

## CHAPTER 280

### THE METHODIST CHURCH ACT

Arrangement of Sections  
Section

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**METHODIST CHURCH**

An Act to authorise the establishment of an autonomous church to be known as the Methodist Church in the Caribbean and the Americas, to incorporate trustees for the purposes of the said church to be known as the Methodist Church in the Caribbean and the Americas Trust Corporation, to vest in such corporation certain property, to make provision concerning the trusts on which Methodist property is to be held, and for other purposes.

(15th February, 1967.)

7/1967.

**RECITALS****Whereas:**

- (1) The Methodist Church is the church formed on the 20th day of September 1932 (upon the execution on that date in England of a Deed of Union by John Scott Lidgett, Henry Maldwyn Hughes, William Younger and William Christopher Jackson) through the union of the churches formerly known as the Wesleyan Methodist Church, the Primitive Methodist Church and the United Methodist Church.
- (2) The governing body of the Methodist Church is the conference constituted and meeting as provided in the said Deed of Union.
- (3) Under the said conference the administration of the Methodist Church is arranged by districts and among such districts are those named in the First Schedule hereto.
- (4) The work of the Methodist Church in the last mentioned districts is administered (under the ultimate authority of the said conference exercised through the Methodist Missionary Society, which is the overseas department of the Methodist Church) by the synods of the said districts.

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- (5) It is the desire both of the said conference and of the said synods that there shall be established an autonomous church in the area of the said districts or of some of them in place of but in natural succession to the work of the Methodist Church in the said area and to be known as "the Methodist Church in the Caribbean and the Americas".
- (6) It is expedient that such autonomous church be established in the manner provided for by this Act.
- (7) It is expedient that trustees be incorporated capable of holding the property and funds of such autonomous church and with such constitution and powers as are provided for by this Act and that such provision be made for the vesting of property as is hereinafter contained.
- (8) It is expedient that such provision be made in relation to the trusts affecting property connected with the Methodist Church as is hereinafter contained.

## PART I

### INTRODUCTORY

Short title.

1. This Act may be cited as the Methodist Church Act.

Interpretation.

2. In this Act unless the context otherwise requires:—

(a) "the Parent Church" means the Methodist Church formed as before recited;

(b) "the British Conference" means the governing body of the Parent Church as before mentioned;

(c) "the Deed of Union" means the Deed of Union of the 20th day of September 1932 before recited;

(d) "the Church" (so written) means the Methodist Church in the Caribbean and the Americas constituted and established as provided for by this Act but "the church", "church" and "churches" (so written) have their general meanings;

(e) "the Foundation Conference" means the conference referred to in section 6 hereof;

(f) "the Deed of Church Order" means the deed referred to in section 8 hereof.

(g) "the Foundation Date" means the date on which the Deed of Church Order is executed;

(h) "the Conference" means the governing body of the Church and where this Act expressly so provides or the context so requires includes the Foundation Conference;

(i) "the Eligible Districts" means the districts of the Parent Church named in the First Schedule hereto; **First Schedule.**

(j) "the Eligible Synods" means the synods of the Eligible Districts;

(k) "Participating Synods" means such of the Eligible Synods as may have resolved to the effect set out in section 6(a) hereof;

(l) "Participating Districts" means districts of which the synods are Participating Synods;

(m) "the Doctrinal Standards" means the doctrinal standards of the Church as specified in section 5 hereof;

(n) "the Corporation" means the Methodist Church in the Caribbean and the Americas Trust Corporation body incorporated by section 15 hereof;

(o) "the Missionary Society" means the Methodist Missionary Society of 25 Marylebone Road, London, N.W. 1. England, being (as before recited) the overseas department of the Parent Church;

(p) "the Provincial Synod" means the provincial synod of the Western Area of the Missionary Society;

(q) "the W.M.M.T.A." and "the M.M.T.A." mean respectively the Wesleyan Methodist Missionary Trust Association and the Methodist Missionary Trust Association both of 25 Marylebone Road aforesaid;

(r) "the Model Trusts" means the model trusts referred to in section 24(a) hereof;

(s) "property" means property of every description whether real or personal, movable or immovable, and includes money and choses in action;

(*t*) "lands" or "land" includes land and buildings of any tenure and any interest therein or in the proceeds of sale thereof;

(*u*) "local bodies" in relation to the Church or the Parent Church means districts, circuits and societies or such other local bodies as the work of the Church or the Parent Church may be ordered in for the time being, and the synods, meetings and other governing bodies thereof;

(*v*) "ancillary bodies" in relation to the Church, the Parent Church or the Missionary Society means schools, colleges, seminaries, hospitals, book-shops, charities, associations, institutions and other organisations (other than local bodies) subsidiary or ancillary to or connected with the Church, the Parent Church or the Missionary Society respectively but provisions of this Act or the Deed of Church Order applicable to any such ancillary bodies which are connected with other churches or organisations as well as with the Church, the Parent Church or the Missionary Society shall apply to such ancillary bodies only to the extent of the interest therein of the Church, the Parent Church or the Missionary Society.

**Commencement.**

**3.** (*a*) Parts I, II and IV of this Act shall come into effect on the 15th Day of February, 1967.

(*b*) Part III of this Act shall come into effect on the Foundation Date, of which Notice published in the appropriate terms in the *Gazette* signed by the President of the Conference shall be sufficient notice to all persons.

**PART II****THE METHODIST CHURCH IN THE CARIBBEAN AND THE AMERICAS****Establishment of Church.**

**4.** Upon the execution of the Deed of Church Order in accordance with the provisions of section 8(*b*) hereof the Church shall by virtue of this Act and of the Deed of Church Order be constituted and established as an autonomous body of Christian believers in the area specified in section 8(*c*) hereof by the name of "the Methodist Church in the

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Caribbean and the Americas'' and under the constitution provided for by the Deed of Church Order.

**5.** (a) The Doctrinal Standards shall be those of the Parent Church, as set out in the Deed of Union. **Doctrinal Standards.**

(b) The Doctrinal Standards shall be unalterable, whether by the Conference or otherwise.

(c) The Conference shall be the final authority within the Church on all questions concerning the interpretation of the Doctrinal Standards.

(d) The foregoing provisions of this section shall not limit or otherwise affect the powers of the Church to unite with other churches in accordance with the provisions of this Act, notwithstanding that the doctrine of any united church formed under such powers may differ from that of the Doctrinal Standards.

