



NOTICE

WACC UK Annual General Meeting 2018

Company Number: 02082273

NOTICE is hereby given that the thirty-first Annual General Meeting of the World Association for Christian Communication registered in England and Wales (WACC-UK) will be held on **25 June 2018** commencing at 10:00 am local time at the General Secretariat of WACC at 308 Main Street, Toronto, Ontario M4C 4X7 Canada.

Pursuant to the provisions of the Association's Articles of Association, only Corporate Members may vote at a General Meeting.

AGENDA

Introduction by the President

Report by the Officers

Report by the Treasurer

Business

Ordinary resolutions

1. Approve the Minutes of the Thirtieth Annual General Meeting.
2. Receive and approve the Reports by the Officers and Treasurer and the Auditor's Reports and the Accounts for the year ended 31 December 2017.
3. Reappoint the Auditors **V R Accountants Ltd** and authorize the WACC UK Officers to fix their remuneration.
4. Approve the concept that the relationship between WACC UK and WACC Canada be one in which WACC Canada is subsidiary to WACC UK, inviting the WACC Canada Board to consider making any necessary legal changes, including signing a Memorandum of Understanding between WACC UK and WACC Canada by May 2019.

Special resolutions

5. That the Charity's Articles of Association be amended by the adoption of the Articles of Association marked Schedule "A" attached to this notice in substitution for, and to the exclusion of, the Charity's existing Articles of Association.

6. That for the purposes of calculating Directors' terms of office and their maximum length of service the terms of all elected Directors (José Luis Aguirre (Vice-President), Dr Stephen G. Brown (Treasurer), Stella Etemesi (Secretary), Andrew Chisamba, Ramon Bultron, Lydia Ma, Keishagay Jackson, Embert Charles, Marianne Ejdersten, Vilma Peña Vargas, Margrite Saroufim, Naji Daoud, Paul de Silva, Shirley Struchen, Linda M. Tematua and Akuila Yabaki) in post at the date on which this resolution is passed are deemed to expire by the end of May 2019 in order to align with the current terms of the Officers and the WACC Canada Board of Directors.

7. Adjournment

The date of this notice is: 23 April 2018

By order of the Board



Philip Lee
Acting General Secretary

Note: A member of the Charity who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy who need not be a member of the Charity to attend and vote instead of him. You should have received a proxy form with this notice.

ADDITIONAL INFORMATION

Paid up Corporate Members only are entitled to vote at General Meetings. Each Corporate Member's appointed Representative may vote on its behalf, or if the Representative is not present the Alternate may vote. Alternatively, a Corporate Member may appoint a proxy to attend the meeting and vote on its behalf. Corporate Members and their proxies can move and second. Personal Members have the right to speak but cannot vote, move or second motions.

According to WACC UK's by-laws, one person may only hold two proxy votes.

Corporate Members are encouraged to appoint a proxy if they will not be represented at the meeting in order that a quorum may be achieved.

The following are available to act as proxy-holders:

- WACC Directors and Officers
- WACC members who indicate in advance that they will be present at the AGM.
- WACC staff.

According to the Articles of Association (17), any business for discussion at the AGM, apart from the exception of the accounts, balance sheets and the reports by the Officers and Treasurer and the Auditors, and the fixing of the remuneration, if any, of the Auditors, requires special notice in the notice convening the meeting. As members are invited to be present by proxy, only motions on the agenda can be voted on. To honour thoughts and reflections at the AGM, however, items arising from discussions held at meetings will be brought to the WACC UK Executive Committee.

In the event that one person is nominated to hold more than two proxy votes, staff will make every effort to contact the nominating member. If that is not possible, the proxy vote will be transferred to either a WACC UK Board Member or an available WACC staff.

We regret that WACC is unable to assist any Member with travel expenses related to these meetings.

In order to be valid, the signed proxy must be in the hands of the Company Secretary or the Chair of the meeting before it commences. However, it would be helpful if this form were to be sent to the Acting General Secretary before **11 June 2018**. It may be sent to the WACC office by mail (308 Main Street, Toronto ON, Canada M4C 4X7) or by e-mail to SM2@waccglobal.org

Schedule "A"

**WORLD ASSOCIATION FOR
CHRISTIAN COMMUNICATION**

MEMORANDUM
and
ARTICLES OF ASSOCIATION

and BYELAWS

as amended to [] 2018

Company Number: 2082273 Charity Number: 296073



ARTICLES OF ASSOCIATION	3
Interpretation.....	3
Members.....	4
Regional Associations.....	5
General Meetings.....	5
Notice of General Meetings.....	5
Proceedings at General Meetings.....	6
Votes of Members at General Meetings.....	6
Corporations Acting by Representatives at Meetings.....	7
Appointment and Retirement of Directors.....	7
Director interests and management of conflicts of interest.....	9
Borrowing Powers.....	11
Powers and Duties of the Board of Directors.....	11
Proceedings of the Board of Directors.....	13
The Officers.....	14
The Company Secretary.....	15
Byelaws.....	15
The Seal.....	16
Accounts.....	16
Audit.....	16
Notices.....	16
Dissolution.....	16
Schedule: Memorandum of Association.....	17
BYELAWS.....	22
Regional Associations.....	22
Nominations Committee.....	22
Corporate Membership.....	23
Personal Membership.....	23
Honorary Life Membership.....	23
Affiliate Status.....	24
Board of Directors Functions.....	24
Financial Matters.....	24
Amendments.....	24

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

**of the
World Association for Christian Communication**

(as amended by Special Resolutions passed on 1st July 1991,
13th October 1995, 5th July 2004, [DATE] 2018)

Interpretation

1 In these Articles:

"**the Articles**" means these Articles of Association as originally adopted or as from time to time altered.

