

BELIZE

THE COMPANIES ACT

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

NATIONAL EVANGELICAL ASSOCIATION OF BELIZE

**A Company Limited by Guarantee and
Incorporated in Belize**

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City of Belmopan
Cayo District
Belize

BELIZE

**THE COMPANIES ACT, CHAPTER 250
OF THE LAWS OF BELIZE, REVISED EDITION, 2000**

**COMPANY NOT FOR PROFIT,
LIMITED BY GUARANTEE**

MEMORANDUM OF ASSOCIATION

-of-

THE NATIONAL EVANGELICAL ASSOCIATION OF BELIZE

1. The name of the corporation is **THE NATIONAL EVANGELICAL ASSOCIATION OF BELIZE** (hereinafter called "**THE CORPORATION**").
2. The registered office of the Company will be situated at No. 38/40 Ambergris Avenue, Belmopan, Cayo District, Belize.
3. The Corporation exists for the glory of God and to bring praise to His Grace in Jesus Christ. Its goal is to advance the communication of Christ and to encourage commitment in the Christian Faith as taught in the Word of God contained in the Old and New Testament Scriptures, seeking always to apply the fullness of God's word to contemporary social, moral, economic and spiritual needs of the Belizean Society.
4. The objects for which the Corporation is established are:
 - (1) To engender cooperation among Evangelical Churches or Ministries in order to increase the total impact of the Evangelical faith upon the community while each member church or ministry maintains its own denominational distinctive.
 - (2) To encourage the formation of Chapters within each District working together to establish the unity of the Body of Christ in the respective districts

of the country.

- (3) To respond cooperatively and immediately to any crisis that may destabilize and threaten the principles of our constitution and our Christian belief.
- (4) To encourage and promote evangelism, prayer, discipleship, missions, worship, youth, men, women and family development to include all ethnic groups and to assist their development of programs for the social needs of the nation.
- (5) To foster a spiritual relationship with business and political leaders and other spiritual leaders with a view to promote righteousness and integrity as we pray for those in authority, and for the nation.
- (6) To encourage, promote, develop and implement programmes or activities which promote sustainable human development as may be consistent with the fullness of God's word.
- (7) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate, which may be deemed necessary or convenient for any of the purposes of the Corporation;
- (8) To construct, maintain, and or alter any houses, buildings, or works necessary or convenient for any of the purposes of the Corporation;
- (9) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Corporation;
- (10) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Corporation;
- (11) To borrow and raise money in such manner as the Corporation may think fit;
- (12) To develop and maintain relations with governments and other organizations nationally and internationally for the best interest of its members;
- (13) To invest or lend the monies of the Corporation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, 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;
- (14) To undertake and execute any trust or any agency business, which may seem

directly or indirectly conducive to any of the objects of the Corporation and to affiliate with other regional and international bodies pursuing similar objects;

- (15) To subscribe to any local or other charities, and to grant donations for any public purpose and to provide a superannuation fund for the servants of the Corporation, or otherwise to assist any such servants, their widows and children;
 - (16) To establish and support and to aid in the establishment and support of any other Corporation formed for all or any of the objects of this Corporation, and to affiliate with other regional and international bodies pursuing similar objects;
 - (17) To amalgamate with companies, institutions, societies or corporations having objects altogether or in part similar to those of this Corporation;
 - (18) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or corporations with which this Corporation is authorized to amalgamate;
 - (19) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
5. The income and property of the Corporation, wheresoever derived, shall be applied solely towards the promotion of the objects of the Corporation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly in cash or in kind by way of distribution, dividend, bonus or otherwise howsoever by way of profit to the members of the Corporation, and no member may be paid for his services as member.
PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Corporation, or to any member of the Corporation in return for any services actually rendered to the Corporation, or reimbursement for actual out of pocket expenses, or reasonable and proper rent for premises demised or let by any member to the Corporation.
6. The liability of the members is limited.
7. Every member of the Corporation undertakes to contribute to the assets of the Corporation 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 Corporation 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 Seventy Five Dollars (\$75.00).

8. If on the winding-up of the Corporation there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Corporation, but shall be given or transferred to some other body whether or not it is a member of the Corporation having objects similar to those of the Corporation and in the event they are unable or unwilling to accept to some other body having similar objects to those of the Corporation, or to another body the objects of which are charitable.