(e) It shall be within the powers of the Church to unite with any other Christian church or organisation in accordance with the provisions to be set out in the Deed of Church Order under section 9(e) hereof, which provisions shall be unalterable, whether by the Conference or otherwise.

**6.** (a) The British Conference and the Eligible Synods or any of them may by a simple majority of the members present and voting resolve to participate in a conference (being the Foundation Conference) to be held for the purpose of settling and adopting the Deed of Church Order, and any resolution to that effect already passed in anticipation of the enactment of this Act shall be deemed to have been made under this sub-section. **Power to hold Foundation Conference.**

(b) If the Eligible Synods or any six of them (including the Synod of the Leeward Islands District) and the British Conference so resolve as aforesaid it shall be lawful for the Foundation Conference to meet in Antigua in the year 1967 for the above purpose and for the transaction of such other business as may be preliminary or incidental thereto or otherwise within the competence of the Foundation Conference or (after the execution of the Deed of Church Order) of the Conference.

Membership and  
Procedure of  
Foundation  
Conference.

**7.** (a) The members of the Foundation Conference shall be:—

- (i) The President of the Foundation Conference, who shall be the Reverend Hugh B. Sherlock.
- (ii) The Vice-President of the Foundation Conference, who shall be Sir Donald Jackson.
- (iii) The Secretary of the Foundation Conference, who shall be the Reverend Edwin L. Taylor.
- (iv) The Treasurer of the Conference funds, who shall be Mr. J. R. A. McDonald.
- (v) The Chairman of the Participating Districts and (if the Jamaica District is a Participating District) the Deputy Chairman of the Haiti Sub-District.
- (vi) The Methodist ministerial tutor and the Methodist deaconess in charge of training at the United Theological College of the West Indies.
- (vii) The Vice-President of the Wesley Deaconess Order-in the Participating Districts and one other representative elected by the members of the said Order stationed in the Participating Districts.
- (viii) Four representatives of the Parent Church, appointed or to be appointed by the British Conference, of whom two shall be ministers and two laymen (which word shall throughout this Act include laywomen).

First Schedule.

- (ix) Ministerial and lay representatives of the Participating Districts appointed or to be appointed by the Participating Synods, as specified in the First Schedule hereto.

Second Schedule.

(b) The Foundation Conference may regulate its own procedure, but until it otherwise resolves the regulations set out in the Second Schedule hereto shall apply.

Power to adopt  
Deed of Church  
Order.

**8.** (a) It shall be lawful for the Foundation Conference by resolution passed by the votes of not less than three-fourths



of the members thereof present and entitled to vote, including all such members who are representatives of the Parent Church, to settle and adopt a deed (being the Deed of Church Order) complying with the provisions of section 9 hereof and setting forth the constitution of the Church.

(b) Upon its adoption by the Foundation Conference in accordance with the last preceding sub-section the Deed of Church Order shall forthwith be signed sealed and delivered by the person presiding over the Foundation Conference and by one of the persons appointed to attend the Foundation Conference as representatives of the Parent Church and (if so desired) by one or more persons representing the Participating Synods or any of them.

(c) The area covered by the work of the Church shall in the first instance be that covered by the existing work of the Participating Districts, but without prejudice to the powers specified in section 10 hereof.

**9.** (a) The Deed of Church Order shall declare the establishment of the Church and define the constitution thereof, and shall make such provisions as the Foundation Conference may think fit for the government and discipline of the Church and the management of its affairs.

Contents of Deed  
of Church Order.

(b) Without prejudice to the generality of the last preceding sub-section, the Deed of Church Order shall contain provision for the following among other matters:—

- (i) The constitution of the Conference, consisting of a Representative Session (comprising ministerial and lay members) and a Ministerial Session (comprising ministerial members only), as the governing body of the Church with supreme authority to do all such things as are not prohibited to it by this Act or the Deed of Church Order, and the membership, officers (including a President, Vice-President and Secretary and a Treasurer of the Conference Funds) procedure, powers and functions of the Conference, including the division of its functions between the Representative and Ministerial Sessions.
- (ii) The membership and ministry of the Church.

- (iii) The holding and management (subject to the provisions of this Act) of the property and funds of or connected with the Church.
- (iv) The appointment, tenure and functions of officers and committees and the setting up and ordering of departments and local bodies of the Church or of its ancillary bodies, so far as the Foundation Conference may desire to include such matters in the Deed of Church Order.
- (v) The making and alteration by the Conference of Standing Orders for the regulation (subject to the Deed of Church Order) of any matters which in the judgment of the Foundation Conference it is desirable that the Conference shall have power to regulate.

(c) The Deed of Church Order shall contain a statement of the Doctrinal Standards and provisions in the terms of sub-sections (b), (c) and (d) of section 5 hereof or to the like effect.

(d) The Deed of Church Order shall provide that the Conference may revoke, alter or add to any of the provisions thereof (other than the Doctrinal Standards and the provisions required by sub-section (e) of this section), but that such revocation, alteration or addition shall require:—

- (i) (in all cases) a resolution passed by the Representative Session by the votes of not less than three-fourths of the members of that Session present and entitled to vote and (after submission for comment to such local or other bodies, if any, as the Deed of Church Order may prescribe) confirmed in the next following year by a similar resolution similarly passed; and also
- (ii) (in the case of a revocation, alteration or addition which affects the continuance of the Ministerial Session as a separate body or the respective powers of the Representative and Ministerial Sessions) a resolution passed by the Ministerial Session meeting separately by

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the votes of not less than three-fourths of the members of that Session present and entitled to vote and confirmed in the next following year by a similar resolution similarly passed.

(e) The Deed of Church Order shall provide that notwithstanding anything therein contained it shall be within the powers of the Church to unite with any other Christian church or organisation, and shall further provide as follows:—

- (i) That so long as the Conference or other the governing assembly of the Church consists of both a Representative Session and a Ministerial Session as described in sub-section (b) (i) of this section the power to unite with any other such church or organisation shall not be exercisable unless the terms and conditions of the proposed union have been approved and confirmed by such resolutions and majorities in both Sessions and in accordance in all respects with such formalities as are prescribed by paragraphs (i) and (ii) of sub-section (d) of this section, notwithstanding that the provisions of the Deed of Church Order corresponding to the said paragraphs may have been revoked or altered.
- (ii) That so long as the Conference or other the governing assembly of the Church does not consist of such Sessions as aforesaid such power shall not be exercisable unless the terms and conditions of the proposed union have been approved by a resolution of the Conference or such other governing assembly passed by the votes of not less than three-fourths of the members thereof present and entitled to vote and confirmed in the next following year by a similar resolution similarly passed.
- (iii) That the provisions prescribed by paragraphs (i) and (ii) of this sub-section shall be unalterable, whether by the Conference or otherwise.

