

DATED

30 MAY

1997

**MEMORANDUM OF CONSTITUTION**

**OF**

**LONDON MILL HILL**

**CONGREGATION**

**OF JEHOVAH'S WITNESSES**

**CONFIRMED**

by Congregation Decision at a meeting  
of the Congregation held at

**THE KINGDOM HALL OF JEHOVAH'S**

**WITNESSES,  
THE RIDGEWAY, MILL HILL  
LONDON NW7 1RN**

**MEMORANDUM OF CONSTITUTION  
OF**

*LONDON MILL HILL*

**CONGREGATION OF JEHOVAH'S WITNESSES**

1. **IN THIS MEMORANDUM** where the context so permits or requires the singular includes the plural and vice versa and the following terms have the meanings assigned to them namely:

| <b>Term</b>                  | <b>Meaning</b>  |
|------------------------------|---|
| <b>Jehovah's Witnesses</b>   | : Persons adhering to the beliefs and practices of the denomination of Christians known as Jehovah's Witnesses as more particularly set out in the Charter of the Society and the publications of the Society   |
| <b>the Society</b>           | : The incorporated body known as Watch Tower Bible and Tract Society of Pennsylvania whose office is at The Ridgeway London NW7 1RN (Company Number F4273: Charity Registration Number 241623) in association with the incorporated body known as International Bible Students Association whose office is at the same address (Company Number 136726: Charity Registration Number 216647) (or such incorporated or unincorporated body as may be used by or succeed to the Society in respect of the organisation of Jehovah's Witnesses in Great Britain) |
| <b>Duly Constituted</b>      |   |
| <b>Congregation</b>          | : A Congregation of Jehovah's Witnesses established by and affiliated to the Society  |
| <b>the Congregation</b>      | : The Congregation of Jehovah's Witnesses whose name appears in the heading to this Memorandum  |
| <b>the Congregation Area</b> | : All those parts of Great Britain as the same are more particularly shown from time to time on a map maintained by the Society, including (without prejudice to the provision set out in paragraph 2.1 of this Memorandum) the places described briefly in the Second Schedule to this Memorandum  |

**Purposes of the**

- Congregation** : The practice and advancement of Christianity founded on the Holy Bible, including the preaching of the good news of God's Kingdom by Jesus Christ within the Congregation Area and the holding of meetings for public Christian worship
- Congregation Members** : All those Jehovah's Witnesses from time to time in fellowship as shown in the records of the Congregation, whether or not resident in the Congregation Area
- Congregation Decision** : A decision of the Congregation by Resolution of a simple majority of those Congregation Members in attendance at a regular meeting of the Congregation as more particularly referred to in this Memorandum
- the Body of Elders** : The Congregation Members from time to time appointed by the Society as Elders of the Congregation
- Ministerial Servants** : The Congregation Members from time to time appointed by the Society to serve the Congregation as Ministerial Servants
- the Circuit** : The Circuit of Duly Constituted Congregations to which the Congregation is from time to time assigned by the Society
- the Kingdom Hall** : The property (if any) duly registered as a place of public worship and used by the Congregation
- The Kingdom Hall Trust** : The incorporated body known as The Kingdom Hall Trust whose office is at The Ridgeway London NW7 1RN (Company Number 355443: Charity Registration Number 275946)
- property** : any real or personal property of any description

2. **THE CONGREGATION** is a Duly Constituted Congregation by reference to the Congregation Area but from time to time following a Congregation Decision or otherwise the Society may

2.1 **adjust** the Congregation Area

2.2 **change** the name of the Congregation with the prior written consent of the Charity Commissioners

2.3 **reconstitute** the Congregation by subdivision or amalgamation with another Duly Constituted Congregation or other reorganisation

3.
  - 3.1 **SUBJECT TO** the matters set out below, the Congregation and its property shall be administered and managed in accordance with this Memorandum of Constitution by the Body of Elders
  - 3.2 **AN ANNUAL GENERAL MEETING** of the Congregation shall be held in the month of June in each year at which the Annual Report and the Accounts for the preceding year ending on the 31st March shall be presented
  - 3.3 **THE CONGREGATION** shall hold other regular meetings for or in connection with the Purposes of the Congregation at the Kingdom Hall or, in the absence thereof, at such other place of meeting as may be used by the Congregation
  - 3.4 **THERE SHALL** be a quorum at a meeting of the Congregation when at least one-third of the Congregation Members are present
4. **THE BODY OF ELDERS** has all necessary lawful powers to promote the Purposes of the Congregation and to do anything incidental to those Purposes and without prejudice to the generality of such powers can on behalf and for the benefit of the Congregation:
  - 4.1 **accumulate** in the name of the Congregation (for so long as the law from time to time allows) funds for the Purposes of the Congregation
  - 4.2 **make** donations or loans (with or without liability for the borrower to pay interest at such fixed or variable rates as the Congregation may approve) out of such funds as may from time to time be determined by Congregation Decision:
    - 4.2.1 to the general funds of the Society or to any special fund maintained by the Society
    - 4.2.2 to the general funds of the Circuit
    - 4.2.3 to the general or any special funds of any other Duly Constituted Congregation
    - 4.2.4 for other charitable purposes including the relief of Congregation Members who are in conditions of need hardship or distress
  - 4.3 **from** time to time as may be determined by Congregation Decision establish and apply Special Funds on account of the Congregation or together with any other Duly Constituted Congregation for the purposes of providing, improving or maintaining any place of meeting for the use of the Congregation with full powers and in any circumstances to withdraw from or participate in any re-arrangement of any such Special Funds
  - 4.4 **subject to** any consents required by law and as may from time to time be determined by Congregation Decision:
    - 4.4.1 acquire property by purchase gift or otherwise
    - 4.4.2 sell lease or otherwise dispose of all or any part of the property of the Congregation

