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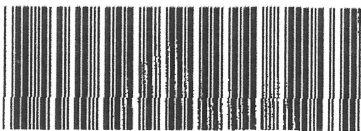
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4279837

The Registrar of Companies for England and Wales hereby certifies that
THE SOUTHERN COUNTIES BAPTIST ASSOCIATION

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 31st August 2001



N04279837R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



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

MEMORANDUM OF ASSOCIATION OF

THE SOUTHERN COUNTIES BAPTIST ASSOCIATION

1. The Company's name is The Southern Counties Baptist Association (and in this document it is called "the Association").

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

3. 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.

4. In furtherance of the Objects but not otherwise the Association may exercise the following powers:
 - (a) To provide suitable premises and other amenities to enable the Objects to be carried out

 - (b) 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;

- (c) 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;
- (d) to borrow money and give security for loans (but only in accordance with the restrictions imposed by law);
- (e) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (f) subject to clauses 5 and 6 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 dependants and to provide housing for staff;
- (g) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (h) 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;
- (i) 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;
- (j) 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;

- (k) 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;
- (l) 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;
- (m) to accept and hold whether as bare Trustee or otherwise any property whether real or personal which may from time to time be conveyed transferred assigned or otherwise vested in the Association as a charity Trust or Trusts;
- (n) to share the ownership of any property or asset with any other body or person;
- (o) 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 mission which is or 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;

- (p) to do all such other lawful things as are necessary for the achievement of the Objects.

5. 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 the member churches 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 Clause 6 hereof and save also that nothing in this document shall prevent payment in good faith by the Association:

- (a) 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;
- (b) 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;
- (c) 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;
- (d) of reasonable and proper rent for premises demised or let by any Council member;

- (e) to any Council member of reasonable out-of-pocket expenses.
- (f) pay 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. The Regional Ministers of the Association who are Council Members pursuant to Clause 15 of the 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. The liability of the members is limited.

8. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10.) to the Association's assets if the Association 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.

9. 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 clause 5 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.


We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association

M.G. Wickenden

MARK GERARD WICKENDEN
43A Wantage Road, Didcot, Oxfordshire. OX11 0BS

as the appointed representative of the Didcot Baptist Church

Dated: 14th August 2001

Witness to the above Signature: 

Name: P. I. CHARMAN

Address: POST OFFICE
B.P. GARAGE
WANTAGE ROAD
DIDCOT

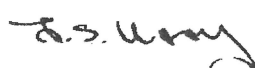
Occupation: JUNIOR CLERK



ROBERT ALEXANDER SCOTT
11, Elmshott Lane, Cippenham, Slough, Berkshire. SL1 5QS

as the appointed representative of the Cippenham Baptist Church

Dated: 17th August 2001

Witness to the above Signature: 

Name: MRS. J. S. SURREY

Address: 39. ROBIN HOOD CLOSE, CIPPENHAM.
SLOUGH. SL1 5D4

Occupation: CHURCH ADMINISTRATOR.



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

ARTICLES OF ASSOCIATION OF

THE SOUTHERN COUNTIES 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 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.

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. (1) The members of the Association shall be the Baptist Churches listed in the annex to these Articles together with such other Baptist Churches as the Council 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 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 meeting 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 and shall be held at such times and places as the Board of Trustee shall appoint.

NOTICE OF GENERAL MEETINGS

4. All 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 to, 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 an 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 by those eligible to vote unless not fewer than 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. 1) Each member church shall have the right to appoint two representatives (one of whom shall be a 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.

2) Each representative shall have one vote.

- 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.