(f) After any revocation or alteration of or addition to the Deed of Church Order, reference thereto in this Act or in any document whenever executed shall unless the contrary is expressly provided or the context otherwise requires be construed and take effect as a reference to the Deed of Church Order as varied by such revocation, alteration or addition.

**Power to incorporate additional areas.**

**10.** For the avoidance of doubt and without prejudice to the generality of the powers of the Church and of the Conference it is hereby expressly declared that it shall be lawful for the Church:—

(a) to extend the area covered by its work, whether by the establishment of missions, the formation of additional districts or other local bodies, the accession to the Church of existing Methodist or other Christian bodies (including any Eligible District which is not a Participating District) or by other means; and the Conference may by alteration of the Deed of Church Order under its powers in that behalf or by other appropriate means make provision for the carrying on and ordering of the work of the Church in such extended areas and (if the Conference thinks fit) for the representation of such extended areas in the conference, and

**Power to co-operate with associated churches.**

(6) to negotiate and enter into arrangements for co-operation with the Parent Church and other Christian churches and organisations, including the mutual recognition of ministries, membership and sacraments; and the Deed of Church Order; may contain provisions relating to such matters and to the status and discipline of ministers and members of such other churches and organisations working in connection with the Church.

**Contracts, liabilities, Officers and Employees.**

**11.** (a) Save as provided in Part III hereof this Act shall not operate to transfer to the Church any contract or liability entered into by the Parent Church or the Missionary Society, but it shall be lawful for the Church to enter into arrangements with the Parent Church and the Missionary Society whereby (with all necessary consents of other persons) contracts and liabilities of the Parent Church or the Missionary Society relating to their work in the Participating Districts are taken over by the Church, and officers of and other persons employed by the Parent Church or the

Missionary Society in connection with such work become officers and employees of the Church.

(b) This section shall not limit the power of the Foundation Conference to declare by the Deed of Church Order who are and shall be ministers in full connexion with the Church.

**12.** (a) On and from the Foundation Date the meeting of the Foundation Conference shall be deemed to be the first meeting of the Conference, and on and from such date until the second meeting of the Conference (being the first to be convened pursuant to the Deed of Church Order) the Foundation Conference and its officers shall have all the powers vested in the Conference and its officers by this Act or the Deed of Church Order. Transitional provisions.

(b) Until the setting up by the Conference of new local bodies in place of the Participating Districts and other the existing local bodies of the Parent Church within the Participating Districts, the work of the Church shall be ordered under the Conference in such existing local bodies and carried on by the existing ministers, officers and members thereof or their lawfully appointed or elected successors for the time being.

**13.** (a) All actions and proceedings by or on behalf of or against the Church may be brought or defended by and in the name of "the President of the Methodist Church in the Caribbean and the Americas" by that description (without naming the holder for the time being of that office) for and on behalf of the Church and the death or incapacity of the President for the time being of the Conference or the expiration of his term of office or any act or thing done or suffered by him shall not abate or affect any such action or proceeding. Legal proceedings, etc.

(b) Any writ, notice or other process in any such action or proceeding shall be sufficiently served on the Church if served personally on the President or Secretary for the time being of the Conference or left at the office of the Conference.

(c) Any affidavit, statutory or other declaration or other similar document required from or desired by the Church may be made by the President, Vice-President or

Secretary for the time being of the Conference for and on behalf of the Church.

(d) Every President, Vice-President and Secretary of the Conference shall be indemnified out of the funds of the Church against all loss, damages, costs and expenses which he may sustain by reason of anything done to or by him in pursuance of this section.

Registration of  
buildings for  
marriages.  
Cap. 261.

**14.** (a) Every building registered at the Foundation Date on behalf of the Parent Church or the Missionary Society for the purposes of the Marriage Act shall thenceforth be deemed to have been so registered on behalf of the Church.

(b) The Secretary of the Conference shall as soon as possible after the Foundation Date supply to the Registrar of births, deaths and marriages a list of all such buildings.

(c) The said Registrar may after comparing such lists with his records and after consultation with the Secretary of the Conference make any correction which may be found necessary.

### PART III

#### THE M.C.C.A. TRUST CORPORATION

Incorporation.

**15.** The Corporation is hereby constituted by the name of "the M.C.C.A. Trust Corporation" as a body corporate with perpetual succession and a common seal and with power to acquire and hold land and other property.

First Members.

Second Schedule.

**16.** The first members of the Corporation shall be the persons who, immediately after the elections (if any) required to be held under clause 3 of the Second Schedule hereto, or otherwise immediately after the execution of the Deed of Church Order, are the President, Vice-President and Secretary of the Conference and the Treasurer of the Conference funds together with the Reverend Donald C. Henry at present the Superintendent of the Leeward Islands Circuit of the Methodist Church in the Caribbean and the Americas and Messrs Sir Hugh Wooding, the Chief Justice of Trinidad and Tobago; Luther Reginald Wynter, Esquire, a Physician residing at Hodges Bay in the Island of Antigua; Dr. Hastings Dudley, Esquire, Vice Principal of the Univer-

sity of the West Indies (Trinidad Section) and W. O. Fraser, Esquire.

**17.** The regulations set out in the Third Schedule hereto shall apply to the Corporation and shall be unalterable by the Corporation.

**Regulations.  
Third Schedule.**

**18.** The objects and powers for and with which the Corporation is constituted are specified in the Fourth Schedule hereto and such objects and powers and the name of the Corporation may be altered only to the extent and by the means specified in the said Schedule.

**Objects and  
powers.  
Fourth Schedule.**

**19.** (a) Subject to sections 17 and 18 hereof the affairs of the Corporation shall be regulated by the Articles of Association set out in the Fifth Schedule hereto.

**Articles of  
Association.**

**Fifth Schedule.**

(b) The Corporation may at any time alter the said Articles of Association by special resolution as defined in the Third Schedule hereto.

**20.** (a) The lands specified in the Sixth Schedule hereto and in the deeds referred to in the said Schedule (being lands held by or in trust for the Parent Church, the Missionary Society or their local or ancillary bodies) are hereby transferred to and vested in the Corporation for all the estates and interests with all the appurtenances but subject to the easements and rights applicable thereto as so held immediately before the Foundation Date and to all moneys then secured thereon and all mortgage terms charges and other estates and interests subsisting therein as security for such moneys.