"**the Association**" means the Company which is named "World Association for Christian Communication".

"**the Board of Directors**" means the Board of Directors of the Association which shall be the Board of Directors of the Association for the purposes of the Statutes.

"**the Byelaws**" means Byelaws of the Association made by the Board of Directors pursuant to the powers in that behalf conferred upon it by the Articles.

"**Clear Days**" in relation to the period of a notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**the Companies Acts**" means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity.

"**the Company Secretary**" means the Secretary of the Association (if any).

"**the Consultants**" means those individuals appointed by the Board of Directors upon the recommendation of the President, the Company Secretary and the Treasurer in accordance with the Articles.

"**the Corporate Members**" means all those persons who are Members otherwise than in a personal capacity and without prejudice to the generality of the foregoing shall include Members who are corporate or unincorporated bodies.

"**the Directors**" means the persons elected to the Board of Directors in accordance with the Articles.

"**a General Meeting**" shall be every General Meeting of the Association convened in accordance with the Statutes or Byelaws.

"**the General Secretary**" means the person employed by the Board of Directors to serve as Chief Administrative Employee of the Association.

"**the Members**" means the Members of the Association for the purposes of the Companies Acts, as defined in the Articles.

"**the Memorandum**" means the memorandum of association of the Association, the substantive provisions of which are set out in the Schedule to these Articles;

"**the Personal Members**" means all those Members who are individuals and who are members in a personal capacity.

"**the President**" means the person elected from among the Members in accordance with the Articles to be President of both the Association and of the Board of Directors.

"**Regional Association**" means the group of Corporate and Personal Members of the Association in a Region as provided in the Articles and Byelaws.

"**the Register**" means the Register of Members of the Association kept pursuant to sections 113 and 114 of the Companies Acts.

"**the Registered Office**" means the Registered Office for the time being of the Association.

"**the Seal**" means the Common Seal of the Association.

"**the Statutes**" means the Companies Acts (including any statutory modification or re-enactment thereof for the time being in force) and every other Act for the time being in force concerning companies and affecting the Association.

Unless the context otherwise requires or the contrary intention appears:

- a Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- b Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender.
- c Words or expressions contained in the Articles shall bear the same meaning as in the Companies Acts or any statutory modification thereof at the date at which the Articles become binding on the Association.

Members

- 2 For the purposes of registration the number of Members of the Association shall be unlimited.
- 3 The Association shall consist of two classes of membership: Corporate Members and Personal Members. Personal Members shall enjoy all the rights of a Member except that Personal Members shall not be entitled to vote at any General Meeting of the Association either on a show of hands or on a poll. The Board of Directors shall have power from time to time to make Byelaws establishing other classes of membership but persons admitted to those classes shall not be Members for the purposes of the Companies Acts. The Board of Directors shall also have power at its discretion to discontinue admissions to any class of membership not conferring membership for the purposes of the Companies Acts or to close down any such class or classes. Particulars of persons admitted to the classes which do not confer membership for the purposes of the Companies Acts will not be entered in the Register. The acceptance of membership shall be deemed to imply an agreement to be bound by the Articles and Byelaws.
- 4 The Members shall be the subscribers to the Memorandum and such Corporate Members and Personal Members as shall be entered upon the membership register kept at the Registered Office of the Association in accordance with the Byelaws. A Member shall be entitled to attend and in the case of a Corporate Member (and its representative) to vote at all General Meetings of the Association so long as all subscriptions or other monies due and payable from time to time by him or it to the

Association have been paid.

- 5 Membership of the Association and all rights of a Member shall be personal to each Member, shall not be transferable and the name of a Member shall be removed from the Register upon death or dissolution.
- 6 No Member shall act contrary to the objects, interests and influences of the Association and every Member shall observe all Byelaws.
- 7 A Member of the Association shall cease to be a Member:
 - a if he, she or it resigns by giving six months' notice in writing of his, her or its resignation to the Company Secretary;
 - b if, being a Personal Member, the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
 - c if he, she or it is excluded from membership under Article 8;
 - d if he, she or it ceases to qualify for membership under the Articles;
 - e if, being a Corporate Member, it is dissolved or being a Personal Member, he or she dies;
 - f if he, she or it fails to pay a subscription for two successive years or for any three years out of any five successive years and a written demand for such payment sent by the General Secretary has remained unpaid for four weeks.
- 8 Any Member may be excluded from membership of the Association by resolution of the majority of at least three-fourths of the Board of Directors present entitled to vote and so voting at a Board of Directors meeting at which not less than two-thirds of the total number of Directors entitled to vote shall be present. Such Member shall have one month's notice sent to him, her or it of the Board of Directors meeting at which such Member's exclusion is to be discussed and the Personal Member or, in the case of a Corporate Member, its representative or alternate together with an adviser in attendance if so desired, shall be entitled to attend the meeting and be heard in defence but shall not be entitled to be present at the voting or take part in the proceedings otherwise than as the Board of Directors shall permit.