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:

- 1) One or more Regional Ministers (up to a maximum of 4) appointed under the provisions of Article 18.
- 2) The Moderator appointed in accordance with the Association's Bye Laws.
- 3) The Treasurer appointed in accordance with the Association's Bye Laws.
- 4) One person appointed by Regents Park College Oxford for such term of office and in accordance with such procedures and rules as shall from time to time be decided by the College.
- 5) 12 members appointed in accordance with such rules and voting procedures as shall be provided by the Association's Bye Laws.
- 6) up to 3 members co-opted by the ex officio and appointed members such co-option to be for such period or periods (not exceeding three years but with the power to renew the co-option) as the Council shall from time to time decide.
- 7) up to 3 members co-opted by the ex officio and appointed members such co-option to be for such period or periods (not exceeding three years but with the power to renew the co-option) as the Council shall from time to time decide. The power under this Bye Law 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:

- (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 two 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 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 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 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 executive or committees provided that all acts and proceedings of any such executive or committees shall be fully reported to the Council.

29. All acts done by a meeting of the Council committees 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 and sub-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 church 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 48 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. (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;
 - (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.
- (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 Memorandum or the Articles.

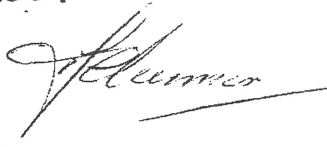
M. G. Wickenden

MARK GERARD WICKENDEN
43A Wantage Road, Didcot, Oxfordshire. OX11 0BS

as the appointed representative of the Didcot Baptist Church

Dated: 14th August 2001

Witness to the above Signature:



Name: P. I. CHARMAN

Address: POST OFFICE
BP GARAGE
WANTAGE ROAD
DIDCOT

Occupation:

COMPUTER CLERK



ROBERT ALEXANDER SCOTT
11, Elmshott Lane, Cippenham, Slough, Berkshire. SL1 5QS

as the appointed representative of the Cippenham Baptist Church

Dated: 17th August 2001

Witness to the above Signature:



Name: MRS. J.S. URAY

Address: 39. ROBIN HOOD CLOSE
CIPPENHAM. SLOUGH. SL1 5DY

Occupation: CHURCH ADMINSTRATOR.

The Articles of Association
of The Southern Counties Baptist Association

List of original member churches of the Association

Abbey Baptist Church, Reading
Abingdon Baptist Church
Amesbury Baptist Church
Anderson Baptist Church, Reading
Andover Baptist Church
Arlington - Bibury Baptist Church
Ashley Baptist Church
Banbury Baptist Church
Basingstoke Baptist Church
Bitterne Park Baptist Church, Southampton
Blackbird Leys, Church of the Holy Family (LEP)
Blackfield Baptist Church
Bloxham Baptist Church
Botley Baptist Church
Bourton Baptist Church
Boyn Hill Baptist Church, Maidenhead
Brackley Baptist Church
Brockhurst Baptist Church, Gosport
Broughton and Wallop Baptist Church
Buckland Road Baptist Church, Parkstone
Burford Baptist Church
Castlehold Baptist Church, Isle of Wight
Caversham Baptist Church
Charlbury Baptist Church
Caversham Park Church (LEP), Reading
Central Baptist Church, Southampton
Charlton on Otmoor Baptist Church
Chipping Campden Baptist Church (with Stour Valley)
Chipping Norton Baptist Church
Christ Church, Creekmoor (LEP), Poole
Christchurch Baptist Church
Cippenham Baptist Church
Clanfield Baptist Church
Colne Avenue Baptist Church, Southampton
Colwell Baptist Church, Isle-of-Wight
Coombe Bissett Baptist Church
Cosham Baptist Church
Cote Baptist Church
Coves Baptist Church, Isle of Wight
Crowthorne Baptist Church
Damerham Baptist Church
Datchet Baptist Church
Denmead Baptist Church
Devonshire Avenue Baptist Church, Southsea
Didcot Baptist Church
Dorford Baptist Church
Downton Baptist Church