**Vesting of  
property.  
Sixth Schedule.**

(b) If and so often as it appears that there are other lands which immediately before the Foundation Date were held by or in trust for the Parent Church, the Missionary Society or any of their local or ancillary bodies in connection with work in the Participating Districts but which are not referred to in the Sixth Schedule hereto it shall be lawful for the Governor-General, upon being satisfied of such fact by such evidence as he thinks fit, by Order in that behalf to declare that sub-section (a) of this section shall apply to such other lands as it applies to those specified in the Sixth Schedule hereto and thereupon the said sub-section shall so apply and shall be deemed always to have so applied thereto accordingly.

(c) All personal chattels which immediately before the Foundation Date were held by the Parent Church, the Missionary Society, the W.M.M.T.A. or the M.M.T.A. are hereby transferred to and vested in the Corporation but this sub-section shall not affect the legal ownership of personal chattels held by persons other than the Parent Church, the Missionary Society, the W.M.M.T.A. and the M.M.T.A. in trust for the Parent Church, the Missionary Society or any of their local or ancillary bodies.

(d) Nothing in this Act shall divest, prejudice or otherwise affect the rights, claims or obligations of any person at law or in equity over or in respect of any property except in so far as such person has such rights, claims or obligations as an officer or member of or trustee for the Parent Church, the Missionary Society or one of their local or ancillary bodies.

(e) If after the vesting in the Corporation of any land or chattels by virtue of this section the W.M.M.T.A. or other body divested by this section continues to be under any liability to any third party, being a liability which has been incurred or has arisen in connection with such land or chattels, the Corporation shall keep the W.M.M.T.A., or other body fully indemnified against such liability.

**Adaptation of trusts.**

**21.** (a) All lands and personal chattels held upon trust for or for the purposes of the Parent Church, the Missionary Society or any of their local or ancillary bodies in connection with work in the Participating Districts shall on and after the Foundation Date be held upon similar trusts for or for the purposes of the Church or its corresponding local or ancillary body and as if references to the Church were substituted for references to the Parent Church or the Missionary Society in any declaration of such first mentioned trusts but otherwise with and subject to the powers and provisions applicable thereto immediately before the Foundation Date.

(b) All moneys, bank accounts and choses in action held by or on behalf of or in trust for any Participating District or any local body forming part of such a district shall continue to be held by or on behalf of such district or other local body but in its capacity as a local body of the



Church rather than of the Parent Church or the Missionary Society.

(c) Wherever the words "Methodist Church" or "Conference" are used in any Act, deed, will or other instrument as applying to the Parent Church or the British Conference in connection with work in the Participating Districts such words shall on and after the Foundation Date be construed in their application to property to mean the Church and the Conference respectively.

(d) Any devise or bequest contained in a will or codicil made by any person living at the Foundation Date in favour of or directed to be administered by or in connection with the Parent Church, the Missionary Society or any of their local or ancillary bodies in the Participating Districts shall (save in so far as such devise or bequest is on its true construction intended to be applied for work of the Parent Church or of the Missionary Society carried on outside the Participating Districts) take effect in favour of or be administered by or in connection with the Church or its corresponding local or ancillary body and as if references to the Church were substituted for references to the Parent Church or the Missionary Society in such will or codicil but otherwise with and subject to the powers and provisions set out therein.

**22.** Any moneys held by the Corporation may be invested in any manner for the time being authorised by law for the investment of trust funds or may be invested paid or applied in or for the purchase of any investments or property whether or not so authorised and whether or not such payment or application would apart from this section amount to the investment of such moneys or may be lent upon any security proprietary or personal or without security. **Investments.**

**23.** Notwithstanding that the Corporation may at any time or from time to time for the purposes of the Non-Citizens Land Holding Regulation Act, or any statute for the time being amending or replacing that Act, be or be deemed to be under the control of non-citizens, the Corporation shall not be nor be deemed to be a non-citizen for such purposes but shall be entitled to hold land and mortgages on land in Antigua and Barbuda without licence and such land and **Corporation not to have alien status. Cap. 293.**

mortgages shall not be liable to forfeiture under the said Act or any other such statute.

#### PART IV MISCELLANEOUS

**Model Trusts.**

**24.** (a) It shall be lawful for the Foundation Conference, by resolution in that behalf, or for the Conference, by resolution passed and confirmed in such manner as may for the time being be required for the alteration of the Deed of Church Order, to settle and adopt a form of model trusts (being the Model Trusts) capable of application to any lands held or to be held in connection with the Church or any of its local or ancillary bodies for the purposes of a church, chapel, vestry, minister's or other dwelling-house, day or Sunday school, schoolroom, lecture hall, mission hall, or other building or burial ground.

(b) It shall be lawful for the Conference by resolution passed and confirmed as aforesaid from time to time to revoke alter or add to any of the provisions of the Model Trusts other than any such provisions embodying the Doctrinal Standards.

**Seventh  
Schedule.**

(c) The Corporation or other the owner or owners for the time being of any lands such as are referred to in sub-section (a) of this section may at any time by declaration under seal in the form set out in the Seventh Schedule hereto and forthwith transmitted to the Secretary of the Conference adopt the Model Trusts in relation to such lands and such lands shall thenceforth be held upon the trusts and subject to the powers and provisions set out in the Model Trusts.

(d) If such a declaration relates only to part of the lands held by the Corporation or other such owner or owners the last preceding sub-section shall apply to such part.

(e) If such lands are held jointly by more owners than one then such a declaration shall be valid and effective if executed by a majority of such owners.

(f) Upon any revocation or alteration of or addition to the Model Trusts any lands then already held upon the trusts thereof shall thenceforth be held upon such trusts as amended by such revocation alteration or addition and

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thereafter any reference to the Model Trusts in this Act or in any document whenever executed shall be construed and take effect as a reference to the Model Trusts as varied by such revocation alteration or addition.

**25.** (a) Subject to the next following sub-section nothing in this Act shall affect the ownership, administration, trusts or benefits of or arising under any existing superannuation funds affecting ministers or other officers or employees of the Parent Church, the Missionary Society, the Church or any of their local or ancillary bodies. Superannuation funds.

(b) It shall be lawful for the trustees for the time being of any such existing superannuation fund to transfer to the Corporation or other the trustees of any new superannuation fund established in connection with the Church or any of its local or ancillary bodies such part of such existing fund as they may think fit having regard to any arrangements made by the Corporation or other the trustees of such new fund for the payment or securing of benefits for ministers, officers or employees who have participated in such existing fund.

