

Number of
Certificate

130726

Form No. 41.

~~"COMPANIES (CONSOLIDATION) ACT, 1908."~~

The Companies Acts 1908 and 1913



A 5s.
Companies'
Registration
Fee Stamp
to be
impressed
here

REGISTERED
84101
30 JUN 1914

DECLARATION of Compliance with the requisitions of the Companies

(Consolidation) Act, 1908, on behalf of a Company proposed to be registered as

International Public Students Association

~~LIMITED.~~

Pursuant to Section 17 (2) of the Companies (Consolidation) Act, 1908.

Presented for filing by

*A. Greenfield
Business Counsel
Hannon Street, E.C.*

The Solicitors' Law Stationery Society, Limited, 22, Chancery Lane, W.C., 29, Walbrook, E.C.,
6, Victoria Street, S.W.,

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

J. Arthur James Greenop

of Bush Lane House Cannon Street in the City of London

Insert:
"I am a Solicitor of
the High Court
engaged in the
formation,"
"of a Director or
Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare that I am ("a) a Solicitor of the
High Court engaged in the formation

of International Bible Students Association

W.S.

limited, and That all and every the requisitions of the Companies
(Consolidation) Act, 1908, in respect of matters precedent to the registration
of the said Company and incidental thereto have been complied with. And
I make this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at No 84
Bush Lane Cannon Street
in the City of London

Arthur J. Greenop,

22nd day of June

one thousand nine hundred and fourteen

before me.

J. A. Taylor

A Commissioner for Oaths.

The Companies Acts 1908 and 1913.

UNLIMITED COMPANY.

Memorandum

AND

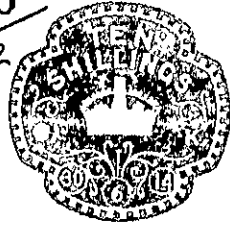
Articles of Association

OF

INTERNATIONAL BIBLE STUDENTS ASSOCIATION.

Incorporated the day of 1914.

A. J. GREENOP & CO.,
BUSH LANE HOUSE,
CANNON STREET,
LONDON, E.C.



The Companies Acts 1908 and 1913.

UNLIMITED COMPANY.

Memorandum of Association

OF

International Bible Students Association.

REGISTERED
84102
30 JUN 1914

Handwritten notes:
1/11/14
1/11/14
1/11/14

1. The name of the Association is "INTERNATIONAL BIBLE STUDENTS ASSOCIATION."
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are :—
 - (A) To promote Christian knowledge by the dissemination of Bible truths, orally and by the printed page, and by means of the distribution of Bibles and the printing and publication of Bible study helps, tracts, pamphlets, papers and other religious documents, and by the use of all other lawful means which may seem to the Council of the Association directly or indirectly conducive to the furtherance of the above objects of the Association.
 - (B) To purchase or otherwise acquire sketches, photographs, drawings, publications, manuscripts, notes, data and memoranda bearing upon the above objects of the Association and to print, publish, display and distribute the same.
 - (C) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions or privileges that may seem conducive to the above objects or any of them.

Handwritten initials: AW
COMPANIES
11/11/14
COMPANIES REGISTRATION OFFICE
29 JUN 1914

- (D) To promote any association or associations, whether limited or not, for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Association, or for any other purpose which may seem, directly or indirectly, calculated to further the objects of the Association.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with any estate or interest in any lands, buildings, easements, rights, privileges, mortgages, debentures, options, contracts, licences or other rights, and any real or personal property of any kind necessary or convenient for the attainment of the objects of the Association mentioned in paragraph 3 (A) hereof, and to erect, construct, enlarge, alter, furnish, maintain and improve buildings of all kinds.
- (F) To make donations to such persons and in such cases, and either of cash or other assets, as may be thought directly or indirectly conducive to any of the objects of the Association, or otherwise expedient, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or other objects, and to grant pensions and allowances and to make payments towards insurance.
- (G) To borrow or raise, or secure the payment of money in such manner as the Association shall think fit
- (H) To pay out of the funds of the Association all expenses of or incident to the formation and registration of the Association.
- (I) To do all such other things as are incidental or conducive to the attainment of the above objects.