Drayton Baptist Church
Ducklington Baptist Church
East Boldre Baptist Church
Easthampstead Baptist Church
East Ilsley Baptist Church
Eastleigh Baptist Church
Emmanuel Baptist Church, Swanage
Eynsham Baptist Church
Fareham Baptist Church
Ferndown United Church
Grimsbury Baptist Church, Banbury
Harestock Baptist Church
Headington Baptist Church
Henley Baptist Church
Hook Norton Baptist Church
Horndean Baptist Church
Horton Heath Baptist Church
Iford Baptist Church
Immanuel Baptist Church, Southsea
John Bunyon Baptist Church, Cowley
Kidlington Baptist Church
Kings Sutton Baptist Church
Leigh Park Baptist Church
Littlemore Baptist Church
Locks Heath Free Church
London Road Baptist Church, Portsmouth
Longfleet Baptist Church
Lord's Hill Church (LEP)
Lower Earley Baptist Church, Reading
Lyndhurst Baptist Church
Marcham Baptist Church
Milford-on-Sea Baptist Church
Millbrook Baptist Church
Newbury Baptist Church
New Life Baptist Church, Locksheath
New Milton Baptist Church
New Road Baptist Church, Oxford
Niton Baptist Church, Isle-of-Wight
North Baddesley Baptist Church
Parkstone Baptist Church
Peacheroft Christian Centre, Abingdon (LEP)
Poole Baptist Church
Porton Baptist Church
Powerscourt Road Baptist Church, Portsmouth
Rockbourne Baptist Church
Romsey Baptist Church
Rosebery Park Baptist Church, Bournemouth
Ryde Baptist Church, Isle of Wight
Salisbury Baptist Church

Sandown Baptist Church, Isle of Wight
Sandhurst Baptist Church
Shiloh Church, Guernsey
Shinfield Baptist Church
Shirley Baptist Church, Southampton
Sindlesham Baptist Church
South Oxford Baptist Church
Spearwell Baptist Church
Spurgeon Baptist Church, Guernsey
Stoke Poges Free Church
Stoke Road Baptist Church, Gosport
Stow Baptist Church
Sunningdale Baptist Church
Swaythling Baptist Church
Testwood Baptist Church
Thatcham Baptist Church
Thornhill Baptist Church, Southampton
Three Counties Baptist Church
Tyndale Baptist Church, Reading
Ventnor Baptist Church, Isle-of-Wight
Wallingford Baptist Church
Waterlooville Baptist Church
Wellow Baptist Church, Isle-of-Wight
West Cliff Baptist Church
West Howe Baptist Church, Bournemouth
West Town Baptist Church, Hayling Island
Weymouth Baptist Church
Whitchurch Baptist Church
Wimborne Baptist Church
Winchester Baptist Church
Windsor Baptist Church
Winterslow Baptist Church
Winton Baptist Church, Bournemouth
Wokingham Baptist Church
Wolvercote Baptist Church
Woodstock Baptist Church
Wycliffe Baptist Church, Reading



SOUTHERN COUNTIES BAPTIST ASSOCIATION

Association Office
Thornhill Baptist Church
1 Woodland Close
Southampton
SO18 5RD

Tel & Fax: 023 8047 4501
Email: scba2002@fish.co.uk

3rd December 2002

To: Chris Hutt, Roger Standing, Alec Swift, Robin Scott
From: Keith Hawton, Association Administrator
Subject: **BYE LAWS**

Following my memorandum, dated 2nd December 2002, I attach a further paper containing the Bye Laws agreed by the then Council on 12th September 2002.

Please accept my apologies for not including these papers with the information sent yesterday.



cc. Dennis Eaton



BYE LAWS
SOUTHERN COUNTIES BAPTIST ASSOCIATION

ELECTION OF COUNCIL MEMBERS

1. COUNCIL MEMBERS

Twelve persons (of whom at least four shall be lay persons) shall be elected to the Council as follows:-

- a) The Member Churches shall be entitled to nominate persons for election to the Council.
- b) An election shall be held at each Annual General Meeting of the Association with members being chosen by a majority vote of the Annual General Meeting from the nominations submitted by member churches
- c) The Council shall make rules concerning the time for the submission of nominations and the manner of voting.