I/WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Corporation in pursuance of this Memorandum of Association.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PASTOR LAUNCELOTT LEWIS

President

Pastor
3593 Tangerine Street
Belmopan
Cayo District, Belize



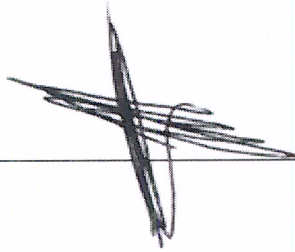
Pastor Scott Stirm

Fist Vice President

Pastor
Roaring Creek Village
Cayo District, Belize



Pastor Victor Hernandez
Second Vice President
Pastor
Jacintoville
Toledo District
Belize



Dated the 25th day of November, 2015.



WITNESS

BELIZE

**THE COMPANIES ACT, CHAPTER 250
OF THE LAWS OF BELIZE, REVISED EDITION, 2000**

**COMPANY NOT FOR PROFIT,
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ARTICLES OF ASSOCIATION

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NATIONAL EVANGELICAL ASSOCIATION OF BELIZE

INTERPRETATION

DEFINITIONS

1. In these articles:

- (1) “the Act” means the Companies Act, (Chapter 250 of the Laws of Belize)
- (2) “the Association” shall mean the “**NATIONAL EVANGELICAL ASSOCIATION OF BELIZE**”
- (3) “Person” or “Persons” shall mean a natural person or a legal person and includes a firm, a branch, and body of persons whether incorporated or not
- (4) “the Seal” means the common seal of the Association
- (5) “Secretary” means the person appointed to perform the duties of the secretary of the Association
- (6) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (7) Words importing the masculine gender only shall include the feminine.

- (8) Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date of which these Articles become binding on the Company.

STATEMENT OF BELIEF

2. We believe in one Eternal, Infinite Holy God, Creator and Sovereign God of the Universe. That He only is God and is revealed as the Father, Son and Holy Spirit.
3. We believe in Jesus Christ, the second person of the triune Godhead. That he is eternally one with the Father, and that he became incarnate by the Holy Spirit and was born of the Virgin Mary. We believe that He died for the sins of all men and that He truly arose from the dead and took again His body wherewith he ascended into heaven and is there engaged in intercession for us.
4. We believe in the Holy Spirit, the third person of the Triune Godhead. That He is ever present and active in and with the Church of Jesus Christ convicting the world of sin, regenerating those who repent and believe and leading believers into all truth.
5. We believe in the plenary inspiration of the Holy Scriptures as contained in the sixty six books of the Old and New Testaments, revealing without error the will of God concerning us in all things necessary to our salvation.
6. We understand the term Evangelical to mean the emphasizing of salvation by faith alone in the atoning death of Jesus Christ through personal conversion. To be Evangelical also means to believe in the Supremacy of scriptural authority, the importance of preaching and instruction with insistence upon Godly living and consistent witness to our faith, as contrasted with ritual and mere outward observances.

MEMBERS

7. The Association, for the purpose of registration, is declared to consist of three members.
8. Membership in the Association shall be open to all local evangelical churches or ministries legally recognized and represented in Belize.
9. The directors hereinafter mentioned may, whenever the business of the Association requires it, register an increase of members.

10. The directors may prescribe the requirements for obtaining and maintaining membership, good order and discipline in the Association.

GENERAL MEETINGS

11. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such time and place as the directors may determine.
12. A general meeting shall be held once every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and places as may be prescribed by the Association in general meeting, or, in default, at such time in the month following that in which the anniversary of the Association's incorporation occurs, and at such place as the directors shall appoint.
13. The above-mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary general meetings.
14. In addition to the annual general meeting, the Association shall hold meetings as it determines appropriate as follows:
 - (1) The Plenary Session, which shall be a Quarterly Meeting of the National Executive Committee of the Association to be held at an appropriate time in January, April, July and October in each year or at such other time as may be required or as circumstances may permit and in the manner determined by the National Executive Committee;
 - (2) The National Executive Committee which shall meet between meetings of the Plenary Session where there is an urgency or preferred business of the Association to be carried out. Such meetings shall be called by the President or otherwise as an extraordinary meeting, and no less than three days' notice shall be required;
 - (3) The Chapters shall hold Quarterly Meetings and send a Quarterly Report to the President two weeks before each Plenary Session is convened. These meetings shall be held in the months of December, March, June, and September in each year or at such other time as may be required or as circumstances may permit.
15. The directors may, whenever they think fit, and shall on requisition made in writing by any five or more members, convene an extraordinary general meeting.
16. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Association.

