

**MEMORANDUM OF ASSOCIATION OF THE
GENERAL CONFERENCE OF THE NEW CHURCH**

(As amended by Special Resolutions passed 18th July 1977, 27th July 1988, 24th July 1990 and 26th July 1999)

1. The name of the Association is The General Conference of the New Church.
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (a) The formation into a corporate body under the above title for the purposes of Religion and not for the purposes of gain of Receivers of the Doctrines of the New Church, signified by the New Jerusalem in the Apocalypse or Revelation of John, as contained in the Theological Writings of the Honourable Emanuel Swedenborg, and for the doing of all such things as the Members in General Meeting, or the Council appointed in accordance with the Articles of Association registered herewith, shall from time to time determine or think necessary for disseminating or sustaining the said Doctrines.
 - (b) To provide for the admission of proper persons into the ministry of The General Conference of the New Church and where necessary for their remuneration.
 - (c) (i) To make all reasonable and necessary provision for the payment of pensions or superannuation to or on behalf of Ministers and the Widows and other dependants of Ministers of The General Conference of the New Church and to or on behalf of employees and ex-employees of the Association and their Widows and other dependants.

* (ii) To make at the discretion of the Association all reasonable and necessary provision of such financial and other assistance as the Association thinks fit for the support of the spouse and any dependant of a Minister or of an employee of the Association in the event of a total breakdown of the marriage of the Minister or the said employee and who is or are considered by the Association to be in financial need.
 - (d) To erect, or contribute towards the erection of, places of worship, schools, and other buildings, in connection with The General Conference of the New Church or for any Society recognised by The General Conference of the New Church, and for the purposes of this and the following sub-clauses of this Clause "Society recognised by The General Conference of the New Church" means a Society all of whose members are receivers of the doctrines mentioned in sub-clause (a) above and which is formed for public worship or for performing any other charitable activity compatible with the objects herein set forth or any of them.
 - (e) To purchase, take on lease or by other means acquire any freehold, leasehold or other property whether in the United Kingdom or elsewhere for any estate or interest whatever and rights privileges or easements over or in respect of any property and any building thereon for the objects herein set forth or any of them.
 - ** (f) Subject to such orders of the Court or of the Charity Commissioners as may be necessary, to receive, hold, manage, procure the management of, appropriate, administer, sell, dispose of, exchange, mortgage, charge, lease, hire, grant any right or interest in or over, and apply property, real and personal, heretofore vested in Trustees in trust for The General Conference of the New Church, or which may hereafter be purchased by or given, devised or bequeathed to or devolve upon The General Conference of the New Church for the objects herein set forth, or any of them or for any Society recognised by The General Conference of the New Church.
 - (g) To support, maintain, subsidise, contribute to, finance, develop, sponsor, promote, establish or otherwise to assist or take part in the supporting or setting up of any charitable Society, Organisation, Institution, Benefaction or Association the aims and purposes of which are calculated directly or indirectly to advance the aims or purposes of the Association.
 - (h) To lend and advance money or give credit to, and to guarantee and give guarantees for the payment of money by or the performance of contracts or obligations of and to secure or undertake the repayment of moneys lent or advanced to or the liabilities incurred by any Minister of The General Conference of the New Church or any Society recognised by The General Conference of the New Church.
 - (i) To do all such lawful things as will further the attainment of the above objects.

Provided that:-

- (1) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts:
 - (2) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
 - (3) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners 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 Council of Management or Governing Body of the Association shall be chargeable for any such Property that 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 Council of Management or Governing Body 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 or the Charity Commissioners over such Council of Management or Governing Body 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.
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 or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Association or to any of them or to any person claiming through any of them: Provided 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 any member, officer or servant of the Association who is not a member of Council,
 - (2) to any member of Council of reasonable out of pocket expenses,
 - (3) of stipends to Ministers of the Association who are also members of Council and of reasonable remuneration to the Secretary and Treasurer of the Association in respect of their employment by the Association should they be appointed members of Council: Provided that
 - (a) the Council is satisfied after careful consideration that it is in the best interests of the Association for them to be so appointed (this consideration to be made for any new appointment to these posts and duly minuted),
 - (b) a member of Council withdraws from any meeting whilst his or her appointment, remuneration or other terms of employment or the appointment, remuneration or other terms of employment of any other employee or employees which might affect the member of Council is being discussed,
 - (c) a majority of the members of Council do not benefit under this clause.
5. The liability of the Members is limited.
6. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a Member or within one year afterwards, for the payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding five pounds.
7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4, hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if in so far as effect cannot be given to such provision, then to some other charitable object.
8. We, the several persons whose names and addresses are subscribed, being the President, Secretary, Treasurer, and five of the Trustees of the General Conference, do for ourselves and on behalf of the General Conference, and at its request, apply to have the same formed into an Association, in pursuance of this Memorandum of Association.

DATED this 29th day of January 1872.

Names, Addresses, and Descriptions of Subscribers

JOHN HYDE, 83 Broughton Lane, Manchester, a Minister of the said New Church, and President of the said General Conference.

JOHN PRESLAND, 37 Wilmot Street, Derby, a Minister of the said New Church, and Secretary to the said General Conference.

RICHARD GUNTON, 19 Oseney Crescent, Camden, London, N.W., Treasurer of the said General Conference.

WILLIAM PICKSTONE, 2 College Villas, London, N.W., Gentleman.

HENRY BATEMAN, 32 Compton Terrace, London, N., FRCS., England.

FREDK PITMAN, 20 Paternoster Road, London, Publisher.

THOMAS WATSON, 19 Highbury Crescent, London, Gentleman.

H.R. WILLIAMS, 183 Camden Road, London, N.W. Gentleman.

