**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF**

**EAST MIDLAND BAPTIST ASSOCIATION**

**As amended by special resolution dated 24 June 2023**

1. **INTERPRETATION**

1.1 In these Articles:

"the Act" means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Association and 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;

an “Authorised Representative" means a representative of a Member Church duly appointed in accordance with the Articles;

“the Board” means the board of Directors of the Association and (where appropriate) includes a committee and the Directors acting by written resolution;

"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;

"executed" includes any mode of execution;

“Director” means a company director and charity trustee of the Association who is appointed under Article 12;

“General Meeting” means a meeting of the Member Churches;

“member” or “Member Church” means a Baptist church which is a company member of the Association admitted under Article 6;

“the Moderator” means (subject to the context) either the person appointed as moderator in accordance with Article 12.10 or where the moderator of the Association is not present or has not taken the role of moderator at a meeting means the person who has taken the role of moderator for the meeting of the Board or General Meeting at the time ;

"office" means the registered office of the Association;

“Regional Minister(s)” means the person or persons appointed as Regional Minister(s) in accordance Article 13;

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

“the 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 Article 12.1.2;

“the United Kingdom" means Great Britain and Northern Ireland.

* 1. In the Articles:
     1. terms defined in the Act are to have the same meaning;
     2. references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
     3. references to “organisations” or “persons” include but are not limited to corporate bodies, public bodies, unincorporated associations, trusts and partnerships;
     4. references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
     5. references to articles are to those within the Articles; and
     6. headings are not to affect the interpretation of the Articles.
  2. For the avoidance of doubt the system of law governing the Articles is the law of England and Wales.
  3. None of the model articles in the Companies (Model Articles) Regulations 2008 apply to the Company.

1. **NAME**

The Association’s name is East Midland Baptist Association.

1. **OBJECTS**

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.

1. **POWERS**

In furtherance of the Objects but not otherwise the Association may exercise the following powers:

* 1. to provide suitable premises and other amenities to enable the Objects to be carried out;
  2. 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;
  3. 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;
  4. to borrow money and give security for loans (but only in accordance with the restrictions imposed by law);
  5. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  6. subject to Articles 5.1 and 5.2 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 dependents and to provide housing for staff;
  7. to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
  8. to lend money either at interest or free of interest, and either with or without security, or give financial assistance by way of donation or subscription to any person, or persons, association, church, charitable, benevolent or other body for the purpose of forwarding all or any of the Objects of the Association;
  9. 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;
  10. 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;
  11. to invest the moneys of the Association not immediately required for its purposes in or upon such investments, 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;
  12. to appoint 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;
  13. 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;
  14. 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;
  15. to acquire land or any other property or asset notwithstanding that it is held on other than exclusively charitable trusts, and to share ownership of any land, property or other asset with any other body or person;
  16. to insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless, whether the act or omission was a breach of trust or breach of duty;
  17. to do all such other lawful things as are necessary for the achievement of the Objects.

1. **APPLICATION OF FUNDS**
   1. 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 members of the Association) and no Director 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 Article 5.2 hereof and save also that nothing in this document shall prevent any payment in good faith by the Association:
      1. of reasonable and proper remuneration for any services rendered to the Association by an officer or servant of the Association who is not a Director;
      2. of interest on money lent by any Director 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 Board;
      3. of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
      4. of reasonable and proper rent for premises demised or let by any Director;
      5. to any Director of reasonable out-of-pocket expenses;
      6. of the premium for any indemnity insurance in respect of any liabilities incurred in running the Association (including the costs of a successful defence to criminal proceedings).
   2. The Regional Ministers of the Association who are Directors pursuant to Article 12 of the Articles shall be entitled to be paid such remuneration and benefits in respect of their employment by the Association as the other Directors shall from time to time decide provided always that any such person shall withdraw from any 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.