2. TERM OF APPOINTMENT OF ELECTED MEMBERS OF COUNCIL

- a) An elected member shall serve for a period of three years (save for the first appointees under the provisions of Bye Law 2 (d))
- b) Any person so appointed shall be eligible for re-appointment, unless that person has, within an eleven-month period before and up to such re-appointment, already served two consecutive terms of office.
- c) The appointment shall take effect for a term commencing with each Annual General Meeting of the Association.
- d) One-third of the persons appointed for the first time under these Bye Laws shall be appointed for one year, one third for two years and one third for three years as the Council shall decide.

4. VACANCIES

The Council shall be entitled to fill any vacancy. The person filling that vacancy shall serve the remaining of the term of the person who ceased to be a Council member.

APPOINTMENT OF REGIONAL MINISTERS

5. The Council in consultation with the Baptist Union of Great Britain shall appoint a nominating body to prepare job specifications, terms and conditions of service for the appointment of Regional Ministers and to nominate persons for such appointments.
6. The appointment of Regional Minister[s] shall be made by a majority vote at a General Meeting of the Association following nomination by the Council.

ASSOCIATION MODERATOR AND TREASURER

7. The Moderator and Treasurer of the Association shall be appointed by a majority vote of a General Meeting of the Association following nomination by the Council. The Moderator and the Treasurer shall be appointed for such term(s) as recommended by the Council and agreed by the General Meeting.

CONDUCT OF GENERAL MEETINGS OF THE ASSOCIATION

8. General Meetings of the Association shall be convened and regulated as set out in the Company's Articles
9. The Council shall decide what items (other than those matters regulated by the Articles or by Company law) shall be placed on the Agenda for a General Meeting.
10. No business shall be transacted at a General Meeting other than business which :-
 - a) is indicated in the Agenda
 - b) in the opinion of the Moderator is of great importance and urgency and either could not have been included in the Agenda or was inadvertently omitted therefrom
11. Members of the Council shall have the right to attend and speak at General Meetings of the Association but shall have no right to vote in that capacity.

THE SOUTHERN COUNTIES BAPTIST ASSOCIATION

MINUTES OF THE FIRST MEETING OF THE COUNCIL HELD AT DIDCOT BAPTIST CHURCH CENTRE ON WEDNESDAY 12 SEPTEMBER 2001

Present: Angela Baker, Frank Boyd, Gill Crippen, David King, David Nixon, Robin Scott, Roger Standing, Sylvia Stevenson, Mark Wickenden, Nicholas Wood.

In attendance:

1. The Association Secretary reported the incorporation of the company and produced the certificate of incorporation number 4279837 dated 31 August 2001.
2. It was resolved that Nicholas Wood be appointed as Moderator until the first Annual General Meeting of the company.
3. It was resolved to appoint David Nixon as the Treasurer of the Association until the first Annual General Meeting of the company.
4. It was reported that notice had been given to the Registrar of Companies that the registered office was situate at c/o Didcot Baptist Church Centre, 43 Wantage Road, Didcot, Oxfordshire, OX11 0BS.
5. It was resolved that the company's accounting date be 31 December and in accordance with Section 225 of the Companies Act 1985 notice of the accounting reference date Form G225 be delivered to the Registrar of Companies.
6. It was resolved that National Westminster Bank plc, Wokingham branch be appointed as bankers to the Association. The resolution set out in the bank's mandate, a copy of which is attached to these Minutes, was passed.
7. It was resolved to adopt Bye-Laws as appended to these Minutes in accordance with Article 42.

Limited Company Mandate

Please complete this mandate using a BLACK ballpoint pen in BLOCK CAPITALS.

Excerpt from Meeting of the Directors of THE SOUTHERN COUNTIES BAPTIST ASSOCIATION
(Insert full name of company)(the 'Company')
held at DISCOT BAPTIST CHURCH, DISCOT, OXON
on the TWELFTH day of SEPTEMBER 2001
It was resolved that:

1 National Westminster Bank Plc be requested to act as the bankers of the Company

Meanings of words used in this Authority

'Account' means an account or accounts held with the Bank in the name of the Company