Provided that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its members, or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners or Board of Education for England and Wales, the Association shall not sell, mortgage, charge or lease the same

without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Council of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association. Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the council of management or governing body may be a member or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. If upon the winding up or dissolution of the Association there remains any property whatsoever after the satisfaction of all its debts and liabilities, and after the repayment to the holders of the shares of the Association the amount paid up thereon, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

We, the several persons whose names are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>J. Henry</i> <i>34, Crown Terrace</i> <i>Minister of the Gospel.</i></p>	<p><i>Three.</i></p>
<p><i>H. J. Shearn</i> <i>311 Crown Terrace</i> <i>Minister of the Gospel</i></p>	<p><i>Three</i></p>
<p><i>W. Crawford</i> <i>311 Crown Terrace</i> <i>Accountant.</i></p>	<p><i>Three</i></p>
<p><i>J. W. Rutherford</i> <i>34 Crown Terrace</i> <i>Minister of the Gospel</i></p>	<p><i>Three</i></p>

Dated this *29th* day of *June*, 1914.

Witness to the above Signatures—

James H. Neill

Clerk to

A. J. GREENOP & Co.,

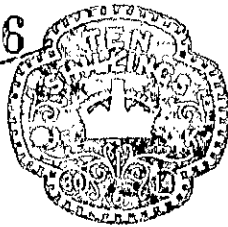
Solicitors,

Bush Lane House,

Cannon Street,

London, E.C.

133726



The Companies Acts 1908 and 1913.

UNLIMITED COMPANY.

Articles of Association

OF

International Bible Students Association.

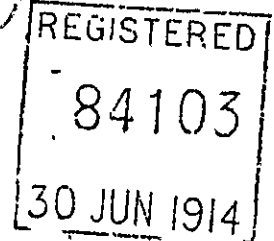


TABLE A EXCLUDED.

1. The regulations of Table A in the First Schedule to the Companies (Consolidation) Act 1908 shall not apply to the Association, but the following shall be the regulations of the Association.

INTERPRETATION.

2. These Articles shall be construed with reference to the provisions of the Companies Acts 1908 and 1913 or any statutory modification thereof in force at the time when these regulations became binding on the Association, and unless there be something in the subject or context inconsistent therewith—

“The Association” means the above-named Association.

“The Council” means the persons for the time being occupying the position of Directors of the Association.

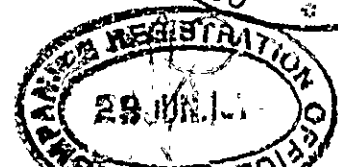
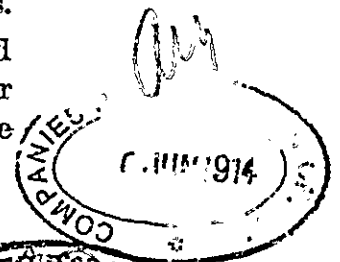
“In writing” means written or printed, or partly written or partly printed.

Words importing the singular number only, include the plural number and *vice versa*.

Words importing the masculine gender only, shall include the feminine gender.

Words importing persons include firms and corporations.

Subject as aforesaid any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.



OBJECTS.

3. The Association is established for the purposes expressed in the Memorandum of Association.

CAPITAL.

4. The capital of the Association is £100, divided into 100 shares of £1 each.

ALTERATION OF CAPITAL.

5. The Council may, with the sanction of an Extraordinary Resolution of the Association, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

PRIVATE COMPANY.

6. The Association is a "Private Company" within the meaning of the Companies (Consolidation) Act 1908, ^{and 1913} and accordingly (A) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Association; (B) the number of the members of the Association (exclusive of ^{who are} persons in the employment of the Association ^{and of persons who}) shall be limited to fifty, and (C) the right to transfer the shares of the Association is restricted in manner and to the extent hereinafter appearing.

having been formerly in the employment of the Association, were while in such employment and have continued after the termination of such employment to be members of the Association

*J.H.
E.J.
J.H.
W.B.*

*J.H.
E.J.
J.H.*

SHARES.