**26.** (a) A purported copy (purporting to be signed by the President, Vice-President or Secretary of the Foundation Conference or of the Conference) of any of the documents specified in paragraph (b) of this section shall be deemed to be a true copy of such document and shall be received in evidence in all courts and in all proceedings whether civil or criminal as if it were the original document, unless some error is proved. Evidence of documents.

(b) The documents referred to in paragraph (a) of this section are:—

- (i) The Deed of Church Order.
- (ii) The Model Trusts.
- (iii) Any resolution of the Foundation Conference or of the Conference settling, adopting, revoking, altering or adding to the Deed of Church Order or the Model Trusts or any part thereof.
- (iv) Any resolution of the Corporation amending the provisions of the Fourth Schedule hereto

or the Articles of Association of the Corporation.

(v) Any declaration made under the provisions of section 24(c) hereof.

Trustees' indemnity.

**27.** Nothing in this Act shall deprive the Corporation or any other trustee of any rights to which but for this Act they would be entitled to be indemnified out of the trust property in respect of any mortgage, charge, incumbrance, lien, bond, covenant or other obligation under which they may have incurred personal liability.

Exemption from stamp duty, etc.

**28.** No transfer or vesting of property and no adaptation of trusts nor any other act or thing effected by this Act shall give rise to any liability for any tax or duty nor shall this Act nor any document nor copy connected therewith require to be stamped under any statute imposing or regulating the imposition of stamp duty.

Saving of rights.

**29.** Nothing in this Act shall prejudice or affect the rights of Her Majesty the Queen, Her Heirs and Successors or any body politic or corporate or by any other person or persons except such as are mentioned in this Act and those claiming by, from, through or under them.

Sections 2(i) and 7(a) (ix).

THE FIRST SCHEDULE REFERRED TO

Eligible Districts

District	Ministers	Laymen
Bahamas .....	1	2
Barbados and Trinidad ..	1	2
Central America .....	1	2
Guyana .....	1	2
Honduras .....	1	2
Jamaica .....	3*	3*
Leeward Islands .....	1	2

\*Including one minister and one layman from the Haiti Sub-District.

## THE SECOND SCHEDULE REFERRED TO

## Section 7(b).

## Procedure of the Foundation Conference

**1.** The Foundation Conference shall meet at such time and place and by such summons as may have been appointed or issued by the Provincial Synod or as may hereafter be appointed or issued by the Provincial Synod or (if it does not meet at a convenient time to make such arrangements) by its chairman.

**2.** If the President, Vice-President or Secretary of the Foundation Conference or the Treasurer of the Conference funds dies or resigns or becomes unable to act at any time before the Foundation Conference meets then the vacancy shall be filled by appointment by the chairman for the time being of the Provincial Synod, and he shall also be entitled after such consultation to make any consequential appointments which may be desirable, including the appointment of an additional member of the Foundation Conference in place of any person who was already a member in some other capacity but has been appointed President, Vice-President or Secretary or Treasurer of the Conference funds under the provisions of this Clause.

**3.** The persons named in section 7(a) of this Act as President, Vice-President and Secretary of the Foundation Conference and as Treasurer of the Conference Funds shall if duly qualified under the Deed of Church Order continue to act as such and as the like officers of the Conference until their successors appointed at the second meeting of the Conference (being the first to be convened pursuant to the Deed of Church Order) take office, but if any such officer of the Foundation Conference is not a person so named but has been appointed under the provisions of the last preceding clause then he shall hold office only until the execution of the Deed of Church Order, and as its first act after such execution the Foundation Conference shall elect a President, Vice-President or Secretary or a Treasurer of the Conference funds as the case may be in his place (he, if duly qualified, being eligible for election) by the procedure specified in the Deed of Church Order for the election of such officer (or, if none, by simple majority on a ballot vote), save that no prior designation shall be required and that such other modifications shall apply as may be required by the fact that there has been no preceding meeting of the Conference or of any of its committees.

**4.** The President shall preside over the session of the Foundation Conference. In his absence from any session or part of a session the Vice-President shall preside and in the absence

of both the Foundation Conference shall appoint one of its members to preside.

**5.** Except as provided by this Act, resolutions shall be passed by a majority of the votes of the members present and voting. In case of equality of votes the person presiding shall have a second or casting vote.

**6.** The Foundation Conference may from time to time adjourn its sessions and appoint committees as it may think fit.

**7.** A quorum shall be thirty persons, including at least one of the representatives appointed by the British Conference. If a quorum is not present within half an hour of the appointed time for the commencement of a session the session shall stand adjourned to a time and place decided upon by a majority of the members present.

**8.** If any session is adjourned without the fixing of a time and place for the adjourned session the time and place shall be fixed by the President.

**9.** Subject to any resolution of the Foundation Conference its procedure shall, on any matter for which provision is not made in this Act, follow the procedure of the British Conference.

**10.** The decision or declaration of the person presiding at a session shall be final on a matter of a procedure or as to the members voting for and against any resolution and any such declaration as to such numbers shall be conclusive evidence thereof.

**11.** After the execution of the Deed of Church Order clauses 4 to 10 of this Schedule shall apply only in so far as they deal with matters not provided for by the Deed of Church Order and if the Foundation Conference makes standing Orders under any powers in that behalf contained in the Deed of Church Order then clauses 4 to 10 inclusive of this Schedule shall thereafter apply only in so far as they deal with matters not provided for by the Deed of Church Order or such standing orders.

**12.** After the execution of the Deed of Church Order the Foundation Conference may meet in representative session (being a session which all members of the Foundation Conference are entitled to attend) or in ministerial session (being a session which the ministerial members only of the Foundation Conference are entitled to attend) and the provisions of the Deed of Church Order relating to the Representative Session and the Ministerial Session

of the Conference shall be deemed to apply to such sessions of the Foundation Conference respectively.

### THE THIRD SCHEDULE REFERRED TO

Section 17.

#### Regulations applying to the Corporation

##### Interpretation

**1.** In this and the two next following Schedules unless the context otherwise requires:—

- (a) "the Act" means the Companies Act.
- (b) "the Court" means the High Court or a Judge thereof whether sitting in court or chambers.
- (c) "the Registrar" means the Registrar of Joint Stock Companies, as described in the Act.
- (d) "the Articles of Association" means the regulations set out in the Fifth Schedule to this Act as altered for the time being under the power in that behalf contained in section 19(b) of this Act.
- (e) "Member", "Director" and "the common seal" mean respectively a member, a director and the common seal of the Corporation.
- (f) "General Meeting" means a meeting of all the members
- (g) "Annual General Meeting" has the meaning assigned to it by clause 9 of this Schedule.
- (h) "Special Resolution" has the meaning assigned to it by clause 11 of this Schedule.

