



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

Memorandum of Association of
THE TWO ST. JAMES TRUST



1. The Company's name is **THE TWO ST. JAMES TRUST** (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are to advance the Christian faith in accordance with the Statement of Beliefs appearing in the Schedule hereto in Gerrards Cross and Fulmer Buckinghamshire and in such other parts of the United Kingdom or the world as the directors of the Charity (herein called "the trustees") may from time to time think fit and to fulfil such other purposes which are exclusively charitable according to the law of England and Wales and are connected with the charitable work of the Charity.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (a) 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 Charity;
 - (b) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (c) subject to such consents as may be required by law to borrow and raise money without limit in such manner and on such security (if any) as the Charity may think fit and to issue debentures and other securities;
 - (d) to purchase, lease, hire, exchange or otherwise acquire any land, buildings, furniture, equipment or other property or interest in property and to alter, improve, develop, redevelop and (subject to such consents as may be required by law) to sell, resell, let, underlet, charge, assign, or otherwise dispose of or deal with the same;
 - (e) subject to clauses 5 and 6 below, to employ or otherwise engage the services of and remunerate such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
 - (f) to establish or support any trusts, associations, institutions or other bodies which exist to further all or any of the Objects;
 - (g) 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;
 - (h) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

- (i) to make donations to any Christian worker who is engaged in such work or activity which furthers the Objects or in assisting either directly or indirectly in the same;
- (j) to make donations or loans to other charities having the same or similar objects as the Charity;
- (k) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity *except* where it is a direct means of furthering the Objects;
- (l) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects;
- (m)
 - (i) to train, equip, commission and support or to assist in the training of, any people who are concerned to achieve the Objects;
 - (ii) to make any grant, gift, or payment for the purpose of or in connection with such training, equipping, commissioning and support;
 - (iii) to make provision for the accommodation of individuals and groups of individuals in the areas in which it is desired to operate the Charity;
- (n) to insure any asset of the Charity on such terms as the trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the trustees think fit whether to restore the asset or not;
- (o) to insure and arrange insurance cover for and to indemnify its members servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;
- (p) to provide indemnity insurance to cover the liability of the trustees 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 Charity PROVIDED that any such insurance shall not extend to:
 - (i) any claim arising from any act or omission which the trustees (or the trustee in question) knew to be a breach of trust or breach of duty or which was committed by the trustees (or by the trustee in question) in reckless disregard of whether it was a breach of trust or breach of duty or not;
 - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the trustees (or against the trustee in question) in their capacity as trustees of the Charity;
- (q) to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (r) to undertake, facilitate or support the co-ordination and net-working of other Christian agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;

- (s) to make regulations for the management of any property which may be acquired by the Charity;
 - (t) to establish where necessary local branches (whether autonomous or not) or otherwise cause the Charity to be duly registered or constituted by law in any country in which it is desired to operate;
 - (u) to establish subsidiary companies to assist or act as agents for the Charity;
 - (v) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The policy of the Charity shall be to restrict employment by the Charity to evangelical Christians being those:-
- (a) who shall have first signed the Statement of Beliefs set out in the Schedule hereto and
 - (b) whose personal lifestyle conduct and practice is consistent with the practice of the Statement of Beliefs set out in the Schedule hereto and traditional biblical Christian standards of behaviour as set out by the trustees in their Code of Practice issued from time to time and who shall have first signed the said Code of Practice at the commencement of their employment
6. The income and property of the Charity 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 Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- (a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - (c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 1 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - (f) of any premium in respect of any indemnity insurance relating to liabilities of the trustees (or any of them) as and to the extent permitted by clause 4 above;

(g) to any trustee of reasonable out-of-pocket expenses.

7. The liability of the members is limited.
8. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she 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 Charity 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 Charity, but shall be given or transferred to some other charity 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 Charity by Clause 6 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

SCHEDULE

Statement of Beliefs

We believe in:

1. The one true God who lives eternally in three persons – the Father, the Son and the Holy Spirit.
2. The love, grace and sovereignty of God in creating, sustaining, ruling, redeeming and judging the World.
3. The divine inspiration and supreme authority of the Old and New Testament Scriptures, which are the written Word of God – fully trustworthy for faith and conduct.
4. The dignity of all people, made male and female in God's image to love, be holy and care for creation, yet corrupted by sin, which incurs divine wrath and judgement.
5. The incarnation of God's eternal Son, the Lord Jesus Christ – born of the virgin Mary, truly divine and truly human, yet without sin.
6. The atoning sacrifice of Christ on the cross; dying in our place, paying the price of sin and defeating evil, so reconciling us with God.

7. The bodily resurrection of Christ, the firstfruit of our resurrection; his ascension to the Father, and his reign and mediation as the only Saviour of the world.
8. The justification of sinners solely by the grace of God through faith in Christ.
9. The ministry of God the Holy Spirit, who leads us to repentance, unites us with Christ through new birth, empowers our discipleship and enables our witness.
10. The Church, the body of Christ both local and universal, the priesthood of all believers-given life by the Spirit and endowed with the Spirit's gifts to worship God and proclaim the gospel, promoting justice and love.
11. The personal and visible return of Jesus Christ to fulfill the purposes of God, who will raise all people to judgment, bring eternal life to the redeemed and eternal condemnation to the lost, and establish a new heaven and new earth.