7. The shares shall be at the disposal of the Council, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.

8. No person shall be recognised by the Association as holding any share upon any trust, and the Association shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. No part of the funds of the Association shall be employed in the purchase or in loans on the security of the shares of the Association.

CALLS ON SHARES.

10. The Council may, subject to any conditions of allotment, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they may think fit, provided that seven days' notice at least is given of each call,

and each member shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Council. A call may be made payable by instalments. A call shall be deemed to have been made as soon as the resolution of the Council authorising such call shall have been passed.

TRANSFER OF SHARES.

11. No transfer of any share in the capital of the Association shall be registered without the previous sanction of the Council, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 6 hereof. The Council may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year.

GENERAL MEETINGS.

12. A General Meeting shall be held once in each year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Council shall appoint.

13. The business of the meeting shall be—

- (A) To receive the report of the Council.
- (B) To receive and adopt the balance sheet of the Association.
- (C) To elect the Council for the ensuing year.
- (D) To elect an Auditor or Auditors, and
- (E) To transact such other business as shall be specified in the notice convening the meeting.

EXTRAORDINARY GENERAL MEETINGS.

14. The Council shall have power to convene at any time an Extraordinary General Meeting of the members of the Association, and at such meeting no matters shall be taken into consideration except those specified in the notice convening the same.

PROCEEDINGS AT GENERAL MEETINGS.

15. Seven days' notice at least (exclusive of the day on which the notice is deemed to be served, but inclusive of the day on which the notice is given) specifying the place, the day and hour of the meeting, and in case of special business the general nature

of the business shall be given of all General Meetings in manner hereinafter mentioned to all the members of the Association, but the non-receipt of the notice by any member shall not invalidate the proceedings at any General Meeting.

16. Three members personally present shall be a quorum for all General Meetings.

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTES OF MEMBERS.

21. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

22. On a poll votes may be given either personally or by proxy.

23. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney, duly authorised in writing, or, if the appointor is a corporation either under the

common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association, not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy may be in the following form, or in any other form which the Council shall approve:—

“INTERNATIONAL BIBLE STUDENTS ASSOCIATION.

“I, _____,
 “ of _____,
 “ in the County of _____, being a member
 “ of the INTERNATIONAL BIBLE STUDENTS ASSOCIATION, hereby appoint
 “ of _____,
 “ as my proxy, to vote for me and on my behalf
 “ at the [Ordinary or Extraordinary as the case may
 “ be] General Meeting of the Association, to be held
 “ on the _____ day of _____, and
 “ at any adjournment thereof.”

“Signed the _____ day of _____ 19____.”

COUNCIL AND MANAGEMENT.

26. Until otherwise determined by a General Meeting, the number of members of the Council shall not be less than two nor more than five. The first members of the Council shall be determined in writing by a majority of the subscribers of the Memorandum of Association, and the persons so elected shall hold office until the Ordinary General Meeting in the year 1915, when they shall all retire. A retiring member of the Council shall be eligible for re-election, and shall act as a member of the Council throughout the meeting at which he retires.

27. The qualification of a member of the Council shall be the holding of at least one share in the Association, and it shall be his duty to comply with the provisions of Section 73 of the Companies (Consolidation) Act 1908.

28. The continuing members of the Council may act at any time, notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be reduced in number to less than two it shall be lawful for the remaining member of the Council to act for the purpose of filling up vacancies in the Council or summoning a General Meeting of the Association, but not for any other purpose.

29. The Council shall from time to time elect a President, who shall preside as Chairman at all General or other Meetings of the Association and of the Council, and a Vice-President, who shall preside as Chairman in the absence of the President. If at any meeting the President and Vice-President be not present within ten minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be Chairman of such meeting.

30. Two members of the Council shall form a quorum.

31. The Council shall, subject to the regulations of these Articles have power to frame regulations for their own government, to appoint sub-committees, and to delegate to them any of the powers of the Council.

