

**MEMORANDUM
OF
ASSOCIATION**

**Living Faith Church
(a.k.a. Winners Chapel
International)
Version 1.0**

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1 NAME AND REGISTERED OFFICE

The name of the Religious organisation is Living Faith Church – Winners' Chapel International Netherlands

(THE CHURCH)

The registered office of the "Chambers of Commerce-Kamer van koophandel" is in Amsterdam, The Netherlands, KvK number 56134258. In the Netherlands, the association is registered as a 'kerkgenootschap'.

The European Headquarters of the Winners Chapel International shall be, in Dartford, London, United Kingdom. They shall have oversight responsibilities of activities of the Church in the Netherlands. They shall act in situation of deadlock of decisions, and in matters of dissolution.

2. OBJECT OF THE CHURCH (COMMUNITY)

2.1 The objects of the Church ("the objectives") are:

- i. The advancement of Christian faith
- ii. The advancement of education
- iii. The relief of those in need by reason of youth, age, bad state of health, disablement, financial hardship, or other disadvantages
- iv. The advancement of such other charitable purposes as the trustees shall from time to time decide.

2.2 Statement of faith

- i. We believe in the Holy Trinity, God the Father, the Son and the Holy Spirit.
- ii. We are a Bible-believing church and consist of those who confess the Lord Jesus Christ as their personal Lord and saviour and as the way, the truth, and the life.
- iii. We believe the Holy Bible is the inspired Word of God. We are bound by the infallible Rule of Faith.
- iv. We believe in the death and resurrection of Jesus Christ.
- v. We believe in water baptism by immersion.
- vi. We believe that marriage is ordained by God as a covenant union between a man and a woman. For God saw that it was not good for man to be alone, and so he made for him a woman. We uphold and recognises marriage ONLY as defined in the Bible – the cleaving of a man and a woman and ONLY conduct marriage ceremony between a man and a woman and would ONLY bless such marriages.
- vii. We believe in the Holy Communion as the body and blood of Jesus.
- viii. We believe in Holiness.
- ix. We believe in the Gospel.
- x. We believe in divine healing.
- xi. Carrying out of church service events as well as events for different age groups and groups of persons with Christian contents.
- xii. Providing religious instruction and counselling.
- xiii. Promotion and implementation of interior and foreign missions.

3. PROMOTION OF THE OBJECTS OF THE ASSOCIATION

3.1 The following Objects of the Church are realized at home and abroad, in particular:

- i. To establish churches and community centres
- ii. To coordinate, advise and administer churches
- iii. To carry out and direct missionary activities
- iv. To support, administer and set up other charities
- v. To provide advice, resources and services for the persons affected by social and economic service.
- vi. To establish and maintain development projects for small-scale economic development programs and medical programs, for example: ... (Community infrastructures)
- vii. To establish mentoring programs to equip people with values in line with Christian principles
- viii. To provide programs to help the reintegration of people living at the margins of society
- ix. To facilitate, encourage and enable men and women to resume a job through the provision of various support initiatives
- x. To promote and organize programs for youths and children in the community
- xi. To promote the integrity in order to cope with the challenges associated with their roles in society
- xii. To arrange for the creation and printout or any other reproduction, distribution, and dissemination – free of charge or in any other way – of periodicals, magazines, books, journals, leaflets or other documents, films, DVDs, tape records, CDs or other media, which are desirable for the promotion of the Church and its Objects
- xiii. To hold exhibitions, meetings, lectures, classes, seminars, and courses either alone or with others and to disseminate reports/minutes of meetings and documents/records, which are issued at such events
- xiv. To provide resources for the promotion of the Objects in a way that brings a biblical perspective to the issues facing society in general
- xv. Support, care, and assistance for people who due to illness, their age or in emergencies, depend on the support of other people.

