

Constitution

adopted on the 23 day of JANUARY 2001

A NAME

The name of the Association is The European Association of Jehovah's Christian Witnesses ('the Charity').

B ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause G of this constitution ("the Management Committee").

C OBJECTS

The Charity's objects ("the objects") are to advance from the Continent of Europe, the Christian religion as practised by that body of Christians called Jehovah's Christian Witnesses (hereafter called and more commonly known as, "Jehovah's Witnesses") by

- (i) Promoting the preaching, teaching and dissemination of the gospel of God's Kingdom under Jesus Christ unto all nations as a witness to the name word and supremacy of Almighty God JEHOVAH;
- (ii) Promoting Christian missionary work;
- (iii) Providing, maintaining and building places of meeting for public Christian worship;
- (iv) Advancing religious education;
- (v) Providing and promoting spiritual assistance anywhere in the world in particular to the poor, the homeless, and the sick and to those suffering from the effects of natural or man-made disasters and in other times of need.

D POWERS

In furtherance of the objects but not otherwise the Management Committee may exercise the following powers:

- (i) power subject to any constraints under the laws of England and Wales to invite and accept persons for membership of the Charity from whatever countries in Europe the Management Committee in its discretion shall determine;
- (ii) power to raise funds and to invite and receive contributions from persons resident in a European country (and from persons in any other country at the Management Committee's discretion) provided that in raising funds the Management Committee shall not undertake any trading activities and shall conform to any relevant requirements of the law of England and Wales and the law of the respective countries;

- (iii) power to deposit or invest funds in any lawful manner having full regard to the suitability of investments and the need for diversification;
- (iv) power to contribute funds in times of natural or man-made disaster for spiritual and incidental humanitarian assistance;
- (v) power to contribute funds to give spiritual and incidental humanitarian assistance in particular to the poor, the homeless and the sick especially in under-developed countries;
- (vi) power to provide and maintain religious ministers and religious orders or communities of Jehovah's Witnesses;
- (vii) power 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;
- (viii) power to carry out research;
- (ix) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (x) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (xi) power subject to any consents required by law to vest any land or buildings of the Charity in a custodian trustee;
- (xii) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (xiii) power to make grants or loans and to give guarantees
- (xiv) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (xv) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (xvi) power to appoint and constitute such advisory committees as the Management Committee may think fit;
- (xvii) power to do all such other lawful things as are necessary for the achievement of the objects.

E MEMBERSHIP

- (1) Membership of the Charity shall be open to any person over the age of 18 years who
 - (i) is appointed by the Management Committee, and
 - (ii) is serving as an elder in a congregation of Jehovah's Witnesses in a European Country (and "Europe" and "European", shall be for the purposes of this Constitution be construed broadly to mean any country that is a High Contracting party to the European Convention on Human Rights) and
 - (iii) is lawfully resident in Europe.
- (2) Every member shall have one vote.
- (3) The Management Committee may by unanimous vote terminate the membership of any individual:
 - (i) who violates any of the by-laws, rules or ordinances of the Charity or acts out of harmony with the Charity's purposes;
 - (ii) for conduct prejudicial to the best interest of the Charity and having taken a course contrary to his duties as a member.
- (4) Membership shall terminate on the date of the member's death, deletion as an elder in a congregation of Jehovah's Witnesses in a European Country (SAVE THAT if a member is in

the process of moving from one congregation to another and is re-appointed by the Governing Body of Jehovah's Witnesses as an elder in his new congregation, his membership shall not cease between the time of his moving and the time of his re-appointment), voluntary resignation, or disassociation from or disfellowshipping as one of Jehovah's Witnesses.

F HONORARY OFFICERS

At the first general meeting of the Charity and at each annual general meeting thereafter the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting. The said office holders shall be lawfully resident in England and Wales on a permanent basis. An office holder shall automatically cease to hold office on moving permanently from England and Wales.

G MANAGEMENT COMMITTEE

- (1) The Management Committee shall consist of not less than 4 members nor more than 7 members being:
 - (a) the honorary officers specified in the preceding clause; and in addition
 - (b) not less than 2 and not more than 4 members elected at the first general meeting of the Charity and at each annual general meeting thereafter who shall hold office from the conclusion of that meeting;
- (2) The Management Committee may in addition appoint not more than 2 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Management Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the members of the Management Committee shall automatically continue in office from the end of each annual general meeting unless voted out of office by a simple majority of the members voting in person or by proxy.
- (4) The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Management Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Management Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.
- (7) A majority of the members of the Management Committee shall be lawfully resident on a permanent basis in England and Wales.