Witness to the signature of John Hyde,
JOHN BROADFIELD of Cheetwood, Manchester, Gentleman.

Witness to the signature of John Presland,
THOMAS MADELEY, Stamp-Distributor, Derby.

Witness to the signatures of Richard Gunton, William Pickstone, Henry Bateman, Frederick Pitman, Thomas Watson,
and Henry Richard Williams,
SAML. TEED of 37 Colebrook Row, Islington, London, Gentleman.

- * As amended by Special Resolution passed on 27th July 1988.
- ** As amended by Special Resolution passed on 24th July 1990.
- *** As amended by Special Resolution passed on 26th July 1999.

THE COMPANIES ACTS 1862 - 1967
COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION OF
THE GENERAL CONFERENCE OF THE NEW CHURCH**

(Adopted by Special Resolution dated 15th June 1974 and as amended by Special Resolutions dated 24th July 1990, 21st July 1997, 3rd July 2000, 21st July 2003, 26th July 2004, 18th July 2005, 28th July 2008, 23rd July 2012 and 31 July 2014.)

1. None of the regulations of Table A set forth in the Schedule to "The Companies Act, 1862", except those hereinafter set forth shall govern or apply to this Association and the following shall be the Articles of Association of The General Conference of the New Church.
2. In these Articles, unless the context otherwise requires, the following words and expressions shall have the several meanings hereby assigned to them: The term "General Conference" shall mean this Association; "Council" shall mean the body referred to in Article 29 appointed to conduct the business of Conference between General Meetings of Conference and such Council shall be known by such name and title as the General Conference in General Meeting shall from time to time determine; "New Church" shall mean the New Church referred to in the Memorandum of Association; and "The United Kingdom" shall mean Great Britain, Northern Ireland, the Channel Islands and the Isle

of Man; "Ministers" shall mean the persons from time to time admitted into the Ministry of the General Conference in accordance with Clause 3(b) of the Memorandum of Association.

"Members" shall mean all those persons referred to in Article 4.

"Voting Members" shall mean voting members as referred to in Article 11.

"Societies" shall mean Societies as referred to in Article 7.

"Groups" shall mean Groups as referred to in Article 8.

"Representatives" shall mean Representatives as referred to in Article 12.

"The Honorary Life Members" shall mean the Honorary Life Members referred to in Article 46.

"Area Councils" shall mean Area Councils referred to in Article 47.

"Doctrines of the New Church" shall mean the doctrines contained in the Theological Writings of Emanuel Swedenborg.

"The Statutes" shall mean the Companies Acts 1948 to 1967 and the Charities Act 1993 and every statutory modification thereof for the time being in force; and subject as aforesaid unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Statutes.

"Company Secretary" shall mean any officer by whatever title he or she is known whose duties include those of Company Secretary.

"Treasurer" shall mean the person appointed by the Council, by whatever title he or she is known, who is responsible for ensuring that all accounting and financial obligations are met.

3. For the purposes of registration the number of the members of the General Conference is declared not to exceed 3,000.
4. The General Conference shall consist of all those persons who are members at the date of the 2008 Extraordinary General Meeting and all those Receivers of the Doctrines of the New Church who, having attained the age of eighteen years or over, apply, in the manner determined by the General Conference in general meeting from time to time to be registered as Members of the General Conference and who sign the following Pledge of Commitment:-

"I promise to honour the Lord Jesus Christ as the One God of heaven and earth, who is love itself and in whom is the Divine Trinity of Father, Son and Holy Spirit.

I will endeavour to follow the teaching of His Holy Word, contained in the Bible and revealed anew in the theological books of Emanuel Swedenborg.

I will seek to overcome all evils in thought, word and action, and strive to do good as if of myself, whilst acknowledging that the saving power to do so comes from the Lord alone."

5. A Member may at any time resign from membership of the General Conference by serving written notice upon the General Conference addressed to the Company Secretary. Upon service of such notice a Member shall thereupon cease to be a Member and shall be deemed to have resigned from all offices held by virtue of such membership.
6. (a) The Council may, after consultation with the Ministers' Committee, declare, by a resolution passed by a majority of two-thirds, that a Member is guilty of conduct calculated to bring scandal upon the New Church, or of teaching, preaching, or otherwise circulating doctrines contrary to the teachings of the New Church.
(b) Such Member shall forthwith be informed in writing that his/her name will, subject to appeal, be removed from the Register of Members of the General Conference and he/she will not be entitled to any of the rights or privileges of membership.
(c) Such Member shall be advised of the reasons for the decision of the Council and also of the procedure under which he/she may appeal against the decision. Any appeal must be received by the Company Secretary not later than twenty-eight days after the issue of the declaration referred to in sub-paragraph (a) above. The details of the procedure shall be laid down in Standing Orders.
(d) Any Member whose name shall have been removed under this Article shall not again be eligible to be a Member of the General Conference until he/she shall have been declared eligible by a vote of a majority of two-thirds of the Council.

SOCIETIES AND GROUPS

7. Any twelve or more Members who have joined together as a society for the purposes of meeting for public worship and for performing any other activity compatible with the aims of the New Church may be recognised by the General Conference as a Society in connection with the General Conference.
8. Any number of Members who have joined together for the purpose of performing any activity compatible with the aims of the New Church may be recognised as a Group in connection with the General Conference.

9. Each Society and Group shall appoint a secretary or corresponding member through whom communication with the Society or Group may be effected and maintained by the General Conference.
10. A Society or Group may be removed from connection with the General Conference by a resolution passed by a majority of two-thirds of the Voting Members of the General Conference in General Meeting. The Representatives of any Society or Group removed from connection with the General Conference shall from the time of the passing of such resolution cease to be Voting Members of the General Conference.