1. **MEMBER CHURCHES** 
   1. The members of the Association shall be those Baptist churches which are Member Churches as at the date of adoption of these Articles and such other Baptist churches as the Board 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 Member Churches voting at a General Meeting.
2. **LIABILITY OF MEMBER CHURCHES**
   1. The liability of the Member Churches is limited.
   2. Every Member Church undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound up while it is a Member Church or within one year after it ceases to be a Member Church, for payment of the Association's debts and liabilities contracted before it ceases to be a Member Church, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
3. **GENERAL MEETINGS**
   1. The Board may call a General Meeting at any time, to be held at such time and place as the Board decides subject to Article 9.
   2. On receiving a requisition from the percentage of Member Churches required under the Act the Board must promptly convene a General Meeting.
   3. A General Meeting may be held entirely in-person, entirely through telephone, video conferencing or other communications equipment, via a mixture of such communications equipment or with some people physically present at the General Meeting whilst others are present via communications equipment as agreed by the Board.
4. **NOTICE OF GENERAL MEETINGS** 
   1. All General Meetings shall be called by at least fourteen clear days’ notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted as decided by the Board. The notice shall be given to all the Member Churches and to the Directors and auditors (if any).
   2. 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.
5. **PROCEEDINGS AT GENERAL MEETINGS** 
   1. No business shall be transacted at any meeting unless a quorum is present. One tenth of the Member Churches from time to time present by virtue of their Authorised Representative shall constitute a quorum.
   2. An Authorised Representative of a Member Church may be part of the quorum at a General Meeting if he or she can hear, comment and vote on the proceedings in person, through telephone, video conferencing or other communications equipment.
   3. 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 Board may determine.
   4. The Moderator or in his or her absence some other Director nominated by the Board shall preside as moderator of the meeting, but if neither the Moderator nor such other Director (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Authorised Representatives present shall elect one of their number to be moderator.
   5. No business shall be transacted at a General Meeting other than business which is indicated in the notice or agenda and, subject to the Act and all other charity/company law, business which is of great importance and urgency and either could not have been included in the notice or agenda or was inadvertently omitted therefrom.
   6. 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.
   7. A resolution put to the vote of a meeting shall be decided on a show of hands (which can include via electronic means) unless ten Authorised Representatives shall ask for a ballot of the Authorised Representatives present at the meeting.
   8. 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.
   9. 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.
6. **VOTES OF MEMBER CHURCHES**

**Voting at a General Meeting**

* 1. Each Member Church shall have the right to appoint one person to be its Authorised Representative.
  2. Each Member Church shall have one vote.
  3. The Authorised Representative shall be entitled to exercise the same powers on behalf of the Member Church as the Member Church could exercise which, for the avoidance of doubt, shall include attending and voting at General Meetings.
  4. 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.

**Ballots**

* 1. A ballot may be demanded by the moderator or by any two Member Churches before or on the declaration of the result of a show of hands.
  2. A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
  3. The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
  4. A ballot is to be taken as the Board shall direct (which can include via electronic means). The Moderator may appoint scrutineers (who need not be Authorised Representatives) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
  5. At least seven Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

1. **THE BOARD** 
   1. The Board shall consist of the following people who will all be members in good standing of a Member Church:
      1. the Regional Minister Team Leader appointed under the provisions of Article 12.3;
      2. the Treasurer appointed under the provisions of Article 12.4;
      3. up to four Co-opted Directors appointed under the provisions of Article 12.5; and
      4. up to eight, but no less than four Elected Directors; elected in accordance with Articles 12.6 – 12.9. Each Elected Director must be a member in good standing of a different Member Church.
   2. On or before the appointment of a person as a Director the person must confirm his or her consent to be appointed as a Director in whatever format the Board may require and provide the information necessary to register the person online at Companies House as a director. The appointment of any person as a Director who has not complied with the requirements of this Article 12.2 within one month of the appointment is to lapse unless the Board resolves that there is good cause for the delay.

**Regional Minister Team Leader**

* 1. The Regional Minister Team Leader shall be appointed to the Board by Member Churches following nomination by the Selection Group. The appointment of the Regional Minister Team Leader is to be made at a General Meeting of the Member Churches. The Regional Minister Team Leader shall require the approval of at least two-thirds of those Member Churches present and eligible to vote at a General Meeting. The Regional Minister Team Leader candidate shall be given the opportunity to address Member Churches prior to a vote being taken.

**Treasurer**

* 1. Subject to these Articles, the Board shall be entitled to appoint as Treasurer such a person for such a term of office as they think fit and may at any time remove him or her from that office.