H DETERMINATION OF MEMBERSHIP OF MANAGEMENT COMMITTEE

A member of the Management Committee shall cease to hold office if the member:

- (1) is disqualified from acting as a member of the Management Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision) or by virtue of Clause E of this Constitution;

- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Management Committee from all their meetings held within a period of six months and the Management Committee resolve that his or her office be vacated; or
- (4) notifies to the Management Committee a wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect);
- (5) is voted out of office by a simple majority of the members of the Charity voting in person or by proxy at an annual general meeting;
- (6) is guilty of conduct out of harmony with the beliefs and practises of Jehovah's Witnesses and a simple majority of the Management Committee vote to expel him after having heard the member concerned either in writing or in person;
- (7) ceases to serve as an elder in a congregation of Jehovah's Witnesses in a European Country SAVE THAT if a member is in the process of moving from one congregation to another and is re-appointed by the Governing Body of Jehovah's Witnesses as an elder in his new congregation his membership shall not cease between the time of his moving and the time of his re-appointment.

I MANAGEMENT COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

Subject to the provisions of Clause K (Indemnity Insurance provision) no member of the Management Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee. This Clause shall not prevent the reimbursement to any member of the Management Committee of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity.

J MEETINGS AND PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- (1) The Management Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Management Committee upon not less than 4 days' notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Management Committee. If the chairman is absent from any meeting, the members of the Management Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least a simple majority of the number of members of the Management Committee for the time being are present at a meeting either in person or by telephone or video link or other means of direct communication that allows those participating in the meeting to hear one another at the same time.
- (4) Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question.
- (5) The Management Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Management Committee and any sub-committee.

- (6) The Management Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this *Constitution*.
- (7) The Management Committee may appoint one or more sub-committees that include at least one or more members of the Management Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Management Committee.

K INDEMNITY INSURANCE

The Management Committee shall have power to provide indemnity insurance for themselves out of the income of the Charity: provided that any such insurance shall not extend to any claim arising from any act or omission which the Management Committee knew to be a breach of trust or breach of duty or which was committed by the Management Committee in reckless disregard of whether it was a breach of trust or breach of duty or not.

L RECEIPTS AND EXPENDITURE

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Charity at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Management Committee or by such other persons nominated by the Management Committee but only to a limit authorised by the Management Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

M PROPERTY

- (1) Subject to the provisions of sub-clause (2) of this clause, the Management Committee shall cause the title to:
 - (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the charity;
to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Management Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Management Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

N ACCOUNTS

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

O ANNUAL REPORT

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

P ANNUAL RETURN

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

Q ANNUAL GENERAL MEETING

- (1) There shall be an annual general meeting of the Charity which shall be held anywhere in Europe as determined in advance by the Management Committee in the month of January in each year or as soon as is practicable thereafter.
- (2) Every annual general meeting shall be called by the Management Committee. The secretary shall give at least 21 days' notice of the date, time and location of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Management Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Management Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Management Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.
- (6) All members of the Charity shall appear in person or by proxy.
- (7) A proxy must be a member of the Charity.
- (8) The instrument appointing a proxy shall be in writing under the hand of his appointor or his attorney duly authorised in writing and shall be in a form approved and issued by the Management Committee.
- (9) 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 nominated office of the Charity not less than 48 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.

- (10) A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

R SPECIAL GENERAL MEETINGS

The Management Committee may call a special general meeting of the Charity at any time to be held anywhere in Europe. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed and the date, time, and location of the meeting.

S PROCEDURE AT GENERAL MEETINGS

- (1) The secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when a simple majority of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting either in person or by proxy.

T NOTICES

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Management Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in Europe, and any letter so sent shall be deemed to have been received within 10 days of posting.

U ALTERATIONS TO THE CONSTITUTION

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to Clause A (the name of charity clause), Clause C (the objects clause), Clause I (Management Committee members not to be personally interested clause), Clause V (the dissolution clause) or this Clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Management Committee should promptly send to the Commission a copy of any amendment made under this clause.

V DISSOLUTION

If the Management Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present in person or by proxy and voting the Management Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

W ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Management Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed

R. B. ...
.....
R. B. ...
.....
R. B. ...
.....
G. A. Yonge
.....

I hereby certify that this is a current and complete copy of the original.

Signed :- *R. B. ...* (Secretary)

Date :- 5 February 2001