MEETINGS, PROCEEDINGS, ADMISSION OF MEMBERS, ETC.

11. General Meetings of the General Conference shall be held as required to transact such essential legal and other business as is necessary to maintain the objects of the General Conference. One meeting in each calendar year shall be the Annual General Meeting and shall be held at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and at such place as may be prescribed by the General Conference at the preceding Annual General Meeting, or in default at such time as may be determined by the Council. The right to speak and to vote at any General Meeting shall be limited to the following Members:
 - (a) the Ministers
 - (b) the Honorary Life Members
 - (c) the Company Secretary
 - (d) the Council Secretary
 - (e) the Treasurer of the General Conference
 - (f) the lay members of the Council
 - (g) the Representatives of Societies
 - (h) members of Societies, in addition to the Representatives appointed in (g) above, subject to a limit of four per Society. The method determining the choice of these four Society members will be agreed from time to time by the Council and laid down in Standing Orders
 - (i) the Representatives of Area Councils
 - (j) the Representatives of Groups
 - (k) not more than twenty-five Members of Conference who are not members of any Society. The method determining the choice of these twenty-five members will be agreed from time to time by the Council and laid down in Standing Orders

These Members shall be termed "Voting Members" and shall each have one vote.

At the place and time appointed for the assembling of the General Conference in General Meeting the Chairman of the Council shall take the chair, and the business shall commence and be carried on according to the regulations made by the General Conference in General Meeting from time to time and these Articles. If both the Chairman and the Vice-Chairman be absent, the Voting Members present shall elect a chairman so that the business may proceed.

12. Societies and Groups may appoint representatives to attend General Meetings on their behalf from among their Members. Area Councils may appoint representatives to attend General Meetings on their behalf from among Members resident in their area.

The numbers of Representatives from Societies and Groups and from Area Councils shall be determined from time to time by the General Conference in General Meetings and until otherwise determined each Society and Area Council may appoint one Representative if its membership does not exceed twelve; two Representatives if its membership is more than twelve but not more than forty; three Representatives if its membership is more than forty but not more than eighty; and four Representatives if its membership is more than eighty; and each Group may appoint one Representative.

13. Every Representative attending any General Meeting of the General Conference shall, before being admitted thereto, produce and deliver to the Company Secretary or other officer appointed to receive the same a certificate of appointment, and such certificate shall be in such form as the Council may from time to time determine.
14. If a Representative of any Society, Area Council or Group shall die or resign or cease to be a Member for any other reason, the Society, Area Council or Group may appoint a replacement and such newly appointed Representative shall, on complying with such procedure as the General Conference may require, be regarded as the Representative of the Society, Area Council or Group until the commencement of the next Annual General Meeting and shall be entitled to attend any adjourned General Meeting or any General Meeting which may be held, prior to the next Annual

General Meeting.

15. Every Voting Member shall be entitled to take part in every matter brought under the consideration of any General Meeting, but may not vote when he shall have a personal or pecuniary interest therein.
16. (a) No proposal to dispose of an asset of the Conference or an asset held in trust by the Conference exceeding £20,000 in value shall be approved by the Voting Members without the prior consideration of the Council. If required by the Council, the proposer of the measure shall produce a written report from a qualified valuer and/or a written legal opinion;

(b) Subject to Article 16(a) the Voting Members in General Meeting shall have power to do all such acts and things, and make such rules, as they may deem necessary for the proper carrying into effect of the Memorandum of Association and these Articles.
17. The Voting Members in General Meeting may require the Council to establish committees of such persons as the Council may think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations or instructions that may be imposed by the General Meeting or the Council.
18. All acts done at any General Meeting of the General Conference, or by the Council, or any committee appointed by the Council, notwithstanding that it be afterwards discovered that there was some defect in the appointment of the Voting Members or of the members of the Council or committee, or that they, or any of them, were disqualified, shall be as valid as if each person had been duly appointed and was qualified.
19. The Council may, whenever it thinks fit, convene a General Meeting; and it shall, upon a requisition made in writing, signed by at least ten per cent of the Voting Members, convene a General Meeting, and such requisition shall express the object of the proposed Meeting, and shall be left at or sent to the Registered Office of the General Conference addressed to the Company Secretary of the General Conference.
20. Upon the receipt of such requisition the Council shall forthwith proceed to convene a General Meeting. If it does not proceed to convene the same within twenty-one days from the date of the requisition, not less than half the requisitionists may themselves convene a General Meeting; but no business shall be transacted thereat except that which is expressed in the Notice convening the Meeting. Twenty-one days' notice at least shall be given to each Voting Member by a notice in writing sent to the Member's registered address; and such notice shall state whether the Meeting is called by the Council or by requisition.
21. If within two hours from the time appointed for the General Meeting one-half at least of the Voting Members be not present, no business shall be transacted thereat, and the Meeting shall be adjourned sine die.
22. Every question arising at a General Meeting, except as otherwise required by the provisions of the Statutes, or by these Articles, shall be decided by a simple majority of the votes given thereon. The Meeting may, whenever it thinks proper, determine that the votes of Voting Members shall be taken by ballot. The Chairman of the Meeting shall not vote on any question except to make a casting vote in the case of an equality of votes. A resolution for (1) the suspension of a rule, (2) passing to the next business, or (3) the immediate putting of the question, shall require to be passed by a majority of two-thirds of the Voting Members then present.
23. The Company Secretary shall be responsible for ensuring that minutes are taken of every General Meeting. When the minutes have been approved as correct, and signed, by the Chairman and the Company Secretary, or persons appointed by them, they shall be deemed to be a true record of the acts of the General Conference.
24. The General Meeting of the General Conference shall be subject to such rules and regulations not inconsistent with these Articles, as the General Conference in General Meeting shall from time to time determine, but no rule or regulation shall be altered or rescinded, or new rule or regulation made, except by the authority of the General Conference in General Meeting.
25. No resolution for altering, adding to, or abrogating any of these Articles shall be considered at a General Meeting unless notice be given by the Council, or by a Society, or by at least seven Voting Members. Such notice shall be sent to the Company Secretary of the General Conference two calendar months at least before the General Meeting at which it is intended to propose the same, and such notice shall be included in the notice convening such General Meeting.
26. A notice may be served by the General Conference upon any Member either personally or by sending it through the post to such Member at the Member's registered address.