32. The Council shall have power to fill up any vacancy in the Council, and any member so elected shall retain office until the next General Meeting, when he shall be eligible for re-election.

33. The Council shall have the management and application of the funds and other property of the Association, and generally the management of all the affairs and concerns of the Association.

DISQUALIFICATION OF MEMBERS OF COUNCIL.

34. The office of a member of the Council shall be vacated

- (1) If by notice in writing to the Association he resigns the office of a member of the Council.
- (2) If he absents himself from the meetings of the members of the Council during a continuous period of six months without special leave of absence from the Council, and they pass a resolution that he has by reason of such absence vacated office.
- (3) If the members at an Extraordinary General Meeting pass a resolution calling upon him to resign his office.

BORROWING.

35. The Council may at any time borrow or raise for the purposes of the Association from the members of the Council or ordinary members or any other persons such sums of money and at

such rates of interest as the Council may think proper and may secure the repayment of such sums by mortgage or charge upon the whole or any part of the property or assets of the Association in such manner and upon such terms and conditions and with such security as the Council shall determine.

THE SEAL.

36. The Common Seal of the Association shall, unless otherwise determined by the Council, not be affixed to any instrument of the Association except by the authority of a resolution and in the presence of at least two members of the Council and such members shall sign every instrument to which the seal shall be affixed in their presence and in favour of any person *bona fide* dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

INDEMNITY.

37. The members of the Council and other officers for the time being of the Association and the trustees (if any) for the time being acting in relation to any affairs of the Association and every one of them and each and all of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Association shall or may be lodged or deposited for safe custody or for the insufficiency of or any deficiency in any security upon which any moneys of or belonging to the Association shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own wilful neglect or default respectively.

ACCOUNTS.

38. The Council shall cause true accounts to be kept:—

- (A) Of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure takes place; and
- (B) Of the assets and liabilities of the Association.

39. The books of account shall be kept at the registered office of the Association or at such other place as the Council from time to time determine and shall be always open to the inspection of the members of the Council.

40. A balance sheet shall be made out in every year and laid before the Association in General Meeting made up to a date not more than six months before such meeting.

AUDIT.

41. Auditors shall be appointed and their duties regulated in accordance with Sections 112 and 113 of the Companies (Consolidation) Act 1908, or any statutory modification thereof for the time being in force.

NOTICES.

42. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address in the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notices to him.

43. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post.

44. If a member has no registered address in the United Kingdom and has not supplied to the Association an address within the United Kingdom for the giving of notices to him, a notice addressed to him at the registered office of the Association shall be deemed to be duly given to him at the time at which the letter shall be delivered to the registered office of the Association.

We, the several persons whose names and addresses are subscribed, agree to take the number of shares in the capital of the Association set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>J. Heaney, 34 Craven Terrace Minister of the Gospel.</i>	<i>Three</i>
<i>H. J. Shearn 34 Craven Terrace Minister of the Gospel</i>	<i>Three</i>
<i>W. Crawford 34 Craven Terrace Accountant.</i>	<i>Three</i>
<i>J. M. Wetherby 34 Craven Terrace Counsellor at Law</i>	<i>Three</i>

Dated the 24th day of June, 1914.

Witness to the above Signatures—

Frank M. Heath

Clerk to

A. J. GREENOP & Co.,

Solicitors,

Bush Lane House,

Cannon Street,

London, E.C.

No. 136726



UNLIMITED COMPANY

Certificate of Incorporation.

I hereby Certify, That the

International Bible Students Association

is this day Incorporated under the Companies Acts, 1908 and 1913.

Given under my hand at London, this *thirtieth* day of

June One Thousand, Nine Hundred and *fourteen*

Fees and Deed Stamps £3: 10: 0

Geo. Harpur

Assistant Registrar of Joint Stock Companies.

Certificate received by

Chas. Mann
M. Greenough & Co
Bushy Lane House E.C.

Date

2nd July 1914