##### Contracts and Authentication of Documents

**2.** (a) Contracts on behalf of the Corporation may be made as follows:

- (i) a contract which if made between private persons would be by law required to be in writing, and if made according to Antiguan law to be under seal, may be made in writing under the common seal.
- (ii) a contract which if made between private persons would be by law required to be in writing, signed by the parties to be charged therewith, may be made on behalf of the Corporation in writing signed by

any person acting under its authority, express or implied.

- (iii) a contract which if made between private persons would by law be valid although made by parol only and not reduced into writing, may be made by parol on behalf of the Corporation by any person acting under its authority, express or implied.

(b) A contract made according to this clause shall be effectual in law, and shall bind the Corporation and its successors and all other parties thereto.

(c) A contract made according to this clause may be varied or discharged in the same manner in which it is authorised by this clause to be made.

**3.** A bill of exchange or promissory note shall be deemed to have been made, accepted or endorsed on behalf of the Corporation if made, accepted or endorsed in the name of, or by or on behalf or on account of, the Corporation by any person acting under its authority.

**4.** (a) The Corporation may, by writing under the common seal empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds on its behalf in any place not situated in Antigua and Barbuda.

(b) A deed signed by such an attorney on behalf of the Corporation and under his seal shall bind the Corporation and have the same effect as if it were under the common seal.

**5.** (a) The Corporation may have for use in any place not situated in Antigua and Barbuda, an official seal, which shall be a facsimile of the common seal (or as near thereto as the laws of such place permit) with the addition of the name of every place where it is to be used.

(b) A deed or other document to which such an official seal is duly affixed shall bind the Corporation as if it had been sealed with the common seal.

(c) The Corporation may by writing under the common seal, authorise any person to affix such an official seal to any deed or other document to which the Corporation is party in any such place.

**6.** A document or proceeding requiring authentication by the Corporation may be signed by a director, secretary or other



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authorised officer of the Corporation, and need not be under the common seal.

#### Registered Office and Name

**7.** (a) The Corporation shall have a registered office, to which all communications and notices may be addressed.

(b) Notice of the situation of the registered office, and of any change therein, shall be given within 28 days to the Registrar.

**8.** The Corporation:—

(a) shall paint or affix, and keep painted or affixed its name on the outside of every office or place in which its business is carried on, in a conspicuous position, in letters easily legible,

(b) shall have its name engraved in legible characters on the common seal, and

(c) shall have its name mentioned in legible characters in all its business letters and in all its notices and other official publications, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by it or on its behalf and in all its bills of parcels, invoices, receipts and letters of credit.

#### General Meetings

**9.** The Corporation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between one annual general meeting and the next.

**10.** (a) Any provision of the Articles of Association shall be void in so far as it provides for the calling of a general meeting (other than an adjourned meeting) by a shorter notice than:—

(i) In the case of the annual general meeting, twenty-one days' notice in writing; and

(ii) In the case of a meeting other than an annual general meeting or a meeting for the passing of a special resolution, fourteen days' notice in writing.

(b) A general meeting shall notwithstanding that it is called by shorter notice than that specified in the last foregoing sub-clause or in the Articles of Association, as the case may be, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

**11.** (a) A resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of the members present and voting at a general meeting of which not less than twenty-one days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given:

Provided that, if it is so agreed by all the members having the right to attend and vote at any such meeting, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one days' notice has been given.

(b) At any meeting at which a special resolution is submitted to be passed, a declaration of the chairman that the resolution is carried 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.

**12.** A copy of every special resolution shall, within fifteen days after the passing thereof, be forwarded to the Registrar and recorded by him.

**13.** (a) The corporation shall cause minutes of all proceedings of general meetings and of meetings of its directors to be entered in books kept for that purpose.

(6) Any such minutes, if purporting to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall be evidence of the proceedings.

(c) Where minutes have been made in accordance with the provisions of this clause of the proceedings at any general meeting of the company or meeting of directors then, until the contrary is proved, the meeting shall be deemed to have been duly had, and all appointments made thereat shall be deemed to be valid.

### Accounts and Audit

**14.** (a) The Corporation shall cause to be kept proper books of account with respect to all sums of money received and expended by the Corporation and the matters in respect of which the receipt and expenditure takes place.

(b) If any assets have become vested in the Corporation otherwise than upon purchase by the Corporation there shall be no obligation on the part of the Corporation to make any entries in its books of account in respect of such assets, save in so far as any sums of money are received or expended by the Corporation or any obligations are to the knowledge of the directors incurred by or to the Corporation in respect of such assets, but the

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Corporation shall nevertheless keep records of the nature and location of such assets so far as such information is within the knowledge of the directors, and similar records of all dealings with such assets.

**15.** (a) The directors shall at some date not later than eighteen months after the Foundation Date and subsequently once at least in every calendar year lay before the general meeting an income and expenditure account for the period, in the case of the first account, since the Foundation Date and, in any other case, since the preceding account made up to a date not earlier than the date of the meeting by more than nine months.

(b) The directors shall cause to be made out in every calendar year, and to be laid before the general meeting, a balance sheet as at the date to which the income and expenditure account is made up.

**16.** Every balance sheet of the Corporation shall be signed on behalf of the board by two of the directors.

**17.** There shall be attached to every balance sheet laid before the general meeting a report by the directors with respect to the state of the affairs of the Corporation and a report by the auditors.

**18.** (a) The Corporation shall at each annual general meeting appoint an auditor or auditors to hold office from the conclusion of that, until the conclusion of the next, annual general meeting.

(b) At any general meeting a retiring auditor, however appointed, shall be reappointed without any resolution being passed unless:—

- (i) he is not qualified for reappointment; or
- (ii) a resolution has been passed at that meeting appointing somebody instead of him, or providing expressly that he shall not be reappointed; or—
- (iii) he has given the company notice in writing of his unwillingness to be reappointed.

**19.** None of the following persons shall be qualified for appointment as auditor:—

- (a) an officer or servant of the Corporation.
- (b) a person who is a partner of or in the employment of an officer or servant of the Corporation.

**20.** (a) The auditors shall make a report to the members on the accounts examined by them, and on every balance sheet and every income and expenditure account laid before the general meeting during their tenure of office.

(b) The auditors' report shall be read before the general meeting and shall be open to inspection by any member.