'Bank' means National Westminster Bank Plc

'Instructions' means

- (a) cheques or other orders for payment, bills accepted and promissory notes or negotiable instruments made, drawn or given on the Account;
- (b) instructions to countermand payment of cheques, bills of exchange or other orders;
- (c) endorsement on behalf of the Company of cheques and other orders, drafts, bills, promissory notes and deposit receipts payable to or in the name of the Company;
- (d) instructions to withdraw securities, documents or articles lodged for safe custody in the name of the Company;
- (e) requests for borrowing facilities by way of loan, overdraft, discount or otherwise, and whether secured or otherwise;
- (f) indemnities, guarantees and bonds and instructions for the opening of credits or the issue of guarantees, bonds or indemnities by the Bank;
- (g) instructions for discounting inland or foreign bills;
- (h) instructions to withdraw, deliver, dispose of or deal with any property, documents or securities held in the name of the Company;
- (i) instructions to open further Account(s) in the name of the Company;
- (j) any instruction, request, agreement, undertaking or document necessary for the provision of any of the above purposes; or otherwise for the provision of banking services; or giving of information, as between each of the Bank and the Company.

Authority

2(a) The Bank is requested to open or continue an Account in the name of the Company and is authorised to accept Instructions from any ~~one director/any two directors~~

TWO OF THOSE DIRECTORS SET OUT ON THE AUTHORISED SIGNATORIES SHEET DELIVERED TO THE BANK AT THE SAME TIME AS A CERTIFIED COPY OF THIS RESOLUTION

(delete as appropriate or insert details if other instructions apply and specify any limits on the authority) on behalf of the Company, even if the Account becomes overdrawn as a result of the Instructions.

2(b) The Company accepts that in the event of a winding up petition being presented against the Company, the Bank may refuse to make payments out of the Account.

Constitution of the Company

3 The Bank is to be given a copy of the Certificate of Incorporation (including Certificate of Incorporation on Change of Name) of the Company and, for a public company, the trading certificate issued by the Registrar of Companies.

The Bank is to be given a list of names of the Directors, Secretary and other Officers of the Company and to be advised of any alterations to the list.

The Bank is to be given a list of the names of the authorised signatories with their specimen signatures, certified as correct by the Secretary of the Company/*a Director/* SECRETARY

The Bank will be advised of additions to the list by way of certified Resolutions of the Directors of the Company. The Secretary or any authorised signatory shall notify the Bank of resignations and retirements of those authorised to give Instructions.

This authority shall continue until receipt by the Bank of a certified copy of a later Board Resolution amending or rescinding this Resolution.

I hereby certify that the above is a true Excerpt from the Minutes of the Meeting of Directors of the Company at which the quorum required by the Articles of Association of the Company was present and that the specimen signatures attached are correct.

Signature of Secretary

M. G. Wickenden

Date

For Bank use only - NatWest to complete at first point of receipt

CRN/Account number

Account Holding Sort Code

The following Bye Laws were approved by the meeting (see Minute 5).

ELECTION OF COUNCIL MEMBERS

1. COUNCIL MEMBERS

Twelve persons (of whom at least four shall be lay persons) shall be elected to the Council as follows:

- a) The Member Churches shall be entitled to nominate persons for election to the Council.
- b) An election shall be held at each Annual General Meeting of the Association with members being chosen by a majority vote of the Annual General Meeting from the nominations submitted by member churches
- c) The Council shall make rules concerning the time for the submission of nominations and the manner of voting.

2. TERM OF APPOINTMENT OF ELECTED MEMBERS OF COUNCIL

- a) An elected member shall serve for a period of three years (save for the first appointees under the provisions of Bye Law 2 (d))
- b) Any person so appointed shall be eligible for re-appointment, unless that person has, within an eleven-month period before and up to such reappointment, already served two consecutive terms of office.
- c) The appointment shall take effect for a term commencing with each Annual General Meeting of the Association.
- d) One-third of the persons appointed for the first time under these Bye Laws shall be appointed for One year, one third for two years and one third for three years as the Council shall decide.

3. VACANCIES

The Council shall be entitled to fill any vacancy. The person filling that vacancy shall serve the remaining of the term of the person who ceased to be a Council member.