Regional Associations

- 9 The Members shall be organised in a minimum of five and a maximum of ten Regional Associations which may be corporate or unincorporated bodies.
- 10 Each Regional Association shall develop rules of procedure for its conduct in representation and decision making. Each Regional Association shall deposit its rules with the General Secretary.
- 11 Each Regional Association shall nominate candidates for election as Directors in accordance with Article 31b.

General Meetings

- 12 The meetings of the Members of the Association shall be held in accordance with the Companies Acts except that only Corporate Members may vote at any General Meeting and each Corporate Member shall have only one vote. The Board of Directors may determine to hold the General Meetings by telephone conference or other form of electronic communication.

Notice of General Meetings

- 13 The Meetings of the Association shall be called by at least two calendar months' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Board of Directors, to such persons as are under the Articles entitled to receive such notices from the Association.
- 14 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

- 15 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum at any General Meeting shall be 10 Members entitled to vote and present in person or, in the case of a Corporate Member, present by its representative or alternate.
- 16 If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned at the discretion of the chairperson to such time and place as the chairperson shall appoint, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting, the meeting shall be dissolved.
- 17 The President of the Board of Directors shall preside as chairperson at every General Meeting of the Association or, if he shall not be present within twenty minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-President or the immediate past President of the Association if still a Member shall, if present and willing to act, preside, failing which the Members present shall elect one of their number to be chairperson of the meeting, following the proposal and seconding of a name or names by a simple majority on a show of hands of those Members present and entitled to vote.
- 18 The chairperson may after duly proposing the same and with the consent of any meeting by a simple majority on a show of hands of those present and entitled to vote (and shall if so decided by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Votes of Members at General Meetings

- 19 Only Corporate Members may vote at any General Meeting and each Corporate Member shall have only one vote.
- 20 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairperson or by at least two Members present and entitled to vote. Unless a poll be so demanded a declaration by the chairperson of the

meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn by all those who originally requested it.

- 21 Subject to the provisions of the Articles, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 22 In the case of an equality of votes whether on a show of hands or on a poll, the same resolution shall be put to the General Meeting a second time either on a show of hands or on a poll if demanded in accordance with the Articles and if on a second vote there shall be an equality of votes the chairperson of the meeting shall give a second or casting vote.
- 23 On a poll votes may be given either in person or by a proxy or by the representative or alternate of a Corporate Member.
- 24 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association. No person shall be a proxy or hold power of attorney on behalf of more than two Members.
- 25 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited in the hands of the General Secretary or the chairperson of the meeting before the start of the meeting.
- 26 An instrument appointing a proxy shall be in any usual or common form or any other form which the Board of Directors may from time to time approve.
- 27 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 28 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous dissolution, death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such dissolution, death, insanity or revocation as aforesaid shall have been received by the General Secretary or the chairperson of the meeting before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 29 Subject to the provisions of the Statutes, a resolution in writing signed by all the Members entitled to receive notice of and attend and vote at General Meetings (which resolution may consist of several documents in the like form each executed by one or more of the said Members) or a resolution to which every such Member has signified his approval in writing (in print or electronic form) or telephone shall be as valid and effectual as if it had been passed at a General Meeting of the Association duly convened and held.

Corporations Acting by Representatives at Meetings

- 30 Any Corporate Member of the Association may authorise such two persons as it thinks

fit to act respectively as its representative and to act as an alternate for such representative for all purposes under the Articles.

Appointment and Retirement of Directors

31

- a The Board of Directors shall comprise up to 14 Directors who shall be one director nominated by each regional association (up to 10) in accordance with the provisions of sub-paragraph (b) hereof, the President and Treasurer elected in accordance with sub- paragraph (e) hereof, the General Secretary in accordance with sub- paragraph (g) hereof and a Director resident in England and Wales in accordance with sub-paragraph (h) hereof.
- b Each Regional Association shall nominate 2 candidates to be appointed to the Board of Directors in the proportions and following the process set forth in the Byelaws.
- c The Board of Directors shall have the power to approve the list of candidates to be appointed to the Board of Directors put forward by the Regional Associations through the nominations panel (as defined in the Byelaws) and, where the selected candidates do not meet the requirements of the Byelaws and/or the needs of the Association as determined by the Directors, the power to reject those persons, triggering a further appointment process held in accordance with the Byelaws.
- d The Board of Directors shall have the power to appoint up to two Directors who are not nominated by the Regional Associations by resolution of the Board. These two Directors are in addition to the Treasurer (sub-paragraph e) and a director resident in England and Wales (sub-paragraph h)
- e Every four years the President shall be elected by Members of the Association upon nomination of names and by a simple majority vote taken by ballot following the process prescribed in the Byelaws. Every four years the Board of Directors shall also appoint a Treasurer from among the Members of the Association, and two Vice-Presidents from among the Members of the Board of Directors. Of these four Officers not more than three shall be of the same sex and at least one shall be a resident of a Region other than North America or Europe.
- f The President, Treasurer, and two Vice-Presidents shall each hold office for a term of four years respectively, at the end of which they shall each retire and shall be eligible for re-appointment in accordance with this sub- clause, or until each of them respectively shall cease to be a Director or for such shorter period as the Board of Directors shall decide provided that the President may not serve more than two consecutive four-year terms and the Treasurer may not serve more than three consecutive four-year terms. The Directors may from time to time re-appoint one or more of their number to the office of Vice-President or Treasurer upon such terms and for such period, subject to the provisions of this Article, as the Board of Directors may think fit. Should the office of President become vacant, The Board of Directors will call for a new nominations and election process unless the remaining term is under 18 months, in which case the Board of Directors will appoint a replacement from among the Directors to serve the remainder of the term.
- g The Board of Directors shall appoint a General Secretary who shall be the chief administrative employee of the Association and serve ex-officio on the Board of Directors.
- h At least one Member of the Board of Directors shall be resident in England and Wales and shall be appointed by the Board of Directors.

