out-of-pocket expenses to members whether or not members of the board of directors.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or of any member thereof, or any other person, in return for any services actually rendered to the Company.

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ARTICLES OF ASSOCIATION  
OF  
SEVENTH-DAY ADVENTIST  
ASSOCIATION LIMITED

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1. For the purpose of registration the number of the members of the Company is declared not to exceed fifty.
2. These articles shall be construed with reference to the provisions of the Companies Act 1985 and 1989, and the terms used in these Articles have the same respective meanings as they have when used in this Act. The term, British Union Conference of Seventh-day Adventists, means the Conference representing all the Seventh-day Adventists in the British Isles, and comprising the local Seventh-day Adventist Conferences and Missions which may at any time be formed therein.

**MEMBERSHIP**

3. Every member of the Executive Committee of the British Union Conference of Seventh-day Adventists shall be a member of this Company for so long as he shall continue to occupy such position, or any person who may be elected a member of this Company by the British Union Conference Executive Committee, shall be a member of this Company for the term of one year, or until the next annual meeting of the Company, subject to his subscribing a copy of these Articles and the Memorandum of Association.
4. The rights and privileges of every member shall be personal to himself; they shall not be transferable by his own act or operation of law.
5. Any member may withdraw from the Company by giving one calendar month's notice in writing to the Secretary of his intention so to do, and upon the expiration of the notice he shall cease to be a member.

**DIRECTORS**

6. The Directors shall have power by resolution, duly passed and entered in their Minute Book, to determine the membership of any person who shall cease to be a member of the Seventh-day Adventist Denomination, and shall have power to appoint a successor to any person whose membership shall be so terminated.

7. The number of Directors shall be nine, all of whom shall be members of the Executive committee of the British Union Conference of Seventh-day Adventists.
8. The Directors of the Company shall be elected annually by the members of the Company in General Meeting. The members of the Board shall choose one of their number to act as Chairman, and shall appoint all such other officers as may be necessary.
9. There shall be one or more Auditors who shall be elected annually in General Meeting.
10. The Directors shall have power to fill any vacancy occurring in the membership.

#### **PROCEDURE OF THE BOARD**

11. The Directors shall meet at least once in very year, and at such other times as the Directors may appoint. The Directors may make such regulations as they think proper as to the summoning and holding of meetings and for the transaction of business thereat, and they may adjourn any meeting.
12. The quorum necessary for the transaction of business shall be five.
13. The Chairman, or any two Directors, may at any time summon a meeting of the Board.
14. The Chairman shall preside at all meetings of the Directors, and if at any meeting he shall not be present within ten minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of the meeting.
15. Every question, matter or thing which shall be brought up at any meeting of the Directors shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.
16. A Director may at any time resign his Directorship by giving one month's notice in writing to the Secretary.

#### **POWERS OF DIRECTORS**

17. The Directors for the time being shall have the control and management of all the affairs and business of the Company, and shall conduct the same in such manner as they in their discretion shall think fit, and may exercise such powers of the Company as are not hereby or by statute required to be exercised by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

18. The Directors may delegate any of their powers to committees, consisting of such member or members of their body as they think fit. The Directors may withdraw such delegated powers whenever they deem fit, provided that no prior act of the said committee shall be invalidated by a subsequent regulation of the Directors, if the same would have been valid except for such regulation.

### **GENERAL MEETINGS**

19. General Meetings shall be held at least once a year. Such meetings may be adjourned from time to time until the business is ended, and to such place as may be determined by the General Meeting.

20. The Annual General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary.

21. The Directors may, whenever they think fit, convene an Extraordinary Meeting, and when required by any ten members, by a requisition in writing specifying the object of the proposed meeting, left at the registered office, shall forthwith convene an Extraordinary General Meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

22. At least seven days' notice in writing, specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members of the Company in manner hereinafter provided, but the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

23. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the consideration of accounts, balance sheet and the ordinary report of the Directors, the report of the Auditors and the election of the Directors and Auditors.

24. No business shall be transacted at any meeting unless a quorum of members is present.

25. Eleven members shall be a quorum at any General Meeting of the Company.

26. The Chairman shall preside at every General Meeting, or in his absence, such member as shall then and there be elected by the General Meeting.

27. The Chairman may, with the consent of the meeting adjourn any General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

28. At any General Meeting, unless a poll is demanded by at least five members, a declaration by the Chairman that the resolution has been carried or carried by any

specific majority and an entry made in the Minute Book to that effect, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

29. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed to be the resolution of the Company in General Meeting.

### VOTES OF MEMBERS

30. Each member shall have one vote only, and such vote must be given personally and not by proxy.

### ACCOUNTS AND AUDITS

31. True accounts shall be kept of the moneys received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place, and of the property and liabilities of the Company.

32. Once at least, in every year, the Directors shall lay before the Company in General Meeting a statement of the income and expenditure for the past year; also a balance sheet containing a summary of the property and liabilities of the Company.

33. The Accounts of the Company, and also the balance sheet thereof, shall be audited every year by one or more auditors and such auditors shall have power to require the production of all books of account, documents and vouchers which they shall deem necessary to be produced.

34. The Auditors shall make a report to the members upon the balance sheet and accounts, and in every such report they shall state whether, in their opinion, the balance sheet is properly drawn up so as to give a true and correct statement of the affairs of the Company and such report shall be read, together with the report of the Directors, at the Ordinary Meeting.

### BYE-LAWS

35. In addition to the powers vested in the Company by the Companies Act 1985 and 1989, the Company shall have power by resolution passed in General Meeting, whether Ordinary or Extraordinary, from time to time to make such bye-laws for the government of the Company as do not under the said Act require to be passed by Special Resolution as being alterations of the regulations of the Company contained in the Articles of Association, always provided that such suggested changes in the Articles have been endorsed by the British Union Conference of Seventh-day Adventists.

## NOTICES

36. Notice may be served by the Company upon any member, either personally or by sending it by post in a prepaid letter addressed to such member at his address in the British Isles, and if any member has not such address, notice left at the registered office of the Company addressed to such member shall be deemed sufficient notice.

37. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

38. All notices required by the Companies Act 1985 and 1989, and by any Acts amending the same, to be given by advertisement, shall be advertised in such newspapers as the Directors may select.

## DISSOLUTION

39. The provisions of Clause 6 of the memorandum of Association shall apply.



**Seventh-day Adventist Association**

Proposed Amendment to the Memorandum and Articles of Association

Special Resolution to amend Clause 7

- 7(v) the payment of any premium in respect of any indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the directors (or any of them) in reckless disregard of whether it was breach of trusts or breach of duty or not.

[9 January 1996]

**VOTED:**

that by special resolution Article 10 should read "The directors shall have power to fill any vacancy occurring in their membership"

12-9-2000

**ARTICLE 10  
SPECIAL  
RESOLUTION  
28**