APPOINTMENT OF REGIONAL MINISTERS

4. The Council in consultation with the Baptist Union of Great Britain shall appoint a nominating body to prepare job specifications, terms and conditions of service for the appointment of Regional Ministers and to nominate persons for such appointments.

5. The appointment of Regional Minister(s) shall be made by a majority vote at a General Meeting of the Association following nomination by the Council.

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6. The Moderator and Treasurer of the Association shall be appointed by a majority vote of a General Meeting of the Association following nomination by the Council. The Moderator and the Treasurer shall be appointed for such term(s) as recommended by the Council and agreed by the General Meeting.

CONDUCT OF GENERAL MEETINGS OF THE ASSOCIATION

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- a) is indicated in the Agenda
 - b) in the opinion of the Moderator is of great importance and urgency and either could not have been included in the Agenda or was inadvertently omitted therefrom
10. Members of the Council shall have the right to amend and speak at General Meetings of the Association but shall have no right to vote in that capacity.

EXTRACT ONLY

Southern Counties Baptist Association

Steering and Strategy Group

Extract from the Minutes of the meeting of the Steering and Strategy Group held on Wednesday 28th November 2007, at Newbury Baptist Church.

PRESENT:

Dennis Eaton (in the chair)	Nick Wood
Gill Crippen	Ray Coates
Andrew Hall	Jenny Elliott
Clare Hooper	Keith Hawton
Kathryn Morgan	Sue Jones
Robin Scot!	Martin Poole
Martin Smith	Christopher Sloane
Jon Stannard	Jon Spiller
	Robin Urwin

IN ATTENDANCE: David Turner (Minutes)

S72/07 ANNUAL GENERAL MEETING - The Association Administrator presented a paper entitled; "*Process for the Election of Steering & Strategy Group (Council) Members*".

The Bye Laws of the Association (No 1 c) give the Council authority to "*make rules concerning the time for submission of nominations and the manner of voting.*"

After discussion, the following rules were AGREED:

a. The Association Administrator/Company Secretary shall write to the Church Secretary/Administrator of all member churches not less than three months prior to the date of the Annual General Meeting requesting nominations for current Council vacancies.

b. Nomination forms to be provided and to be returned (with a short profile of up to 100 words) by 12 noon no later than ten working days (excluding Saturday and Sunday) prior to the date of the Annual General Meeting. The date and time for return to be specified on the Nomination Paper. No nominations to be accepted after the deadline set has been passed.

c. Delegates representing member churches to be provided with a voting card and candidate profile sheet on arrival at the Annual General Meeting.

d. Voting to be by secret ballot with votes being cast by the time shown on the agenda for the Annual General Meeting.

Extract from Steering and Strategy Group

Minutes of the meeting of the Steering & Strategy Group held on Monday 30th September 2013 at Thatcham Baptist Church.

PRESENT:

Geoff Coop (in the chair)	Melvina Fawcett
John Greenwood	Joth Hunt
James Neve	Grenville Overton
Jon Spiller	Robin Urwin
Keith Wilson	

IN ATTENDANCE:

Amy Allen (Administrator)
Colin Norris (Regional Minister)
Jacky Storey (Regional Minister)

S33/13 ADMINISTRATION MATTERS

a) Nominations for SSG – The issue has arisen from a letter from Keith Hawton that SCBA have not given enough notice for Nominations for Trustee board. The Bye-laws state that we must give at least three months' notice. However, this can be changed by SSG. A draft Nominations letter includes an apology for lateness in notification. It was proposed that the Bye-law be changed to say a minimum of four weeks' notice. Proposed by Jon Spiller, seconded: John Greenwood. This was AGREED. The Nominations letter will be sent to all churches in the association this week, stating that the SSG has changed the Bye-law.

a. The Association Administrator/Company Secretary shall write to the Church Secretary/Administrator of all member churches giving a minimum of four weeks' notice prior to the date of the Annual General Meeting requesting nominations for current Council vacancies.