- i Regional Associations shall nominate Directors in accordance with the Byelaws. A Regional Association may not nominate a person who has served as a Director for two consecutive four-year terms.
- j In the event that the Regional Associations do not nominate candidates for appointment as Directors in accordance with the Byelaws, the Board of Directors may co-opt Directors to fill a vacancy or vacancies on the Board of Directors arising until such time as Directors are nominated in accordance with the Byelaws.
- k Any casual vacancy occurring in the Board of Directors (including the roles of President, Treasurer, Vice-President) may be filled by the Directors in accordance with sub-clause j hereof, but any person so chosen shall only retain his or her office until the next Board of Directors meeting at which a Director nominated by the Regional Association in respect of which the vacancy arises is due to take office provided that a Director co-opted in accordance with sub-clause j hereof shall be eligible for re- election.
- l The Association in General Meeting may by Ordinary Resolution remove any Director at any time and may by Ordinary Resolution appoint another person in his or her stead. The person so appointed shall hold office during such time as the Director in whose place he or she is appointed would have held the same if he or she had not been removed and shall not be regarded as filling a casual vacancy.
- m Only Personal Members and representatives of Corporate Members may be nominated by Regional Associations to serve as Directors.

Director interests and management of conflicts of interest

Declaration of interests

- 32 Unless Article 33 applies, a Director must declare the nature and extent of:
 - a any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and
 - b any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.
- 33 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.
Participation in decision-making
- 34 No Director shall attend any meeting or part of a meeting or vote on any resolution providing for or relating to any sum or benefit payable to him or her, his or her own appointment or any payment made or to be made to him or her by the Association.
- 35 No payment of any sum or benefit shall be made to a Director or member of the Board of Directors except by a resolution by the rest of the Board of Directors that such payment or benefit is expedient in the interests of the Association.
- 36 Notwithstanding anything contained in the Articles of Association of the Association, no resolution relating to payments to any member or Director of the Association shall be effective unless passed at a meeting at which there is present a quorum which comprises no less than one-third of the multiple of three next above the total of those entitled to attend the meeting and a majority of persons who are not remunerated for services being rendered to the Association and in any event not less than three Directors.
- 37 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he or she is entitled to participate in the decision-making process, to be counted in the quorum

and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.

38 If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

- a the decision could result in the Director receiving a benefit other than:
 - any benefit received in his, her or its capacity as a beneficiary of the Association and which is available generally to the beneficiaries of the Association; and
 - reimbursement of expenses;

or

- b a majority of the other Directors participating in the decision-making process decide to the contrary,
in which case he or she must comply with Article 34 .

39 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 39, he or she must:

- a take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;
- b not be counted in the quorum for that part of the process; and
- c withdraw during the vote and have no vote on the matter.

Continuing duties to the Association

40 Where a Director has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

- a the Director shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
- b the Director shall not be accountable to the Association for any benefit expressly permitted under these Articles which he or she derives from any matter or from any office, employment or position.

41 The office of a Director shall ipso facto be vacated:

- a if he or she has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- b if the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- c if, by notice in writing sent by email to the General Secretary, he or she resigns his office;
- d if he or she becomes prohibited from being a Director by reason of any court order under the Statutes or is disqualified from being a charity Director;
- e if he or she is removed from office by resolution duly passed pursuant to Sections 168 and 169 of the Companies Acts;
- f ceases to be a company law member of the Association;

- g if at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors.

Borrowing Powers

- 42 The Board of Directors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue bonds, debentures, debenture stock or other securities, whether outright or as security for any debt or obligation of the Association.

Powers and Duties of the Board of Directors

- 43 The affairs of the Association shall be managed by the Board of Directors, who may exercise all such powers of the Association as are not by the Statutes or by the Articles required to be exercised by the Association in General Meeting subject nevertheless to the provisions of the Statutes and the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if the regulation had not been made. In particular and without prejudice to the generality of the foregoing the Board of Directors shall be responsible for certain matters which are set out in the Byelaws.

Directors may delegate

- 44 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.
- 45 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Association to any person or committee.
- 46 Any delegation by the Directors may be:
 - a by such means;
 - b to such an extent;
 - c in relation to such matters or territories; and
 - d on such terms and conditions;
 - e as they think fit.
- 47 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 48 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 49 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

Committees

- 50 In the case of delegation to committees:
 - a the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the

- committee to make co-options up to a specified number);
- b the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;
- c the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors;
- d the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- e no committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

51 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

Delegation of day to day management powers

- 52 In the case of delegation of the day to day management of the Association to the General Secretary or other manager or managers:
- a the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;
 - b the Directors shall provide any manager with a description of his or her role and the extent of his or her authority; and
 - c any manager must report regularly to the Directors on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association.