27. Any Member who does not have a registered address in the United Kingdom shall be entitled to have any notice sent only if an address in the United Kingdom for the service of notices has been supplied to the Company Secretary.
28. A notice if served by post shall be deemed to have been served at the time when the letter containing the same should have been delivered in due course of post, and for the purpose of such notice it shall be sufficient to prove the posting of such notice.

THE COUNCIL AND THE APPOINTMENT OF OFFICERS

29. The business of the General Conference shall, during the interval between the General Meetings of the General Conference, be conducted by a Council and such Council shall exercise all such powers as are not hereby required to be exercised by the General Conference in General Meeting; but no regulation made by the General Conference in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
30. The Council shall consist of a Chairman, Vice-Chairman and six members to be known as Elected Members, subject to the provisions of clause 4 of the Memorandum. The General Conference in General Meeting shall appoint the Chairman, the Vice-Chairman and the Elected Members in accordance with Article 33 below.
31. Subject to the provisions of clause 4 of the Memorandum, the Council shall appoint a Company Secretary and a Treasurer, and may appoint such ministerial representatives and such other paid or unpaid staff, advisers or agents as it deems necessary. The Council may require any of those appointed to attend the meetings of the Council but without the right to vote. All such persons appointed shall hold office indefinitely or for such periods as the Council shall determine at the time of appointment unless removed as provided in Article 32 below.
32. The General Conference in General Meeting may remove the Chairman, the Vice-Chairman or any Elected Member of the Council at any time and may appoint a replacement. Any person so appointed shall continue in office until the next Annual General Meeting.

The Council may remove any officer appointed under Article 31 above provided there is no violation of their terms of contract and may appoint a replacement.

33. (a) At the 2003 Annual General Meeting the current membership of the Council shall be annulled and a Chairman, a Vice-Chairman and six Elected Members shall be appointed by ballot from amongst the Members nominated for these positions by at least two other Members. The procedure for nominations shall be determined from time to time by the General Conference in General Meeting. The Chairman shall serve for a full term of four years, the Vice-Chairman for two years and the Elected Members for up to three years. Thereafter full terms shall be four years for Chairman and Vice-Chairman, and three years for Elected Members.

(b) At each subsequent Annual General Meeting two Elected Members shall retire, but only those who have not completed two consecutive full terms shall be eligible for election for another term, except in the circumstance mentioned in sub-paragraph (c) below. The Elected Members to retire each year shall be those who have been longest in office since their last election, but as between persons elected on the same day those who received the least votes shall retire first.

(c) On completing two consecutive full terms an Elected Member may not stand again for re-election to the same position until a full term has elapsed, unless there are insufficient new nominations to fill all the vacancies.

(d) The Chairman and Vice-Chairman shall retire at the end of their first terms, but shall be eligible to stand for re-election in accordance with sub-paragraph (a) above. On completing two consecutive full terms the Chairman or Vice-Chairman may not stand for election to the same position until a full term has elapsed.

(e) Any vacancy occurring in the position of Chairman or Vice-Chairman shall be filled by the Council but only for the period until the next Annual General Meeting. A Chairman or Vice-Chairman respectively shall then be elected in accordance with sub-paragraph (d) above but shall retire at the same time as the Chairman or Vice-Chairman who has been replaced would have retired.

(f) Any vacancy occurring among the Elected Members may be filled by the Council but only for the period until the next Annual General Meeting. Such persons shall then be eligible for re-election but shall not be taken into account in determining the Elected Members to retire by rotation at that Meeting. An Elected Member appointed at an Annual General Meeting either to fill a casual vacancy or to replace a person removed under Article 32 shall retire at the same time as the Elected Member who has been replaced would have retired.

34. The Council may meet for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit, and determine and vary the quorum necessary for the transaction of business. Questions arising at any meeting, unless agreed on without a dissentient, shall be decided by a majority of the votes of the members present. In case of an equality of votes, the chairman shall have a second or casting vote. A meeting of the Council may be summoned, by notice in writing, at any time by not less than half the members entitled to vote, stating the date and place of the meeting and giving at least seven clear days' notice of the meeting.
35. If at any meeting neither the Chairman nor the Vice-Chairman is present at the time appointed for holding the same, the members of the Council present shall choose one of their number to be chairman so that business may proceed.
36. The Council may delegate any of its powers to committees, consisting of such persons as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated to it, conform to any regulations that may be imposed on it by the Council.
37. (a) The Council shall have power to institute, conduct, defend, compromise, refer to arbitration, and abandon any proceedings at law or otherwise, on behalf of or against the General Conference, or the officers thereof. The Council shall also have power to invest the funds in the hands of the General Conference in the following manner: The funds held in trust by the General Conference for any Society, or persons, or body of persons having an independent existence outside the General Conference, and requiring investment or reinvestment, shall be invested in or upon any securities in which trustees are by law authorised to invest, with power from time to time to vary the investments for others of the nature hereby authorised, but any funds belonging to and being the absolute property of the General Conference, may be invested in or upon any investments of whatsoever nature and wheresoever situate (including the purchase of any property whatsoever and wheresoever and whether movable or immovable) to the intent and so that the Council shall have the same full and unrestricted powers of making and changing investments as if it was an individual absolutely and beneficially entitled to the said funds.