5. **5.1 THE KINGDOM HALL TRUST** (or such other Body Corporate as the Congregation with the approval of the Society may from time to time appoint for that purpose by Congregation Decision) shall be the Custodian Trustee of the Congregation
- 5.2 ALL LAND** and buildings belonging to the Congregation shall be vested in the Custodian Trustee on the Trusts which are set out in the First Schedule to this Memorandum
6. **ALL PROPERTY** (except land and buildings held in accordance with Clause 5) and funds of the Congregation are and shall be held by the Body of Elders in trust for the Congregation
7. **7.1 IN ORDER** to exercise its functions pursuant to this Memorandum the Body of Elders shall meet at least three times a year the first such meeting to be held within six months of the date of this Memorandum
- 7.2 THERE SHALL** be a quorum at a meeting of the Body of Elders when at least a simple majority of the Congregation Members comprising the Body of Elders at that time are present **PROVIDED THAT**
- 7.2.1** any Elder appointed by the Society to serve one or more Duly Constituted Congregations specifically or generally and visiting the Congregation at the direction of the Society shall be entitled to attend any such meeting of the Body of Elders held during that visit and for the purposes of each such meeting such visiting Elder shall be deemed to be a member of the Body of Elders with status equal to the other members
- 7.2.2** if for the time being either the Body of Elders comprises less than four Elders or there are less than four Elders available due to circumstances preventing the attendance of any one or more members of the Body of Elders those Elders available to attend the meeting may co-opt for the meeting then due to be held any one or more of the Ministerial Servants or any other Elder or Elders appointed by the Society to serve any one or more Duly Constituted Congregations specifically or generally as necessary to complete a quorum of three
8. **THE BODY OF ELDERS** shall make proper arrangements for carrying out the following functions:
- 8.1 holding** meetings of the Congregation in accordance with paragraphs 3.2 and 3.3 of this Memorandum
- 8.2 maintaining** the Accounts, the regular audit of such Accounts, the investment of surplus funds and the submission of statements of account to the Society upon demand and to the Charity Commissioners in compliance with the obligations under the Charities Act 1993
- 8.3 maintaining** all other necessary records of the Congregation

**8.4 insuring**, maintaining and keeping in good repair the Kingdom Hall and all other property of the Congregation

**8.5 ensuring** that the Kingdom Hall is made available for the use of any other Duly Constituted Congregation on the basis of shared benefit and expense

**8.6 paying** on behalf of the Congregation out of its general funds all reasonable necessary routine administrative expenditure

**8.7 paying** to any trustee, who possesses specialist skills or knowledge required for the proper performance of the functions of the Congregation, reasonable charges for work of that nature done by him or her, or his or her firm, when instructed by the other trustees to act on behalf of the Congregation **Provided That** at no time shall a majority of the trustees benefit under this provision **and that** each such trustee shall withdraw from any meeting of the trustees at which the instruction or remuneration of the trustee or the firm in which the trustee is a partner is under discussion

**PROVIDED THAT** all acts and proceedings of the Body of Elders under this clause shall be reported fully and promptly to the Congregation

**9. THE PROVISIONS** of this Constitution as set out in this Memorandum or otherwise can at the direction or with the approval of the Society be amended by Congregation Decision whereupon such amendment must be recorded in writing and appended to this Memorandum **PROVIDED THAT** no amendment shall be made to the Purposes of the Congregation or to Clause 10 (Dissolution) or to this clause and **PROVIDED FURTHER THAT** no amendment shall be made which would have the effect of causing the Congregation to cease to be a charity in law

**10. IN THE EVENT** of dissolution of the Congregation whether by Congregation Decision or otherwise the assets of the Congregation shall not be distributed among Congregation Members but, after provision has been made for meeting all outstanding debts and liabilities, shall be transferred as determined by Congregation Decision (or failing that as decided by the Body of Elders) to another charity or charities having purposes the same as or similar to the Purposes of the Congregation