Delegation of investment management

- 53 The Directors may delegate the management of investments to a Financial Expert or Financial Experts provided that:
- a the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Directors;
 - b timely reports of all transactions are provided to the Directors;
 - c the performance of the investments is reviewed regularly with the Directors;
 - d the Directors are entitled to cancel the delegation arrangement at any time;
 - e the investment policy and the delegation arrangements are reviewed regularly;
 - f all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - g the Financial Expert or Financial Experts must not do anything outside the powers of the Directors.
- 54 The Board of Directors may from time to time and at any time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under the Articles and not including any of its powers to make Byelaws) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of Directors may think fit.
- 55 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments against funds of the Association, and all receipts for monies paid to the

Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Board of Directors shall from time to time by resolution determine, failing which in such manner as may be provided in the Byelaws.

- 56 The Board of Directors shall cause minutes to be made in books provided for the purpose:
- a of the names of the Directors present at each meeting of the Board of Directors and of any committee established by the Board of Directors;
 - b of all appointments of Directors;
 - c of all Byelaws made by the Board of Directors; and
 - d of all standing orders, resolutions and proceedings at all meetings of the Association and of the Board of Directors, and of committees.
- 57 Subject to the provisions of the Articles the Board of Directors shall adopt rules of procedure for the conduct of its business. Without prejudice to the generality of the foregoing such rules shall provide for the legislative function of the Board of Directors in relation to projects and programmes undertaken by the international association and the conduct of the Association's activities.
- 58 No Board of Directors may bind itself or another Board of Directors to certain rules of procedure. Any Board of Directors may re-adopt the rules of procedure of a former Board of Directors. The Board of Directors shall have power to amend by a resolution passed by a majority of at least three-fourths of the Board of Directors present and voting at a Board of Directors meeting at which not less than two-thirds of the total number of Directors shall be present the rules of procedure in order to permit organisational and operational flexibility to meet changing circumstances.

Proceedings of the Board of Directors

- 59 The Board of Directors may meet together for the despatch of business, may adjourn, and may regulate its meetings as it shall from time to time think fit but at least four meetings a year including two face-to-face meetings within the four year term of office, the first to take place within six months of election. The Board of Directors may determine to meet together by telephone conference or other form of electronic communication. The Company Secretary, on the requisition of the President or of any four or more of the Directors, shall summon a meeting of the Board of Directors by sending a notice thereof to such persons and in such manner as the Board of Directors may prescribe.
- 60 The quorum necessary for the transaction of the business of the Board of Directors shall be 6 Directors. No business shall be transacted at any meeting of the Board of Directors unless a quorum is present at the time when the meeting proceeds to business except that, if the number of Directors for the time being is below the number fixed by or pursuant to the Articles as the quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number but no other purpose.
- 61 The President shall preside as chairperson at every meeting of the Board of Directors or if he shall not be present or is unwilling to act a Vice-President shall so preside or if he shall not be present or is unwilling to act the Directors present shall elect one of their number to be chairperson of the meeting.
- 62 All acts done by any meeting of the Board of Directors or of a committee or by any person acting as a Director shall, notwithstanding that there be a vacancy on the Board of Directors or such committee or that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or

that they or any of them were disqualified, be as valid as if every such person had been duly appointed, had not been subject to any such disqualification and, in the case of the Board of Directors or any committee thereof, as if there had been no such vacancy.

- 63 Questions arising at a meeting shall be determined by a majority of votes of the Directors present entitled to vote and so voting and in the case of an equality of votes the same question shall be put a second time to the meeting and if on a second vote there shall be an equality of votes the chairperson of the meeting shall give a second or casting vote.
- 64 The Directors may, in the circumstances outlined in this Article, make a majority decision without holding a meeting of the Board of Directors. If:
- a a Director has become aware of a matter on which the Directors need to take a decision;
 - b that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision;
 - c the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
 - d a majority of the Directors vote in favour of a particular decision on that matter; a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a meeting of the Board of Directors duly convened and held.
- 65 Directors participating in the taking of a majority decision otherwise than at a Directors' meeting in accordance with this Article:
- a may be in different places, and may participate at different times; and
 - b may communicate with each other by any means.
- 66 No decision shall be taken by the Directors in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Directors' decision-making in accordance with this Article shall be the same as the quorum for a meeting of the Board of Directors as set out in Article 60.
- 67 The Chair, or such other Director as shall be appointed by the Directors shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
- a circulation of the proposed decision with an indication of the time period for discussion and the date by which Directors are asked to cast their votes;
 - b the nomination of a person to whom all Directors' votes must be communicated;
 - c if a majority of the Directors vote in favour of the decision, the nominated person shall communicate the decision to all the Directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
 - d In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair or specified Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