(c) Every auditor shall have a right of access at all times to the books and accounts and vouchers of the Corporation and shall be entitled to require from the officers of the Corporation such information and explanation as he thinks necessary for the performance of the duties of the auditors.

(d) The auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive and to be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as auditors.

**21.** A copy of every account, balance sheet and report laid before any general meeting in accordance with the provisions of this Schedule shall be laid before the annual meeting of the Conference next following such general meeting and the Conference may by Standing Order make provision for the sending of copies of any such documents to members of the Conference before such annual meeting thereof.

### **Directors and Secretary**

**22.** The Corporation shall have at least two directors and a secretary.

**23.** Anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the company authorised generally or specially in that behalf by the directors.

**24.** A provision requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

**25.** The acts of a director shall be valid notwithstanding any defect that may afterwards be discovered in his appointment or qualification.

**26.** The Articles of Association may provide for the appointment and removal of the directors by the Conference or may provide that all the members for the time being and no other persons shall be directors. In the absence of any such provisions in the Articles of Association the appointment and removal of directors shall be governed by the statutory provisions (if any) for the time being applying to companies registered under the Act or any other Act amending or replacing it (so far as such provisions are capable of application to the Corporation) and by any provisions in the Articles of Association not inconsistent with such statutory provisions.

#### Winding up

**27.** The Corporation may be wound up as an unregistered company in accordance with the provisions of the Act (so far as such provisions are capable of application to the Corporation) or of any other statutory provisions amending or replacing those provisions.

#### Limitation of Liability

**28.** No member shall as such be under any liability for the debts obligations, or acts of the Corporation whether in the event of its being wound up or otherwise.

#### Service of Documents

**29.** A document may be served on the Corporation by leaving it at or sending it by post to its registered office.

### THE FOURTH SCHEDULE REFERRED TO

### Section 18.

#### Objects and Powers of the Corporation

**1.** The objects for which the Corporation is constituted are:—

(a) To act as trustee either alone or jointly with any other person, persons or corporation for the Church, the Parent Church or the Missionary Society or for any of their local or ancillary bodies (hereinafter called "the Beneficiaries") or of any superannuation or other fund established in connection with the work of the Beneficiaries or any of them.

(b) To undertake and execute any charitable trusts connected with or having objects similar to those of the Beneficiaries.

(c) In connection with the foregoing objects to acquire and exercise the control of any companies or similar bodies, Antigua or otherwise, holding properties upon trusts similar to those or any of those referred to in paragraphs (a) and (b) of this clause.

(d) To purchase, take on lease, or otherwise acquire any land or other property in any part of the world acquired or proposed to be acquired by the Corporation as trustee for the Beneficiaries or any of them or for any other society, fund or body for which the Corporation may for the time being be acting as trustee.

(e) With a view to carrying out the objects of the Corporation to hold, mortgage, charge, lease, sell, manage, develop, turn to account and dispose of land and other property in any part of the world conveyed, leased or transferred to or vested in the Corporation as such trustee or in connection with any such trust as aforesaid.

(f) To accept and receive gifts, donations, legacies and other payments intended for or for the benefit of the Beneficiaries or any of them or any other society, fund or body for which the Corporation may for the time being be acting as trustee, and to hold the same for the societies, funds and bodies for whom or for whose benefit the same may be intended and to fulfil and execute any conditions or trusts attaching to the same, and to solicit and invite by such means as the Corporation may think fit such gift, donations, legacies and other payments as aforesaid for the Beneficiaries and any other such societies, funds or bodies as aforesaid.

(g) To invest, pay or apply the moneys of the Corporation and any moneys come to the hands of the Corporation as such trustees or in the execution of any such trusts or otherwise as aforesaid and not immediately required for special purposes in any manner permitted by this Act.

(h) To borrow or raise or secure the payment of money for the purposes of the Corporation or of any society, fund or body for which the Corporation may for the time being be acting as trustee or for the purposes of any trust undertaken by the Corporation on such terms and on such security as may be thought fit.

(i) To establish and support or aid in the establishment or support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Corporation or of the Beneficiaries or any of them or any other society, fund or body

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for which the Corporation may for the time being be acting as trustee or calculated to further the objects of the Corporation or Beneficiaries or any such society fund or body as aforesaid.

(j) To transfer to or to the trustees for or to hold in trust for any united church formed under the powers in that behalf contained in this Act and the Deed of Church Order or (as the case may be) bodies connected with such a united Church and corresponding to the local or ancillary bodies of the Church any land or property held by the Corporation as trustees for the Church or its local or ancillary bodies.

(k) To procure the Corporation to be duly registered in or otherwise constituted or recognised by the law of any country outside Antigua in which the Corporation may from time to time acquire or hold or contemplate acquiring or holding any property.

(l) To delegate from time to time all or any of its powers to the Conference or its committees or to local bodies of the Church:

Provided that any such delegation shall be revocable by the Corporation and shall not grant to any local body of the Church the power to do any act otherwise than in accordance with the Deed of Church Order and any regulations duly made thereunder by Standing Order or otherwise.

(m) To do all such other things as are incidental or the Corporation may think conducive to the attainment of the foregoing objects or any of them.

2. The income and property of the Corporation whencesoever derived, shall be applied solely towards the promotion of the objects of the Corporation as set forth in this Schedule and no portion thereof shall be paid or transferred directly or indirectly, by way of profit, to the members of the Corporation:

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Corporation, in return for any services actually rendered to the Corporation, nor prevent the payment of interest at a rate not exceeding 8 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Corporation.

3. If upon the winding up or dissolution of the Corporation 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 Corporation, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Corporation and which shall prohibit the distribution of its or their income and property among

its or their members to an extent at least as great as is imposed on the Corporation under or by virtue of clause 2 of this Schedule, such institution or institutions to be determined by the members of the Corporation at or before the time of dissolution, or in default thereof by the Court, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

**4.** (a) The provision of the foregoing clauses of this Schedule, or the name of the Corporation, may be altered by special resolution, but such alteration shall be effective only if and when confirmed by the Court upon application thereto by the Corporation.

(b) The procedure upon such an application shall be as nearly as possible the same as that upon an application by a company registered under the Act or any other Act for the time being amending or replacing it, for an Order confirming reduction of capital, save that no part of such procedure relating to creditors shall be applicable, and that references to the memorandum of association of such a company shall be constructed as references to this Schedule.