(b) The Council shall have power to employ as a professional investment manager any person who is entitled to carry on investment business under the provision of the Financial Services Act 1986 and subsequent legislation and to delegate to any such manager ("the Manager") the exercise of all or any of its powers of investment on such terms and at such reasonable remuneration as the Council may think fit but subject always to the following conditions:-
 - (i) The delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Council and within the powers of investment laid down in the Articles of Association;
 - (ii) Every transaction carried out by the Manager under delegated powers shall be reported promptly to the Council and within the time limits prescribed by the self-regulating organisation which authorises the Manager;
 - (iii) The Council shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
 - (iv) The Council shall be bound to review the arrangements for delegation at least once every twelve months;
 - (v) The Council shall be liable for the acts and defaults of the Manager in the exercising of the delegated powers in the same manner as if they were the acts and defaults of the Council personally.
38. The Council shall cause minutes of its meetings to be made and circulated to Council members; and such minutes, when signed by the chairman of any Meeting of the Council, shall then be deemed to be a true record of the acts of the Council. The Council shall report to the General Conference at the Annual General Meeting on its proceedings during the year.
39. In addition to the duty mentioned in Article 23 the Company Secretary shall be responsible for keeping such records, books and papers of the General Conference and shall allow such inspection thereof as are required by the Statutes. The Company Secretary shall be bound by such regulations as shall be made by the General Conference in General Meeting.

ACCOUNTS

40. The Council shall cause true and proper accounts to be kept of all sums of money received and expended by the General Conference and the transactions relating to such receipts and expenditure and of the assets and liabilities of the General Conference.
41. The books of account shall be kept by an officer duly appointed by the Council and, subject to any reasonable restrictions as to the time and manner of inspecting the same, shall be open to the inspection of Members.
42. A balance sheet shall be made out in every year and laid before the General Conference in General Meeting.
43. Once a year the accounts and balance sheet of the General Conference shall be examined and their correctness ascertained by auditors appointed in accordance with the Statutes.

THE MINISTRY

44. The Ministers shall be responsible for the priestly things of the New Church as set out in the Doctrines of the New Church.

HONORARY LIFE MEMBERS

45. Any persons already appointed as Honorary Life Members of the General Conference to act in a consultative, advisory or representative capacity on its behalf shall remain in office for life unless they resign, become resident outside the United Kingdom, or are removed by resolution of the General Conference in General Meeting. However, no more appointments shall be made to the office of Honorary Life Member.

AREA COUNCILS

46. The General Conference may authorise the formation of Area Councils whose boundaries shall be set by the Council. Area Councils shall have such general oversight of the affairs of the General Conference within their areas as shall have been previously determined by the Council.
47. Area Councils shall be formed from the Ministers and lay Members resident in the area in such numbers as best serve the needs of the area.

RULES

A. MEMBERSHIP

1) Any receiver of the Doctrines of the New Church who is aged eighteen years or over may apply in writing to become a Member of Conference. Applications should be sent to the Company Secretary in such form as the Council may decide and should be accompanied by a signed Pledge of Commitment as in Article 4.

2) (a) An application shall be supported by the secretary and another officer or Minister of the Society or Group with which the applicant is associated. The supporters must be satisfied that the application is being made in good faith.

(b) An application from a person who is not a member of any Society or Group shall preferably be supported by two Members who are acquainted with the applicant. The supporters must be satisfied that the application is being made in good faith.

(c) The Company Secretary, after consulting the Chairman of the Council, shall then normally approve the application, but may consult the Ministers' Committee before deciding whether to do so. In the case of an application submitted without the signatures of two supporters, the Chairman shall take reasonable steps to satisfy himself/herself that the application is being made in good faith.

3) When the application for membership has been approved, the name of the new Member shall be recorded in the Register of Members (see Rule H1), together with such other relevant information as may seem useful. The Company Secretary shall inform the new Member in writing that the application has been approved and shall advise the Society or Group with which the applicant may be associated.

4) The Company Secretary shall annually apply to each Society and Group in connection with the Conference for a list of changes in its membership as calculated for the purposes of Rules B5 and B6.

5) Any Member may at any time recommend to the Council the removal of a name or names from the Register of Members, and shall in doing so indicate the reason for the recommendation.

6) Except by reason of death, or at the request of the Member in writing, or if the Member has failed to supply his/her current address, no name shall be removed from the Register of Members without the Company Secretary giving the Member concerned at least three months' notice of such intended action, The notice shall be counter-signed by the Secretary of the Ministers' Committee. If the Member concerned desires to remain on the Register of Members, he/she shall inform the Secretary of the Ministers' Committee accordingly. If the two parties do not agree on the action to be taken, then the Council shall be informed of the facts and take the final decision.

7) If Members of Conference who are not also members of a Society or Group have not responded to communications from the Conference for a period of three years, their names may be removed under the provisions of Rule A6.