The Officers

- 68 The President, Vice-Presidents, Treasurer, and General Secretary shall serve as the Officers and the powers, authorities and discretions to be exercised by the Officers shall be such as are from time to time delegated to them by the Board of Directors.
- 69 Without prejudice to the generality of the provisions of the Articles relating to the Officers, the Officers shall be responsible to the Board of Directors for the following matters:
- a proposing revisions to the Articles and Byelaws of the Association so as to ensure that the governance documents are current and effective in meeting the needs of the Association.
 - b preparing the Agenda for the meetings of the Board of Directors;
 - c acting on behalf of the Association in matters considered by the President and General Secretary to be urgent and requiring immediate attention; and,
- 70 Without prejudice to the generality of the provisions of the Articles relating to the Officers, the Officers, with the exception of the General Secretary, shall be responsible to the Board of Directors for the following matters:
- a serving as the personnel committee of the Association to review annually the personnel matters affecting the employees of the Association, including, but not limited to, setting salary scales and cost of living adjustments, hearing appeals as provided for in the WACC Employment Handbook ,and ensuring that appropriate personnel procedures have been applied effectively and consistently;
 - b advising the President on the performance of the General Secretary and through the President conducting the work review of the General Secretary;
 - a fixing the salary and benefits of the General Secretary;
 - b providing advice and counsel to the General Secretary;
- serving as the core members of a search committee when there is a view to a vacancy in the General Secretary position

The Company Secretary

- 71 A Company Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- a anything authorised or required to be given or sent to, or served on, the Association by being sent to its Company Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Company Secretary shall be treated as addressed to the Association; and
 - b anything else required or authorised to be done by or to the Company Secretary of the Association may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

Byelaws

- 72 The Board of Directors shall have power by a resolution passed by a majority of at least two-thirds of the Board of Directors present and voting at a Board of Directors

meeting at which not less than two-thirds of the total number of Directors shall be present to make or amend Byelaws concerning such matters regarding the government and management of the Association as they shall from time to time think fit. Provided that no Byelaw shall have effect if and to the extent that it shall be inconsistent with the Memorandum, the Articles, the Companies Acts, or any rule of law.

- 73 Subject as aforesaid all Byelaws made by the Board of Directors shall have the like effect as if the same were contained in the Articles save that they may at any time or times be revoked or varied by the Board of Directors in like manner as they may be made. All changes in the Byelaws shall be reported to the next General Meeting of the Association.

The Seal

- 74 The Board of Directors shall provide for the safe custody of the Seal, which shall be used only on the authority of the Board of Directors or of a committee authorised by the Board of Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be counter-signed by the Company Secretary or by a second Director or by some other person appointed by the Board of Directors for that purpose.

Accounts

- 75 The Directors shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- a annual reports;
 - b annual statements of account; and
 - c annual returns or confirmation statements.

Audit

- 76 Auditors shall be appointed and their powers, rights, duties and remuneration regulated in accordance with the Companies Acts.

Notices

- 77 A notice may be given by the Association to any Member either personally or by sending it by post or in electronic form to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice.
- 78 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- a every Member except those Members who have not supplied to the Association an address for the giving of notices to them;

b the Auditors for the time being of the Association.
No other person shall be entitled to receive notices of General Meetings.

Dissolution

79 Clause 7 of the Memorandum relating to the winding-up or dissolution of the Association shall have effect as if the provisions thereof were repeated in the Articles.

SCHEDULE

THE COMPANIES ACT 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of the

World Association for Christian Communication

*(as amended by a Special Resolution passed on 1st July, 1991, and []
2018)*

- 1 The name of the Company (hereinafter called "the Association") is "World Association for Christian Communication".
- 2 The Registered Office of the Association will be situated in England and Wales.
- 3a The objects of the Charity are for the public benefit:
 - the prevention and relief of poverty;
 - the promotion of sustainable development;
 - the promotion of gender equality;
 - the promotion of human rights, particularly but not exclusively those rights defined in Article 19 of the Universal Declaration of Human Rights; and
 - the promotion of religious harmony;

throughout the world, as an expression of the Christian faith, in particular (but without limitation) through promoting access to communication.

Sustainable development means "development which meets the needs of the present without compromising the ability of future generations to meet their own needs."

In furthering the above objects, the Charity shall work in cooperation with people of all faiths and none.

- b The Association in carrying out the said object shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a company having exclusively charitable objects) all or any of the following powers:
 - i To encourage and support Churches throughout the world in the development of communication programmes suited to their needs and those of their communities;
 - ii To take over the whole or any part which may lawfully be taken over by the Association of the real and personal property belonging to and to undertake all or any of the liabilities of both a charitable trust and an unincorporated association known as the World Association for Christian Communication;