3.2 Memorandum of Association

- i. To carry out non-profit duties within the scope of the achievement of the Objects of the Church. Entitled to make and receive donations without recourse to the making of profits. Any sales activity may not be performed to make profits, but to support the charitable frame
- ii. To acquire or hire property of any kind

- iii. To let or dispose of property of any kind but only in accordance with the restrictions imposed on charities
- iv. To set aside funds for special purposes or as reserve for any future expenditure
- v. To insure the property of the Church against all foreseeable risks and to conclude all other insurance policies for the protection of the Church
- vi. To insure the trustees against the costs of a successful defense against criminal prosecution, which can be brought against them as trustees of the Church.
- vii. In cases of the personal liability and of any act or omission, which happens to be or may be a breach of trust or a breach of duty, unless the trustee in question was aware, reckless or negligent, in regard to the act or omission being a breach of trust or breach of duty.

4 MEMBERSHIPS

A requirement for the membership in the church is the believer's baptism as personal confession of the faith in Jesus Christ.

4.1 The membership can be acquired

- By a personal confession of faith
- By admission from communities with a related confession
- By readmission owing to a written application made to the Board

4.2 The membership is lost

- By withdrawal (at any time without observing a time limit) by a written, informal declaration to the Board
- By exclusion— an exclusion can be initiated by the Board due to I'll behavior that might potentially cause damage, to the church or a way of life that is not led in the biblical – Christian sense. The member in question must be informed in writing. The decision cannot be disputed.
- By conversion to another church – the membership generally excludes the membership of another church or religious community.

4.3 Activities

- all church activities are open to members and non-members alike'.
'However, Welfare assistance is restricted only to members.

5 HOUSEKEEPING AND BENEFITS AWARDED TO THE MEMBERS AND TRUSTEES

5.1 The property and the funds of the Church may only be used for the promotion of the Objects, which are stated in paragraph 3 and do not belong to the members of the Church.

5.1.1 Members who are no trustees may be employed by the Church or conclude contracts with the Church as well as receive a reasonable payment for delivered goods or services supplied

5.1.2 Members (including trustees) may receive a reasonable rent or hiring fee for the property let or hired to the Church

5.1.3 Individual members who are no trustees but who are beneficiaries may receive charitable benefits in that capacity as the case may be.

The same shall apply under the following conditions.

5.1.4 At no time shall any trustee receive any remuneration or other benefits for the services provided to the Church

5.1.5 Any trustee who is offered indemnities or other benefits should not be present during the formal deliberations and the decision on such an indemnity or benefits

5.1.5.1 The trustees are satisfied that the proposed indemnity or the nature or value of such a benefit is reasonable and proper with regard to the nature and value of the work performed or the services rendered on the part of these trustees and with regard to the income of the Church

5.2 A trustee must not receive any payment of money or other material benefits (whether directly or indirectly) from the Church except for the following cases:

5.2.1 According to the statements made in Clause 5.2.2, 5.1.3, 5.1.4, or 5.3

5.2.2 Remuneration of reasonable expenses (including hotel and travel expenses), arise from the management of the Church

5.2.3 An indemnity in respect of any liabilities, which properly arise from the management of the Church, including the costs of the defense of criminal proceedings.

5.2.4 In exceptional cases other payment or benefits, however, only with the prior approval of the Winners chapel International The Netherlands in writing

5.3 A trustee (a company or enterprise, in which a trustee is a member of, the staff or an employee) may enter into a contract with the Church to supply goods or provide services in return for the payment or any other material benefits, however, only if

5.3.1 the goods or services are actually demanded by the Church

5.3.2 the nature and level of the remuneration is no more than is reasonable with regard to the value of the goods or services and is determined according to the procedure in clause 5.4

5.3.3 no more than half of the trustees are subject to such a contract in one (1) financial year

5.4 Provided a trustee has a personal interest in a matter to be discussed at a meeting of the trustees or a committee, the relevant person must observe the following items:

5.4.1 He must show his interest during the meeting or before the start of the meeting.

5.4.2 He must withdraw from the meeting for the relevant subject matter, unless he is explicitly requested to stay in order to provide information.