**Co-opted Directors**

* 1. The Board may appoint up to four Co-opted Directors such co-option to be for such period (not exceeding three years but with the power to renew the co-option) as the Board shall from time to time decide. This power to co-opt may be used if it is deemed by the Directors to be expedient and in the best interests of the Association. In making any appointment under this Article the Board must ensure that the Board is 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.

**Elected Directors**

* 1. Elected Directors shall be elected by the Member Churches at a General Meeting of the Member Churches. Where the number of nominees is no greater than the number of vacancies the nominees shall be deemed elected provided that they are approved by more than 50% of those present and eligible to vote. Where there are more nominees than there are vacancies the following provisions shall apply:
     1. At the first ballot, the voting Authorised Representatives shall be asked to vote for those whom they would prefer to serve as Directors. They shall vote for no more than there are vacancies
     2. The chief scrutineer shall report in writing, and in confidence, to the Moderator the number of votes for each candidate. The Moderator shall ascertain which names need to be deleted so as to retain on the list as many of those with the highest number of votes as there are vacancies - and ensure that all those on that list are in membership of different churches (using his/her casting vote where there is a tie)
     3. Voting Authorised Representatives will then be asked to vote for those remaining on the list whom they wish to serve as Directors. Those receiving the votes of more than 50% shall be deemed to be elected.
  2. When the Moderator is on the list of those being elected as an Elected Director, his/her place shall be taken by one of the non-elected members of the Board for the above procedure.
  3. The Directors shall have the power to fill any vacancy for Elected Directors that may arise between General Meetings which provide for the election procedure. A person so appointed to fill the vacancy will serve only until the following General Meeting at which elections are held.
  4. Each Elected Director will serve for three years, after which time he/she may stand for re-election. An Elected Director may only serve for three consecutive three-year terms after which he/she must take a break of at least one year before being eligible for re-election or appointment as a Director.

**Moderator**

* 1. The Board shall appoint one of their number from the Elected Directors to be the Moderator of its meetings and may at any time remove him or her from that office.

1. **ASSOCIATION APPOINTMENTS** 
   1. The Regional Ministers and other paid staff of the Association shall be appointed by the Association.
   2. The Board shall appoint a Selection Group to prepare job specifications, terms and conditions of service for the appointment of Regional Ministers and other staff members and to select persons for such appointments to the Association. The Selection Group shall be representative of the Association and include Directors.
   3. The Board may appoint other such people to serve the Association as it shall from time to time think fit.
2. **POWERS OF DIRECTORS**
   1. Subject to the provisions of the Act and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Board which may exercise all the powers of the Association. No alteration of the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
   2. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Board 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.
      3. to make appointments as specified in clause 13.
3. **DISQUALIFICATION AND REMOVAL OF DIRECTORS** 
   1. A Director shall cease to hold office if he or she:
      1. ceases to be a director by virtue of any provision in the Act or is disqualified from acting as a director or charity trustee by virtue of the Charities Act 2011;
      2. in the reasonable opinion of the Directors, 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 Directors will remain in office when the notice of resignation is to take effect);
      4. is absent without good reason from six consecutive meetings of the Board, and the Directors resolve that his or her office be vacated;
      5. ceases to be a member, or a member in good standing, of a Member Church.
4. **DIRECTORS’ EXPENSES** 
   1. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or otherwise in connection with the discharge of their duties.
   2. Except to the extent permitted by Articles 5.1 and 5.2 no Director shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a Director in any other contract to which the Association is a party.
5. **PROCEEDINGS OF THE BOARD** 
   1. Subject to the provisions of the Articles, the Board may regulate its proceedings as it thinks fit. Five Directors and the secretary shall, at the request of a Director, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director 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.
   2. A meeting of the Board may be held entirely through telephone, video conferencing or other communications equipment, via a mixture of such communications equipment or with some people physically present at the meeting of the Board whilst others are present via communications equipment. If all the Directors participating in the meeting of the Board are not in the same place, they may decide that the meeting of the Board is to be treated as taking place wherever any of them is.
   3. The quorum for the transaction of the business of the Board shall be one third of the Directors for the time being or three Directors, whichever is greater.
   4. A Director may be part of the quorum at a meeting of the Board if he or she can hear comment and vote on the proceedings in person, through telephone, video conferencing or other communications equipment.
   5. The Board may act notwithstanding any vacancies in their number, but, if the number of serving Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.
   6. Unless the Moderator is unwilling to do so, the Moderator shall preside at every meeting of the Board at which he or she is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be the moderator of the meeting.
   7. The Board of Directors may appoint one or more committees consisting of three or more Directors and such other persons as the Board shall from time to time decide for the performance of any function or duty which in the opinion of the Board 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 Board.
   8. A meeting of a committee of the Board may be held in person, entirely through telephone video conferencing or other communications equipment via a mixture of such communications equipment or with some people physically present at the meeting whilst others are present via communications equipment. If all the people participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
   9. All acts done by a meeting of the Board or of a committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director 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.
   10. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and personal interest (including, but not limited to, personal financial interest).
   11. If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
       1. the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
       2. the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
       3. the unconflicted Directors consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.
   12. In these Articles a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.
   13. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) at a committee of the Board 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 Board or (as the case may be) of a committee.
   14. Any bank account in which any part of the assets of the Association is deposited shall be operated by the Board and shall indicate the name of the Association.
6. **ASSOCIATION TASK GROUPS AND WORKING GROUPS**
   1. The Board may establish Association Task Groups and Working Groups which shall each include at least one Director or Association staff member and which may co-opt other suitably qualified and experienced people as necessary.
   2. Association Task Groups and Working Groups shall be accountable to the Board who shall report the work and composition of the Association Task Groups and Working Groups regularly to the Member Churches.
7. **SECRETARY**

Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as the Directors may think fit and any secretary so appointed may be removed by the Directors.

1. **MINUTES**

The Board shall keep minutes of all proceedings at meetings of the Association and of the Board and of committees and subcommittees including the names of the persons present at each such meeting.

1. **EXECUTION OF DOCUMENTS**
   1. The Association shall execute documents either by signature or by affixing its seal (if it has one).
   2. Any seal shall only be used by the authority of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.
   3. A document is validly executed if it is signed by two Directors, or one Director and the Secretary, or one Director in the presence of a witness who attests the Director’s signature.
2. **ACCOUNTS**

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

1. **ANNUAL REPORT**

The Board shall comply with its obligations under the Charities Act 2011 with regard to the preparation of an annual return and its transmission to the Charity Commission.

1. **NOTICES** 
   1. Any notices to be given to or by any person pursuant to the Articles shall be in writing (except for notices calling Board meetings which may be in writing but do not have to be). In this Article 24, writing includes facsimile transmission or email.
   2. The Association may give any notice to a Member Church, Director or auditor either personally, 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 Member Church as may be appropriate), by facsimile transmission, by leaving it at the registered address of the Member Church or by email.
   3. A Member Church present by an Authorised 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.
   4. 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. Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report. A copy of the notification from the system used by the Association to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
   5. A notice may be served on the Association by delivering it or sending it to the Association’s registered office.
2. **INDEMNITY**

Subject to the provisions of the Act every Director 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.

1. **OPERATING PROCEDURES**
   1. The Directors may from time to time make such rules as may be deemed necessary or expedient or convenient for the proper conduct and management of the Association and the Directors shall adopt such means as they think sufficient to bring to the notice of Member Churches all such rules, which shall be binding on all Directors and Member Churches of the Association.
   2. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.
2. **BAPTIST UNION COUNCIL AND BMS WORLD MISSION COUNCIL OF REFERENCE**
   1. Representatives to the Baptist Union Council shall be selected by the Board to achieve appropriate diversity and in accordance with the Bye Laws of the Baptist Union. Each selected representative shall serve for three years, after which time he/she may be selected again. The Board shall report their selections to the Member Churches.
   2. Representatives to the BMS World Mission Council of Reference shall be selected by the Board to achieve appropriate diversity and in accordance with the Bye Laws of BMS World Mission. Each selected representative shall serve for three years, after which time he/she may be selected again. The Board shall report their selections to the Member Churches.
   3. The Board shall seek from the Member Churches nominations for representatives where there are vacancies.
3. **WINDING UP**

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 above, chosen by members of the Association at or before the time of dissolution and if that cannot be done then to some other charitable objects.