- iii To hold educational conferences, meetings, lectures and exhibitions for the consideration and discussion of matters concerning or affecting or incidental to the development of Christian communication;
- iv To issue reports of proceedings of conferences and meetings and generally to collect, collate, exchange and publish information and advice in furtherance of the objects of the Association;
- v To assist in the development of Christian communication for the public benefit by promoting and financing research into communication media and by publicising the results of such research to religious and secular groups throughout the world and to educational establishments and to members of the professions most directly concerned;
- vi To organise and finance education and training courses concerned with the objects of the Association including without limiting the generality of the foregoing seminars, study groups, discussions, courses and the reading of learned papers concerned with matters related or incidental to Christian communication;
- vii To advise, assist, coordinate and support (whether financially or otherwise) organisations and individuals throughout the world in the development and management (both technical and financial) of communication programmes promoting the Christian faith in general and the application of Christian values to their communities in particular;
- viii To award scholarships towards the expenses of undertaking technical training in all media of communication;
- ix To establish, authorise the formation of, maintain, control and manage local groups in the United Kingdom and elsewhere for the purpose of promoting the object of the Association and from time to time to determine the constitution, rights, privileges, obligations and duties of such groups, and if thought fit to modify and dissolve the same;
- x To prepare, edit, print, publish, issue, acquire and circulate (or to assist in the same) books, papers, periodicals, gazettes, circulars and other literary undertakings and films and other visual or audio aids;
- xi To establish and maintain a library and collection of literature, films, recordings and other materials relating to all things connected with or incidental to the Association's objects and to afford facilities for the public access to and use of the same;
- xii To establish and maintain a Headquarters for the Association;
- xiii To provide a means whereby companies, organisations or persons resident in the United Kingdom and elsewhere, may have the opportunity of making financial and other contributions to, and providing other support for, the objects of the Association;
- xiv To solicit, receive and accept financial assistance, donations, endowments, gifts (both inter vivos and testamentary), devises, bequests and loans of money, rents, hereditaments and other property whatsoever, real or personal, and subject or not to any specific charitable trusts or conditions provided always that the Association shall not undertake any permanent trading activities inconsistent with its charitable status;
- xv Subject to such consents as may be required under the Charities Act (or such other statutory modification or re-enactment of the same for the time being in force) to borrow or raise any money that may be required by the Association and to secure or discharge any debt or obligation of or binding upon the Association in such manner and upon such terms and subject to such conditions as may be

deemed desirable and in particular by mortgage or charge of all or any part of the property of the Association, and to draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments;

- xvi To invest the funds of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, and from time to time to transpose, vary and realise such investments subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- xvii So far as the law may from time to time allow to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, erect, alter, improve and maintain any building which may be required from time to time by the Association, subject to such consents as may be required by law, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or any part of the same;
- xviii To undertake, execute and perform any charitable trusts which may lawfully be undertaken by the Association;
- xix To grant, continue and pay such salaries and pensions in respect of services rendered to the Association as may from time to time be thought proper, and to establish reasonable provision for the payment of pensions and establishment of superannuation funds for persons employed at any time by the Association and their widows and dependants;
- xx To provide living accommodation in connection with the performance of the Association's offices of administration and for that purpose power to allow property owned by the Association to be so used or enter into an equity sharing, mortgage support or some similar arrangement with officers and employees in relation to the acquisition and holding of such accommodation and for that purpose to hold land as tenants in common with such officers or employees;
- xxi To pay all expenses, preliminary or incidental to the establishment of the Association;
- xxii To establish and support or aid the establishment and support of any charitable associations or institutions and to raise, subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects;
- xxiii To amalgamate or affiliate with (by joining or co-operation or some other means) or to acquire or take over the undertaking of any charitable association or institution having objects altogether or in part similar to those of the Association and not formed for profit and all or any of those assets thereof which the Association may lawfully acquire or take over but so that any steps so taken shall not enlarge the objects of the Association or involve any activity or disbursement of funds not conducive to such object;
- xxiv To do all other necessary things for the purpose of attaining the above object.

Provided that:

- a 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.
- b The object of the Association shall not extend to the regulation of relations between workers and employers or between organisations of workers and organisations of employers.
- c In case the Association shall take or hold any property subject to the jurisdiction of

the Charity Commission 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 Board of Directors 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 Board of Directors have been if no incorporation had been effected. The incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the High Court of Justice or the Charity Commission over such Board of Directors 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 shall be applied solely towards the promotion of its object as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by the way of profit to the Members of the Association, and no Director or member of the Board of Directors other than the General Secretary shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- a of reasonable and proper remuneration or other benefit in money or money's worth to any member, officer or servant of the Association (including the General Secretary but not any other Director or member of the Board of Directors) for any services rendered to the Association;
- b of interest on money lent by any Director or member of the Association or its Board of Directors at a rate per annum not exceeding two per cent. less than the base rate for the time being of the National Westminster Bank plc or three per cent, whichever is the greater;
- c of reasonable and proper rent for premises demised or let by any member of the Association or the Board of Directors;
- d to any Director or member of the Board of Directors of out-of-pocket expenses;
- e of fees, remuneration or other benefit in money or money's worth to a company of which a Director or member of the Board of Directors may be a member holding not more than one hundredth part of the capital of such company; or
- f of reasonable and proper professional charges to any Director or member of the Board of Directors or of the Association or to any firm or company in which such Director or member may be beneficially interested for his, their or its professional services rendered to the Association.

Provided that:

- i no Director or member of the Board of Directors shall attend any meeting or part of a meeting or vote on any resolution providing for or relating to any sum or benefit payable to him or her, his or her own appointment or any payment made or to be made to him or her by the Association;
- ii no payment of any sum or benefit shall be made to a Director or member of the Board of Directors as aforesaid except by a resolution by the rest of the Board of Directors that such payment or benefit is expedient in the interests of the Association; and
- iii notwithstanding anything contained in the Articles of Association of the Association, no resolution relating to payments to any member or Director of the

Association shall be effective unless passed at a meeting at which there is present a quorum which comprises no less than one-third of the multiple of three next above the total of those entitled to attend the meeting and a majority of persons who are not remunerated for services being rendered to the Association and in any event not less than three Directors.