B. CONNECTION OF SOCIETIES AND GROUPS WITH THE CONFERENCE AND REPRESENTATION AT THE ANNUAL MEETING

(See also Articles 7-10)

1. A Society or Group wishing to be received into connection with the Conference shall make written application to the Company Secretary and shall provide such information as the Council may require.
2. Every application for recognition shall be mentioned in the Circular (see Rule H.4) and shall be brought before the next Annual Meeting for its decision. If the application is complied with, the Society or group shall be entitled to all the privileges of such Societies or Groups.
3. If a Society or Group cease to fulfil the uses provided for in Article 7 or 8, its name may be removed from the list of Societies or Groups in connection with the Conference.
4. If the Conference, by a resolution passed in accordance with Article 10, has declared that it is undesirable that any Society or Group shall continue in connection with the Conference, that Society or Group shall, from that time, cease to be entitled to the privileges enjoyed by a Society or Group in connection with the Conference. At least three months' notice of any proposal to cease recognition of a Society or group shall be given to the Society or Group concerned, and full opportunity shall be afforded to it to speak against the proposal. But nothing herein contained shall prevent any Society or Group from being re-admitted into connection with the Conference.
5. Every Society in connection with the Conference shall be entitled to send to any General Meeting one representative if the membership does not exceed twelve; two representatives, if the membership is more than twelve but not more than forty; three representatives if more than forty but not more than eighty; four representatives, if more than eighty.
6. Every Group in connection with the Conference shall be entitled to send to any General Meeting one representative.
7. Each Area Council shall be entitled to send to any General Meeting not more than two representatives of whom at least one shall preferably be a Member not actively associated with a Society.

C. ANNUAL MEETINGS ORDER OF PROCEEDINGS

(See also Articles 11-28)

1. The Chairman shall appoint two persons, who, with the Company Secretary, shall be a committee to examine the certificates of the Representatives and attend to the signing of the Conference Roll by the Voting Members.
2. The Annual Meeting shall open with a religious service, during which the Pledge of Commitment, as recorded in Article 4, shall be read. The Chairman shall then take the chair.
3. A committee of Voting Members shall be appointed to co-operate with the Chairman and Company Secretary in the revision of each day's minutes, to see that they are accurately recorded.

4. The Auditors shall be appointed, following nomination by the Council.
5. Arrangements shall be made for the following purposes:-
 - (a) The place and time of the next Annual Meeting.
 - (b) The ballot for membership of the Council, subject to Article 33. If there are more than the usual two vacancies, among those elected on the same day those who receive the most votes shall serve for the longest periods.
6. The Sacrament of the Holy Supper shall be administered at every Annual Meeting.
7. A public service of worship shall be held at every Annual Meeting. Arrangements for this service shall be the responsibility of the Minsters' Committee. At the service an offertory shall be taken in aid of the funds of the Conference.

E. GENERAL MEETING DEBATES

(See also Articles 11, 15, 22)

1. The Chairman or Vice-Chairman shall preside over the General Meetings of the Conference, but may delegate that duty to another Voting Member. When matters concerning the remuneration or terms and conditions of service of Conference employees are to be discussed, the meeting shall be chaired by a Voting Member who is not remunerated by the Conference.
2. The chairman shall preserve order in the discussions and shall not allow discussion where there is no motion before the session.
3. If any difference of opinion shall arise on any point connected with the business of the session for which no Rule is provided, the decision of the chairman shall be final.
4. If the chairman desires to take part in the discussion of any subject, he/she may do so only after first indicating whether he/she is speaking in a personal or in any official capacity. However, in no case shall the chairman speak on a question after the mover of a resolution has replied to the debate.
5. The chairman of a session shall not vote on any question at any General Meeting except in the case of an equality of votes, when he/she shall have a casting vote.
6. Any Voting Member who is remunerated by the Conference shall not vote on any matter concerning remuneration or terms and conditions of service. At any time during the debate and vote on such matters, a General Meeting may require Voting Members who are remunerated to withdraw from the meeting.
7. Any Voting Member proposing a measure connected with a matter involving a question of law shall produce a written opinion thereon from a legal authority.
8. The proposer of an original motion shall have the right of reply but in such reply shall neither introduce new matter nor re-open the general subject.
9. Every Voting Member shall have the right to speak on an original motion and once on each amendment that may be proposed thereto. A second speech shall not be allowed unless permission is granted by the chairman on special grounds. The proposer of the original motion shall have the right of reply when it or an amendment to it is to be put.
10. Every Voting Member shall be at liberty to propose an amendment to any motion under discussion; a second amendment shall not be proposed until the first has been disposed of. If an amendment is carried, the original motion as amended shall be the substantive motion, and shall be liable to further amendment; if an amendment is lost, any other amendment may be proposed to the original motion.
11. At any stage in the consideration of a question, any Voting Member may propose "That the Meeting pass to the next business". This proposition, if seconded, shall, without discussion, be immediately put to the vote; and if approved by not less than two-thirds of the Voting Members present, the Meeting shall pass to the next business accordingly. Such a proposition shall, however, not be permitted more than once on the same motion or any amendment thereto, without

the consent of the chairman.

12. At any stage in the consideration of a motion or an amendment thereto, any Voting Member may, with the consent of the chairman, propose "That the question be now put". This proposition, if seconded, shall, without discussion, be immediately put to the vote and if approved by not less than two-thirds of the Voting Members present, the chairman shall call upon the mover of the original motion to reply, after which the vote shall be taken. If the vote is on an amendment, the substantive motion shall be open to further debate. Such a proposition however, shall not be permitted more than once on the same motion or on any amendment thereto, without the consent of the chairman.
13. If less than one-quarter of the Voting Members of the Annual Meeting is present, the consideration of any proposition may be postponed when required by two or more Voting Members.
14. If in the opinion of the chairman there are exceptional circumstances, the operation of a Rule may be suspended, provided that two thirds of the Voting Members vote in favour of such suspension.

F. FUNDS

F1) BROADFIELD MEMORIAL BENEVOLENT FUND

(Instituted in 1920 as a memorial to Edward John Broadfield of the North Manchester Society)

A non-contributory Benevolent Fund called the BROADFIELD MEMORIAL BENEVOLENT FUND on behalf of Ministers and their widows shall be managed by a committee of laymen appointed by the Council; its workings shall be confidential; and the names of the beneficiaries shall not be disclosed. The amounts collected and disbursed shall be included in the Council's report.