17. On receipt of the requisition the directors shall forthwith proceed to convene a general meeting; if they do not proceed to cause a meeting to be held within fourteen days from the date of the requisition being so deposited, the requisitionists or any simple majority of the members or of the National Executive Committee may themselves convene a meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. Seven days' notice at the least, specifying the place, the day, and the hour of meeting, and in case of special business the general nature of the business, shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meeting, but non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.
19. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors and other officers in the place of those retiring, and the fixing of remuneration of the auditors.
20. No business shall be transacted at any meeting unless a quorum of members is present at the commencement of the business. A simply majority of elected members of the Association (i.e., 50% +1) shall constitute a quorum.
21. If within one hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened on the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.
22. The President shall preside as chairman at every general meeting of the Association.
23. If there is no such chairman, or if at any meeting he is not present at the time of holding the same, the members present shall choose someone of their number to be chairman of that meeting.
24. The chairman may, with the consent of 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.
25. At any general meeting, unless a poll is demanded by any member, a declaration by the chairman that a resolution has been carried and an entry to that effect in the

book of proceedings 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 the resolution.

26. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. The Secretary shall ensure that a fulsome record of all proceedings of the Association is prepared and maintained for the benefit of the Association. The Treasurer shall provide or ensure that a financial report is provided at every executive and general meeting.

VOTES OF MEMBERS

28. Every member shall have one vote and no more.
29. No member shall be entitled to vote at any meeting unless all monies due from him to the Association have been paid.
30. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer, or if such appointer is a corporation, under its common seal.
31. No person shall act as a proxy unless he is a member, or unless he is appointed to act at the meeting as proxy for a member. The instrument appointing him shall be deposited at or otherwise transmitted to the registered office of the Association not less than forty-eight hours before the time of holding the meetings at which he proposes to vote.
32. Any instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“National Evangelical Association of Belize

I (We) of in the country of, being a member (members) of the above-named Association, hereby appoint of, as my (our) proxy to vote for me (us) on my (our) behalf at the annual (extraordinary) general meeting of the Association to be held on the day of, 20__ and at any adjournment thereof.

Signed this day of, ”

OFFICERS

33. The directors may regulate their proceedings as they think fit. The directors may establish committees and fellowships for the purpose of carrying out the objectives of the Association, and may delegate any of their powers to any committee subject to such conditions as the directors may impose.
34. The business of the Association shall be managed by the National Executive Committee, which shall function as the Board of Directors, and who may exercise all such powers of the Association as are not by the Companies Act, or by any statutory modification thereof for the time being in force, or by these articles, required to be exercised by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
35. The National Executive Committee shall comprise of the President, Vice President, Second Vice President, (who shall be Christian ministers/pastors); a Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer (both of whom may be laymen); and the Chairmen of the Chapters.
36. The officers shall be elected biennially (every two years) by a two third vote of the National Advisory Council members only. The Chairman of each Chapter shall be *ex-officio* members of the National Executive Committee.
37. New officers elected in the October Plenary Meeting of the election year shall be inducted in the following January Plenary Session.
38. An officer shall not be eligible to serve in the same post on the National Executive Committee for more than two consecutive two year terms.
39. Where a Chapter Chairman is elected to serve as an Officer of the National Executive Committee, the Vice Chairman of that Chapter shall be an *ex officio* member of the National Executive Committee on behalf of the respective Chapter and shall be entitled to vote on behalf of the Chapter in all National Executive business meetings.
40. All meetings of the National Executive Committee shall be business meetings. A simple majority of votes of the members of the National Executive Committee shall constitute a quorum. In circumstances where there is a deadlock the President shall have a casting vote. Members of the National Advisory Council may attend business meetings but shall have no voting rights at such meetings.

41. There shall also be established a National Advisory Council in order to secure a broader base of wisdom and input on important issues. The National Advisory Council shall be headed by the National Executive Committee and shall be responsible for the implementation of such initiatives as the Committee may assign from time to time.
42. The National Advisory Council shall:
- (1) act and assist the National Executive in an advisory and implementary capacity;
 - (2) have the power to elect the Officers of the National Executive Committee;
 - (3) advise the National Executive Committee on important issues that may arise; and
 - (4) assist in the implementation of programs approved by the National Executive Committee.
43. The National Advisory Council is comprised of the executive teams of the Chapters nationwide which shall each have no more than seven officers.
44. The National Advisory Council and the National Executive Council shall be called the National Body.
45. There shall also be established a Ministers Fellowship formed from the Churches or Ministers of the Association for the purpose of brotherhood and mutually beneficial sharing of matters peculiar to the Ministry.
46. The time and place of Ministers Fellowships shall be determined by the Association.
47. The Association shall also establish Chapters. Each Chapter shall be comprised of a Chairman, Vice Chairman, Second Vice Chairman, Secretary, Assistant Secretary (all of whom shall be Christian ministers/pastors), and a Treasurer and Assistant Treasurer (both of whom may be laymen).
48. Elections of officers of the Chapters shall be held biennially (every two years), and shall be determined by a majority vote of the total membership of the Chapters.
49. Elections shall be held by notice in writing to the President of the Association two (2) weeks after that Chapter is approved as a member of the Association. Thereafter elections shall be held as stipulated in accordance with the bylaws. This duly elected body shall be recognized as the elected officers of their Chapter.