5.4.3 He must not be counted in the quorum for that part of the meeting.

5.4.4 He must withdraw during the vote and must not have any right to vote in this matter.

5.5 Should any conflict of interests arise for a trustee on account of any owed duty to be loyal towards another organization or person and if the conflict is not admitted owing to another provision in this Memorandum or the Articles, the trustees, who are not concerned, may admit such a conflict of interests, if the following conditions apply:

a) The trustee affected by the conflict of interests does not participate in the part of the meeting, in which an agreement or a transaction is discussed, which affects another organization or person.

b) The trustee affected by the conflict of interests has no voting right in this matter and must not be counted, if it is considered as to whether a quorum of trustees is present at the meeting.

c) The parties, which are not affected by the conflict of interests, consider that it is in the interest of the Church to admit the conflict of interests under the applicable circumstances.

The fund shall only be employed for the specified purposes in accordance with the articles of association. Nobody may be favoured by a disproportionately high remuneration or by expenses, which are not in conformity with the objects of the association.

The members do not receive any profit shares and – in their capacity as members – also receive no other benefits from funds of the association, not even in case of any dissolution or cancellation.

As far as members or other persons are active for the church, they only receive a reimbursement of the proven reasonable expenses.

The funds directly or indirectly necessary for the fulfilment of the common tasks are raised by voluntary donations and collections of the members and friends of the church

The grant of reasonable remunerations for services on account of a special contract shall remain unaffected by that.

6 COMMUNITY ORGANS

The community regulates its affairs by the following community organs:

1. The Board of Trustees (Community leadership)
2. The General Meeting of The Board of Trustees

6.1 The Board of Trustees

I . The Board of the association is elected by the General Meeting for a period of two (2) years, Re-election is permitted, However, it remains in office until a new election is held. In case of any omission of a board member the other board members form the Board of Trustees until the new appointment. No board member can be elected for more than two tenures which is a period of (4) years. The Board is composed at least of:

- The chairman.
- The deputy chairman
- The Secretary
- The treasurer
- Member

The Board entitled to represent is composed of the chairman, the deputy chairman and the treasurer. They are each authorized as representatives of the Church, For any legal affairs on real property and for the creation or cancellation of mortgages, land charges and other rights in rem, the signatures of two board members are required, including the treasurer.

2. All decisions of the board are taken together, based on the majority of votes, a member of the Board of Trustees can still represent the organisation, as long as that member can prove that anything he/she does, has prior approval of the majority of the board.
3. In the absence or inability to act of all board members, management shall be temporarily vested in the continuity committee or such persons as this committee may appoint. For any decisions and acts taken during this period, these appointed persons shall be considered to be acting as if they are board members.
4. All board members have equal voting right
5. The decisive spiritual impulses emanate from the church management committee which consists of the pastors, elders, deacons, deaconesses. They are the spiritual orientation of the work of the association, while the planning and coordination of the community activities as well as for all administrative tasks of the board of trustees.
6. the board of Trustees is authorized to amend the articles of association.

6.2 General Meeting of the Board of Trustees

1. The General Meeting is composed of the members of the Board of Trustees. It is each held on demand, but at least once a year.
2. The General Meeting is convoked in writing by the chairman, subject to a time-limit of two (2) weeks by stating the agenda.

3. The General Meeting is led by the chairman, unless any other board member is appointed to do so. If the keeper of the minutes is not present, he shall also be appointed by the members.
4. Each ordinarily convoked General Meeting shall constitute a quorum even without regard to the number of the persons appearing. For the validity of the resolutions the simple majority of votes of the person appearing shall be necessary. The 'yes' and 'no' votes shall be counted.
Any abstentions and invalid votes shall not be considered.
5. In case of any change of the statutes of the association the resolution of at least a three-fourths majority ($\frac{3}{4}$) of the present members of the Board shall be required.
6. The adopted resolutions shall be recorded and signed by the chairman and the Secretary.

7. ADMINISTRATION OF THE LOCAL ASSEMBLY

7.1 Definition of Roles

Pastors in the New Testament are recognized as servants of the church.

"Who then is a faithful and wise servant, whom his lord hath made ruler over his household, to give them meat in due season? Blessed is that servant, whom his lord when he cometh shall find so doing" Matthew 24:45-46.

To this extent every Pastor is a staff of the local assembly and is answerable to the instituted authorities of the local assembly through the Church Board.