(c) The Court shall have an absolute discretion to grant such an application unconditionally or upon such terms as it may think fit or to refuse the same:

Provided that if the Court proposes to grant an application upon terms the Corporation shall be informed of such terms not less than 14 days before any final order is made upon the application and the Corporation may at any time before such order is made withdraw the application.

## Section 19.

**THE FIFTH SCHEDULE REFERRED TO****Articles of Association****Membership**

**1.** (a) The following persons shall be members of the Corporation:—

- (i) The President, Vice-President and Secretary of the Conference and the Treasurer of the Conference funds, who shall be "ex-officio members".
- (ii) Not more than eight nor less than four persons appointed by the Conference, who shall be "appointed members".



(b) The first members named in section 16 of this Act, other than the ex-officio members, shall be deemed to be appointed members.

**2.** An ex-officio member shall be a member so long as he holds the office which entitles him to membership.

**3.** An appointed member shall be a member until he retires or is removed (as he may be at any time) by the Conference.

### **General Meetings**

**4.** The annual general meeting and any other general meeting shall be held at such time and place as the directors may appoint.

**5.** The minimum periods and the form of notice required by clause 10 of the Third Schedule to this Act shall be the periods and form of the notice to be given in calling a general meeting.

**6.** 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.

**7.** The business of the annual general meeting shall include (in addition to other business) the consideration of the annual report and accounts furnished by the directors and the appointment of the auditors.

**8.** 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, five members present in person shall be a quorum.

**9.** If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed the members present shall be a quorum.

**10.** The chairman of the board of directors or in his absence such member as the meeting may appoint, shall preside over every general meeting as chairman.

**11.** Every member present at a general meeting shall have one vote. In case of equality of votes on a resolution falling to

be decided by a simple majority the chairman shall have a second or casting vote. There shall be no voting by proxy.

**12.** Subject to the provisions of this Schedule a general meeting may adjourn or otherwise regulate its proceedings as it thinks fit.

### **Directors**

**13.** All the members for the time being and no other persons shall be directors.

**14.** The directors may exercise all the powers of the Corporation to borrow money, and to mortgage or charge its property or any part thereof and to issue securities for any debt, liability or obligation of the company or of any third party.

**15.** The business of the Corporation shall be managed by the directors who may exercise all such powers of the Corporation as are not, by the Third Schedule to this Act or by this Schedule, required to be exercised by the general meeting, subject nevertheless to such regulations as may be prescribed by the general meeting; but no regulations made by the meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

**16.** The directors may meet together for the dispatch of business adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall at any time summon a meeting of the directors.

**17.** The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

**18.** The continuing directors may act notwithstanding any vacancy in their body.

**19.** The directors may elect a chairman of their meeting and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

**20.** The directors may delegate any of their powers to committees consisting of such member or members of their body with or without other persons, as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

**21.** A committee may meet and adjourn and otherwise regulate its proceedings as it thinks proper.

**22.** All acts done by any meeting of the directors or of a committee of directors or by any person acting as director shall, notwithstanding 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 person had been duly appointed and was qualified to be a director.

**23.** A resolution in writing, signed by all the directors for the time being entitled to receive notice of any meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

#### **The Secretary**

**24.** The Secretary shall be appointed by the directors for such term and upon such conditions as they think fit and any secretary so appointed may be removed by them.

#### **The Common Seal**

**25.** The directors shall provide for the safe custody of the common seal, which shall be used only by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the common seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for that purpose.

#### **Notices**

**26.** A notice may be given by the Corporation to any member either personally or by sending it by post, telegram or cable to him or to his last known address. If such address is outside the island of Antigua any such notice sent by post shall be sent by first-class air mail. 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 and to have been effected in the case of a notice of a meeting at the

expiration of 7 days after the letter containing the same is posted, and in any other case at the same time at which the letter would be delivered in the ordinary course of post.

Section 20(a).

**THE SIXTH SCHEDULE REFERRED TO**

**Lands vested in the Corporation**

Short Description of Property and Location	Purpose for which Property now used
Land in St. Mary's Street, St. John's.	Site of Ministers' and Deaconess's Residence.
Land in St. Mary's Street, St. John's.	Site of Ebenezer Methodist Church.
Land in Lower North Street, St. John's.	Site of "Kingsway Homes" and rented House Plots.
Land at Ottos, St. John's.	Unused land intended for a Church Site.
Land at Scott's Hill, St. John's.	Site of Conference Centre — MCCA
Land at Sawcolts, St. Mary's Parish.	Site of Church.
Land at Sawcolts, St. Mary's Parish.	Site of Grave Yard.
Land in Nonsuch Division, St. Philips Parish.	Site of Gilbert Memorial Church and Grave Yard.
Land at Bethesda, St. Paul's Parish.	Site of Bethesda Church, and Church Grave Yard.
Land at Freemanville, St. Peter's Parish	Site of Freemanville Church and Church Grave Yard.

**THE SIXTH SCHEDULE REFERRED TO****Lands vested in the Corporation**

Short Description of Property and Location	Purpose for which Property now used
Land at Liberta, St. Paul's Parish.	Site of Liberta Church.
Land at Liberta, St. Paul's Parish.	Site of Graveyard.
Lands at English Harbour St. Paul's Parish.	Site of Church and surrounding lands.
Lands at English Harbour St. Paul's Parish.	Site of Grave Yard.
Land at Mercer's Creek and Codrington, St. Peter's Parish.	Lands rented for planting of cotton.
Land at Gilberts in St. Peter's Parish.	Site of Gilberts House.
Land at Betty's Hope in St. Peter's Parish.	Lands rented for planting of cotton.
Land at Freetown, St. Philip's Parish.	Site of Freetown Methodist Church, two school buildings, Teacher's House and Grave Yard.
Land at Parham, St. Peter's Parish.	Site of Church and surrounding lands.
Land at Parham, St. Peter's Parish.	Site of Grave Yard.

Section 24(c).

**THE SEVENTH SCHEDULE REFERRED TO**

**Declaration Adopting the Model Trusts**

By this deed made the \_\_\_\_\_ day of  
**19** \_\_\_\_\_ we being (a majority of) the trustees of the land

hereunder specified hereby declare in accordance with and by virtue of section 24(c) of the Methodist Church Act, that we shall henceforth hold such lands upon the trusts and with and subject to the powers and provisions set out in the Model Trusts as defined in the said Act or as near thereto as any difference in tenure from freehold land will permit.

**In Witness** whereof we have hereunto (set our hands and seals) (caused our common seal to be affixed) the day and year first above mentioned.

(Here set out description of property)

(Seals and signatures or common seal of parties)

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