G. YEAR BOOK

1. A Year Book, containing such matter as the Council may determine, shall be published annually.

H. COMPANY SECRETARY

1. The Company Secretary shall ensure that the Register of all Members of Conference includes the names of Societies and Groups with which they may be associated.

The Company Secretary shall ensure that the decisions of the Council are properly recorded.

2. The Company Secretary shall forward such reports and accounts as are required for the consideration of the Annual Meeting to every Voting Member not less than twenty-one days before the date of the Annual Meeting.
3. 'Societies, Groups, Area Councils, Ministers and Honorary Life Members shall be informed of the final date by which the Company Secretary must have received, in writing, the terms of any Notice of Motion intended to be placed before the Annual Meeting and this date shall be twelve weeks before the Annual Meeting. Notices of Motion may be submitted by any Society, Group, Area Council, Minister or Member. Provided that, except where the mover is a Society, Group or Area Council, they are supported by at least five Members in addition to the mover, they shall be printed in the Circular and shall be dealt with at a time decided by the Chairman. Voting Members may submit Notices of Motion in writing to the Company Secretary at the Annual Meeting, supported by five other Voting Members, but, unless in the view of the Chairman they are urgent and call for immediate action, the Company Secretary shall include them in the Circular for the next Annual Meeting.'
4. Not less than six weeks before the Annual Meeting the Company Secretary shall send a Circular, which has been approved by the Council, to every Society, Group and Area Council in connection with the Conference and to every recognized Minister and to every Honorary Life Member. The Circular shall ensure, as far as possible, that every recipient is informed of all major matters expected to come before the Annual Meeting.

J. THE MINISTRY

1. The Ministers ordained under Rules J3 and recognized under Rule J5 and J6 and resident in the United Kingdom shall comprise the Ministers' Committee which shall meet as necessary to deal with all matters concerning their duties. A member of the Ministers' Committee, nominated by that Committee, shall be appointed by the Council as Secretary of the Committee.
2. The Ministers' Committee shall:
 - a) give pastoral guidance to the Conference;
 - b) have overall responsibility for such devotional and educational activities as may form part of General Meetings;
 - c) make arrangements for the conducting of inductions into pastorates; and
 - d) nominate a member or members to be appointed as leader or leaders by the Council.
3. Procedures for the adoption of candidates for the Ministry, their training, examination and ordination, including those ordained for the service of societies, or groups, in countries outside the United Kingdom, shall be agreed from time to time by the Council and the Ministers' Committee and laid down in Standing Orders.
4. The procedures for agreeing and varying the pastoral and any other responsibilities of the ministers shall be laid down in Standing Orders approved by the Council and the Ministers' Committee.
5. A Minister ordained under the authority of any other organised body of the New Church and desiring to become a Minister recognised by the Conference shall apply to the Ministers' Committee, who, after appropriate consultation, shall recommend to the Council such action as may be deemed desirable.
6. A Minister ordained under the authority of any other organized body of the New Church and employed under the auspices of the Conference shall be included in the list of Ministers recognized by Conference and shall be entitled to vote at General Meetings of Conference.
7. The Council, in consultation with the Ministers' Committee, may take any necessary action to arrange for the ordination of Ministers specifically for the service of societies, or groups, in countries outside the United Kingdom. Ministers so ordained shall not be entitled to vote at General Meetings of Conference.
8. The Ministers' Committee, following approval by the Council, may appoint a Minister whose prerogative it shall be to decide who shall perform each ordination, in consultation with the ordinand concerned. He/she may perform the ordination, or may appoint any other Minister to do so, whether inducted as an Ordaining Minister under the provision of earlier Rules or not.

The term of the appointment shall be decided at the time of appointment, but may be renewed subsequently. If the Ministers' Committee decides not to appoint an individual Minister to determine who shall perform each ordination, then the prerogative to do so shall remain with the Ministers' Committee.
9. A list of Ministers, including those ordained for service outside the United Kingdom, shall be printed in the Year Book. Any addition to the list, or removal from the list other than by reason of death or resignation, shall be made by resolution at the Annual Meeting.

K. AUXILIARY MINISTRY

1. A Committee for Auxiliary Ministry appointed by the Council shall be responsible for the organisation of ministry by lay members.
2. Procedures for applications of candidates for Auxiliary Ministry, appropriate training and criteria for accreditation shall be agreed from time to time by the Ministers' Committee and the Committee for Auxiliary Ministry and laid down in Standing Orders.
3. The Committee for Auxiliary Ministry shall recommend applicants to the Ministers' Committee for recognition within Auxiliary Ministry.
4. The Committee for Auxiliary Ministry shall maintain a list of those authorised in accordance with Rule K3 and this list shall be printed in the Year Book. Any addition to the list, or removal from the list other than by reason of death or resignation, shall be made by resolution at the Annual Meeting.

5. Where necessary, individuals recognized in accordance with Rule K3 may be authorized by the Ministers' Committee to administer the sacraments and ceremonies of the Church.
6. The Ministers' Committee shall maintain and publish yearly a list of those authorized in accordance with Rule K5.