A Pastor is recognized as a wise servant whose duty is to feed the flock in due season. He/She shall be responsible for spiritual oversight of the flock.

All service units as well as the statutory bodies are helpers of the functions of the pastorate, just as the seven deacons ordained in the early church.

7.2 Church Management Committee (CMC)

In order to operate an open accountability system and subject financial approval to broad scrutiny, The Church shall establish and operate a Management Committee.

A. Composition of Management Committee

The following shall be the composition: (members of this committee shall not be members of the Board of Trustees)

- i. The Resident Pastor - Chairman
- ii. Church Administrator/Administrative Officer where applicable
- iii. Church Accountant where applicable
- iv. Auditor where applicable
- v. Estate Manager where applicable
- vi. Other Church Service Unit Heads of Department

7.3 Meetings and Agenda

The Management Committee shall hold its meetings monthly, preferably the 1st week of every month before the Church Council's meeting and shall consider the following among other relevant issues in its agenda:

- i. Deliberation on Recurrent Operational Fund (ROF)
- ii. financial reviews and projections
- iii. Project expenditures
- iv. Personnel matters
- v. Church growth and membership welfare matters
- ix. Others matters related to daily Church management.

7.4 Terms of Reference of the Management Committee

- i. It shall draw up a proposed budget for the station to be approved by the Board of Trustees.
- ii. The committee shall deliberate on all aspects of any ongoing project including the review of the previous month and projections for the next month.
- iii. Shall review and deliberate on church growth and Membership Welfare matters.
- iv. The committee shall hold regular meetings as stipulated and write the minutes of its meetings and submit same with the stations' monthly report.

v. Where the committee defaults in holding of its meeting, such omission shall be treated as negligence of duty and the Resident Pastor shall be held responsible for such failure.

7.5 Quorum

- i. For a 7-member Committee, valid quorum shall be any 5 members inclusive of the Chairman or his designate in his absence.
- ii. For a 5-member Committee, valid quorum shall be any 3 members inclusive of the Chairman or his designate in his absence.
- iii. For a 3-member Committee, valid quorum shall be any 2.

8 FINANCES

8.1 Income Recognition

Income shall be recognized on cash basis.

- iv. That is, all cash received, and all electronic incoming transfers shall be recognized as income.
- v. Material offering received shall not be included in income until they are disposed of by way of cash sales.
- a. A register of material offering shall be maintained for all material offering received.
- b. The Head of Accounts, appointed by the CMC shall be responsible for all income collection and issuing of receipts.

8.2 Recognized Income Classification

- i. Tithes
- ii. Worship offering
- iii. Project offering
- iv. Shiloh sacrifice
- v. Sales of material offerings
- vi. other income e.g., Interest from investments and sales of scraps.

8.3 Banking Operations

- a. Each local church shall maintain five bank accounts with approved banks:
 - Account 1 (Income)
 - Account 2 (ROF) Recurrent Operation Fund
 - Reserve account,
 - Shiloh Account
 - Tithe Account.
- b. Bank mandate shall be strictly adhered to at all times. The signatories to Account shall be chosen from members of the Board of trustees. These individuals will be responsible to carry out Bank transactions on behalf of the Church.
- c. Cash Income shall be banked weekly on Account 1 and weekly reconciliation done for account 1 and Account 2, by the Church management team (CMC). Other accounts shall be reconciled monthly.

9 DISSOLUTIONS

- a In case of any dissolution the other assets (if any) are to be employed in one of the following ways after provisions were formed for all liabilities:

by the transfer to one or several other winners chapel bodies, which were exclusively formed for charitable purposes within the scope of the same Objects,

- i directly for the Objects or charitable purposes within the scope of the Objects,
 - ii in any other way in conformity with the charitable status, which is approved by the Winners Chapel International Netherlands in writing in advance.
- b A final report and a statement of account shall be sent to the Winners Chapel International Netherlands.
 - c The Board of trustees of the European headquarter Church Winners Chapel International Dartford, London in the United Kingdom can take the decision of dissolution.

10. NO LIABILITY LIMITATION

The liability of the members shall not be limited.