50. Any vacancy occurring in any of these offices may be filled by the National Association and Chapter in any of its respective Plenary Sessions by the process of elections.
51. Chairmen of the Chapters are automatically *ex officio* members of the National Executive Committee of the Association. Chapter Chairmen shall attend all Plenary and business sessions. Chapter Chairmen shall be eligible to hold the office of President of the Association after having served no less than two (2) years on the Executive Committee.
52. Each Chapter shall have one vote. This vote shall be cast by the Chairman when present or the Vice Chairman in his absence provided he is duly authorized to do so.
53. Any of the aforementioned offices shall be vacated if that officer-
- (1) ceases to be an officer by virtue of a provision in the Companies Act or he becomes prohibited by law from being an officer;
 - (2) becomes bankrupt or makes any arrangement or composition with creditors generally,
 - (3) is, or may be, suffering from a mental disorder;
 - (4) resigns office by notice to the Association;
 - (5) shall for more than nine consecutive months have been absent without permission of the from meetings held during that period and the officers resolve that his office be vacated; or
 - (6) is expelled by a resolution of the Association.

AUDIT

54. Auditors shall be appointed and their duties regulated in accordance with section 111 and 112 of the Companies Act, or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if the word “members” were substituted for “shareholders,” and as if “first general meeting” were substituted for “statutory meeting”.

BORROWING POWERS

55. 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 debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party PROVIDED ALWAYS that before doing so it shall secure a unanimous vote of the Members of the Association.

GENERAL

56. It is acknowledged that there may from time to time be differences of opinion or disputes among the members of the Association.
57. The members shall do their utmost best to comply with Biblical standards in handling or addressing any dispute whatsoever. The Association and the members shall use their best efforts to resolve disputes in as timely a manner as is feasibly possible by way of mediation, arbitration or any other appropriate alternative dispute resolution mechanism.
58. In the conduct of its meetings, the Association shall prefer fairness and unity over legalistic formality wherever practical. The provisions contained in Roberts Rules of Order, Revised, shall govern the meetings of the Company in cases in which they are applicable, and which are not inconsistent with these Articles or the By-laws of the Association.

NOTICES

59. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address.
60. 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 a notice, and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

AMENDMENT

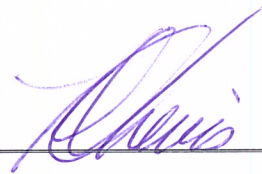
61. These Articles may be amended by a vote of no less than a three-fourths majority of the Association's members in its Plenary Session as provided below.
62. Proposed amendment to these Articles shall be submitted in writing to the National Executive Committee at least thirty days prior to the plenary session during which the proposal is intended to be introduced. A proposed amendment may not be acted upon during the plenary session in which it is introduced, save that a two thirds majority of those attending and entitled to vote may vote that the proposed amendment be further considered. Upon such a vote the proposed amendment shall be tabled on the agenda of the next plenary session.
63. At least sixty days prior to that second plenary session when final action is to be taken on a proposed amendment the secretary of the National Executive Committee shall send a copy of the proposed amendment to each Chapter for consideration and discussion with their respective members. The proposed amendment shall be voted upon at the next plenary session and may only be adopted upon the affirmative vote of the members of the Association present and entitled to vote.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PASTOR LAUNCELOTT LEWIS

President

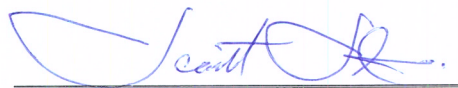
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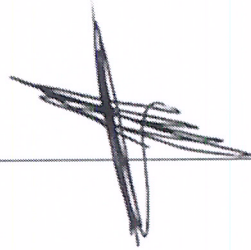
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Dated the 25th day of November, 2015.



Witness