L. COUNCIL

1. The Council shall conduct the business of the Conference and shall determine the policies designed to achieve the objectives of the Conference. To this end, the Council shall take such action as it considers necessary, including the appointment of a remuneration committee and other committees, agents or persons to whom any of its powers may be delegated.
2. The Council, in consultation with the Ministers' Committee, shall exercise a continuous survey of the Church and its needs, with a view to initiating action when it considers this advisable.
3. Nominations for the Chairman, Vice-Chairman and Elected Members of the Council shall be made on forms supplied by the Company Secretary. Completed forms, together with a personal statement by the nominee, must be with the Company Secretary not less than two weeks before the Annual Meeting.
4. Members of the Council who are remunerated by the Conference and officers appointed in accordance with Article 31 shall withdraw from a meeting of the Council whenever a vote is taken on matters concerning their remuneration or terms and conditions of service. They shall also withdraw from a meeting at any time during discussion of such matters if required to do so by the remaining members of the Council.
5. In the event of a vacancy occurring in any of the offices mentioned in Article 31, the Council shall fill the vacancy as it thinks fit, subject to consultation with the Ministers' Committee in respect of the appointment of the ministerial representatives.
6. All property belonging to, or held in trust by, the Conference shall be vested in the Conference.
7. Any Society, Group, body or person having the use of buildings owned or held in trust by the Conference shall comply with such conditions as the Council or the Conference shall determine.

M. HONORARY LIFE MEMBERS

1. The Honorary Life Members shall be lay Members and shall ex officio be Voting Members.
2. The Company Secretary shall summon a meeting of Honorary Life Members whenever required and shall act as their secretary. The Honorary Life Members may report to the Annual Meeting.

N. AREA COUNCILS

1. Geographical areas within the United Kingdom may be delineated by the Council to foster co-operation among members of the Church, both individuals and those forming Societies or Groups, resident within those areas.
2. When an Area has been delineated, an Area Council may be formed comprising a Secretary, a Treasurer and as many Ministers, Honorary Life Members and Lay Members resident in the Area as are deemed appropriate. The composition, method of election and responsibilities of the Area Council shall be agreed with the Council.
3. Each Area Council shall report annually to the Council.

Q. NEW CHURCH COLLEGE

Note:

- (a) Under a Scheme sealed by the Charity Commissioners, now known as the Charity Commission, on the 13th July, 1977, the objects of the New Church College were widened and its Constitution was revised. This Scheme, varied on 5th July, 1984, supersedes the Trust Deed of the New Church College dated 10th November, 1854.

- (b) The New Church College uses the working name of The Swedenborg Open Learning Centre (SOLCe) for its educational activities.
 - (c) The following Rules give effect to those parts of the Scheme referring to the General Conference and lay down the basis of the relationship between the General Conference and the New Church College. They complement the Rules of the New Church College which were approved by the Governors of the College on 16th July, 1977. Clause numbers refer to that Scheme.
1. The object of the New Church College shall be to promote the education of members of the New Church, with emphasis upon the doctrine and life of the New Church and the training of suitable persons for the Ministry of the New Church, in all or any of the following ways or in such other ways as shall be thought fit:
 - (1) the provision and maintenance of premises for use in furthering the said object:
 - (2) the provision of items, services or facilities calculated to further the said object:
 - (3) the assistance in cases of need of persons whose education is being promoted under the said object:
 - (4) the assistance of other charitable organisations or institutions having similar objects. (Clause 2).
 2. The General Conference shall be the Trustee of the New Church College. (Clause 3).
 3. The land and investments belonging to the New Church College shall be held in the name of the Conference. The Conference shall administer and manage the said investments and shall pay the clear income thereof to the College Council for application in furthering the object of the College. The Conference shall permit the College Council to occupy the land specified in the Schedule to the Scheme for furthering the said object. During such occupation, the College Council shall be responsible for the maintenance and repair of the buildings on the said land and for the payment of all charges and outgoings payable in respect of the said land and buildings other than the insurance thereof which shall be effected by the Conference. (Clause 1 (2)).
 4. Sums of cash at any time belonging to the College and not needed for immediate working purposes shall be invested in the name of the Conference unless the Charity Commission otherwise directs (Clause 5).
 5. The Conference shall ensure that proper books of account are kept by the College.
 6. The College Council shall consult with the Ministers' Committee and the Council in all matters concerning the use of non-retired Conference Ministers as full-time or part-time staff of the College and in other matters of mutual concern. (College rule 27).
 7. The Conference shall arrange for students it has adopted as candidates for the Ministry of the New Church to be trained by the College on the basis of a curriculum approved by the Ministers' Committee (see also Rule J3) but shall have the right to make alternative arrangements for such training in appropriate cases.
 8. The President, Secretary and Treasurer of The New Church College and all persons nominated for election as members of the College Council by Governors of the College shall be Members of Conference, as well as Governors of the College. Nominations for the office of Treasurer shall be approved by the Conference as Trustee. (Clause 15).

R. PURLEY CHASE CENTRE

Note:

Purley Chase Centre is part of the permanent endowment of the General Conference. Any sale of the property would require authorisation by the Charity Commission. Purley Chase was bequeathed to the Conference by Thomas Slack on 14th May 1952 and is held in memory of him and the Rev E J E Schreck, founder of the summer schools first held at Purley Chase in the 1920s.

1. The Council shall appoint a Management Team to supervise the running of the Purley Chase Centre in accordance with a general policy determined by the Council.

Z. ALTERATION OF RULES

1. No proposal for the adoption of a new rule or the amendment of any existing rule shall be considered by the Annual Meeting unless the Company Secretary has been informed at least two months before the Annual Meeting so that notice can be included in the Circular. All such proposals must be signed by no fewer than five Members.

Any such proposals made by the Council shall also be included in the Circular.

2. Such proposals for new Rules or for amendment of existing Rules, if approved at the Annual Meeting, with or without modification, shall take effect immediately.
3. If the Annual Meeting resolves that a new rule or an amendment to an existing rule is desirable, but notice has not been given in accordance with rule Z1, the Company Secretary shall include such resolution together with a draft of the proposed new or amended rule in the Circular calling the next Annual Meeting.