ARTICLES OF ASSOCIATION OF

THE GENERAL CONFERENCE OF THE NEW CHURCH

Company number 00006039

(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, 31st July 2014, 28th July 2016, 29th July 2021, 27th July 2023, 25th July 2024, 24th July 2025, 30th July 2026.)

1. 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 27 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 2.
"Voting Members" shall mean voting members as referred to in Article 9.
"Societies" shall mean Societies as referred to in Article 5.
"Groups" shall mean Groups as referred to in Article 6.
"Representatives" shall mean Representatives as referred to in Article 10.
"The Honorary Life Members" shall mean the Honorary Life Members referred to in Article 43.
"Area Councils" shall mean Area Councils referred to in Article 44.
"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.
"Company Accountant" 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.

2. The General Conference shall consist of all those persons whose names are recorded in the Register of Members of The General Conference of the New Church and all those persons 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."

3. 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.

4. (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 twelve weeks 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

5. 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.

6. 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.

7. 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.

8. 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.

9. 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. Should it not be possible for any reason to hold the Annual General Meeting at such time or at such place as prescribed by the General Conference at the preceding Annual General Meeting the Council may make such arrangements as it thinks fit and these may include holding the Annual General Meeting by suitable electronic means agreed by Council in which each participant may communicate with all the other participants. Any Member participating at a Meeting by suitable electronic means agreed by the Council in which a participant or participants may communicate with all the other participants shall qualify as being present at the Meeting. Meetings held by electronic means must comply with the rules for Meetings, including chairing and the taking of minutes. A ballot can include the electronic equivalent for virtual and hybrid Meetings. Where a change is necessary after the notice convening the Annual General Meeting has been issued the posting of details of the change on the General Conference website and in any electronic General Conference newsletter in existence at the time not less than 21 days before the date of any such Meeting shall be sufficient notification. 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 Company Accountant 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 or Group. 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
(l) the Representative of the New Church College

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

A Voting Member unable to attend a General Meeting in person shall be entitled to appoint a Proxy to speak and vote on his/her behalf. The appointment of a Proxy may be terminated by the Voting Member in writing no later than forty-eight hours prior to the Meeting or adjourned Meeting. No account shall be taken of any part of a day that is not a working day. On receipt of a valid termination of a Proxy's appointment the Voting Member will be re-instated with the right to speak and vote in person.

If the Company Secretary, the Council Secretary, or the Company Accountant are not Members of Conference, they shall have the right to speak, but not to vote, at any General Meeting.

At the place and time appointed for the assembling of the General Conference in General Meeting the Chairperson 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 Chairperson and the Vice-Chairperson be absent, the Voting Members present shall elect a chairperson so that the business may proceed.

10. 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 Area Councils shall be determined from time to time by the General Conference in General Meeting and until otherwise determined each Society may appoint one Representative if the number of its Members does not exceed twelve; two Representatives if the number 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.

11. 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.

12. 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.

13. 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/she shall have a personal or pecuniary interest therein.

14. (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 14(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.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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 Chairperson 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.

21. 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 Chairperson 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.

22. 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.

23. 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 seventeen weeks at least before the General Meeting at which it is intended to propose the same, and such notice shall be included in the Circular distributed by the Company Secretary not less than six weeks before such General Meeting. Under company law, any such resolutions are Special Resolutions, which cannot be amended and require a majority of not less than 75% in order to be passed.

24. 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, or by electronic means using any address or number previously communicated to the General Conference.

25. 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.

26. 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

27. 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.

28. The Council shall consist of up to eight members but shall be no less than six members, known as Elected Members, subject to the provisions of clause 4 of the Memorandum. The Elected Members shall include a Chairperson and a Vice-Chairperson. The appointment of the Elected Members to the Council shall be made by members of the General Conference at a General Meeting in accordance with Article 31 below.

29. Subject to the provisions of clause 4 of the Memorandum, the Council shall appoint a Company Secretary and a Company Accountant 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 30 below.

30. The General Conference in General Meeting may remove the Chairperson, the Vice-Chairperson 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 29 above provided there is no violation of their terms of contract and may appoint a replacement.

31. (a) The appointment to the positions on the Council shall be by ballot from amongst the Members nominated by at least three other Members. The procedure for nominations shall be determined from time to time by the General Conference in General Meeting. The Chairperson and Vice-Chairperson shall serve for a full term of four years, each overlapping the other by two years, and the Elected Members shall serve for a full term of three years.

(b) At each 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 Chairperson and Vice-Chairperson 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 Chairperson or Vice-Chairperson may not stand for election to the same position until a full term has elapsed unless there are no new nominations to fill the vacancy.

(e) Any vacancy occurring in the position of Chairperson or Vice-Chairperson shall be filled by the Council but only for the period until the next Annual General Meeting. A Chairperson or Vice-Chairperson respectively shall then be elected in accordance with sub-paragraph (d) above but shall retire at the same time as the Chairperson or Vice-Chairperson 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 30 shall retire at the same time as the Elected Member who has been replaced would have retired.

(g) When for any reason it is not possible to hold a ballot at an Annual General Meeting any Council Member whose term of office should come to an end at that Annual General Meeting shall remain in office until the following Annual General Meeting.

32. The Council may meet for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. 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 chairperson 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.

33. If at any meeting neither the Chairperson nor the Vice-Chairperson is present at the time appointed for holding the same, the members of the Council present shall choose one of their number to be chairperson so that business may proceed.

34. 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.

35. (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.

36. The Council shall cause minutes of its meetings to be made and circulated to Council members; and such minutes, when signed by the chairperson 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.

37. In addition to the duty mentioned in Article 21 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

38. 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. The accounts shall be signed by an officer, and copies shall be sent to all Members and this can include being sent by electronic means.

39. The accounts 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.

40. A balance sheet shall be made out in every year and laid before the General Conference in General Meeting.

41. 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

42. 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

43. 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

44. 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.

45 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.

05.08.2026