- 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 while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 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 and so far as effect cannot be given to such provision, then to some other charitable object.

BYELAWS

of the

World Association for Christian Communication

(as amended on 1st July 1991, 13th October 1995, 1 July 1997, and 5th July 2004)

1 In these Byelaws:

"**the Association**" means the Company which is named "World Association for Christian Communication"

"**the Articles**" means the Articles of Association of the Association as originally adopted or as from time to time altered;

"**the Directors**" means the Members of the Board of Directors as provided in the Articles;

"**the Board of Directors**" means the Board of Directors of the Association which shall be the Board of Directors of the Association as provided in the Articles;

"**a Regional Association**" means a Regional Association as defined in the Articles;

"**the President**", "**the Vice-Presidents**", "**the Company Secretary**", "**the Treasurer**", and "**the General Secretary**" shall mean the President, Vice-President, Company Secretary, Treasurer, and General Secretary of the Association as provided in the Articles.

Regional Associations

2 There shall be one Regional Association in each of the following Regions:

Africa

Asia

Caribbean

Europe

Latin America

Middle East

North America

Pacific

3 Regional Associations shall encourage the development of specialised media sections within the Regions and of national associations of Corporate and Personal Members. Regional Associations shall continuously study and analyse the communication needs and practices in their areas. They shall advise the Association about problems, needs and activities in their regions and shall recommend action thereon.

Nominations Committee

4 At least four months prior to the end of the current terms of office of the Directors as defined in the Articles of Association, the Nominations Committee appointed by the Board of Directors shall notify the Regional Associations of the opening of vacancies on the Board of Directors for nominated Directors, with the applicable

role profiles.

- 5 Each Regional Association should nominate two members as potential directors, one woman and one man.
- 6 At least four months prior to the end of the current terms of office of the President as defined in the Articles of Association, the Nominations Committee appointed by the Board of Directors shall notify the Members of the Association of the opening of vacancy of President, with the applicable role profile.
- 7 Nominations and elections for President, Treasurer and Directors will be in accordance with procedures approved by the Board of Directors.

Corporate Membership

- 8 Corporate membership is open to churches; boards and agencies of churches; councils of churches; publishing, printing and distribution houses, publications; broadcasting stations, film makers and programming agencies that disseminate Christian material; educational institutions and secular communication organisations; and such other organisations as are sympathetic to the aims of the Association as laid down in the Memorandum and Articles of Association.
- 9 The Board of Directors shall decide whether or not a body referred to in Byelaw 8 will be received into membership not later than 12 months after its application for membership has been received in the Registered Office of the Association. A recommendation to Board of Directors shall be formulated by the Regional Association concerned but if the Board of Directors does not receive such a recommendation it shall decide notwithstanding.
- 10 Global organisations wishing to be Corporate Members of the Association may be received into membership by the Board of Directors upon application.
- 11 Representation at the Regional Association is by representative or alternate. Corporate Members, upon election, shall certify to the Company Secretary of the Association and to the secretary of the appropriate Regional Association a representative and an alternate to represent the member in the affairs of the Regional Association. Corporate Members may replace representatives at will by appointing substitutes.

Personal Membership

- 12 Personal membership is open to individuals who are sympathetic to the objectives of the Association as laid down in the Memorandum and Articles of Association.
- 13 The Board of Directors shall decide whether or not an individual referred to in Byelaw 12 will be admitted as a Personal Member not later than 12 months after his application for membership has been received in the Registered Office of the Association. A recommendation to Board of Directors shall be formulated by the Regional Association concerned but if the Board of Directors does not receive such a recommendation it shall decide notwithstanding.
- 14 A Personal Member may serve on the Board of Directors if elected by a Regional Association or selected by the Board of Directors in accordance with the Articles.

Honorary Life Membership

- 15 Pursuant to Article 3 of the Articles there is established one additional class of Membership of the Association: Honorary Life.

Affiliate Status

- 16 Affiliates are organisations or individuals who share the aims of WACC and who wish to be associated with its work. They do not have membership rights. However, they receive publications and information. Affiliate status is conferred by the Board of Directors upon recommendation of the Regional Committee. In the case of those seeking to affiliate as a result of Internet contact and expressed subsequent interest, affiliate status may be conferred by the General Secretary in consultation with the regional president.

Board of Directors Functions

- 17 Without prejudice to the generality of the provisions contained in Article 43 of the Articles the Board of Directors shall be responsible for every aspect of the implementation of the objects of the Association as set out in the Memorandum and Articles of the Association.

Financial Matters

- 18 All cheques and drafts against funds of the Association shall be co-signed by at least two officers and/or senior executives of the Association. The Treasurer shall be among the designated co-signers.
- 19 The Treasurer shall prepare and distribute financial reports annually.

Amendments

- 20 Amendments to the Byelaws may be proposed by any Member, Regional Association or Director.
- 21 Unless in a particular instance the Board of Directors shall otherwise determine Directors shall be given two months' prior notice of proposed changes to the Byelaws.

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