**AND UPON THE READING** of this Memorandum **THE CONSTITUTION** set forth herein **WAS**, upon the Motion of the Proposer and Secunder whose signatures appear below, **CONFIRMED** by Congregation Decision at a regular weekly meeting of the Congregation held on the 30 day of MAY One thousand nine hundred and ninety-7 at THE KINGDOM HALL OF JEHOSHAPHAT'S

WITNESSES, THE RIDGEWAY, MILL HILL

LONDON NW7 1RW

## THE FIRST SCHEDULE

The Trusts referred to in Clause 5 of this Memorandum are as follows (the expression "the Trust Property" meaning all land buildings and interests held for the time being in accordance with Clause 5.2):

- (a) The Trust Property shall be held upon trust for the Congregation in accordance with the provisions of this Memorandum
- (b) The Trust Property shall not be used for any purpose other than such as the Congregation or a duly appointed Committee acting on behalf of the Congregation may approve for:
  - (i) the worship of God and religious education according to the teachings contained in the Bible and distributing Bibles and books magazines tracts and other media to promote knowledge understanding and appreciation of God the Bible and the practice of Christianity in accordance with the Bible by the Congregation Members or members of such other Duly Constituted Congregation or Congregations as the Body of Elders may approve (subject to the approval of the Congregation)
  - (ii) meetings of all or any members of the Congregation as reasonably necessary from time to time for the effective functioning of the Congregation
  - (iii) one or more residences (each with its curtilage) for such Congregation Members or ministers of religion serving any one or more Duly Constituted Congregations or caretakers serving the Congregation in each case as the Body of Elders may recommend and the Congregation approve and on such terms as may be so recommended and approved which terms may take account of the relief of Congregation Members who are in conditions of need hardship or distress
- (c) Trustees of any part of the Trust Property not for the time being vested in The Kingdom Hall Trust may be appointed or discharged by a resolution of a meeting of the Congregation and the provisions of Section 83 of the Charities Act 1993 shall apply **Provided That** the provisions contained in this paragraph are in addition to and not in substitution for the statutory powers of appointing new trustees conferred by the Trustee Act-1925
- (d) No sale or mortgage of the whole or any part of the Trust Property shall be made without the consent of the Congregation
- (e) No purchaser or mortgagee shall require evidence that such consent has been given other than a certificate in writing signed by any two members of the Body of Elders that at a meeting of the Congregation a resolution that such consent should be given was duly passed
- (f) Any net proceeds of sale of the whole or any part of the Trust Property may be

expended and applied as income **Provided That** unless otherwise approved by the Charity Commissioners such net proceeds shall be used only for any one or more of the following purposes:

- (i) the provision of property for any one or more of the purposes referred to in sub-paragraphs (b) (i) to (iii) of this Schedule
- (ii) the repayment of any money borrowed for any one or more of the purposes referred to in sub-paragraph (f) (i) of this Schedule
- (iii) such other charitable religious purposes as the Congregation may approve

**THE SECOND SCHEDULE**

As at the date of signing this Memorandum, the Congregation Area includes the following:

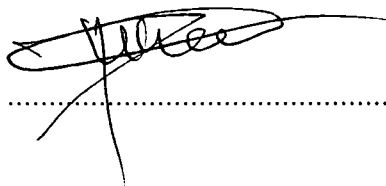
LONDON MILL HILL, KINCHLEY CENTRE  
AND HENDON QUADRANT.

**SIGNATURE** of Congregation  
Member Proposing the Motion



.....

**SIGNATURE** of Congregation  
Member Seconding the Motion



.....

**SIGNATURE** of Congregation  
Member Presiding at the Meeting



.....



LONDON MILL HILL

CONGREGATION OF JEHOVAH'S WITNESSES

RESOLUTION TO ADOPT THE MODEL CONSTITUTION

THE Model Constitution for the use of Congregations of Jehovah's Witnesses in England and Wales as approved by the Watch Tower Bible and Tract Society of Pennsylvania and the Charity Commissioners on the 17th October 1996 having been submitted to us, WE the LONDON MILL HILL Congregation of Jehovah's Witnesses RESOLVE TO ADOPT that Model Constitution as the Constitution governing the functioning of this Congregation from this day forward AND WE CONFIRM that the Congregation Area as at the date of this Resolution to be described in the Second Schedule to the Constitution includes the following:

LONDON MILL HILL, FINCHLEY CENTRE AND HENDON QUADRANT

AND WE DIRECT the Congregation Members Proposing and Seconding this Resolution and the Congregation Member Presiding at this Meeting to sign the Constitution so adopted RESOLVED this 30 day of MAY 1997 at THE KINGDOM HALL OF JEHOVAH'S WITNESSES, THE RIDGEWAY, LONDON NW7 1RN

Number of Congregation Members: 69

Congregation Members in favour of the Resolution: 38

Congregation Members against the Resolution: 0

SIGNATURE of Congregation Member Proposing the Resolution

[Handwritten signature]

SIGNATURE of Congregation Member Seconding the Resolution

[Handwritten signature]

SIGNATURE of Congregation Member Presiding at the Meeting

[Handwritten signature]